

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY AND INSOLVENCY)**

IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.

**RESPONDING MOTION RECORD
(Re Inspector's Eligibility Motion)
(Returnable August 3, 2012)**

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**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY AND INSOLVENCY)**

IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.

MOTION RECORD

I N D E X

<u>Tab</u>		<u>Page</u>
1.	Affidavit of Mark Williams sworn July 31, 2012	1

TAB 1

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY AND INSOLVENCY)**

IN THE MATTER OF THE BANKRUPTCY OF
SKYSERVICE AIRLINES INC.

AFFIDAVIT OF MARK WILLIAMS
(sworn July 31 , 2012)

I, Mark Williams, of the Town of Oakville, in the Province of Ontario, MAKE OATH AND SAY:

1. I am the President of Sunwing Airlines Inc., an affiliate of Sunwing Tours Inc. (“**Sunwing**”) and as such have knowledge of the matters to which I hereinafter depose, except where otherwise stated. Where this affidavit is not based on my direct personal knowledge, it is based on information and belief and I verily believe such information to be true.
2. On March 29, 2012 a bankruptcy order (the “**Bankruptcy Order**”) was granted with respect to Skyservice Airlines Inc. (“**Skyservice**”) and FTI Consulting Canada Inc. was appointed as trustee (the “**Trustee**”) of the bankrupt estate of Skyservice.
3. The Bankruptcy Order was sought for the express purpose of establishing a date of the initial bankruptcy event for the purposes of the *Bankruptcy and Insolvency Act* (the “**BIA**”) and to make certain rights and remedies available under the BIA, including the preservation of certain limitation periods.
4. The first meeting of the creditors of Skyservice was held on April 19, 2012 (the “**Creditors’ Meeting**”). During the course of the Creditors’ Meeting, I was appointed as an inspector of the bankrupt estate of Skyservice (in such capacity, an “**Inspector**”). However, my

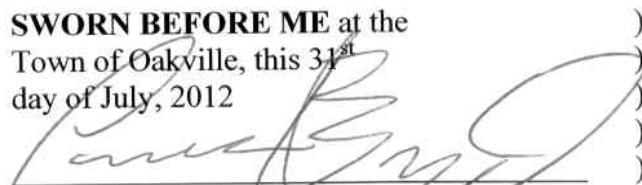
appointment was made subject to the Trustee obtaining confirmation from the Court as to my eligibility to serve as Inspector.

5. An inspectors' meeting has not been held since the Creditors' Meeting, nor have I been asked to carry out any function as Inspector.

6. If confirmed as Inspector, I will remove myself from any inspectors' meeting, and not participate in any way, whether directly or indirectly, in any discussion or vote, relating to the contested trust claim that Sunwing has currently outstanding in the receivership proceedings in respect of Skyservice, should it arise, or any claim Sunwing may hold as against the bankrupt estate of Skyservice.

7. This affidavit is sworn in support of the motion brought by Sunwing for an order confirming my appointment as Inspector and for no other or improper purpose.

SWORN BEFORE ME at the
Town of Oakville, this 31st
day of July, 2012


A Commissioner for Taking Affidavits


MARK WILLIAMS

CAMERON CHARLES CLARENCE BRYANT,
A COMMISSICNER, ETC., PROVINCE OF
ONTARIO, WHILE A STUDENT-AT-LAW.
EXPIRES MAY 3, 2015.

IN THE MATTER OF THE BANKRUPTCY OF SKYSERVICE AIRLINES INC.

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
(IN BANKRUPTCY AND INSOLVENCY)**

Proceeding Commenced at Toronto

**AFFIDAVIT OF MARK WILLIAMS
Sworn July 31, 2012**

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IN THE MATTER OF THE BANKRUPTCY OF SKYSERVICE AIRLINES INC.

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