

USED AIRCRAFT PURCHASE AGREEMENT

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

BETWEEN:

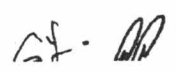
- (1) **THAI AIRWAYS INTERNATIONAL PUBLIC COMPANY LIMITED**, a public limited company organized and existing under the laws of Thailand, whose registered office is located at 89 Vibhavadi Rangsit Road, Bangkok 10900, Thailand (hereinafter referred to as "Seller") ; and
- (2) **GA Telesis, LLC**, , a 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:



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;

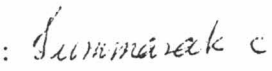
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IN WITNESS WHEREOF the Parties hereto have executed this Agreement by their duly authorized representatives as of the day and year first herein written.

SIGNED for and on behalf of

THAI AIRWAYS INTERNATIONAL PUBLIC COMPANY LIMITED

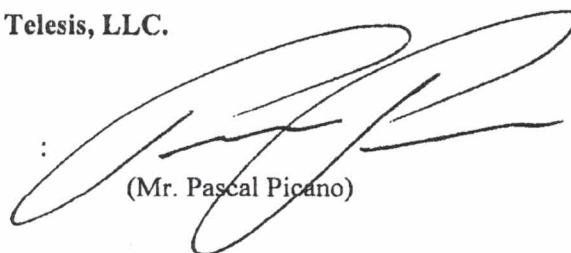
By : 
(Flg. Off. Apinan Sumanaseni)

Witnessed : 
(TUMMASAK C)

Witnessed : 
(Pichanan S.)

SIGNED for and on behalf of

GA Telesis, LLC.

By : 
(Mr. Pascal Picano)

Witnessed :
()

Witnessed :
()





Thai Airways International Public Company Limited
89 Vibhavadi Rangsit Road, Bangkok 10900, Thailand
Tel: 66 (0) 2545-1000, 66 (0) 2695 1000

Thai Airways International Plc.

Technical Department
Suvarnabhumi International Airport
Samut Prakarn, Thailand
Tel. : 66-2137-5100
Fax : 66-2563-8235

Our Ref. : STM./TQ-B/PK/gs-091/2007

STATEMENT

To whom it may concern

Base on available information, I hereby certify that the aircraft A300B4-601, MSN 371, Thai Registered HS-TAB, (2) engines (ESN 690128 & 695124) and APU SN P-1008 had been operated by Thai Airways in the condition of no related incident or accident.

Thai Airways International Plc.

Porrer Komolvani
Deputy Director
Quality Assurance Department

date



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89 Vibhavadi Rangsit Road, Bangkok 10900, Thailand
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Technical Department
Suvarnabhumi International Airport
Samut Prakarn, Thailand
Tel. : 66-2137-5100
Fax : 66-2563-8235

Our Ref. : STM./TQ-B/PK/gs-084/2007

STATEMENT

To whom it may concern

I hereby certify that no DGAC non-approved and military used parts are installed on A300B4-601 MSN 371 (Thai Registered HS-TAB), its (2) engines (ESN 690128 & 695124), auxiliary power unit SN P-1008 and installed components.

Thai Airways International Plc.

Porrer Komolvani
Deputy Director
Quality Assurance Department

date



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Tel. : 66-2137-5100
Fax : 66-2563-8235

Our Ref. : STM./TQ-B/PK/gs-086/2007

STATEMENT

To whom it may concern

I hereby certify that the aircraft A300B4-601, MSN 371, Thai Registered HS-TAB
had been operated and maintained under an approved Thai Airways International Plc.
maintenance program

Thai Airways International Plc.

Porrer Komolvani
Deputy Director
Quality Assurance Department

date