

JOURNEY — ROUTE		CREW — ÉQUIPAGE	RECORD OF TIME — FICHE DE TEMPS					
1. DATE	2. POINT OF DEPARTURE AND DESTINATION POINT DE DÉPART ET DESTINATION	3. NAME/S — NOM/S	4. UP QUITTE LE SOL À	5. DOWN PRISE DE CONTACT	6. AIR TIME TEMPS DANS LES AIRS	FLIGHT TIME TEMPS DE VOL	7. TOTAL AIR TIME SINCE MANUFACTURE TEMPS AIR TOTAL DEPUIS SA CONSTRUCTION	8. TOTAL NUMBER OF PERSONS ON BOARD NOMBRE PERSONNE
TOTAL BROUGHT FORWARD TOTAL REPORTÉ								NUMBER NOMBRE
								WEIGHT POI

AIRCRAFT LOGBOOK ENTRY

Date: 12-20-2009

N929CA Bombardier CL600-2B19 Aircraft, MSN 7035

Total Time 38132

Total Cycles 34894

General Electric CF34 Engine, MSN 807111

Total Time 35105

Total Cycles 30845

General Electric CF34 Engine, MSN 807109

Total Time 34439

Total Cycles 31449

Allied Signal GTCP36-150 RJ APU, MSN P-159C

This is to certify that the above referenced Aircraft, Engines, Appliances or Components attached thereto have not been used in military service, have not been involved in an accident or incident while in operation at Comair, Inc., that would have been required to be reported to the NTSB.

The aircraft has been maintained in accordance with the FAA approved Comair, Inc. Maintenance Program. All records (see CD labeled SN 7035 12202010) relating to time controlled or life limited components (Certified reports and files) are accurate at this time.

At delivery, this aircraft will no longer be maintained by Comair's Continuous Maintenance and Inspection Program

Name: Michael L. Mizell



Title: CFR 121 Chief Inspector
COMAIR, Inc

ASSET MANAGEMENT AND CONSIGNMENT AGREEMENT

This Asset Management and Consignment Agreement (this "Agreement") is dated as of October 14, 2009, by and between JPMorgan Capital Corporation, whose principal place of business is located at 10 South Dearborn, Chicago, IL 60603-2003 ("Consignor") and GA Telesis, LLC, a Delaware limited liability company with its principal place of business located at 5400 NW 35th Avenue, Building 16, Fort Lauderdale, FL 33309 USA ("Consignee").

BACKGROUND

The grantor trusts, each as identified on the Consignment Schedules (as hereinafter defined) (the "Trusts"), which are beneficially owned by the affiliates of Consignor, each as identified on the related Consignment Schedules (the "Affiliates") and subject to Trust Agreements between such Affiliates and Wells Fargo Bank Northwest, National Association, not in its individual capacity, but as owner trustee (the "Owner Trustee"), are the owners of the equipment (collectively, the "Consigned Goods", and where applicable, the "Aircraft", "Airframe", "Engine" or "Parts") specified on any applicable schedule hereto (each a successively-numbered "Consignment Schedule") substantially in the form of Exhibit B hereto.

Consignee is in the business of marketing aircraft and engines for sale or lease and the sales, marketing and disposition of aircraft parts, engines, engine parts, components, and material substantially similar to the Consigned Goods. For whole Aircraft and Engines which are on lease as of the execution date hereof, Consignor would like to engage Consignee to market for lease, sale or exchange; and, if applicable for parts derived therefrom or for any period following the Pre-Delivery Period (as defined hereinbelow), to procure and manage the sale, lease or disassembly and repair of the Consigned Goods in accordance with the applicable terms and conditions of Parts I and II of this Agreement.

ASSET MANAGEMENT

I. Return and Pre-Delivery Date Marketing.

Consignor hereby appoints Consignee as its technical advisor and remarketing agent and for coordinating the return of the Aircraft from the current lessee identified on Exhibit A hereto (each a "Current Lessee") and arranging the delivery of the Aircraft to the applicable Delivery Location (as hereinafter defined) or to such third party purchasers or lessees as Consignee may be able to arrange during the period prior to the Delivery Date (the "Pre-Delivery Period"). During the Pre-Delivery Period, Consignee shall perform the tasks identified on Exhibit C hereto (the "Technical Services") and serve as exclusive representative for the remarketing of the Aircraft or Engines for sale or lease (the "Remarketing Services"). In performing the Remarketing Services, Consignee will consult with Consignor concerning any potential sale or lease of any Aircraft or Engine

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first appearing above.

Consignor:

JPMORGAN CAPITAL CORPORATION

By Jeremy S. Reinhard

Title Vice President

Consignee:

GA TELESIS, LLC

By Abdol Moabery

Title Abdol Moabery
Manager

Exhibit A to
Consignment Agreement

Leases

1. Lease Agreement dated as of September 28, 1993 between Wilmington Trust Company, not in its individual capacity, but solely as Trustee, as Lessee, and Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee relating to one Bombardier CL-600-2B19 (CRJ-100ER), msn 7013, U.S. Registration No. N915CA, with CF34-3A1 Engine Nos. 807022 and 807023.
2. Lease Agreement dated as of September 28, 1993 between Wilmington Trust Company, not in its individual capacity, but solely as Trustee, as Lessee, and Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee relating to one Bombardier CL-600-2B19 (CRJ-100ER) msn 7014, U.S. Registration No. N916CA, with CF34-3A1 Engine Nos. 807031 and 807032.
3. Lease Agreement dated as of September 28, 1993 between Wilmington Trust Company, not in its individual capacity, but solely as Trustee, as Lessee, and Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee relating to one Bombardier CL-600-2B19 (CRJ-100ER) msn 7017, U.S. Registration No. N917CA, with CF34-3A1 Engine Nos. 807042 and 807043.
4. Lease Agreement dated as of December 21, 1993 between Wilmington Trust Company, not in its individual capacity, but solely as Trustee, as Lessee, and Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee relating to one Bombardier CL-600-2B19 (CRJ-100ER) msn 7026, U.S. Registration No. N924CA, with CF34-3A1 Engine Nos. 807076 and 807077.
5. Lease Agreement dated as of December 21, 1993 between Wilmington Trust Company, not in its individual capacity, but solely as Trustee, as Lessee, and Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee relating to one Bombardier CL-600-2B19 (CRJ-100ER) msn 7031, U.S. Registration No. N927CA, with CF34-3A1 Engine Nos. 807095 and 807096.
6. Lease Agreement dated as of June 1, 1994 between Wilmington Trust Company, not in its individual capacity, but solely as Trustee, as Lessee, and Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee relating to one Bombardier CL-600-2B19 (CRJ-100ER) msn 7035, U.S. Registration No. N929CA, with CF34-3A1 Engine Nos. 807109 and 807111.

CONSIGNMENT SCHEDULE No. 6

Aircraft: CRJ-100ER MSN 7035, N929CA
Engines: CF34-3A1 ESNs 807109 AND 807111
Parts: n/a

The above Aircraft and Engines have been delivered on December 20, 2010 (the "Delivery Date") to Emery Air, Inc., at Rockford, Illinois (the "Delivery Location") pursuant to that certain Consignment Agreement dated as of October 14, 2009 and shall be attached thereto and made a part thereof. The Aircraft and Engines have been inspected by Consignee and Consignee hereby acknowledges that it accepts delivery thereof subject to the terms and conditions of the Consignment Agreement. Consignor hereby notifies Consignee that the Aircraft and Engines are owned by Wells Fargo Bank Northwest, National Association, successor to First Security Bank of Utah, National Association, not in its individual capacity, but solely as Owner Trustee, pursuant to a Trust Agreement dated as of June 1, 1994 with Banc One Arizona Leasing Corporation, as Owner Participant, as amended.

Sales Commission: 

Rental Commission: 

All capitalized terms not otherwise defined herein shall have the same meaning as that provided for by the Consignment Agreement.

Accepted this 21st day of May, 2011

GA TELESIS, LLC

By: 
Name:
Title:

Abdol Moabery
President & CEO



Wells Fargo Bank Northwest, N.A.
Corporate Trust Lease Group

MAC U1228-120
299 South Main Street, 12th Floor
Salt Lake City, UT 84111
801 246-5630
801 246-5053 Fax
www.wellsfargocorptrust.com

May 6, 2010

GA Telesis, LLC
5400 NW 35th Avenue, Building 16
Fort Lauderdale, FL 33309

Ladies and Gentlemen:

We refer to the Asset Management and Consignment Agreement dated October 14, 2009 between JPMorgan Capital Corporation and GA Telesis, LLC (the "Agreement"). As stated in the Agreement, the undersigned, Wells Fargo Bank Northwest, National Association, is the owner trustee of the Trusts (in such capacity, the "Owner Trustee"). As Owner Trustee, the undersigned hereby ratifies and approves the Agreement as executed by JPMorgan Capital Corporation, an affiliate of the owners of the Trusts.

Capitalized terms used herein and not defined have the meanings specified in the Agreement.

Very truly yours,

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as Owner Trustee

By: _____

Name:

Title:

Michael Arsonault

Michael Arsonault
Assistant Vice President

FAA LEASE TERMINATION AGREEMENT

The undersigned, Wells Fargo Bank Northwest, National Association, as owner trustee, as lessor, and Wilmington Trust Company, as lessee trustee, as lessee, under that certain Lease Agreement, as more particularly described in Annex I attached hereto (the "Lease"), with respect to the Aircraft, as more particularly described in Annex I attached hereto (the "Aircraft"), hereby terminate the Lease (except for those provisions which survive termination of the Lease) and further, release the Aircraft from all the terms and conditions thereof.

This FAA Lease Termination Agreement may be executed in counterparts, each of which when executed and delivered shall be deemed an original and all together shall constitute one and the same instrument.

Dated as of December 20, 2010.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as owner trustee,
as lessor

By: *WFA*
Title: Asst. Vice President

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as lessee trustee, as
lessee

By: _____
Title: _____

18070.210025

FAA LEASE TERMINATION AGREEMENT

The undersigned, Wells Fargo Bank Northwest, National Association, as owner trustee, as lessor, and Wilmington Trust Company, as lessee trustee, as lessee, under that certain Lease Agreement, as more particularly described in Annex I attached hereto (the "Lease"), with respect to the Aircraft, as more particularly described in Annex I attached hereto (the "Aircraft"), hereby terminate the Lease (except for those provisions which survive termination of the Lease) and further, release the Aircraft from all the terms and conditions thereof.

This FAA Lease Termination Agreement may be executed in counterparts, each of which when executed and delivered shall be deemed an original and all together shall constitute one and the same instrument.

Dated as of December 20, 2010.

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, as owner trustee,
as lessor

By: _____

Title: _____

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as lessee trustee, as
lessee

By:  _____

Title: Anita Russell: wolvery
Assistant Vice President

18070.210025

N929CA

Annex I
to FAA Lease Termination Agreement

Description of Lease

Lease Agreement dated as of June 1, 1994 between First Security Bank of Utah, National Association (now Wells Fargo Bank Northwest, National Association), as owner trustee, as lessor, and Wilmington Trust Company, as lessee trustee, as lessee, which was recorded by the Federal Aviation Administration on June 24, 1994 and assigned Conveyance No. HK002163, as supplemented by the following described instrument:

<u>Instrument</u>	<u>Date of Instrument</u>	<u>FAA Recording Date</u>	<u>FAA Conveyance No.</u>
Lease Supplement No. 1	06/23/94	06/24/94	HK002163

Description of Aircraft

One (1) Canadair model CL-600-2B19 aircraft bearing manufacturer's serial number 7035 and U.S. Registration No. N929CA and two (2) General Electric model CF34-3A1 aircraft engines bearing manufacturer's serial numbers 807109 and 807111.

18070.210025

N929CA