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UNITED STATES OF AMERICA U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION		FORM APPROVED OMB NO. 2120-0042 08/31/2008
AIRCRAFT BILL OF SALE		CONVEYANCE RECORDED
FOR AND IN CONSIDERATION OF \$ 1.00 * UNDERSIGNED OWNER(S) OF THE FULL LEGAL AND BENEFICIAL TITLE OF THE AIRCRAFT DESCRIBED AS FOLLOWS: <i>and other good and valuable consideration</i>		2007 DEC 11 AM 10 24 FEDERAL AVIATION ADMINISTRATION
UNITED STATES REGISTRATION NUMBER	N814CA	
AIRCRAFT MANUFACTURER & MODEL Bombardier, Inc. Canadair Model CL-600-2B19		
AIRCRAFT SERIAL No. 7387		
DOES THIS <i>7th</i> DAY OF <i>December</i> , 2007 HEREBY SELL, GRANT, TRANSFER AND DELIVER ALL RIGHTS, TITLE, AND INTERESTS IN AND TO SUCH AIRCRAFT UNTO:		Do Not Write In This Block FOR FAA USE ONLY

PURCHASER	NAME AND ADDRESS (IF INDIVIDUAL(S), GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL.) Wilmington Trust Company, not in its individual capacity, but solely as trustee under Trust Rodney Square North 1100 North Market Street Wilmington, DE 19890 Attn: Corporate Trust Administration <i>Agreement of Trust N814CA dated as of December 7, 2007</i>
	DEALER CERTIFICATE NUMBER

AND TO *its successors* ~~EXECUTORS, ADMINISTRATORS, AND ASSIGNS~~ TO HAVE AND TO HOLD
SINGULARLY THE SAID AIRCRAFT FOREVER AND WARRANTS THE TITLE THEREOF:

IN TESTIMONY WHEREOF <i>I</i> HAVE SET <i>my</i> HAND AND SEAL THIS <i>7th</i> DAY OF <i>December</i> , 2007.			
SELLER	NAME(S) OF SELLER (TYPED OR PRINTED) Wells Fargo Bank Northwest, National Association, as Indenture Trustee	SIGNATURE(S) (IN INK) (IF EXECUTED FOR CO-OWNERSHIP, ALL MUST SIGN.) <i>[Signature]</i>	TITLE (TYPED OR PRINTED) Val T. Orton Vice President

ACKNOWLEDGMENT (NOT REQUIRED FOR PURPOSES OF FAA RECORDING; HOWEVER, MAY BE REQUIRED BY LOCAL LAW FOR
VALIDITY OF THE INSTRUMENT.)

ORIGINAL: TO FAA:

AC Form 8050-2 (9/92) (NSN 0052-00-629-0003) Supersedes Previous Edition

CERTIFIED COPY-TO BE RECORDED

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CONVEYANCE RECORDED
TRANSFER STATEMENT (N814CA)

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The undersigned, Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Indenture Trustee ("Indenture Trustee") under that certain Trust Indenture and Security Agreement [N814CA] dated and filed in the County of Cook, State of Illinois on 11/27/2000 ("Trust Indenture") between Indenture Trustee and Wachovia Bank, National Association (as successor by merger to First Union National Bank) not in its individual capacity but solely as Owner Trustee ("Owner Trustee"), as more particularly described on Schedule A hereto and as supplemented from time to time, hereby certifies as follows:

1. Owner Trustee and Comair, Inc. ("Comair") are party to that certain Lease Agreement [N814CA] as more particularly described on Schedule A hereto (as supplemented or otherwise modified as provided therein, the "Existing Lease") with respect to one Bombardier, Inc. model CL-600-2B19 aircraft with manufacturer's serial number 7387 and United States nationality and registration mark N814CA and the two (2) General Electric model CF34-3A1 aircraft engines with manufacturer's serial numbers 807617 and 807618 (collectively, the "Aircraft").

2. Pursuant to the Trust Indenture, the Owner Trustee has, among other things, granted to the Indenture Trustee a security interest in Owner Trustee's right, title and interest in and to the Aircraft and has assigned the Existing Lease to the Indenture Trustee in order to secure certain indebtedness referred to in the Trust Indenture.

3. An Event of Default has occurred and is continuing under the Trust Indenture.

4. The Indenture Trustee, as secured party, has exercised its post-default remedies with respect to the collateral described in the Trust Indenture, including, without limitation, the Aircraft and the Existing Lease.

5. By reason of the exercise of such post-default remedies, the Indenture Trustee has acquired the rights of the Owner Trustee as lessor under the Existing Lease and is now considered the "Lessor" under the Existing Lease effective as of March 14, 2007.

CERTIFIED COPY-TO BE RECORDED

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6. The mailing address of the Owner Trustee and the Indenture Trustee is as follows:

Owner Trustee:

Wachovia Bank, National Association
c/o U.S. Bank National Association
Corporate Trust Services
One Federal Street, 3rd Floor
Boston, MA 02110
Attn: Deborah A. Ibrahim
Fax: 617-603-6640


Indenture Trustee:

Wells Fargo Bank Northwest, National Association
299 South Main Street
12th Floor
Salt Lake City, UT 84111
Attn: Val T. Orton
Fax: 801-246-5053

This Transfer Statement is delivered pursuant to and in accordance with the terms of Section 9-619 of the Uniform Commercial Code as in effect in any applicable jurisdiction.

[Transfer Statement (N814CA)]

WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION,
not in its individual capacity but solely as
Indenture Trustee

By: 
Name: _____
Title: Scott Rosevear
Vice President

Signature Page

Schedule A to Transfer Statement

Existing Lease

Lease Agreement [N814CA] dated as of June 27, 2000 between Wachovia Bank, National Association (as successor by merger to First Union National Bank) not in its individual capacity but solely as Owner Trustee, as lessor, and Comair, Inc., as lessee, which was recorded by the Federal Aviation Administration on July 26, 2000 and assigned Conveyance No. Q65319, 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 [N814CA]	06/27/00	07/26/00	Q65319


Trust Indenture

Trust Indenture and Security Agreement [N814CA] dated as of June 27, 2000 between Wachovia Bank, National Association (as successor by merger to First Union National Bank) not in its individual capacity but solely as Owner Trustee and Wells Fargo Bank Northwest, National Association (formerly First Security Bank, National Association), as Indenture Trustee, which was recorded by the Federal Aviation Administration on July 26, 2000 and assigned Conveyance No. Q65318, 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>
Trust Indenture Supplement No. 1 [N814CA]	06/27/00	07/26/00	Q65318

COMPARISON CERTIFICATE

I have compared the foregoing instrument with the original and
the same is a true and correct copy thereof in all respects.



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