



Maintenance & Engineering Department
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Lisbon, April, 24th 2013

TO WHOM IT MAY CONCERN

NON ACCIDENT INCIDENT STATEMENT

Ref: Engine Model **CF6-80C2A2** ESN: **695316**

We hereby confirm that during Hifly operation the above referenced engine, installed on aircraft A310-300 MSN registration , has not been involved in an accident, incident, major failure or fire or subjected to extreme stress or heat and has not been immersed in salt water or otherwise exposed to corrosive agents outside normal operation.

To the best of our knowledge, the above referenced engine has not been operated by any Government, Military or unapproved source.

According to our record the engine at this date has accumulated 62.748 flight hours since new and 15.987 flight cycles since new

Best regards,



Luís Ferreira

Maintenance & Engineering Director



BILL OF SALE

For valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Airbus S.A.S. (Seller), owner of the aircraft, engines, equipment and documents described below (hereinafter referred to as the Aircraft):

1. one (1) Airbus A310-304 aircraft bearing manufacturer's serial number ;
2. two (2) CF6-80C2A2 engines bearing manufacturer's serial numbers 695316 and ;
3. all equipment, accessories and parts belonging to, installed in or appurtenant to such aircraft or engines, to the extent that title thereto has been vested in Seller; and
4. the Aircraft Documents (as defined in the Sale Agreement),

does hereby sell, grant, transfer and deliver all its right, title and interest in and to the Aircraft, to GA Telesis, LLC, a Delaware limited liability company (Buyer) (as transferee of the rights and obligations of A310 MSN 495, L.L.C. (Original Buyer) pursuant to a novation agreement dated 6th May 2008 and made between Airbus S.A.S., the Original Buyer and the Buyer) under an aircraft sale agreement dated April 3rd, 2006, as amended on January 29th, 2008, and made between Seller and Original Buyer (the Sale Agreement) to have and to hold the Aircraft forever. Seller hereby warrants to the Buyer, and its successors and assigns, that there is hereby conveyed to the Buyer good and marketable title to the Aircraft and all of Seller's right, title and interest in and to the Aircraft free and clear of all Liens.

Except as otherwise provided herein or in the Sale Agreement, the Aircraft is sold AS IS and WHERE IS.

This Bill of Sale is governed by the law specified in the Sale Agreement.

IN WITNESS whereof, the Seller has caused this Bill of Sale to be duly executed as of this 6th day of May 2008.

SIGNED by
For and on behalf of
AIRBUS S.A.S.
In the presence of

)
)
)
)
)

[Signature]



Je soussigné M. Jean-Paul MAS Notaire à Toulouse

*2 rue Condéau certifie et atteste que la signature
ci-dessus apposée de Monsieur ARCHARD Philippe, André.
Je atteste en outre que ledit Monsieur ARCHARD Philippe a
tous pouvoirs pour signer le présent BILL OF SALE en vertu
d'une délégation de pouvoirs qui lui a été donnée par
AIRBUS SAS au terme d'un pouvoir (power of attorney) en date
à BLANZWAC du 3 septembre 2007.*

*Je soussigné M. Jean-Paul MAS notaire
à TOULOUSE (Haute-Garonne) 2 rue Condéau,
certifie sincère et véritable la signature
apposée ci-dessus.*

AIRCRAFT LEASE AGREEMENT

Dated as of January 3, 2008

between

GA TELESIS, LLC
or its affiliate leasing company

as
Lessor

and

HIFLY TRANSPORTES AEREOS SA

as
Lessee

in respect of

Aircraft:	Airbus A310-304
Serial No:	
Aircraft Registration Mark:	
Make and Model of Engines:	CF6-80C2A2

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THIS AIRCRAFT LEASE AGREEMENT (this "Lease") is made as of January 3, 2008 between:

GA TELESIS, LLC, a Delaware limited liability company whose address and principal place of business is at 5400 NW 35th Avenue, Fort Lauderdale, Florida 33309, or its affiliated leasing company ("**Lessor**"); and

HIFLY – Transportes Aéreos, SA, a Portuguese open joint stock company with its principal place of business at Rua do Borja, 6 1350-047, Lisbon, Portugal ("**Lessee**").

(Lessor and Lessee sometimes referred to herein as the "Parties").

WHEREAS, Lessor wishes to lease to Lessee and Lessee is willing to lease from Lessor the Aircraft on the terms of this Agreement.

IT IS AGREED as follows:

1. INTERPRETATION

1.1 Definitions

In this Agreement the following expressions have the meanings set out opposite:

"**Acceptance Date**" means the date on which the Aircraft is tendered for inspection and Delivery by Lessor for Lessee's acceptance of its technical condition and performance, in accordance with this Agreement.

"**Additional Term**" has the meaning ascribed thereto in the definition of "**Expiry Date**".

"**Affiliate**" means with respect to any Person, any other Person directly or indirectly controlling or controlled by, or under direct or indirect common control with, such Person. A Person shall be deemed to control another Person if such Person possesses directly or indirectly the power to direct or cause the direction of the management and policies of such other Person whether through the ownership of voting securities, by contract or otherwise. Without limiting the generality of the foregoing, an Affiliate of any Person shall for purposes of this Agreement include any Subsidiary of that Person.

"**Agreed Value**" means USD

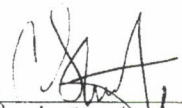
"**Agreement**" means this Aircraft Lease Agreement together with the Schedules referred to herein and attached hereto.

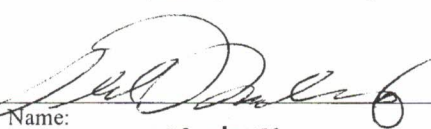
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IN WITNESS WHEREOF, the Parties have executed this Lease on the date first hereinbefore written.

LESSOR

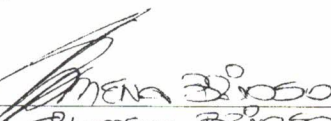
GA TELESIS, LLC [or affiliate tbd]

Witness 
Name: Chris Spangola

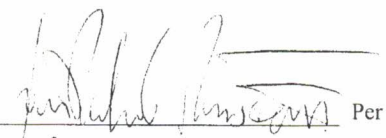
Per 
Name: Abdol Moabery
Title: President & CEO

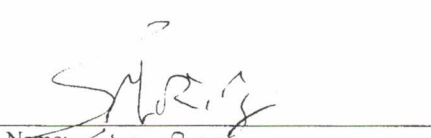
LESSEE

HIFLY TRANSPORTES AEREOS, SA

Witness 
Name: Filomena Barros

Per 
Name: PAULO MIRPURI
Title: PRESIDENT

Witness 
Name: John [unclear] [unclear]

Per 
Name: Steve Green
Title: Member Board of Directors

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**SCHEDULE 1
PART 1
DESCRIPTION OF AIRCRAFT**

AIRFRAME

MANUFACTURER: Airbus S.A.S.
MODEL: A310-304
SERIAL NUMBER:

ENGINES

ENGINE TYPE: CF6-80C2A2
SERIAL NOS: 695316 and (engine serial numbers are subject to change prior to Delivery subject to any replacement engine(s) meeting the delivery conditions)

MSN 495

General		Weights	
Serial Number:		Max. Taxi Weight:	157,900 Kg
Registration Number:		Max. Take-Off Weight:	157,000 Kg
Data as of:	[]	Max. Landing Weight:	124,000 Kg
Date of Manufacture:	April 6, 1989	Max. Zero Fuel Weight:	114,000 Kg
Aircraft Total Hours:	[]	Operating Empty Weight:	83,100 Kg (estimated)
Aircraft Total Cycles:	[]	Fuel Capacity:	48,872 Kg

Inspection Data

Type of Check	Last Accomplished	Interval
"C" Check (C4)	[]	18 Months
Heavy Maintenance (5Y)	[]	5 Years

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