

Name: Michael L. Mizell
Title: CFR 121 Chief Inspector
COMAIR, Inc

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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 J. Reinhard
Title Vice President

Consignee:

GA TELESIS, LLC

By [Signature]
Title Jack Portlock
Senior Vice President
Chief Financial Officer

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.

**WELLS
FARGO**

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: *Michael Arsenault*
Name: Michael Arsenault
Title: Assistant Vice President

FILE COPY

FAA SUBLEASE TERMINATION AGREEMENT

The undersigned, **Wilmington Trust Company**, as lessee trustee, as lessor, and **Comair, Inc.**, 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 and further, release the Aircraft from all the terms and conditions thereof.

This FAA Sublease 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 April 6, 2010.

Wilmington Trust Company,
as lessee trustee, as lessor

By: _____

Name: _____

Title: _____

Adita Roselli Woolery
Assistant Vice President

Comair, Inc., as lessee

By: _____

Name: _____

Title: _____

FAA SUBLEASE TERMINATION AGREEMENT

The undersigned, **Wilmington Trust Company**, as lessee trustee, as lessor, and **Comair, Inc.**, 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 and further, release the Aircraft from all the terms and conditions thereof.

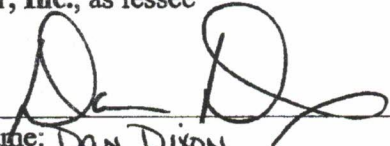
This FAA Sublease Termination Agreement may be executed in counterparts, each of which when executed and delivered shall be deemed an original and all together shall constitute one and the same instrument.

Dated as of April 6, 2010.

Wilmington Trust Company,
as lessee trustee, as lessor

By: _____
Name:
Title:

Comair, Inc., as lessee

By:  _____
Name: Dan Dixon
Title: CFO

Annex I
to FAA Sublease Termination Agreement

Description of Lease

Lease Agreement dated as of July 26, 1993 between Wilmington Trust Company, as lessee trustee, as lessor, and Comair, Inc., as lessee, which was recorded by the Federal Aviation Administration on July 29, 1993 and assigned Conveyance No. R045601, as supplemented, amended and restated by the following described instruments:

<u>Instrument</u>	<u>Date of Instrument</u>	<u>FAA Recording Date</u>	<u>FAA Conveyance No.</u>
Lease Supplement No. 1	July 29, 1993	July 29, 1993	R045601
	as of July 26, 1993, as amended and restated as of		
Sublease Agreement	September 28, 1993	September 30, 1993	XX002154
Sublease Supplement No. 1	September 29, 1993	September 30, 1993	XX002154

Description of Aircraft

One (1) Canadair CL-600-2B19 aircraft bearing manufacturer's serial number 7017 and U.S. Registration No. N917CA and two (2) General Electric CF34-3A1 aircraft engines bearing manufacturer's serial numbers 807042 and 807043.

N917CA 7017

FILE COPY

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 the 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.

[Signatures on following page]

Dated as of April 6, 2010.

**Wells Fargo Bank Northwest, National
Association, as owner trustee, as lessor**

By: 

Name: **David Wall**

Title: **Assistant Vice President**

**Wilmington Trust Company,
as lessee trustee, as lessee**

By: _____

Name: _____

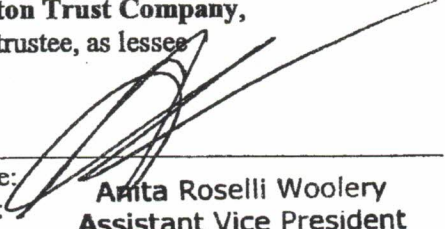
Title: _____

Dated as of April 6, 2010.

**Wells Fargo Bank Northwest, National
Association, as owner trustee, as lessor**

By: _____
Name:
Title:

**Wilmington Trust Company,
as lessee trustee, as lessee**

By: _____
Name: 
Title: **Anita Roselli Woolery
Assistant Vice President**

Annex I
to FAA Lease Termination Agreement

Description of Lease

Lease Agreement dated as of September 28, 1993 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 September 30, 1993 and assigned Conveyance No. XX002153, 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	September 29, 1993	September 30, 1993	XX002153

Description of Aircraft

One (1) Canadair CL-600-2B19 aircraft bearing manufacturer's serial number 7017 and U.S. Registration No. N917CA and two (2) General Electric CF34-3A1 aircraft engines bearing manufacturer's serial numbers 807042 and 807043.