



September 23, 2009

To: Christine Evans
Technical Records Analyst
GA Telesis
5400 NW 35th Avenue
Fort Lauderdale
Florida, 33309, USA

Non – Incident Statement

Engine CF6-80C2A2 ESN 690128 has not been involved, nor removed from an aircraft that was involved in an incident or accident, major failure or fire nor has the engine nor the parts installed on it been subjected to extreme stress or heat during nor have the parts been obtained from any government, military or unapproved source during Air Transat's operation.

Removal of the engine: Engine Flight Hours / Total Engine Flight Cycles: 38467 FH / 22193 FC

Mario Lafrance
Air Transat
Director, Quality Assurance
5959 Boulevard de la Cote Vertu
Montreal, Quebec, Montreal
H4S 2E6



PARTIAL LEASE TERMINATION AGREEMENT

THIS PARTIAL LEASE TERMINATION AGREEMENT, dated as of September 8, 2009, is between GA Telesis, LLC ("Lessor") and Air Transat A. T. Inc. ("Lessee") (collectively, the "Parties").

WITNESSETH

WHEREAS, Lessor and Lessee have heretofore entered into that certain Engine Lease Agreement dated as of April 20, 2009, and 690128-Equipment Schedule No. 1, dated as of April 20, 2009, as extended by that certain Extension No.1 to Engine Lease Agreement dated as of July 19, 2009 (collectively, the "Lease") with respect to one (1) General Electric CF6-80C2A2 engine bearing manufacturer's serial number 690128 with full A310-300 QEC and with Nose Cowl, Thrust Reverser and Cascades, and an engine transportation stand bearing serial number 11970-1 (hereinafter, the "Engine"); and

WHEREAS, pursuant to the Lease, Lessee has returned the Engine to Lessor and Lessor has accepted its return and does hereby terminate the Lease with respect to the Engine.

NOW THEREFORE, for and in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee agree as follows (capitalized terms not otherwise defined herein being used as defined in the Lease):

1. Return of the Engine. The undersigned Parties hereby confirm that the Engine was returned to the Lessor as of the date hereof.
2. Termination of Lease. The Lease with respect to the Engine is hereby terminated. All other Lease provisions remain in full force and effect and shall not be affected by this Agreement in any regard.
3. Reservation of Rights. Notwithstanding the termination of the Lease Term with respect to the Engine as set forth in Section 2 above, Lessor hereby expressly reserves all rights and does not waive any obligation of Lessee in respect of any indemnification obligations set forth therein.
4. Miscellaneous. This Agreement and the terms and provisions hereof shall be binding upon the successors and assigns of the respective parties hereto. The parties agree to cooperate fully with each other to carry out the provisions of this Agreement, including the execution of other and further documents necessary or appropriate therefor. This Agreement may be signed in one or more counterparts, all of which when taken together shall constitute one and the same instrument. If any part of any provision contained in this Agreement or of any document referenced herein shall be invalid or unenforceable under Applicable Law, then said part shall be ineffective to the extent of such invalidity only, without in any way affecting the remaining parts of said provision or of the remaining provisions of any such documents.

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IN WITNESS WHEREOF, Lessor and Lessee have caused this Partial Lease Termination Agreement to be duly executed as of the day and year first above written.

LESSOR:

GA Telesis, LLC

By: 

Name: Andrew Toutt

Title: Executive Vice President

LESSEE:

Air Transat A. T. Inc.

By: 

Name: WILLIAM RITCHIE

Title: DIRECTOR - POWERPLANTS

USED AIRCRAFT PURCHASE AGREEMENT

THIS USED AIRCRAFT PURCHASE AGREEMENT is made this 26th. day of February, 2007

BETWEEN:

- (1) **THAI AIRWAYS INTERNATIONAL PUBLIC COMPANY LIMITED**, a public limited company organized and existing under the laws of Thailand, whose registered office is located at 89 Vibhavadi Rangsit Road, Bangkok 10900, Thailand (hereinafter referred to as "Seller") ; and
- (2) **GA Telesis, LLC**, , a limited liability company organized and existing under the laws of Florida, United States of America, whose registered office is located at 5400 Northwest 35th Avenue, Fort Lauderdale, Florida 33309, United States of America, and/ or its affiliate, partner or trust (hereinafter referred to as "Buyer").

The Seller and the Buyer hereinafter collective referred to as the "Parties" or each a "Party".

WHEREAS:

- A. Seller is the owner of 1 (One) Airbus A300B4-601 aircraft bearing Thai Registration Number HS- TAB and with Manufacturer's Serial Number 371 being a used aircraft ("Used Aircraft"); and
- B. Seller and Buyer have entered into that certain Memorandum of Understanding relating to the proposed sale by Seller and proposed purchase by Buyer of the Used Aircraft dated 20th February 2006; and
- C. Seller as the owner of the Used Aircraft has the right to sell the Used Aircraft and Buyer has the right to purchase the Used Aircraft; and
- D. Seller is willing to sell and Buyer desires to purchase the Used Aircraft on and subject to the terms and conditions set out in this Agreement.

IT IS HEREBY AGREED as follows:

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2.2 Together with the Used Aircraft the Used Aircraft Package shall include the following:

2.2.1 2 (Two) General Electric CF6-80C2A1 engines bearing Manufacturer's Serial Numbers 690128 and 695124 respectively, or such other engines which are installed on the Used Aircraft on the Delivery Date;

2.2.2 all equipment, accessories, parts and other property installed on or appurtenant to the Used Aircraft as normally flown by Seller in scheduled passenger and cargo airline revenue service ("Parts"); and

2.2.3 the manuals, records, logs, technical data and other materials and documents relating to the Used Aircraft including Engines, APU, landing gear and Parts customarily maintained and/or generated by Seller and Seller's approved sub-contractors as shall be required by the DCA and which are specified in Appendix C hereto.

3. REPRESENTATIONS AND WARRANTIES

3.1 Representations and Warranties of Seller

Seller acknowledges that Buyer has entered into this Agreement in full reliance on representations made by Seller on the following terms and Seller now covenants, represents and warrants to Buyer that the following statements are at the date hereof, and on the Delivery Date will be true and accurate:

3.1.1 Seller is organized and existing as a public limited company with limited liability under the laws of the Kingdom of Thailand and has power to conduct its business as presently conducted, to own its assets, and to enter into and perform its obligations under this Agreement;

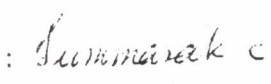
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IN WITNESS WHEREOF the Parties hereto have executed this Agreement by their duly authorized representatives as of the day and year first herein written.

SIGNED for and on behalf of

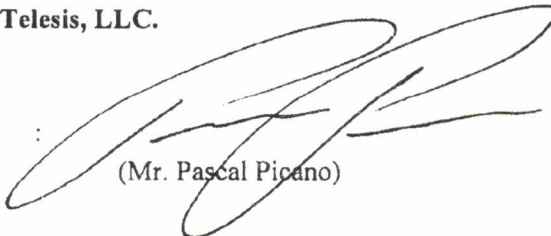
THAI AIRWAYS INTERNATIONAL PUBLIC COMPANY LIMITED

By : 
(Flg. Off. Apinan Sumanaseni)

Witnessed : 
(TUMMASAK C)

Witnessed : 
(Pichanan S.)

SIGNED for and on behalf of
GA Telesis, LLC.

By : 
(Mr. Pascal Picano)

Witnessed :
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Witnessed :
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Lufthansa Technik AG
Postfach 63 03 00, D-22313 Hamburg

Ihre Zeichen
Your Reference

Unsere Zeichen / Datum
Our Reference / Date

Telefon / Telefax
Telephone / Telefax

GA Telesis, LLC
5400 N.W. 35th Avenue
Fort Lauderdale 33309

HAM / WR14/T
3/29/2010

+49-40-
5070 -8943
5070 -
988943

USA

Disassembly Letter

To whom it may concern:

Lufthansa Technik certifies that engine serial number: 690128 was dismantled using approved tooling methods and practices. This engine was disassembled under following referenced information:

Parts removed were identified and tagged "unserviceable condition". This engine was disassembled, all materials identified and packed for return to GA Telesis, LLC.

Engine Type: CF6-80C2
Engine Serial number: 690128
Last Operator: Air Transat
GA Telesis Order Number: 23609
LHT W/O: 810076
Engine total time: 38467
Engine total cycles: 22193

Lufthansa Technik

Name: Jens Brandt, HAM WR14/T
Manager Engine Tear Down

Signed: