ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

MOTION RECORD returnable February 26, 2020

DATE: February 22, 2020

GOLDMAN SLOAN NASH & HABER LLP

Suite 1600, 480 University Avenue

Toronto, ON M5G 1V2 Fax: 416-597-3370

Jennifer Stam (LSO# 46735J)

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Lawyers for the Debtor, Air Georgian Limited

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TAB 1

ONTARIO SUPERIOR COURT OF JUSTICE (COMMERCIAL LIST)

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

NOTICE OF MOTION returnable February 26, 2020

Air Georgian Limited ("AGL" or the "Company") will make a motion to a judge of the Commercial List of the Superior Court of Justice at 330 University Avenue, Toronto, ON M5G 1R7 on <u>Wednesday</u>, February 26, 2020 at 10:00 a.m. or as soon thereafter as the motion can be heard.

THE PROPOSED METHOD OF HEARING: The motion is to be heard

	in writing under subrule 37.12.1(1) because it is made without notice;
***************************************	in writing as an opposed motion under subrule 37.12.1(4); or
<u>X</u>	orally.

THE MOTION IS FOR AN ORDER:

- (a) abridging the time for service of the Notice of Motion and Motion Record in respect of this motion and dispensing with further service thereof;
- (b) extending the time for filing a proposal in the Company's NOI Proceedings (defined below) to and including March 13, 2020;

- (c) approving an Administration Charge (defined below); and
- (d) authorizing the Company to borrow funds from 2229275 Alberta Ltd. ("222") and granting the DIP Lender's Charge (defined below) to 222;
- (e) such further and other relief as this Court may deem just.

THE GROUNDS FOR THE MOTION ARE:

Background

- (a) AGL is a privately owned airline based in Mississauga, Ontario and until January 31, 2020, it was a regional operator for Air Canada pursuant to an amended and restated commercial agreement dated as of April 1, 2014 (the "Commercial Agreement");
- (b) On February 1, 2019 Air Canada announced that it intended to wind down and end its relationship with AGL and gave notice to AGL that it was terminating the Commercial Agreement effective January 31, 2020 (the "Termination Date");
- (c) In connection with the termination, parties negotiated the terms of a transition agreement dated as of April 12, 2019 (the "Transition Agreement") which provided for a transition of the services provided by AGL to Air Canada under the Commercial Agreement, amendments to the payment terms under the Commercial Agreement and additional changes to certain of the other agreements in place with Air Canada and its affiliates;
- (d) For several months, the Company has considered what, if any, restructuring options are available, including potential new customers, partnerships or a sale;
- (e) Unfortunately, AGL was unable to complete a deal with a third party before the Termination Date, and as a result, was forced to layoff a number of its employees and commence these proceedings (the "NOI Proceedings") by filing a notice of intention to make a proposal (the "NOI");
- (f) KMPG Inc. has been named as proposal trustee (the "Proposal Trustee");

3

- (g) At this time, the Company's main focus has been on the following:
 - (i) Assessing its potential restructuring alternatives including a potential transaction with a related party ("Potential Sale") which may be implemented in the near future; and
 - (ii) Working with Air Canada to facilitate the return of its remaining aircraft and related issues for which Air Canada has agreed to provide up front funding to fund these costs which the Company would not otherwise be able to incur;

DIP Financing and Charge

- (h) The Company requires additional financing to fund its proposed extension period including to fund its upcoming payroll on February 28, 2020;
- (i) The estimated funding for the extension period is \$800,000;
- (j) 222 has agreed to provide funding and has requested a charge (the "DIP Lender's Charge") to secure post-filing amounts;
- (k) It is unlikely a third party would agree to provide funding in these circumstances;
- (1) The proposed priority of the DIP Lender's Charge does not prime existing validly perfected purchase money security interests or amounts secured by Section 14.06(7) and 81.3(1) of the BIA but does prime other general security interests, deemed trusts and other encumbrances;

Administration Charge

- (m) The Company is seeking approval of an administration charge (the "Administration Charge") to secure the fees and disbursements of its legal counsel as well as the Proposal Trustee and its legal counsel;
- (n) The proposed Administration Charge is limited to \$200,000;

(o) The proposed priority of the Administration Charge would rank in priority to the DIP Lender's Charge but otherwise have the same proposed priority;

Extension of Time to File a Proposal

- (p) The deadline for the Company to file a proposal expires March 1, 2020;
- (q) The Company is requesting an extension of the deadline to file a proposal to March 13, 2020;
- (r) A short extension will allow the Company to determine whether the Potential Sale can be achieved in the next week and return shortly thereafter to Court;
- (s) If no transaction can be achieved, 222 is unlikely to continue funding the Company;
- (t) If the extension of time is not granted and the Company were to go bankrupt, any chance of retaining value as a "business" will immediately be destroyed;
- (u) The Company has and continues to act in good faith and with due diligence;
- (v) The extension of time for filing a proposal will increase the likelihood that a proposal may be made and it is not believed that any stakeholders will be materially prejudiced by the extension;
- (w) Section 50.4(9) and 50.6 of the BIA; and
- (x) such further and other grounds as counsel may advise and this Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

- (a) The Affidavit Eric Edmondson, sworn February 22, 2020 and the exhibit attached thereto; and
- (b) Such further and other evidence as counsel may advise and this Honourable Court may permit.

DATE: February 22, 2020

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Lawyers for the Debtor, Air Georgian Limited.

Estate No. 32-2613323

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

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Estate No.: 32-2613323

IN THE MATTER OF THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED,
A CORPORATION INCORPORATED UNDER
THE LAWS OF ONTARIO

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

Proceeding commenced TORONTO

NOTICE OF MOTION (returnable February 26, 2020)

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TAB 2

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

AFFIDAVIT OF ERIC EDMONDSON (sworn February 22, 2020)

- I, Eric Edmondson, of the City of Barrie, in the Province of Ontario, MAKE OATH AND SAY:
- This Affidavit is made in support of a motion by Air Georgian Limited ("AGL" or the "Company") for an order, among other things:
 - (a) extending the time for filing a proposal in the Company's NOI Proceedings (defined below) to and including March 13, 2020;
 - (b) approving an Administration Charge (defined below); and
 - (c) authorizing the Company to borrow funds from 2229275 Alberta Ltd. ("222") and granting the DIP Lender's Charge (defined below) to 222.
- 2. I am the President and CEO of AGL and have held this position for almost eleven (11) years. In total I have been employed by AGL for approximately 25 years. As such, I have personal knowledge of the matters deposed to in this Affidavit. Where I have relied on other sources of information, I have specifically referred to such sources and verily believe them to be true. In preparing this Affidavit, I have consulted with legal, financial and other advisers of the Company and other members of the management team of the Company.

I. BACKGROUND

- 3. AGL is a privately owned airline based in Mississauga, Ontario. Until January 31, 2020, AGL was a regional operator for Air Canada pursuant to a longstanding Commercial Agreement (defined and discussed below). The Company has no other sources of revenue of any substance.
- 4. On February 1, 2019 Air Canada gave notice to AGL that it was terminating the Commercial Agreement effective January 31, 2020 (the "Termination Date"). The parties entered into a Transition Agreement (defined and discussed in further detail below) to address the remaining period under the Commercial Agreement.
- On January 31, 2020, the term under the Transition Agreement ended. On that date, the Company commenced these proceedings (the "NOI Proceedings") by filing a notice of intention ("NOI") to make a proposal pursuant to Section 50.4(1) the Bankruptcy and Insolvency Act, R.S.C. 1985, c. B-3 (the "BIA"). A copy of the certificate of filing, as amended, is attached hereto as Exhibit "A". KPMG Inc. has been named proposal trustee (the "Proposal Trustee").
- 6. The Company is considering its restructuring efforts including negotiating a sale of its remaining business to a related party (the "Potential Sale"), which consists primarily of a turn key licensed operation but does not currently generate any revenue of substance. The Company currently hopes to return to Court to seek approval of the Potential Sale as soon as possible.
- 7. The Company is also in the process of undertaking a complex aircraft return process with Air Canada for the return of the remaining aircraft, engines and APUs in the Company's possession that belong to Air Canada or its affiliates and reconciliation of final amounts owing by Air Canada under the Transition Agreement. The timeline for completion of that process has been delayed due to, among other things, additional work that AGL performed during the transition period as requested by Air Canada resulting from Air Canada grounding is 737 Max aircraft, which led to AGL agreeing to delay the original agreed upon return date of certain of Air Canada's assets and a serious flood (the "January



Flood") of the Company's hangar, maintenance and other facilities on or about January 19, 2020.

8. The deadline for the Company to file a proposal expires on March 1, 2020. As discussed in further detail below, the Company requires more time to finalize the Potential Sale, assess its restructuring options as well as complete certain remaining obligations with, among others, Air Canada to facilitate the return of Air Canada's remaining aircraft and perform final reconciliations of amounts owing under the Transition Agreement.

II. THE COMPANY

- 9. AGL is an Ontario company whose registered head office is located at 2450 Derry Road, Mississauga, Ontario. AGL's sole shareholder is Regional Express Aviation Inc. ("REAL"), a holding company owned by 1775526 Alberta Ltd. and Georgian Aircraft Corp. (the "Shareholders"). The Company's directors are Dan Revell and John Binder ("Binder"), who are both principals or officers of the Shareholders.
- 10. Until January 31, 2020, AGL employed approximately 260 full and part time employees. On January 31, 2020, a number of employees were laid off. Currently, AGL continues to employ approximately 80 full time employees. Certain of AGL's current and former employees are members of CUPE Local 4059, ALPA GGN and UNIFOR Local 2002.
- 11. The Company does not sponsor any registered pension plans.

III. THE BUSINESS

- 12. AGL began flying for Air Canada approximately 20 years ago. The parties have operated for a number of years pursuant to an amended and restated commercial agreement dated as of April 1, 2014 (the "Commercial Agreement"). The services provided by AGL were to act as the regional short haul domestic and Canada/US carrier for Air Canada flights. AGL is also party to a number of other lease and related agreements with Air Canada and affiliates of Air Canada for the lease of aircraft, engines and other parts.
- 13. On February 1, 2019, Air Canada announced that it intended to wind down and end its relationship with AGL on the Termination Date. In connection with the termination, the



parties negotiated the terms of a transition agreement dated as of April 12, 2019 (the "Transition Agreement") which provided for a transition of the services provided by AGL to Air Canada under the Commercial Agreement, amendments to the payment terms under the Commercial Agreement and additional changes to certain of the other agreements in place with Air Canada or its affiliates.

IV. OUTSTANDING DEBT OF THE COMPANY

Outstanding Secured Debt

- 14. Until January 24, 2020, the Company maintained a senior secured debt facility (the "ATB Facility") with ATB Financial ("ATB") pursuant to an amended and restated commitment letter dated August 8, 2018 (the "ATB Commitment Letter").
- 15. In January, 222 agreed to take an assignment of the ATB Facility and all security pursuant to an assignment and assumption agreement dated as of January 24, 2020. 222 is a party related to Binder.
- 16. Currently, there is approximately \$5.4 million owing by AGL to 222 under the ATB Commitment Letter.

Other Secured Amounts

17. Attached hereto as Exhibit "B" is a copy of a summary of a personal property security search for the Province of Ontario (the "PPSA Summary"). I am advised by the Company's counsel, Goldman Sloan Nash & Haber LLP ("GSNH") that the actual search results are over 1000 pages and therefore only the summary has been included. The PPSA Summary lists a number of parties who have registrations against the Company.

Other Debt

18. In addition to the above, the Company also has other outstanding unsecured obligations of approximately \$16 million including trade and other unsecured loans (excluding any advances or loans from the shareholders of REAL). This does not include any amounts for termination and severance of recently terminated employees who will also have claims in

the estate. The Company owes approximately \$1.17 million in HST, a portion of which is overdue.

V. THE NOI FILING

- 19. Over the past several months, the Company has considered what, if any, restructuring options are available to it given the termination of the Commercial Agreement including potential new customers, partnerships or a sale. A number of parties remain interested but require the Company to restructure or the business to move into clean hands due to concerns of financial status and stability.
- 20. Unfortunately, AGL was unable to complete a deal with any third party before the Termination Date. As such, on January 31, 2020, the Company had no choice but to terminate or lay off a number of its employees and file the NOI. If the Potential Sale is completed, some of these employees may be subject to recall.
- 21. At this time, the Company's main focus has been on the following:
 - (a) Assessing its potential restructuring alternatives including the Potential Sale which may be implemented in the near future the Company has maintained its status as an operating airline and its regulatory licenses which allow it to operate. Its license, along with the quality and experience of its employees, its IT infrastructure and intellectual property make up a turn key operation which could be utilized by a third party and potentially leveraged into a larger turnaround in the longer term; and
 - (b) Working with Air Canada to facilitate the return of its remaining aircraft and related issues for which Air Canada has agreed to provide up front funding to fund these costs which the Company would not otherwise be able to incur.
- 22. In addition to its main restructuring efforts, the Company, Proposal Trustee and legal advisors have spent considerable time in communications with creditors and other stakeholders including the unions and the Company's benefits provider.



VI. FUNDING REQUIREMENTS

- 23. The Company is working with the Proposal Trustee to prepare a cash flow forecast for the proposed extension period through March 13, 2020. A copy of the cash flow forecast will be attached to the first report of the Proposal Trustee (the "First Report").
- 24. Although as of the date of this Affidavit, the cash flow is subject to final review, I am advised by Scott Monsen, the Company's CFO, that the Company is projected to require additional funding to fund the proposed extension period. In particular, I understand that if approval of additional funding is not obtained at this motion, the Company may not be able to fund its February 28, 2020 payroll. As such, it is critical that funding be approved as part of this motion.
- 25. Given the Company's circumstances, I believe that it is highly unlikely that the Company would be able to attract third party funding in such a short time frame. 222, the Company's existing secured lender, has agreed to lend to the Company under the existing ATB Commitment Letter and in accordance with the cash flow that will be attached to the First Report. 222 has requested that such funds be made available subject to certain amendments to the terms and conditions, the details of which will be reflected in the First Report and the proposed Order.
- 26. As set out below, the Company is requesting approval of a "charge" (the "DIP Lender's Charge") to secure the advances made post-filing by 222. The proposed priority of the DIP Lender's Charge is discussed below.

VII. RELIEF REQUESTED

Approval of the Administration Charge

27. The Company is seeking approval of an administration charge (the "Administration Charge") to secure the fees and disbursements of its legal counsel as well as the Proposal Trustee and its legal counsel. The proposed Administration Charge is limited to \$200,000. I am advised by GSNH that such court ordered protections are common in NOI proceedings.



- 28. As set out on Exhibit "B" there are numerous parties with personal property security registrations against the Company. The majority of these registrations relate to aircraft, engine and other equipment leases and several of the registrations are outdated or old. I understand the proposed Administration Charge would not "prime" any properly perfected purchase money security interests already in existence as of the date of the Order. The proposed Administration Charge would prime:
 - (a) 222 who is the Company's senior secured lender and proposed DIP Lender; and
 - (b) Integrated Private Debt Fund III LP, Integrated Debt Fund IV LP and Integrated Debt Fund V LP (now Fiera Private Debt III LP, Fiera Private Debt IV LP and Fiera Private Debt V LP) (collectively "Fiera"). Pursuant to a subordination agreement between Fiera and ATB (as assigned to 222), Fiera has subordinated its interest in all collateral other than its leased aircraft to 222 which the Company is not proposing to prime with the Administration Charge. The leased aircraft relate to leases with Georgian Aircraft Corp. as guaranteed by the Company; and
 - (c) other interests, deemed trusts and liens including any deemed trust claimed by Canada Revenue Agency.
- 29. The proposed Administration Charge would not prime any superpriority amounts claimed under subsection 14.06(7) of the BIA or 81.3(1) of the BIA. I am advised by GSNH that those sections of the BIA give rise to certain superpriority claims for environmental damage and \$2,000 priority wage amounts in certain circumstances.

Approval of the DIP Lender's Charge

30. As set out above, the Company requires immediate access to funding including to fund its upcoming payroll. The proposed DIP Lender's Charge would rank second behind the Administration Charge and otherwise have the same priorities as afforded to the Administration Charge.

Extension of the Time for Filing a Proposal

- 19
- 31. The deadline for the Company to file a proposal currently expires on March 1, 2020. The Company is requesting an extension of the deadline to file a proposal to March 13, 2020. Although I am advised by GSNH that the Company would be entitled to seek an extension of up to 45 days under the BIA, at this time, given the Company's financial situation, it needs to find a solution in a much shorter period of time. This short extension will allow the Company to determine whether the Potential Sale can be achieved in the next week and return shortly thereafter to Court. If no transaction can be achieved, 222 is unlikely to continue funding the Company.
- 32. If this short extension is not granted and the Company were to go bankrupt immediately, any chance of retaining value as a "business" will immediately be destroyed as the key assets for the Company are its operating licenses. Such licenses require key employees to remain and a bankruptcy would eliminate the chances of being able to capture any remaining value in the business as a whole. A liquidation at this point would undoubtedly result in only nominal recovery. This proposed short extension is to provide the Company with the opportunity to see if several jobs and the enterprise may be saved.
- 33. The Company is acting in good faith and due diligence. An extension of the time for filing a proposal will increase the likelihood that a proposal may be made. I do not believe any stakeholder will be materially prejudiced by the extension.

SWORN BEFORE ME at the City of Barrie, in the Province of Ontario, this 22nd day of February, 2020.

Commissioner for taking affidavits

Kenneth E. Bailey

Eric Edmondson

TAB A

This is Exhibit "A" to the affidavit of Eric Edmondson sworn before me this 22 day of February, 2020

A Commissioner, etc.
Kenneth E. Bailey



Industry Canada

Office of the Superintendent of Bankruptcy Canada

Industrie Canada

Bureau du surintendant des faillites Canada

District of Division No.

Ontario

Court No. Estate No. 09 - Mississauga 32-2613323

32-2613323

In the Matter of the Notice of Intention to make a proposal of:

Air Georgian Limited Insolvent Person

KPMG INC.

Licensed Insolvency Trustee

Date of the Notice of Intention:

January 31, 2020

CERTIFICATE OF FILING OF A NOTICE OF INTENTION TO MAKE A PROPOSAL Subsection 50.4 (1)

-- AMENDED --

I, the undersigned, Official Receiver in and for this bankruptcy district, do hereby certify that the aforenamed insolvent person filed a Notice of Intention to Make a Proposal under subsection 50.4 (1) of the Bankruptcy and Insolvency Act.

Pursuant to subsection 69(1) of the Act, all proceedings against the aforenamed insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: February 05, 2020, 10:20

TAB B

This is Exhibit "B" to the affidavit of Eric Edmondson sworn before me this 22 day of February, 2020

A Commissioner, etc. Kenneth E. Bailey



Goldman Sloan Nash & Haber LLP

PERSONAL PROPERTY SECURITY ACT (ONTARIO) SEARCH SUMMARY WITH RESPECT TO: AIR GEORGIAN LIMITED

eSummary Requested By:

Anne Palabasan

PPSA Enquiry ID:

759916

File Currency:

17FEB 2020

Discretainers:

This report was produced by a compilation of data retrieved from the Personal Property Registration System, Ministry of Government Services, Government of Ontario. Dye & Company Durham Corporation is not responsible for the accuracy, reliability or currency of the information provided by this external source. The purchaser of this report has agreed with consideration at the time of purchase to assume all liability and further indemnify Dye & Company Durham Corporation for any and all damages and costs resulting from any matter related to the content of this report. Users wishing to rely upon this information should consult directly with the source of the information. No liability is undertaken by Dye & Company Durham. Corporation regarding the completeness, correctness or the interpretation or use which may be made of this report.



PPSA (ONTARIO) SEARCH SUMMARY AIR GEORGIAN LIMITED

GSNH 66

	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	0 00				
	751058964 PPS:4	2	20190509 1558 1532 0739 Reg. 10 year(s)	AIR GEORGIAN LIMITED	ATB FINANCIAL	3	x x	X	x	х
		THIS IS A RE		RATION NUMBER 20140424 1055 1793 RSONAL PROPERTY SECURITY ACT.		185809,	MA	DE		
**************************************		3	20200212 1608 1590 6980 D ASSIGNMENT		ATB FINANCIAL (Assignor) 2229275 ALBERTA LTD. (Assignoo)					
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	751058973 PPSA	4	20190509 1558 1532 0740 Reg. 10 year(s)	AIR GEORGIAN LIMITED	ALBERTA TREASURY BRANCHES			T	х	
William I and the last of the		ALL PRESEN AVIATION L' INTANGIBLE	FD. PROCEEDS ALL GOODS, S. THIS IS A RE-REGISTRATI	DEBTS AND MONEY OWED TO THE DOCUMENTS OF TITLE, CHATTEL PA ON OF REGISTRATION NUMBER 201 THE PERSONAL PROPERTY SECURIT	APER, INSTRUMENTS, MONEY, INVES 40424 1055 1793 5024, REFERENCE FIL	STMEN	T PR	OPE	RTY	
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								1	<u></u>	

PPSA (ONTARIO) SEARCH SUMMARY AIR GEORGIAN LIMITED



	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
3.	747880209 PPS:4	8	20190128 0848 5064 3984 Reg. 03 year(s)	AIR GEORGIAN LIMITED	APPLE CANADA INC.	x
		ALL GOODS THE GOODS ADDITIONS A DEALING WI TAKING INS COLLATERA PAYMENTS (DESCRIBED HEREIN TOGETI AND IMPROVEMENTS THER TH THE COLLATERAL OR PI ITTUTIONS, GOODS, ACCOUS L, CHATTEL PAPER, INSTRU OR ANY OTHER PAYMENTS	ON & ELECTRONIC DEVICES MANU HER WITH ALL ATTACHMENTS, ACC ETO, AND ALL PROCEEDS IN ANY FOR ROCEEDS THEREOF, AND WITHOUT NTS RECEIVABLE, RENTS OR OTHER MENTS, INTANGIBLES, DOCUMENTS AS INDEMNITY OR COMPENSATION 9402818-001) (FOR INTERNAL USE ON	CESSORIES, ACCESSIONS, REPLACENDEN DERIVED DIRECTLY OR INDIRE LIMITATION, MONEY, CHEQUES, DE PAYMENTS ARISING FROM THE LE S OF TITLE, SECURITIES, AND RIGHT FOR LOSS OR DAMAGE TO THE COL	MENTS, SUBSTITUTIONS, ICTLY FROM ANY IPOSITS IN DEPOSIT- ASE OF THE IS OF INSURANCE LATERAL OR PROCEEDS
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
	745828002 PPSA	13	20181114 1922 1862 6474 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA	xxxx
		ONE (1) GEN. SERIAL NUN. NUMBER 151 OTHER EQUI ATTACHED ' LONG AS TIT LONG AS TIT LONG AS TIT AMENDED, E AMNUALS A RESTATED E AMNUALS A RELEVANT / MAINTENAN RESPECT OF OR OTHER A MANUFACTI	IBER 872332, AND THE ENGINER 197-04, WHEREVER LOCATEE 97-04, WHEREVER LOCATEE THERETO AND ALL SUCH PARTE THERETO SHALL REMAIN MIGHE AND APU LEASE AGENTENDED, SUPPLEMENTED NO OTHER DOCUMENTS PROPOSITION AUTHORITY AND ICE AND SUPPORT OF THE ENTHE ENGINE OR ANY PARTE THE ENGINE OR ANY PARTE OR EMENTS OF ANY NATULIAND AND LOCATE OF THE ENGINE OR ANY PARTE OR EMENTS OF ANY NATULIAND AND LOCATE OF THE ENGINE OR ANY NATULIAND AND LOCATE OR AND LOCATE OF THE ENGINE OR ANY NATULIAND AND LOCATE OR	WN AS GE) CF34-3BI (GENERIC MOD SE TRANSPORTATION STAND PART 1, IN EACH CASE, TOGETHER WITH URE WHICH MAY FROM TIME TO THE RITS, APPURTENANCES, ACCESSORI N VESTED IN THE SECURED PARTY REEMENT DATED AS OF JUNE 3, 2016 AND/OR RESTATED FROM TIME TO OVIDED TO THE DEBTOR AT DELIVE AND ARE REQUIRED TO BE MAINTA THE DEBTOR'S MAINTENANCE PRO MGINE. ALL RIGHTS TO MONEY OR OR THEREOF. ALL WARRANTIES, REPRIRE IN RESPECT OF OR THAT SHALL. CH LEASE OR SUBLEASE, AND ALL 1 DISTOR(S)	NUMBER \$283B-01 BEARING MANUNY AND ALL PARTS, ACCESSORIES ME BEINCORPORATED OR INSTALL JUST AND OTHER EQUIPMENT REMONIN ACCORDANCE WITH THE TERMS TO BETWEEN THE BEBTOR AND THE STALL LOG BOORRY OF THE ENGINE AND ANY OTHE INSED DURING THE TERM OF THE ACCORDANCE OF THE TERM OF THE ACCOPTANCE OF THE VALUE PAY ABLE UNDER INSEDENTATIONS, SERVICE CONTRACT APPLY TO THE ENGINE OR ANY PARHITS UNDER ANY LEASE OR SUBLEA	FACTURER'S SERIAL , APPURTENANCES AND LED THEREIN OR JED THEREIN OR JED THEREFROM SO OF THE AMENDED AND SECURED PARTY, AS OKS, RECORDS, OR DOCUMENTS WHICH GREEMENT BY THE POPERATION, SURANCE POLICIES IN S, PRODUCT SUPPORT LITTHEREOF FROM ANY USE OF THE ENGINE,

PPSA (ONTARIO) SEARCH SUMMARY AIR GEORGIAN LIMITED

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		Enquiry Page No.	-74			CG	O	E		MIV
5.	743256405 PPSA	23	20180830 1442 1530 7510 Reg. 4 year(s)	AIR GEORGIAN LIMITED	ROYAL BANK OF CANADA	х			>	x
and the second		No Fixed Mati	urity Date			J	!!	L		
		2018 CHEVR	OLET SILVERADO 1500 (VI	N: 1GCUKNEC5JF155962)						
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party			(Cra		I MV
6.	741352419 PPSA	2.4	20180709 0804 1793 2698 Reg. 3 year(s)	AIR GEORGIAN LIMITED	GEORGIAN CHEVROLET BUICK GMC INC.		R.V		X	
***************************************		Amount Secur S97644	ed:	The second secon	**************************************	1	1			-!
		No Fixed Mate	arity Date							
The state of the s		2017 GMC YU	JKON (VIN: 1GKS2CKJ5HR)	73454)						
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party =	7270 I	olla	Hera Irol D		
	739874736 PPSA	25	20180529 1539 1590 1165 Reg. 5 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION	AXLS		X X		
		designation of the second of t			EXPORT DEVELOPMENT CANADA					
Annual Control of the					AVMAX AIRCRAFT LEASING INC.				Company to the Company	
4									***************************************	
		ONE (1) GENI INTERNATIO ALL APPLIAN ACCESSORIE INCORPORA	NAL REGISTRY AS GE MO NCES, COMPONENTS, PART S, FURNISHINGS AND OTH FED OR INSTALLED IN OR	DEL CF34-3 SERIES ENGINE WITH M 'S, INSTRUMENTS, NAVIGATIONAL ER GOODS AND EQUIPMENT OF WI ATTACHED TO THE FOREGOING EN	CTURER'S SERIAL NUMBER 872998 (DI IANUFACTURER'S SERIAL NUMBER 87: AND COMMUNICATIONS EQUIPMENT HATEVER NATURE WHICH MAY FROM IGINE (COLLECTIVELY, THE "PARTS"). S FARGO TRUST COMPANY, NATIONA	2998) (, APPU TIME AND A	THE RTE TO NY	"ENA! TIMI PAR	GIN NCE: E BE J W	5, нісн



LESSOR. THE FOREGOING ENGINE AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ENGINE COLLATERAL". ALL HECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF THILE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDEMNIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES OF THE DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE ENGINE COLLATERAL. ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE ENGINE COLLATERAL, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGE TO THE ENGINE COLLATERAL, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS AND POLICIES OF INSURANCE. ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE ENGINE COLLATERAL FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY SUBLEASE OF THE ENGINE COLLATERAL AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH SUBLEASE OR OTHER CONTRACTS PURSUANT TO WHICH SUBLEASE OR OTHER CONTRACTS PURSUANT TO WHICH SUBLEASE OR OTHER CONTRACTS PURSUANT TO WHICH SUBLEASE AND OTHER CONTRACTS PURSUANT TO WHICH SUBLEASE OR OTHER CONTRACTS PURSUANT TO WHICH SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE ENGINE COLLATERAL TO THE UNDERSORD OF THE ENGINE COLLATERAL TO THE WARNEY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY OF THE PROPERTY.

ULTIMATE OPERATOR THEREOF. ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITIES OF ANY MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE ENGINE COLLATERAL IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCH MANUFACTURER OR VENDOR. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL. ALL PROCEEDS OF ANY OF THE FOREGOING COLLATERAL, INCLUDING ALL ACCOUNTS, CHATTEL PAPER, MONEY, INTAMBLES, GOODS, DOCUMENTS O

	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
	739874925 PPSA	37	20180529 1546 1590 1166 Reg. 5 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION	xxxx
					EXPORT DEVELOPMENT CANADA	
Coppel colored					AVMAX AIRCRAFT LEASING INC.	
Name of the last						
			ral Description: ERAL ELECTRIC MODEL CF3	4-3B1 ENGINE BEARING MANUFACT	FURER'S SERIAL NUMBER 873023 (DE	SCRIBED ON THE
		INTERNATIO	NAL REGISTRY AS GE MOD	EL CF34-3 SERIES ENGINE WITH MAX , INSTRUMENTS, NAVIGATIONAL AX	NUFACTURER'S SERIAL NUMBER 87	3023) (THE "ENGINE").
A		ACCESSORIE	S, FURNISHINGS AND OTHE	R GOODS AND EQUIPMENT OF WHA	TEVER NATURE WHICH MAY FROM	TIME TO TIME BE
		AFTER REMO	VAL FROM SUCH ENGINE R	TFACHED TO THE FOREGOING ENG EMAINS THE PROPERTY OF WELLS	FARGO TRUST COMPANY, NATIONA	AL ASSOCIATION, AS
				PARTS ARE HEREINAFTER COLLECT KS, RECORDS, DOCUMENTS OF TITL		
				TS, OWNERSHIP CERTIFICATES, AN L. ALL CONTRACTS OR POLICIES OF		
		AND ALL BE	NEFITS, CLAIMS, INTANGIBI	LES, RIGHTS TO MONEY OR OTHER Y	VALUE WHICH THE DEBTOR NOW H	AS OR MAY HEREAFTER
		CLAIMS UND	ER ALL SUCH CONTRACTS	N FOR LOSS OF OR DAMAGE TO THE AND POLICIES OF INSURANCE. ALL	LEASES OR OTHER CONTRACTS PU	RSUANT TO WHICH THE
-		INCLUDING A	ANY INTEREST OF THE DEB	RTER, OR PART WITH POSSESSION C FOR IN ANY SUBLEASE OF THE ENG CH SUBSEQUENT SUBLESSORS GIVE	INE COLLATERAL AND ANY FURTH	ER SUBLEASES AND

PPSA (ONTARIO) SEARCH SUMMARY AIR GEORGIAN LIMITED

ULTIMATE OPERATOR THEREOF. ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITIES OF ANY MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE ENGINE COLLATERAL IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCH MANUFACTURER OR VENDOR. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL. ALL PROCEEDS OF ANY OF THE FOREGOING COLLATERAL, INCLUDING ALL ACCOUNTS, CHATTEL PAPER, MONEY, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, INSTRUMENTS AND INVESTMENT PROPERTY.

File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
737519031 PPSA		20180323 0808 1862 9185 Reg. 2 year(s)	AIR GEORGIAN LIMITED	DELTA AIR LINES, INC.	x x x x
	ONE (1) GENI MANUFACTU APPURTENA INSTALLED I REMOVED FI THE TERMS O OTHER DOCU ENGINE AND AND THE DE OR ARE REQ INSURANCE REPRESENTA SHALL APPL ALL RIGHTS	JRER'S SERIAL NUMBER 807- NCES AND OTHER EQUIPME IN OR ATTACHED TO SUCH IT ROM SUCH ENGINE SO LONG OF THE GENERAL TERMS EN HE DEBTOR AND THE SECUR UMENTS PROVIDED TO THE DARE REQUIRED TO BE MAE BTOR'S MAINTENANCE PRO UIRED TO BE MAINTAINED IT OF THE TONS, SERVICE CONTRAC' Y TO THE ENGINE OR ANY P	WN AS GE) CF34-3A1 (GENERIC MOE 432, WHEREVER LOCATED, TOGETH NT OF WHATEVER NATURE WHICH ENGINE AND ALL SUCH PARTS, APP 3 AS TITLE THERETO SHALL REMA GINE LEASE AGREEMENT AND LEA LED PARTY, AS AMENDED FROM TIX DEBTOR AT DELIVERY OF THE ENG NTAINED DURING THE TERM OF TH GRAMIN CONNECTION WITH THE COP PURSUANT TO THE AGREEMENT. AI HE ENGINE OR ANY PART THEREOF F S, PRODUCT SUPPORT OR OTHER A ART THEREOF FROM ANY MANUFA LEASE OF THE ENGINE, INCLUDING LATERAL.	IER WITH ÁNY AND ALL PARTS, ACC MAY FROM TIME TO TIME BE INCO UNTENANCES, ACCESSORIES AND O N VESTED IN THE SECURED PARTY I ASE SUPPLEMENT NO. I DATED AS O HE TO TIME, ALL LOG BOOKS, RECO HINE AND ANY OTHER DOCUMENTS E AGREEMENT BY THE RELEVANT A DPERATION, MAINTENANCE AND SU LA RIGHTS TO MONEY OR OTHER VA OOR DOCUMENTS TELATING THERETO LIGHTERING OF ANY NATURE IN RI ICTURER, VENDOR, CONTRACTOR O	CESSORIES, RPORATED OR THIER EQUIPMENT IN ACCORDANCE WITH F MARCH 22, 2018 RDS, MANUALS AND WHICH RELATE TO THE VIVIATION AUTHORITY PPORT OF THE ENGINE, ALUE PAYABLE UNDER SEPECT OF OR THAT R SUPPLIER THEREOF.
		20191017 1814 6083 5842 B RENEWAL Renew 5 year(s)	AIR GEORGIAN LIMITED		
File No.	Enquiry Page No.	Reg. No.	Delitor(s)	Secured Party	Collateral Class.
 736809579 PPSA		20180228 1212 5064 4473 Reg. 03 year(s)	AIR GEORGIAN LIMITED	APPLE CANADA INC.	x



General Collateral Description:
ALL GOODS WHICH ARE COMMUNICATION & ELECTRONIC DEVICES MANUFACTURED, DISTRIBUTED OR SOLD BY APPLE CANADA INC.,
THE GOODS DESCRIBED HEREIN TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SLBSTITUTIONS,
ADDITIONS AND IMPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY
DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSITTAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE
COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF THILE, SECURITIES, AND RIGHTS OF INSURANCE
PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS
OF THE COLLATERAL. (REFERENCE NO. 9957330-001) (FOR INTERNAL USE ONLY) (AS MAY BE AMENDED OR UPDATED FROM TIME TO
ITME)

	Enquiry			Secured Party	Collateral Clas					
File No.	Page No.	Reg. No.	Debtar(s)		(CG	П		MI	di	W
735397632 PPSA	65	20180103 1932 1531 3357 Reg. 3 year(s)		GM FINANCIAL CANADA LEASING LTD.	x		х	,	x	х
	Amount Secure \$88340 Maturity Date: December 29,		<u>'</u>			-				*******
	2018 GMC TR	UCKS YUKON 4WD (VIN: 10	GKS2CKJ1JR107067)							

		Enquiry	Reg. No.	Dehtor(s)	Secured Party	Collateral Class.						
File No.	Page No.											
2.	735035643	66	20171218 1622 1862 2145	AIR GEORGIAN LIMITED	AIR CANADA							
	PPSA		Reg. 5 year(s)									
	1	Canaral Callat	Callatral Description									

ONE (1) GENERAL ELECTRIC (ALSO KNOWN AS GE) CF34-3B1 (GENERIC MODEL CF34-3) AIRCRAFT ENGINE BEARING MANUFACTURER'S SERIAL NUMBER 801489, WHEREVER LOCATED, TOGETHER WITH ANY AND ALL PARTS, ACCESSORIES, APPURTENANCES AND OTHER EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO SUCH ENGINE AND ALL SUCH PARTS, APPURTENANCES, ACCESSORIES AND OTHER EQUIPMENT REMOVED FROM SUCH ENGINE SO LONG AS ITTLE THERETO SHALL REMAIN VESTED IN THE SECURED PARTY IN ACCORDANCE WITH THE TERMS OF THE AMENDED AND RESTATED ENGINE AND APU LEASE AGREEMENT DATED AS OF JUNE 3, 2016 BETWEEN THE DEBTOR AND THE SECURED PARTY, AS ANENDED FROM TIME TO TIME, ALL LOG BOOKS, RECORDS, MANUALS AND OTHER DOCUMENTS PROVIDED TO THE DEBTOR AT DELIVERY OF THE ENGINE AND ANY OTHER DOCUMENTS WHICH RELATE EXCLUSIVELY TO THE CRIME AND ARE REQUIRED TO BE MAINTAINED DURING THE TERM OF THE AGREEMENT BY THE RELEVANT AVIATION AUTHORITY AND THE DEBTORS MAINTENANCE

File No.

File No.

TIME)

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726149313 PPS:4

13. 727261992 PPS-1 GSNHOO.

PROGRAM IN CONNECTION WITH THE OPERATION, MAINTENANCE AND SUPPORT OF THE ENGINE. ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE ENGINE OR ANY PART THEREOF. ALL WARRANTIES, REPRESENTATIONS, SERVICE CONTRACTS, PRODUCT SUPPORT OR OTHER AGREEMENTS OF ANY NATURE IN RESPECT OF OR THAT SHALL APPLY TO THE ENGINE OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY LEASE OR SUBLEASE OF THE ENGINE, INCLUDING ANY PAYMENTS UNDER SUCH LEASE OR SUBLEASE, AND ALL PROCEEDS OF THE FOREGOING COLLATERAL. Enquiry Page No. Reg. No. Debtor(s) Secured Party CG I E A O MV GEORGIAN CHEVROLET BUICK GMC INC. 75 20170504 0806 1793 5038 AIR GEORGIAN LIMITED X Reg. 4 year(s) х Amount Secured: S36480 No Fixed Maturity Date 2016 GMC SAVANA CARGO (VIN: 1GTW7BFF8G1193502) Collateral Class. Secured Party Reg. No. Debtor(s) CC II E M D MV 20170331 1723 5064 9882 76 AIR GEORGIAN LIMITED APPLE CANADA INC. Reg. 04 year(s) General Collateral Description: ALL GOODS WHICH ARE COMMUNICATION & ELECTRONIC DEVICES MANUFACTURED, DISTRIBUTED OR SOLD BY APPLE CANADA INC. THE GOODS WHICH ARE COMMONALATION & ELECTRONIC DEVICES MANUFACTURED, DISTRIBLTED OR SULD BY APPLE CANADA INC.
THE GOODS DESCRIBED HEREIN TOGETHER WITH ALL ATTACHMENTS, ACCESSORIES, ACCESSIONS, REPLACEMENTS, SUBSTITUTIONS,
ADDITIONS AND INPROVEMENTS THERETO, AND ALL PROCEEDS IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY
DEALING WITH THE COLLATERAL OR PROCEEDS THEREOF, AND WITHOUT LIMITATION, MONEY, CHEQUES, DEPOSITS IN DEPOSITTAKING INSTITUTIONS, GOODS, ACCOUNTS RECEIVABLE, RENTS OR OTHER PAYMENTS ARISING FROM THE LEASE OF THE COLLATERAL, CHATTEL PAPER, INSTRUMENTS, INTANGIBLES, DOCUMENTS OF TITLE, SECURITIES, AND RIGHTS OF INSURANCE

PAYMENTS OR ANY OTHER PAYMENTS AS INDEMNITY OR COMPENSATION FOR LOSS OR DAMAGE TO THE COLLATERAL OR PROCEEDS OF THE COLLATERAL. (REFERENCE NO. 9912471-001) (FOR INTERNAL USE ONLY) (AS MAY BE AMENDED OR UPDATED FROM TIME TO

AIR GEORGIAN LIMITED

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	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	CG	ollatei I E	al Cl	iss.		
15.	723823137 PPSA	82	20170104 1124 1793 0470 Reg. 5 year(s)	AIR GEORGIAN LIMITED	GEORGIAN CHEVROLET BUICK GMC INC.			,	X		
Charles charles and a distribution		Amount Secur S80122	ed:	The second secon		11			1		
4-1-5		No Fixed Matu	arity Date								
		2016 MERCEI	DES-BENZ SPRINTER (VIN:	WDZBE7DD1GP342137)							
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	CG C	Hater		iss.		
	720184338 PPS:4	83	20160901 1031 1793 6987 Reg. 4 year(s)	AIR GEORGIAN LIMITED (Coq), No.: 1291246)	GEORGIAN CHEVROLET BUICK GMC INC.			X			
		Amount Secured: \$45233									
		No Fixed Matu	urity Date								
		2015 CHEVRO	OLET SILVERADO (VIN; 1G0	CVKREC1FZ153806)							
	File No.	Enquiry Page No.	Reg. No.	Debtar(s)	Secured Party	CG CG	llater 1 E				
	717867783 PPSA	8-1	20160621 1402 1462 5282 Reg. 6 year(s)	AIR GEORGIAN LIMITED	XEROX CANADA LTD		x	N	T		
The second secon		No Fixed Matu	_								
	File No.		Reg. No.	Debtor(s)	Secured Party	ESSENCE OF	llater	al Cl	SS.		

		Enquiry Page No.				CG I E A O MV
18.	717288966 PPSA	85	20160603 1052 9037 0269 Reg. 07 year(s)	AIR GEORGIAN LIMITED	AIR CANADA	x x x x
gind geffendespendentejendes verste und der denset bestellt in i kommunist in i byggendespendespendespendespend		ONE (1) GEN AND ALL CO INCORPORA SO LONG AS 2016, MADE UNITS BEAR EQUIPMENT ITHE AME AND THE SE ENGINE, THI RESPECT OF AGREEMENT MANUFACTI INCLUDING INCLUDING	MPONENTS, FURNISHINGS, TED OR INSTALLED IN OR A THE SAME IS SUBJECT TO BETWEEN THE DEBTOR AN ING MANUFACTURER'S SELOR OTHER PARTS OF ANY ARY POWER UNITS FOR SO ENDED AND RESTATED ENC CURED PARTY (THE "APU"S E APU"S OR ANY PART THEE THE ENGINE OR THE ENGINE OR THE APU"S OF ANY NATURE IN RESIDER, VENDOR, CONTRACT ANY PAYMENTS UNDER ANY PAYMENTS UNDER ANY PAYMENTS UNDER SOOD DOCUMENTS OF THE PROPERTY RECEIVED WHEN	34-3BI JET ENGINE BEARING MANU EQUIPMENT OR OTHER PARTS OF A ATTACHED TO THE ENGINE FOR SO THE AMENDED AND RESTATED ENG ITHE SECURED PARTY (THE "ENGINE KIAL NUMBERS P173 AND P221C WHI KIND WHICH MAY FROM TIME TO T LONG AS THE SAME IS SO ATTACHE BINE AND APU LEASE AGREEMENT I "). ALL MANUALS, DOCUMENTS, DA LEOF, ALL RIGHTS TO MONEY OR OT ALL WARRANTIES, REPRESENTAT TECT OF OR THAT SHALL APPLY TO TOR OR SUPPLIER THEREOF, ALL RIGHTS ITHE, CHATTEL PAPER, SECURITY, IN A SUCH COLLATERAL OR PROCEEDS	NY KIND WHICH MAY FROM TIME LONG AS THE SAME IS SO ATTACHE INE SINE AND APU LEASE AGREEMENT INE"), TWO HONEYWELL GTCP36-150 EREVER LOCATED, AND ALL COMPOUNTED BE INCORPORATED OR INSTALL DO NOTHER FOR SO LONG DATED AS OF JUNE 3, 2016, MADE BE TA, LOG BOOKS AND OTHER RECOFTHER VALUE PAYABLE UNDER INSU HONS, SERVICE CONTRACTS, PRODUTHE ENGINE, THE APU'S OR ANY PABILTS UNDER ANY SUBLEASE OF THIS LAPROCEEDS OF ANY OF THE FOREC STRUMENTS, MONEY, INTANGIBLE	TO TIME BE D AND THEREAFTER FOR DATED AS OF JUNE 3, AUXILIARY POWER NEETS, FURNISHINGS, LED IN OR ATTACHED TO AS THE SAME IS SUBJECT TWEEN THE DEBTOR LDS IN RESPECT OF THE RANCE POLICIES IN CT SUPPORT OR OTHER RT THEREOF FROM ANY ENGINE OR THE APU'S, GOING IN ANY FORM S OR ANY OTHER
Or Wald of and The color of the color		95	20160617 0918 9037 0270 A AMENDMENT	AIR GEORGIAN LIMITED		
CALEST IN EAST NAME OF STREET			THE GENERAL COLLATERA	L DESCRIPTION AND REPLACE IT W	ITH THE FOLLOWING?	
The state of the s		ONE (1) GENI AND ALI. CO INCORPORA' FOR SO LONI 2016, MADE I UNITS BEAR EQUIPMENT THE AUXILIA TO THE AME	MPONENTS, FURNISHINGS, TED OR INSTALLED IN OR A G AS THE SAME IS SUBJECT BETWEEN THE DEBTOR AN ING MANUFACTURER'S SER OR OTHER PARTS OR ANY ARY POWER UNITS FOR SO NDED AND RESTATED ENG NDED AND RESTATED ENG	34-3B1 JET ENGINE BEARING MANU- EQUIPMENT OR OTHER PARTS OF A ATTACHED TO THE ENGINES FOR SO TO THE AMENDED AND RESTATED D THE SECURED PARTY, (THE "ENGI- RIAL NUMBERS P173C AND P221C WI KIND WHICH MAY FROM TIME TO T LONG AS THE SAME IS SO ATTACHE INE AND APU LEASE AGREEMENT E "). ALL MANUALS, DOCUMENTS, DA	NY KIND WHICH MAY FROM TIME ' LONG AS THE SAME IS SO ATTACH ENGINE AND APULEASE AGREEME NE'). TWO HONEYWELL GTCP36-150 HEREVER LOCATED, AND ALL COME LIME BE INCORPORATED OR INSTALL DAND THEREAFTER FOR SO LONG DATED AS OF JUNE 3, 2016, MADE BE	FO TIME BE ED AND THEREAFTER INT DATED AS OF JUNE 3, AUXILIARY POWER ONENTS, FURNISHINGS, LED IN OR ATTACHED TO AS THE SAME IS SUBJECT TWEEN THE DEBTOR



ENGINES, THE APU'S OR ANY PART THEREOF. ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE ENGINE OR THE APU'S. ALL WARRANTIES, REPRESENTATIONS, SERVICE CONTRACTS, PRODUCT SUPPORT OR OTHER AGREEMENTS OF ANY NATURE IN RESPECT OF OR THAT SHALL APPLY TO THE ENGINE, THE APU'S OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE ENGINE OR THE APU'S, INCLUDING ANY PAYMENTS UNDER SUCH SUBLEASE. TOGETHER WITH ALL PROCEEDS OF ANY OF THE FOREGOING IN ANY FORM INCLUDING GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH COLLATERAL OR PROCEEDS ARE SOLD, COLLECTED, DEALT WITH OR OTHERWISE DISPOSED OF.

105	20160930 1737 1862 7222	AIR GEORGIAN LIMITED		П	Т	T	
	A AMENDMENT					***************************************	

Reason for Amendment:

TO DELETE THE GENERAL COLLATERAL DESCRIPTION AND REPLACE IT WITH THE DESCRIPTION SET OUT BELOW,

General Collateral Description:

TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 950508 AND 950210 WHEREVER LOCATED, AND ALL COMPONENTS, FURNISHINGS, EQUIPMENT OR OHIER PARTS OF ANY KIND WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE ENGINES FOR SO LONG AS THE SAME IS SO ATTACHED AND ITHEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE AMENDED AND RESTATED ENGINE AND APULLEASE AGREEMENT DATED AS OF JUNE 3, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY, AS AMENDED FROM TIME TO TIME (THE "ENGINES"). TWO HONEYWELL GTCP36-150 AUXILIARY POWER UNITS BEARING MANUFACTURER'S SERIAL NUMBERS P173C AND P22 IC WHEREVER LOCATED, AND ALL COMPONENTS, FURNISHINGS, EQUIPMENT OR OTHER PARTS OR ANY KIND WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE AUXILIARY POWER UNITS FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE AMENDED AND RESTATED ENGINE AND APULEASE AGREEMENT DATED AND FOR THE SAME IS SO ATTACHED AND THE SECURED PARTY, AS AMENDED FROM TIME TO TIME (THE "APU"S"). ALL MANUALS, DOCUMENTS, DATA, LOG BOOKS AND OTHER RECORDS IN RESPECT OF THE ENGINES, THE APU'S OR ANY PART THEREOF. ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE ENGINES OR THE APU'S. ALL WARRANTIES, REPRESENTATIONS, SERVICE CONTRACTS, PRODUCT SUPPORT OR OTHER AGREEMENTS OF ANY NATURE IN RESPECT OF OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE EPOSOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE EPOSOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE EPOSOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE EPOSOR, PAYMENTS UNDER SUCH SUBLEASE. TOGETHER WITH ALL PROCEEDS OF ANY OF THE FOREGOING IN ANY FORM INCLUDING GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL

	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party				lass.	
	717130296 PPS.4		20160531 0906 1862 7521 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA	 Х	х	x	x	
. Jillin a-1 to					CELESTIAL A VIATION TRADING 32 LIMITED					

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General Collateral Description:

ONE (1) 1999 BOMBARDIER CL-600-2B19 (GENERIC AIRFRAME MODEL CRJ-200) AIRFRAME, BEARING MANUFACTURER'S SERIAL NUMBER 7327 AND CANADIAN REGISTRATION MARKS C-GKIEZ AND TWO (2) GE CF34-3B (GENERIC ENGINE MODEL CF34-3) AIRCRAFT ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS 872529 AND 872530, WHETHER OR NOT INSTALLED ON SUCH AIRFRAME, OR ANY SUBSTITUTE AIRCRAFT ENGINE FROM TIME TO TIME. ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME OR ENGINE REALANS SUBJECT TO THE SECURITY INTEREST IN RESPECT THEREOF. THE FOREGOING AIRFRAME ENGINES AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "AIRCRAFT", ANY AND ALL BILLS OF SALEIN RESPECT OF THE AIRCRAFT OR ANY PART HHEREOF. ALL TECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDEMNIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE AIRCRAFT, ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGES TO SUCH COLLATERAL, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS RUBBENS FOR ANY FUTURE SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION TO WHICH THE DEBTOR NAY SUBLEASE OF THE AIRCRAFT AND ANY FUTURE SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT TO THE ULTIMATE OPERATOR THEREOF. ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITIES OF ANY MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT I

	File No.	Enquiry Page No.	Reg. No.	Dehtor(s)	Secured Party	CG			al N		
4	716604489 PPS:4		20160512 1409 1862 6226 Reg. 5 yeur(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL A VIATION TRADING 32 LIMITED		x	x	x	х	

General Collateral Description:

ONE (1) 1999 BOMBARDIER CL-600-2B19 (GENERIC AIRFRAME MODEL CRJ-200) AIRFRAME, BEARING MANUFACTURER'S SERIAL NUMBER 7334 AND CANADIAN REGISTRATION MARKS C-GKGC AND TWO (2) GE CF34-3B (GENERIC ENGINE MODEL CF34-3) AIRCRAFT ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS 872527 AND 872528, WHETHER OR NOT INSTALLED ON SUCH AIRFRAME, OR ANY SUBSTITUTE AIRCRAFT ENGINE FROM TIME TO THE ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME OR ENGINE REMAINS SUBJECT TO THE SECURITY INTEREST IN RESPECT THEREOF. THE FOREGOING AIRFRAME, ENGINES AND PARTS ARE HEREINAFTER

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COLLECTIVELY REFERRED TO AS THE "AIRCRAFT". ANY AND ALL BILLS OF SALE IN RESPECT OF THE AIRCRAFT OR ANY PART THEREOF, ALL TECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDEMNIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE AIRCRAFT, ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGES TO SUCIL COLLATERAL, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCIL CONTRACTS AND POLICIES OF INSURANCE, ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY SUBLEASE OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE AIRCRAFT TO THE ULTINATE OPERATOR THEREOF. ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITIES OF ANY MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCIL MANUFACTURER OR VENDOR. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.

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21.	715692186 PPSA	142	20160415 0939 9037 0263 Reg. 07 year(s)	AIR GEORGIAN LIMITED	AIR CANADA	x x x x
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A STATE OF THE PROPERTY OF THE		149 Reason for Am	20160513 1111 9037 0264 A AMENDMENT endment: HE COLLATERAL DESCRIPT	AIR GEORGIAN LIMITED		
The of the track of the same o			eral Description: ERAL ELECTRIC MODEL CF.	34-3BI JET ENGINES BEARING MANU	JFACIURER'S SERIAL NUMBERS S	950508 AND 950210

WHEREVER LOCATED, AND ALL COMPONENTS, FURNISHINGS, EQUIPMENT OR OTHER PARTS OF ANY KIND WHICH MAY FROM TIME TO ITME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE ENGINES FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE ENGINE LEASE AGREEMENT DATED AS OF APRIL 14, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY, AS AMENDED BY THE ENGINE LEASE AMENDING AGREEMENT DATED AS OF MAY 13, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY, (THE "ENGINES"). ALL MANUALS, DOCUMENTS, DATA, LOG BOOKS AND OTHER RECORDS IN RESPECT OF THE ENGINES OR ANY PART THEREOF. ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE ENGINES. ALL WARRANTIES, REPRESENTATIONS, SERVICE CONTRACTS, PRODUCT SUPPORT OR OTHER AGREEMENTS OF ANY NATURE IN RESPECT OF OR THAT SHALL APPLY TO THE ENGINES OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE ENGINES, INCLUDING ANY PAYMENTS UNDER SUCH SUBLEASE. TOGETHER WITH ALL PROCEEDS OF ANY OF THE FOREGOING IN ANY FORM INCLUDING GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH COLLATERAL OR PROCEEDS ARE SOLD, COLLECTED, DEALT WITH OR OTHERWISE DISPOSED OF

157 20160519 1050 9037 0265 AIR GEORGIAN LIMITED A AMENDMENT

Reason for Amendment:

TO AMEND THE GENERAL COLLATERAL DESCRIPTION

General Collateral Description:

ONE (1) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINE BEARING MANUFACTLRER'S SERIAL NUMBER 950508 WHEREVER LOCATED, AND ALL COMPONENTS, FURNISHINGS, EQUIPMENT OR OTHER PARTS OF ANY KIND WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE ENGINES FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE ENGINE LEASE AGREEMENT DATED AS OF APRIL 14, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY, (THE "ENGINE"). ALL MANUALS, DOCUMENTS, DATA, LOG BOOKS AND OTHER RECORDS IN RESPECT OF THE ENGINES OR ANY PART THEREOF. ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE ENGINE. ALL WARRANTIES, REPRESENTATIONS, SERVICE CONTRACTS, PRODUCT SUPPORT OR OTHER AGREEMENTS OF ANY NATURE IN RESPECT OF OR THAT SHALL APPLY TO THE ENGINE OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE ENGINE, INCLUDING ANY PAYMENTS UNDER SUCH SUBLEASE. TOGETHER WITH ALL PROCEEDS OF ANY OF THE FOREGOING IN ANY FORM INCLUDING GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH COLLATERAL OR PROCEEDS ARE SOLD, COLLECTED, DEALT WITH OR OTHERWISE DISPOSED OF.

	File No.	Enquiry Page No.	Reg. No.	Debtar(s)	Secured Party	Collateral Class. CG I E A O MV
22.	715662684 PPSA		20160414 1134 1862 4079 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA	$ \mathbf{x} \mathbf{x} \mathbf{x} \mathbf{x}$
-					CELESTIAL A VIATION TRADING 32 LIMITED	

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General Collateral Description:
ONE (1) 1999 BOMBARDIER CL-600-2B19 (GENERIC AIRFRAME MODEL CRJ-200) AIRFRAME, BEARING MANUFACTURER'S SERIAL NUMBER 7330 AND CANADIAN REGISTRATION MARKS C-GKFR AND TWO (2) GE CF34-3B (GENERIC ENGINE MODEL CF34-3) AIRCRAFT ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS 872547 AND 872546, WHETHER OR NOT INSTALLED ON SUCH AIRFRAME, OR ANY SUBSTITUTE AIRCRAFT ENGINE FROM TIME TO TIME ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME OR ENGINE REMAINS SUBJECT TO THE SECURITY INTEREST IN RESPECT THEREOF. THE FOREGOING AIRFRAME, ENGINES AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "AIRCRAFT". ANY AND ALL BILLS OF SALE IN RESPECT OF THE AIRCRAFT OR ANY PART THEREOF, ALL TECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDENINIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE AIRCRAFT, ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGES TO SUCH COLLATERAL, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS AND POLICIES OF INSURANCE. ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY SUBLEASE OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE AIRCRAFT TO THE ULTIMATE OPERATOR THEREOF. ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITI

	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	(CG)					
23.	714526371 PPS.4	177	20160304 1543 1862 1010 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 32 LIMITED		х	T	T	Т	

General Collateral Description:

ONE (1) 1999 BONIBARDIER CL-600-2B19 (GENERIC AIRFRAME MODEL CRJ-200) AIRFRAME, BEARING MANUFACTURER'S SERIAL NUMBER 7303 AND CANADIAN REGISTRATION MARKS C-GKEP AND TWO (2) GE CF34-3B (GENERIC ENGINE MODEL CF34-3) AIRCRAFT ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS 872484 AND 872485, WHETHER OR NOT INSTALLED ON SUCH AIRFRAME, OR ANY SUBSTITUTE AIRCRAFT ENGINE FROM TIME TO TIME. ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFFER REMOVAL FROM SUCH AIRFRAME OR EXGINES REMAINS SUBJECT TO THE SECURITY INTEREST IN RESPIECT THEREOF. THE FOREGOING AIRFRAME, ENGINES AND PARTS ARE HEREINAFTER



COLLECTIVELY REFERRED TO AS THE "AIRCRAFT". ANY AND ALL BILLS OF SALE IN RESPECT OF THE AIRCRAFT OR ANY PART THEREOF. ALL TECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDEMNIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE AIRCRAFT, ANL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGES TO SUCH COLLATERAL, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS AND POLICIES OF INSURANCE, ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY SUBLEASE OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE AIRCRAFT TO THE ULTIMATE OPERATOR THEREOF. ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITIES OF ANY MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCH MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCH MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCH MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT IN ANY CONTRACT OR AGREEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.

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	714168162 PPSA		20160219 1659 1862 9975 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL A VIATION TRADING 31 LIMITED	XX	x x
		General Collate	eral Description:				
				GENERIC AIRFRAME MODEL CRJ-20			
1				ARKS C-GKEK AND TWO (2) GE CF34-			
1				MBERS 872391 AND 872424, WHETHE			
-				IME TO TIME. ALL APPLIANCES, CO			
į				TENANCES, ACCESSORIES, FURNISH			
1				ME BE INCORPORATED OR INSTALLI			
Ī) AND ANY PART WHICH AFTER REN			
1				S RESPECT THEREOF, THE FOREGOD AIRCRAFT", ANY AND ALL BILLS OF			
Î				JALS, LOG BOOKS, RECORDS, DOCU			
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1		LEASE, SUBL	EASE, CHARTER, OR PART V	NITH POSSESSION OF THE AIRCRAF	FOR COMPENSATION, INCLUDING	ANY INTERI	EST OF THE
1		DEBTOR IN A	ANY SUBLEASE OF THE AIRC	RAFT AND ANY FURTHER SUBLEAS	SES AND OTHER CONTRACTS PURSU	HW OT TZA	ICH
i .		SUBSEQUENT	I SUBLESSORS GIVE POSSES	SSION OF THE AIRCRAFT TO THE UL	TIMATE OPERATOR THEREOF, ALL 1	REPRESENTA	ATIONS,
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-		ANY CONTRA	ACT OR AGREEMENT BETWI	EEN THE DEBTOR AND SUCH MANU	FACTURER OR VENDOR, ALL REPLA	CEMENTS, I	RENEWALS,

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SERIAL NUMBER AFT ENGINES, OR ANY TIONAL AND OF WHATEVER REFRAME OR REMAINS EREINAFTER Y PART WARRANTIES, Y FORM T, ANY AND ALL AFTER HAVE AS AIMS UNDER DOEBTOR SHALL FEREST OF THE WHICH ENTATIONS, IRCRAFT IN TS, RENEWALS,
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General Collateral Description:
ONE (1) 1998 BOMBARDIER CL-600-2B19 (GENERIC AIRFRAME MODEL CRJ-200) AIRFRAME, BEARING MANUFACTURER'S SERIAL NUMBER 7277 AND CANADIAN REGISTRATION MARKS C-GKEM AND TWO (2) GE CF34-3B (GENERIC ENGINE MODEL CF34-3) AIRCRAFT ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS 872423 AND 872394, WHETHER OR NOT INSTALLED ON SUCH AIRFRAME, OR ANY SUBSTITUTE AIRCRAFT ENGINE FROM TIME TO TIME. ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME OR ENGINE REMAINS SUBJECT TO THE SECURITY INTEREST IN RESPECT THEREOF. THE FOREGOING AIRFRAME, ENGINES AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "AIRCRAFT". ANY AND ALL BILLS OF SALE IN RESPECT OF THE AIRCRAFT OR ANY PART HHEREOF, ALL TECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDEMNIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE AIRCRAFT, ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGES TO SUCH COLLATERAL, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS AND POLICIES OF INSURANCE COVERING THE AIRCRAFT TO THE DEBTOR SHALL LEASE. SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE. SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE. SUBLEASE, CUBLEASE OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR TO THE AIRCRAFT IN AND AND FURTHER SUB

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27.	712744974	229	20151218 0947 9037 0251	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.	
	PPSA		Reg. 06 year(s)			X X X
1			1			
		General Collat	eral Description:			
1		ONE (1) 2005	BOMBARDIER CRJ SERIES 2	00 MODEL CL-600-2B19 AIRFRAME B	EARING MANUFACTURER'S SERIAL	NUMBER 8009 AND
	į	CANADIAN I	REGISTRATION MARK C-GO.	A, TWO (2) GENERAL ELECTRIC MO	DEL CF34-3B1 JET ENGINES BEARING	G MANUFACTURER'S
i		SERIAL NUN	IBERS E950291 AND E950270	WHEREVER LOCATED, AND ALL CO	MPONENTS, FURNISHINGS, EQUIPM	ENT OR OTHER PARTS
-		OF ANY KIN	D WHICH MAY FROM TIME T	TO TIME BE INCORPORATED OR INST	FALLED IN OR ATTACHED TO THE A	IRFRAME OR ANY
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ì				TS, DATA, LOG BOOKS AND OTHER		
To the second				THER VALUE PAYABLE UNDER INSU		
				ICE CONTRACTS, PRODUCT SUPPOR		
				RAFT OR ANY PART THEREOF FROM		
	Ì			ANY SUBLEASE OF THE AIRCRAFT		
1				Y OF THE FOREGOING IN ANY FORM		
				EY, INTANGIBLES OR ANY OTHER PI		EN SUCH COLLATERAL
1	1	OKTROCEEL	23 ARE SOLD, COLLECTED, 1	DEALT WITH OR OTHERWISE DISPOS	ED Or.	

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File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	(c)	IIA	G F			VII
712745118 PPS:4	237	20151218 0958 9037 0252 Reg. 06 year(s)	AIR CANADA CAPITAL LTD. AIR GEORGIAN LIMITED	RASPRO TRUST 2005 WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT		T		X		
	ONE (1) 2005 CANADIAN R SERIAL NUM OF ANY KINI ENGINE FOR RECORDS IN INSURANCE SUPPORT OR FROM ANY INCLUDING (INCLUDING (REGISTRATION MARK C-GOJ BERS E950291 AND E950270 WHICH MAY FROM TIME TO SO LONG AS THE SAME IS S RESPECT OF THE AIRCRAFT POLICIES IN RESPECT OF TH OTHER AGREEMENTS OF A LANUFACTURER, VENDOR, O ANY PAYMENTS UNDER SU GOODS, DOCUMENTS OF TH ROPERTY RECEIVED WHEN	00 MODEL CL-600-2B19 AIRFRAME B A, TWO (2) GENERAL ELECTRIC MO WHEREVER LOCATED, AND ALL CO TO TIME BE INCORPORATED OR INST O ATTACHED (THE "AIRCRAFT"). AI TOR ANY PART THEREOF. ALL RIGH BE AIRCRAFT. ALL WARRANTIES, RE NY NATURE IN RESPECT OF OR THA CONTRACTOR OR SUPPLIER THERE CH SUBLEASE. TOGETHER WITH ALL LE, CHATTEL PAPER, SECURITY, IN SUCH COLLATERAL OR PROCEEDS	IDEL CF34-3BI JET ENGINES BEARIN NAPONENTS, FURNISHINGS, EQUPM TALLED IN OR ATTACHED TO THE A- LL MANUALS, DOCUMENTS, DATA, I FIS TO MONEY OR OTHER VALUE P. EPRESENTATIONS, SERVICE CONTR. VESTALL APPLY TO THE AIRCRAFT OF, ALL RIGHTS UNDER ANY SUBLE L PROCEEDS OF ANY OF THE FOREC STRUMENTS, MONEY, INTANGIBLE:	G MANI ENT OR IRFRAN OG BOO VYABLE ACTS, PI OR ANY ASE OF OING IN S OR AN	OK LICE OK THE CAN YOUR THE CAN	OR S A NDI DUC AR NE A NY	URI R P. AN' ND ER TTH IRC FOI ER	ER'S ART OTH ERE RAF	S ER OF
File No. 712759797 PPSA		Reg. 10 year(s)		Secured Party GEORGIAN AIRCRAFT CORP, GEORGIAN AIRCRAFT CORP, GEORGIAN AIRCRAFT CORP, ELEMEN'T FINANCIAL CORPORATION	œ	1	Z	X	I	NV.
	ALL OF THE IMPROVEME	NTS, ADDITIONS, REPLACEN	TER ACQUIRED INTEREST IN (A) TH HENTS AND SUBSTITUTIONS AND IN CESSORIES OF ANY KIND WHATSOE	NOLUDING ALL PRESENT AND FUTU	RE PAR	TS	(AS	DE	FINI	



PARTS DESCRIBED IN PARAGRAPH (A) ABOVE TO THE EXTENT THE SAME RELATE TO CONTINUING RIGHTS OF THE DEBTOR IN RESPECT OF ANY WARRANTY, INDEMNITY OR AGREEMENT, EXPRESS OR IMPLIED, AS TO TITLE, WORKMANSHIP, MAINTENANCE, REPAIR, SERVICING, OVERHALL OR DESIGN OR PATENT INFRINGEMENT WITH RESPECT TO THE AIRCRAFT, ENGINES OR PARTS TOGETHER IN EACH CASE WITH ALL RIGHTS, POWERS, PRIVILEGES, OPTIONS AND OTHER BENEFITS OF THE DEBTOR THEREUNDER WITH RESPECT TO THE AIRCRAFT, ENGINES OR PARTS (C) ALL PROCEEDS AND PERSONAL PROPERTY (INCLUDING GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, SECURITIES, INVESTMENT PROPERTY, INSTRUMENTS, MONEY AND INTANGIBLES) IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH ANY OF THE ITEMS SET FORTH IN PARAGRAPHS (A) AND (B) ABOVE INCLUDING, WITHOUT LIMITATION, ANY INSURANCE PROCEEDS, AND ANY DEBTORS RIGHT TO RECEIVE SUCH PROCEEDS, AND ANY OTHER PROPERTY THAT INDEMNIFIES OR COMPENSATES FOR SUCH PROPERTY OR UNDERTAKING DESTROYED, DAMAGED, EXPROPRIATED, STOLEN OR LOST AND PROCEEDS OF PROCEEDS WHETHER OF THE SAME TYPE, CLASS OR KIND AS THE ORIGINAL PROCEEDS, PROCEEDS IN THE FORM OF GOODS, ACCOUNTS, NOTES, INSTRUMENTS, SECURITIES, MONEY, TRADE-INS, CHATTEL PAPER, DOCUMENTS OF TITLE, CONTRACT RIGHTS, RENTAL PAYMENTS, LICENCES, INSTRUMENTS AND GENERAL INTANGIBLES INCLUDING ALL SUBSTITUTIONS AND REPLACEMENTS THEREOF, AND THE PROCEEDS THEREOF, IN WHATEVER FORM, OF ANY SALE, CHARTER, LEASE OR DISPOSITION THEREOF AND ALL SUBSTITUTIONS AND REPLACEMENTS OF SUCHITEMS AND ANY INCREASES, ADDITIONS AND ACCESSIONS THERETO. IN THIS COLLATERAL DESCRIPTION AIRCRAFT MEANS (A) THE AIRFRAMES AND ENGINES DESCRIBED BELOW, (B) THOSE AIRFRAMES AND ENGINES FINANCED FROM TIME TO TIME IN ACCORDANCE WITH AN AMENDED AND RESTATED AIRCRAFT SECURITY AGREEMENT (LOAN #1) BETWEEN THE DEBTOR AND THE SECURED PARTY, (C) ANY AND ALL APPLIANCES, PARTS, INSTRUMENTS, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER EQUIPMENT OF WHATEVER NATURE WHICH MAY AT THE TIME OF DELIVERY AND FROM TIME TO TIME THEREAFTER BE INCORPORATED OR INSTALLED IN OR ATTACHED TO ANY SUCH AIRFRAME OR ENGINE SO LONG AS THE SAME SHALL BE INCORPORATED OR INSTALLED IN OR ATTACHED TO SUCH AIRFRAME PARTS), (D) ALL RECORDS, LOGS, MANUALS AND OTHER MATERIAL AND DATA REQUIRED TO BE MAINTAINED WITH RESPECT TO THE AIRCRAFT PURSUANT TO THE AERONAUTICS ACT (CANADA), THE CANADA TRANSPORTATION ACT (CANADA) AND ALL LEGISLATION, REGULATIONS, ORDERS, DIRECTIVES, GUIDELINES, JUDGMENTS OR WRITS OF ANY COURT OR GOVERNMENTAL AGENCY IN CANADA RELATING TO AFRONAUTICS AND AS REQUIRED BY ANY AVIATION AUTHORITY AND ALL OTHER MODIFICATION, MAINTENANCE, REPAIR, OVERHAUL AND USE RECORDS REQUIRED BY THE SUPPLIERS MAINTENANCE PROGRAM AND WHICH, WHEN TAKEN TOGETHER WILL PROVIDE A COMPLETE AND CONTINUOUS HISTORY OF ALL MAINTENANCE, OVERHALLS AND REPAIRS TO THE AIRCRAFT FROM THE DATE OF MANUFACTURE THEREOF, AND (E) ALL REPLACEMENTS, RENEWALS AND ADDITIONS MADE TO THE FOREGOING. THE AIRFRAMES AND ENGINES DESCRIBED ABOVE INCLUDE THE FOLLOWING LONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER LE-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRAIT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADA MODEL P16A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IIJ-2165 AND HJ-2174 2. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164), AND TWO (2) HARTZELL MODEL IIC-FAA-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1699 AND HJ-2161-3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GIGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA NIODEL PTGA-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-

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DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELIERS BEARING MANUFACTURERS SERIAL NUMBERS 111-2092 AND 111-1921 4, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WIIITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IIJ-2215 AND HJ-2035 5. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UF-309 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANLFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2086 AND HI-2103-6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UF.-315) AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL P16A-67D ENGINES INSTALLED DON'THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0515 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0515), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2097 AND HJ-2037 7. ONE (1) 1998 BEECHICRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520), AND TWO (2) HARTZELL MODEL IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2339 AND HI-2098 8. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-2052 AND 11J-2297 9, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUF ACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED BROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0365 AND PS0616), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2088 AND HJ-1981 10. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-207 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL

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REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-207) AND CANADIAN REGISTRATION MARKS C-GAAR, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0027 AND 14114 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2033 AND HJ-2173 11. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRÉ-POPULATED DROP DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PTEA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2292 AND HJ-2278 12. ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WIIITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0394 AND PS0395 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0394 AND PS0395), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURES SERIAL NUMBERS HI-2336 AND HI-2038 AND ALL PARTS, ACCESSORIES, APPLIANCES, APPURTENANCES, COMPONENTS, FURNISHINGS, INSTRUMENTS, MODULES, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT AND ALL OTHER GOODS, TANGIBLE, PERSONAL PROPERTY AND OTHER EQUIPMENT OF WHATEVER NATURE THAT MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAMES, ENGINES OR PROPELLERS, AND ALL RECORDS, LOGS, MAINTENANCE RECORDS, MANUALS, TECHNICAL DATA, TRAINING AIDS, COMPUTER SOFTWARE, AND OTHER MATERIALS RELATING TO THE AIRFRAMES, ENGINES OR PROPELLERS, AND ANY PROPERTY SUBSTITUTED FOR ANY OF THE FOREGOING.

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			INTEGRATED PRIVATE DEBT FUND III L.P. (Assignce)
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A AMENDMENT

Reason for Amendment: AMENDED TO UPDATE ONLY THE AIRFRAMES AND ENGINES LISTED IN THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE FILE NUMBER 712759797.

General Collateral Description:

THE AIRFRAMES AND ENGINES DESCRIBED HEREIN INCLUDE THE FOLLOWING 1.0NE (I) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER LE-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRANIE BEARING MANUFACTURERS SERIAL NUMBERS P50197 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS DEARING MANUFACTURERS SERIAL NUMBERS HI-2165 AND HI-2174 2. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 111-2389 AND H1-2161 3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GHGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-1921 4. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UF-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELIERS BEARING MANUFACTURERS SERIAL NUMBERS 111-2215 AND HI-2035 5. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-309 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WIIITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIR FRANE BEARING MANUFACTURERS SERIAL NUMBERS PS014 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL, P16A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2086 AND HJ-2103 6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL

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REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GNIGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT64-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6 A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2097 AND HJ-2037 T. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER VE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WILLTIMEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIR FRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2339 AND HJ-2098 8, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER CE-326 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2052 AND HI-2297 9, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIR FRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WIIITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL, HC-F4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IIJ-2388 AND HJ-1981 10. ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IIJ-2336 AND HJ-2387 II. ONE (I) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER LE-207 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-207) AND CANADIAN REGISTRATION MARKS C-GAAR, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2202 AND HJ-2175 12. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-232) AND ON THE AIR FRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0538 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH



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MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0589, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPEILERS BEARING									
MANUFACTURERS SERIAL NUMBERS HJ-2292 AND HJ-2278.									
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BEARING	VIIEACTIBERS SERIAL NT	MBER UE-291 (DESCRIBED ON THE P	DE-DOME ATED DROP-DOWN MENT	OF THE	VOD,	rance			
		IEON AIRCRAFT COMPANY MODEL				a Nii	WEED		
		MARKS C-GGGA, INCLUDING TWO							
		MANUFACTURERS SERIAL NUMBE							
		NAL REGISTRY AS PRAIT & WHITN					AIED		
		0677 AND PS0524), AND TWO (2) HAR							
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		OMPANY MODEL 1900D AIRCRAFT							
		'GA, INCLUDING TWO (2) PRATT & W							
		TURERS SERIAL NUMBERS PS0163 A			AIEL	DRO	P-		
		EGISTRY AS PRATT & WHITNEY CA							
		0163 AND PS0676), AND TWO (2) HAR				j			
		-2097 AND HJ-2175. 3. ONE (1) 1997 BE							
		293 (DESCRIBED ON THE PRE-POPUL							
		COMPANY MODEL 1900D AIRCRAFT V							
		IGA, INCLUDING TWO (2) PRATT & W							
		TURERS SERIAL NUMBERS PS0549 A			ATEL	DRO	P-		
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		0549 AND PS0564), AND TWO (2) HAR				}			
		-2174 AND HJ-2388. 4. ONE (1) 1998 BE							
		306 (DESCRIBED ON THE PRE-POPUL							
		OMPANY MODEL 1900D AIRCRAFT \							
		GA, INCLUDING TWO (2) PRATT & W							
ON THE AIR	RAME BEARING MANUFAC	TURERS SERIAL NUMBERS PS0567 A	ND P\$0668 (DESCRIBED ON THE PRE	-POPUL	ATEL	DRO	P-		
		LEGISTRY AS PRATT & WHITNEY CA							
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REGISTRY AS	S A RAYTHEON AIRCRAFT C	OMPANY MODEL 1900D AIRCRAFT V	WITH MANUFACTURERS SERIAL NU	MBER U	E-30	9) AN	D		
		VGA, INCLUDING TWO (2) PRATT & V							
ON THE AIRP	RAME BEARING MANUFACT	TURERS SERIAL NUMBÈRS PS0684 A	ND PS0557 (DESCRIBED ON THE PRE	-POPUL	ATEL	DRO	p.		



DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50684 AND P50557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2383 AND HJ-2440. 6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT64-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1973 AND HJ-2215. 7. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 114114 AND PS0447 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS 114114 AND PS0447), AND TWO (2) HARTZELL MODEL, IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2382 AND HJ-2098. 8. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT64-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL, NUMBERS PS0457 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0457 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2161 AND HI-2387. 9. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-2292. 10. ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-60RN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0027 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0027), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2297 AND HJ-2202. 11. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0590 AND 114142 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PTEA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0590 AND 114142), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2246 AND HJ-2339.



	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	6.6	Coll I II				
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1					S OF ANY COURT OR GOVERNMENT. ORITY AND ALL OTHER MODIFICAT						
The same of the sa		REPAIR, OVE	RHAUL AND USE RECORDS	S REQUIRED BY THE SUPPLIERS MA	INTENANCE PROGRAM AND WHICH, LL MAINTENANCE, OVERHAULS AN	WHEN	CTA	KE	N		



AIRCRAFT FROM THE DATE OF MANUFACTURE THEREOF, AND (E) ALL REPLACEMENTS, RENEWALS AND ADDITIONS MADE TO THE FOREGOING. THE AIRFRAMES AND ENGINES DESCRIBED ABOVE INCLUDE THE FOLLOWING 1. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2165 AND HJ-2174 2. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT DEARING MANUFACTURERS SERIAL NUMBER UE-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE EXTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PTGA-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PTGA SERIES ENGINES WITH MANUF ACTURERS SERIAL NUMBERS PS0163 AND PS0164), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1699 AND HJ-2161 3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GHGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAU NUMBERS PS0549 AND PS0564), AND TWO (2) HARTZELL MODEL, HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-1921-4. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2215 AND HJ-2035 5. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-309 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WIIITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITVEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2086 AND HJ-2103 6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GNIGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0515 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0515), AND TWO (2) HARTZELL MODEL IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2097 AND HJ-2037 7, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL. 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND



CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PSOSO2 AND PSOSO2 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2339 AND HJ-2098 8. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2052 AND HJ-2297 9. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6 A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL HC-F4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2088 AND HJ-1981 - 10. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-207 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-207) AND CANADIAN REGISTRATION MARKS C-GAAR, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0027 AND 11414 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PTOA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2033 AND HJ-2175 11. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UF-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PI6A SERIES ENGINES WITH MANUF ACTURERS SERIAL NUMBERS PS0590 AND PS0588), AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2292 AND HJ-2278 12. ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTAILED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0394 AND PS0395 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0394 AND PS0395), AND TWO (2) HARTZELL MODEL HC-E-IA-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2336 AND HJ-2058 AND ALL PARTS, ACCESSORIES, APPLIANCES, APPURTENANCES, COMPONENTS, FURNISHINGS, INSTRUMENTS, MODULES, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT AND ALL OTHER GOODS, TANGIBLE, PERSONAL PROPERTY AND OTHER EQUIPMENT OF WHATEVER NATURE THAT MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAMES, ENGINES OR PROPELLERS, AND ALL RECORDS, LOGS, MAINTENANCE RECORDS, MANUALS, TECHNICAL DATA, TRAINING AIDS, COMPUTER SOFTWARE, AND OTHER MATERIALS RELATING TO THE AIRFRAMES, ENGINES OR PROPELLERS, AND ANY PROPERTY SUBSTITUTED FOR ANY OF THE FOREGOING.



489	20170728 1445 1862 1020 D ASSIGNMENT	AIR GEORGIAN LIMITED	ELEMENT FINANCIAL CORPORATION (Assignor)
			INTEGRATED PRIVATE DEBT FUND III L.P. (Assignee)
			INTEGRATED PRIVATE DEBT FUND IV L.P.
			INTEGRATED PRIVATE DEBT FUND V L.P.
492	20170728 1501 1862 1029	AIR GEORGIAN LIMITED	
	A AMENDMENT		

Reason for Amendment:

AMENDED TO UPDATE ONLY THE AIRFRAMES AND ENGINES LISTED IN THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE FILE NUMBER 712759806,

General Collateral Description:
THE AIRFRAMES AND ENGINES DESCRIBED HEREIN INCLUDE THE FOLLOWING 1. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT
BEARING MANUFACTURERS SERIAL NUMBER UE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER INTERNATIONAL REGISTRY AS A KAYTHEON AIRCRAFT COMPACT MODEL 1900D AIRCRAFT WITH MANDRACT CREAS SERIAL SUMBER (EE-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2165 AND HJ-2174 2. ONE (1) 1997 BÈÉCHCRAFT, MODEL. 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL, 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PIGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2389 AND HJ-2161 3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-293) AND



CANADIAN REGISTRATION MARKS C-GHGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-1921 4. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WILLTHEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50567 AND P50498), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2215 AND HJ-2035 5. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUF ACTURERS SERIAL NUMBER UE-309 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-POWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P\$0540 AND P\$0557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2086 AND HJ-2103 6, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GNIGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT64-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 111-2097 AND 111-2037 7. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADANIODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2339 AND HJ-2098 8, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPUL ATED DROP DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WINTNEY CANADA MODEL PIGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2052 AND HI-2297 9. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING

PPSA (ONTARIO) SEARCII SUMMARY



MANUFACTURERS SERIAL NUMBERS IIJ-2388 AND IU-1981 10. ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRÉ-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING NANUFACTURERS SERIAL NUMBERS HJ-2336 AND HJ-2387 H. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-207 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-207) AND CANADIAN REGISTRATION MARKS C-GAAR, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) HARTZELL MODEL RC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2202 AND HJ-2173 12. ONE (I) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0390 AND PS0388 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2292 AND HJ-2278.

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	A AMENDMENT							

Reason for Amendment:

AMENDED TO DELETE THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE FILE NUMBER 712759806 IN ITS ENTIRETY AND REPLACE IT WITH A NEW GENERAL COLLATERAL DESCRIPTION.

General Collateral Description:

THE AIRFRAMES AND ENGINES DESCRIBED HEREIN INCLUDE THE FOLLOWING LONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRAIT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBER PS0677 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CAVADA MODEL PTGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0677 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2165 AND HJ-2404. 2. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0676 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH



MANUFACTURERS SERIAL NUMBERS P\$0163 AND P\$0676), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2097 AND HJ-2175. 3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRÉ-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GHGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50549 AND P50564), AND TWO (2) HARTZEIL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2174 AND HJ-2388. 4. ONT. (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UF-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0668 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0668), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IIJ-2458 AND IIJ-2103, 5, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBERS IIJ-2458 AND IIJ-2103, 5, ONE (1) 1998 DEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBERS IU-3-309 (DESCRIBED ON THE PRE-POPULATED DIROP-DOWN MENUO F THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0684 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0684 AND PS0557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2383 AND HJ-2440. 6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEJ, PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL P16A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638), AND TWO (2) HARTZEIL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-1973 AND HJ-2215, 7. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 114114 AND PS0447 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS 114114 AND PS0447), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2382 AND HJ-2098. 8. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0457 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFAC FURERS SERIAL NUMBERS PS0457 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2161 AND HJ-2387. 9. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRÉ-POPULATED DROP DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND



CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL, NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL, NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL, HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 1D-2092 AND HJ-2292. 10. ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-JOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE ARFRAME BEARING MANUFACTURERS SERIAL NUMBERS SERIAL NUMBERS PS0651 AND PS0027 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES WITH MANUFACTURERS SERIAL NUMBERS FS0651 AND PS0027), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS FS0651 AND PS0027), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2297 AND HJ-2202. 11. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBERS HB-2232 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER HE-2322 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER HE-2323 (ND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE PRE-POPULATED DROP-DOWN MENU OF THE IN

	File No.	Enquiry	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
31.	712540584 PPSA	Page No. 586	20151210 1436 9037 0249 Reg. 06 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.	CG I E A O MV
		ONE (1) 2004 CANADIAN IS SERIAL NUN SERIAL NUN SERIAL SERIAL SERIAL NUN ENGINE FOR SUBLEASE A "AIRCRAFT" THEREOF. A WARRANTHOF OR THAT SUPPLIER TI TOGGETHER N PAPER, SECU	REGISTRATION MARK C-GN IBERS E950279 AND E950264 D WHICH MAY FROM TIME S SO LONG AS THE SAME IS NGREEMENT ?MSN 8004? DA). ALL MANUALS, DOCUME LL RIGHTS TO MONEY OR C SS, REPRESENTATIONS, SER SHALL APPLY TO THE AIR HEREOF. ALL RIGHTS UND WITH ALL PROCEEDS OF AN JRITY, INSTRUMENTS, MON	200 MODEL CL-600-2B19 AIRFRAME I JA, TWO (2) GENERAL ELECTRIC ME WHEREVER LOCATED, AND ALL CO TO TIME BE INCORPORATED OR INS SO ATTACHED AND THEREAFTER F TED AS OF DECEMBER I1, 2015, MAI NTS, DATA, LOG BOOKS AND OTHE OTHER VALUE PAYABLE ENDER INS VICE CONTRACTS, PRODUCT SUPPORT CRAFT OR ANY PART THEREOF FRO R ANY SUBLEASE OF THE AIRCRAF TY OF THE FOREGOING IN ANY FOR: EY, INTANGIBLES OR ANY OTHER I DEALT WITH OR OTHERWISE DISPO	DDEL CF34-3BI JET ENGINES BEARIN DAIPONENTS, FURNISHINGS, EQUIPA STALLED IN OR ATTACHED TO THE JONG SO LONG AS THE SAME IS SUBJEDE BETWEEN THE DEBTOR AND THE RECORDS IN RESPECT OF THE AIR URANCE POLICIES IN RESPECT OF AND AND ANY MANUF ACTURER, VENDOR, T, INCLUDING ANY PAYMENTS UND INCLUDING GOODS, DOCUMENTS PERSONAL PROPERTY RECEIVED WI	G MANUFACTURER'S IENT OR OTHER PARTS MARFRAME OR ANY CT TO THE AIRCRAFT SECURED PARTY (THE CRAFT OR ANY PART HE AIRCRAFT. ALL Y NATURE IN RESPECT CONTRACTOR OR ER SUCH SUBLEASE. OF THLE, CHATTEL
	TEN SON	Y NORTH AND ADDRESS.	Reg No	Delitor(s)	Segment Darks	Golfatoral Gars

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32	712540899	Enquiry Page No.	20151210 1449 9037 0250	AIR CANADA CAPITAL LTD.	RASPRO TRUST 2005	CG I E A O MY
	PPSA	394	Reg. 06 year(s)	AIR GEORGIAN LIMITED	WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT	
e pridi a dispersionale de disse a como mer 1 do ma manda da manda de menero de designada produ		ONE (1) 2004 CANADIAN I SERIAL NUA OF ANY KIN ENGINE FOR RECORDS IN INSURANCE SUPPORT OF FROM ANY 2 INCLUDING INCLUDING	REGISTRATION MARK C-GN IBERS E950279 AND E950264 D WHICH MAY FROM TIME SO LONG AS THE SAME IS RESPECT OF THE AIRCRAF POLICIES IN RESPECT OF T COTHER AGREEMENTS OF A MANUFACTURER, VENDOR, ANY PAYMENTS UNDER SL GOODS, DOCUMENTS OF TIR PROPERTY RECEIVED WHEN	JA, TWO (2) GENERAL ELECTRIC: WHEREVER LOCATED, AND ALL TO TIME BE INCORPORATED OR I SO ATTACHED (ITHE "AIRCRAFT") TOR ANY PART THEREOF. ALL RI HE AIRCRAFT. ALL WARRANTIES, ANY NATURE IN RESPECT OF OR I CONTRACTOR OR SUPPLIER THE ICH SUBLEASE. TOGETHER WITH. THE, CHATTEL PAPER, SECURITY.	E BEARING MANUFACTURER'S SERI MODEL CF34-3BI JET ENGINES BEAR COMPONENTS, FURNISHINGS, EQUINSTALLED IN OR ATTACHED TO THE ALL MANUALS, DOCUMENTS, DATACHED TO MODEY OR OTHER VALUE, REPRESENTATIONS, SERVICE CONTHAT SHALL APPLY TO THE AIRCREF ALL RIGHTS UNDER ANY SUR BALL PROCEEDS OF ANY OF THE FOR, INSTRUMENTS, MONEY, INTANGIBLDS ARE SOLD, COLLECTED, DEALT MANUAL MANUAL PROCEDS OF ANY OF THE FOR	RING MANUFACTURER'S PAIENT OR OTHER PARTS E AIRFRAME OR ANY A, LOG BOOKS AND OTHER E PAYABLE UNDER IRACTS, PRODUCT FT OR ANY PART THEREOF BLEASE OF THE AIRCRAFT, BEGOING IN ANY FORM LES OR ANY OTHER
33,	File No. 712384218 PPS.4	Enquiry Page No. 601	Reg. No. 20151204 1244 9037 0247 Reg. 06 year(s)	Debtor(s) AIR GEORGIAN LIMITED	Secured Party AIR CANADA CAPITAL LTD.	Collateral Class. CG I E A O MV
Administrative for the control of th		ONE (1) 2005 CANADIAN I SERIAL NUA OF ANY KIN ENGINE FOR SUBLEASE A "AIRCRAFT" THEREOF. A WARRANTIE OF OR THAT SUPPLIER TI	REGISTRATION MARK C-GX BIBERS E950313 AND E950333 D WHICH MAY FROM TIME SO LONG AS THE SAME IS: GREENIENT ?MSN 8017?DA'). ALL MANUALS, DOCUME LL RIGHTS TO MONEY OR C SS, REPRESENTATIONS, SE SHALL APPLY TO THE AIRG HEREOF, ALL RIGHTS UNDE	JA, TWO (2) GENERAL ELECTRIC: WHEREVER LOCATED, AND ALL TO TIME BE INCORPORATED OR I SO ATTACHED AND THEREAFTER FED AS OF DECEMBER 1, 2015, MA NTS, DATA, LOG BOOKS AND OTH OTHER VALUE PAYABLE VICE CONTRACTS, PRODUCT SUP CRAFT OR ANY PART THEREOF FR	E BEARING MANUFACTURER'S SERI MODEL CF34-3BI JET ENGINES BEAR COMPONENTS, FURNISHINGS, EQUI NSTALLED IN OR ATTACHED TO THE FOR SO LONG AS THE SAME IS SUB- IDE BETWEEN THE DEBTOR AND THE HER RECORDS IN RESPECT OF THE AI NSURANCE POLICIES IN RESPECT OF PORT OR OTHER AGREEMENTS OF A ROM ANY MANUFACTURER, VENDON FT, INCLUDING ANY PAYMENTS UN	RING MANUFACTURER'S PAIENT OR OTHER PARTS E AIRFRAME OR ANY JUCCT TO THE AIRCRAFT E SECURED PARTY (THE BRCRAFT OR ANY PART FILE AIRCRAFT. ALL ANY MATURE IN RESPECT R, CONTRACTOR OR SDER SUCH SUBLEASE.



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34.	712385613 PPSA	609	20151204 1257 9037 0248 Reg. 06 year(s)	AIR CANADA CAPITAL LTD.	RASPRO TRUST 2005	xxxx
de dilumina a companya di managara di mana	3 7 3/1	West of the last o	reg. ou year(s)	AIR GEORGIAN LIMITED	WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT	
TOTAL SECTION						
	Walking Control of the Control of th		eral Description: BOMBARDIER CRISERIES 2	00 MODEL CL-600-2B19 AIRFRAME B	BEARING MANUFACTURER'S SERIAL	NUMBER 8017 AND
Appendix of the state of the st		CANÀDIAN F	REGISTRATION MARK C-GX	JA, TWO (2) GENERAL ELECTRIC MO WHEREVER LOCATED, AND ALL CO	DEL CF34-3B1 JET ENGINES BEARIN	G MANUFACTURER'S
		OF ANY KINI	D WHICH MAY FROM TIME	TO TIME BE INCORPORATED OR INST	TALLED IN OR ATTACHED TO THE A	AIRFRAME OR ANY
Carron Carron		RECORDS IN	RESPECT OF THE AIRCRAF	SO ATTACHED (THE "AIRCRAFT"), AI FOR ANY PART THEREOF, ALL RIGE	ITS TO MONEY OR OTHER VALUE P.	AYABLE UNDER
Name of the last	u proprieta			IE AIRCRAFT. ALL WARRANTIES, RE NY NATURE IN RESPECT OF OR THE		
	- Company and a			CONTRACTOR OR SUPPLIER THERE CH SUBLEASE, TOGETHER WITH AL		
and the second		INCLUDING	GOODS, DOCUMENTS OF TI	TLE, CHATTEL PAPER, SECURITY, IN SUCH COLLATERAL OR PROCEEDS	STRUMENTS, MONEY, INTANGIBLE	S OR ANY OTHER
Facultification	Control of the Contro	DISPOSED OF		SUCH COLLATERAL ON PROCEEDS	ARE SOLD, COLLECTED, DEALT WI	III OK OTNEKWISE
o de la companya de l						
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35.	711685539 PPS4	616	20151112 1042 9037 0244 Reg. 06 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.	x x x
*			eral Description:	00 MODEL CL-600-2B19 AIRFRAME B	SE OBJOYCE A CAST HE ACCREDITION CERDINAL	NIN IDED PAIR AND
- Aller	The same of the sa	CANADIAN F	REGISTRATION MARK C-GZ.	A, TWO (2) GENERAL ELECTRIC MO	DEI, CF34-3B1 JET ENGINES BEARING	G MANUFACTURER'S
-	AND			WHEREVER LOCATED, AND ALL CO FO TIME BE INCORPORATED OR INS		
				SO ATTACHED AND THEREAFTER FO FED AS OF NOVEMBER 6, 2015, MADI		
		"AIRCRAFT")	? ALL MANUALS, DOCUME	NTS, DATA, LOG BOOKS AND OTHER	RECORDS IN RESPECT OF THE AIRC	CRAFT OR ANY PART
and a feel france	and the same of th			THER VALUE PAYABLE UNDER INS VICE CONTRACTS, PRODUCT SUPPOI		



OF OR THAT SHALL APPLY TO THE AIRCRAFT OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF? ALL RIGHTS UNDER ANY SUBLEASE OF THE AIRCRAFT, INCLUDING ANY PAYMENTS UNDER SUCH SUBLEASE? TOGETHER WITH ALL PROCEEDS OF ANY OF THE FOREGOING IN ANY FORM INCLUDING GOODS, DOCUMENTS OF THE CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH COLLATERAL OR PROCEEDS ARE SOLD, COLLECTED, DEALT WITH OR OTHERWISE DISPOSED OF.

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	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
36.	711686133 PPSA	624	20151112 1100 9037 0245 Reg. 06 year(s)		RASPRO TRUST 2005 WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT	x x x x
e) in the contract of the cont		ONE (1) 2005 CANADIAN I SERIAL NUM OF ANY KINI ENGINE FOR RECORDS IN INSURANCE SUPPORT OR FROM ANY M INCLUDING INCLUDING	REGISTRATION MARK C-GZ IBERS E950315 AND E950316 WHICH MAY FROM TIME: SO LONG AS THE SAME IS S RESPECT OF THE AIRCRAF- POLICIES IN RESPECT OF TH COTHER AGREEMENTS OF A MANUFACTURER, VENDOR, ANY PAYMENTS UNDER SU GOODS, DOCUMENTS OF TH ROPERTY RECEIVED WHEN	00 MODEL CL-600-2B19 AIRFRAME B IA, TWO (2) GENERAL ELECTRIC MOI WHEREVER LOCATED, AND ALL CO TO TIME BE INCORPORATED OR INST OA ATTACHED (THE "AIRCRAFT")? A! T OR ANY PART THEREOF? ALL RIGH IE AIRCRAFT? ALL WARRANTIES, RI NY NATURE IN RESPECT OF OR THA CONTRACTOR OR SUPPLIER THEREO CH SUBLEASE? TOGETHER WITH AL FLE, CHATTEL PAPER, SECURITY, IN SUCH COLLATERAL OR PROCEEDS	DEL CF34-3BI JET ENGINES BEARIN MPONENTS, FURNISHINGS, EQUIPA. TALLED IN OR ATTACHED TO THE A- LL MASUALS, DOCUMENTS, DATA, ITS TO MONEY OR OTHER VALUE P- EPRESENTATIONS, SERVICE CONTR CT SHALL APPLY TO THE AIRCRAFT OF? ALL RIGHTS UNDER ANY SUBLI. L. PROCEEDS OF ANY OF THE FORE STRUMENTS, MONEY, INTANGIBLE	G MANUFACTURER'S HENT OR OTHER PARTS MIRFRAME OR ANY LOG BOOKS AND OTHER AYABLE UNDER ACTS, PRODUCT OR ANY PART THEREOF EASE OF THE AIRCRAFT, GOING IN ANY OTHER S OR ANY OTHER
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class
37.	706076523 PPSA	631	20150513 1-132 9037 0236 Reg. 06 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.	x x x
		EARING MANUFACTURER'S SERIAL BEL CF34-381 JET ENGINES BEARIN MPONENTS, FURNISHINGS, EQUIPM FALLED IN OR ATTACHED TO THE A DR SO LONG AS THE SAME IS SUBJEC	G MANUFACTURER'S IENT OR OTHER PARTS MIRFRAME OR ANY			



SUBLEASE AGREEMENT? MISN 7966? DATED AS OF MAY 5, 2015, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY (THE TAIRCRAFT")? ALL MANUALS, DOCUMENTS, DATA, LOG BOOKS AND OTHER RECORDS IN RESPECT OF THE AIRCRAFT OR ANY PART THEREOF? ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE AIRCRAFT? ALL WARRANTIES, REPRESENTATIONS, SERVICE CONTRACTS, PRODUCT SUPPORT OR OTHER AGREEMENTS OF ANY NATURE IN RESPECT OF OR THAT SHALL APPLY TO THE AIRCRAFT OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF? ALL RIGHTS UNDER ANY SUBLEASE OF THE AIRCRAFT, INCLUDING ANY PAYMENTS UNDER SUCH SUBLEASE? TOGETHER WITH ALL PROCEEDS OF ANY OF THE FOREGOING IN ANY FORM INCLUDING GOODS, DOCUMENTS OF THILE, CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH COLLATERAL OR PROCEEDS ARE SOLD, COLLECTED, DEALT WITH OR OTHERWISE DISPOSED OF.

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	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party			iter. E		ass. O MV
38.	706076658	639	20150513 1445 9037 0237	AIR CANADA CAPITAL LTD.	RASPRO TRUST 2005			П	T	
And the state of t	PPSA		Reg. 06 year(s)	AIR GEORGIAN LIMITED	WILMINGTON TRUST COMPANY, AS COLLAIERAL AGENT		X	X	X	
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trestamentos.		ONE (1) 2004			BEARING MANUFACTURER'S SERIAL					
Special Security		SERIAL NUM	BERS E950181 AND E950064	WHEREVER LOCATED, AND ALL CO	DEL CF34-3BI JET ENGINES BEARING MPONENTS, FURNISHINGS, EQUIPM	ENT O	R O	THE	R P	ARTS
	-				TALLED IN OR ATTACHED TO THE A LL MANUALS, DOCUMENTS, DATA, I					
		RECORDS IN	RESPECT OF THE AIRCRAFT	OR ANY PART THEREOF? ALL RIGI	ITS TO MONEY OR OTHER VALUE PA	AYABI	LE L	ND	ER	Oillan
					EPRESENTATIONS, SERVICE CONTRA NT SHALL APPLY TO THE AIRCRAFT					EREOF
		FROM ANY N	MANUFACTURER, VENDOR,	CONTRACTOR OR SUPPLIER THERE	OF? ALL RIGHTS UNDER ANY SUBLE	ASE O)FT	HE A	AIR	CRAFT,
					L PROCEEDS OF ANY OF THE FOREC STRUMENTS, MONEY, INTANGIBLES					
		PERSONAL P DISPOSED OF		SUCH COLLATERAL OR PROCEEDS	ARE SOLD, COLLECTED, DEALT WIT	HOR	OTI	IER'	WIS	E
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39,	700819839 PPSA	ACCOUNTED AND ACCOUNT OF THE PARTY OF THE PA	20141020 1432 6083 8764 Reg. 10 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION			X	7	
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111111111111111111111111111111111111111					AVMAY AIRCRAFT I FASING INC			-		and the second s

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An Mile died red backs	••

General Collateral Description: (1) ONE BOMBARDIER INC. MODEL CL-600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRI-100) (1) ONE BOMBARDIER INC. MODEL CL-600-2BI9 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRI-100)
AIRFRAME BEARING MANUFACTURER'S SERIAI, NUMBER 7071 AND CANADIAN REGISTRATION MARK C-FSKM (THE "AIRFRAME") AND
TWO GENERAL ELECTRIC MODEL CF34-3AI ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807461 AND 807167 (DESCRIBED ON
THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807461 AND 807167),
WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS,
NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND
EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE
FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME
OR ENGINE REMAINS THE PROPERTY OF WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING AIRFRAME, ENGINES AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "AIRCRAFT". (3) ALL TECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREENIENTS, LICENSES, WARRANTIES, GLARANTEES, INDEMNIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE AIRCRAFT. (4) ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGE TO THE AIRCRAFT, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS AND POLICIES OF INSURANCE. (5) ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY SUBLEASE OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE AIRCRAFT TO THE ULTIMATE OPERATOR THEREOF. (6) ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITIES OF ANY MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCH MANUFACTURER OR VENDOR. (7) ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL. (8) ALL PROCEEDS OF ANY OF THE FOREGOING COLLATERAL, INCLUDING ALL ACCOUNTS, CHATTEL PAPER, MONEY, INTANGIBLES, GOODS, DOCUMENTS OF THILE, INSTRUMENTS AND INVESTMENT PROPERTY. 660 20180411 1700 1590 7317 AIR GEORGIAN LIMITED x | x | x | xA AMENDMENT Reason for Amendment: TO REPLACE REFERENCES TO ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807461 AND 807167 WITH ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807258 AND 807185 TO REFLECT THE AMENDMENTS CONTAINED IN AMENDMENT NO. 1 TO AIRCRAFT LEASE AGREEMENT DATED THE 28TH OF FEBRUARY, 2018. General Collateral Description: (I) ONE BOMBARDIER INC. MODEL CL 600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRI-100) AURFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7071 AND CANADIAN REGISTRATION MARK C-FSKM (THE "AIRFRAME") AND TWO GENERAL ELECTRIC MODEL CF34-3AI ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807258 AND 807185 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807258 AND 807185).

WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS

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Reason for Amendment: TO ADD THE FOLLOWING ADDITIONAL SECURED PARTIES (I) EXPORT DEVELOPMENT CANADA, AND (II) ATB FINANCIAL, AS AGENT. 675 20200212 1609 1590 6982 AIR GEORGIAN LIMITED ATB FINANCIAL, AS AGENT (Assignor) D ASSIGNMENT File No. Page No. Debtor(s) Collateral Class. GG I P A O N 700771671 676 20141017 1101 6083 8722 AIR GEORGIAN LIMITED WELLS FARGO BANK NORTHWEST,		EQUIPMENT FOREGOING OR ENGINE AIRFRAME, MANUALS, I SERVICE CO. INTANGIBLI COMPENSA' AND POLICI CHARTER, C SUBLEASE C SUBLESSOR COVENANT; OR AGREEM AND ACCES COLLATERA AND INVEST	OF WHATEVER NATURE W ARFRAME OR ENGINES (C) REMAINS THE PROPERTY O ENGINES AND PARTS ARE I LOG BOOKS, RECORDS, DOC DNTRACTS, OWNERSHIP CIE (4) ALL CONTRACTS OR POL ES, RIGHTS TO MONEY OR C TION FOR LOSS OF OR DAM LES OF INSURANCE. (5) ALL I BY PART WITH POSSESSION OF THE AIRCRAFT AND ANY S GIVE POSSESSION OF THE S AND INDEMNITIES OF ANY LENT BETWEEN THE DEBTO SIONS TO AND SUBSTITUTION L, INCLUDING ALL ACCOUNT.	HICH MAY FROM TIME TO TIME BOLLECTIVELY, THE "PARTS") AND F WELLS FARGO BANK NORTHING HEREINAFTER COLLECTIVELY RECUMENTS OF TITLE, AGREEMENTS VITIECATES, AND OTHER DOCUMENCIES OF INSURANCE COVERING THE VALUE WHICH THE DEBTO AGE TO THE AIRCRAFT, AND THE LEASES OR OTHER CONTRACTS POFTHE AIRCRAFT FOR COMPENS FURTHER SUBLEASES AND OTHE AIRCRAFT TO THE ULTIMATE OP Y MANUFACTURER OF RAND SUCH MANUFACTURER OF ONS FOR ANY OF THE FOREGOING ONS FOR ANY OF THE FOREGOING	E INCORPORATED OR INSTALLED IN CO ANY PART WHICH AFTER REMOVAL ISST, NATIONAL ASSOCIATION, AS LESS FERRED TO AS THE "AIRCRAFT". (3) ALI, LICENSES, WARRANTIES, GUARANTENTS IN ANY FORM EVIDENCING OR RETHE AIRCRAFT, ANY AND ALL BENEFF R NOW HAS OR MAY HEREAFTER HAV RIGHT TO MAKE ALL CLAIMS UNDER LUBSUANT TO WHICH THE DEBTOR SHAATION, INCLUDING ANY INTEREST OF ER CONTRACTS PURSUANT TO WHICH FERATOR THEREOF. (6) ALL REPRESENT FAND WITH RESPECT TO THE AIRCRAFT AND WITH RESPECT TO THE AIRCRAFT.	R ATTACHED TO THE FROM SUCH AIRFRAME OR, THE FOREGOING L. TECHNICAL DATA, EES, INDEMNIFICATIONS, ELATING TO THE IS, CLAIMS, E AS INDENNITY OR ALL SUCH CONTRACTS LL LEASE, SUBLEASE, THE DEBTOR IN ANY SUBSEQUENT FATIONS, WARRANTIES, FT IN ANY CONTRACT SWEWALS, ADDITIONS ANY OF THE FOREGOING
TO ADD THE FOLLOWING ADDITIONAL SECURED PARTIES (I) EXPORT DEVELOPMENT CANADA, AND (II) ATB FINANCIAL, AS AGENT 675 20200212 1609 1590 6982 AIR GEORGIAN LIMITED ATB FINANCIAL, AS AGENT (Assignor) 2229275 ALBERTA LTD. (Assignor) 2229275 ALBERTA LTD. (Assignor) Page No. Page No. Debtor(s) Secured Party Collateral Class. GG 1 1 E A O N 700771671 676 20141017 1101 6083 8722 AIR GEORGIAN LIMITED WELLS FARGO BANK NORTHWEST,		673		AIR GEORGIAN LIMITED		
D ASSIGNMENT (Assignor) 2229275 ALBIERTA LTD. (Assignor) (Assi				SECURED PARTIES (I) EXPORT DE	VELOPMENT CANADA, AND (II) ATB FI	NANCIAL, AS AGENT.
File No. Page No. Reg. No. Deblor(s) Secured Party CG T E A O M		675		AIR GEORGIAN LIMITED	(Assignor) 2229275 ALBERTA LTD.	
PPSA Reg. 10 year(s) NATIONAL ASSOCIATION X X X X X		Page No.		A STATE OF THE STA	WELLS FARGO BANK NORTHWEST,	

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EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.

General Collateral Description:

(1) ONE BOMBARDIER INC. MODEL CL-600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRJ-100)
AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7118 AND CANADIAN REGISTRATION MARK C-FWRT (THE "AIRFRAME") AND
TWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807290 AND 807217 (DESCRIBED ON
THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807290 AND 807217),
WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS,
NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND
EQUIPMENT OF WHATTEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE
FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME
OR ENGINE REMAINS THE PROPERTY OF WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING
AIRFRAME, ENGINES AND PARTS ARE HEREINAFTER COLLECTIVIELY REFERRED TO AS THE "AIRCRAFT". (3) ALL TECHNICAL DATA,
MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDENNIFICATIONS,
SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORMEVIDENCING OR RELATING TO THE
AIRCRAFT. (4) ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS,
INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR
COMPENSATION FOR LOSS OF OR DAMAGE TO THE AIRCRAFT, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS
AND POLICIES OF INSURANCE. (5) ALL LEASES OR OTHER CONTRACTS FURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE,
CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY
SUBLEASE OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE,
COVENANTS AND INDEMNITIES

FOREGOING COLLATERAL, INCLUDING ALL ACCOUNTS, CHATTEL PAPER, MONEY, INTANGIBLES, GOODS, DOCUMENTS OF ITILE, INSTRUMENTS AND INVESTMENT PROPERTY.

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and the same of th					AVMAX AIRCRAFT LEASING INC.						
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General Collateral Description:
(1) ONE BOMBARDIER INC. MODEL CL-600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRJ-100)
AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7112 AND CANADIAN REGISTRATION MARK C-FWRS (THE "AIRFRAME") AND
IWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807339 AND 807182 (DESCRIBED ON
THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807339 AND 807182 (DESCRIBED ON
THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807339 AND 807182 (DESCRIBED ON
THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807339 AND 807182 (DESCRIBED ON
THE INTERNATIONAL AND COMMUNICATIONS EQUIPMENT, APPLICATE AND PLATE TO THE SERIAL NUMBERS 807339 AND 807182 (DESCRIBED ON
AVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPLICATE AND EXCESSORIES, FURNISHINGS AND OTHER GOODS AND
EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE
FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH IAFTER REMOVAL FROM SUCH AIRFRAME
OR ENGINES AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "AIRCRAFT". (3) ALL TECHNICAL DATA,
MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GLARANTEES, INDEMNIFICATIONS,
SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE
AIRCRAFT. (4) ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS,
INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR
COMPENSATION FOR LOSS OF OR DAMAGE TO THE AIRCRAFT, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SLOCH CONTRACTS
AND POLICIES OF INSURANCE. (3) ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE,
CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY

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	A AMENDMENT			^	^	^	^		

Reason for Amendment:

TO REPLACE REFERENCES TO ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807339 AND 807182 WITH ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807398 AND 807182 TO REFLECT THE AMENDMENTS CONTAINED IN AMENDMENT NO. I TO AIRCRAFT LEASE AGREEMENT DATED THE 28TH OF FEBRUARY, 2018.

General Collateral Description:

(1) ONE BOMBARDIER INC. MODEL CL 600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRJ-100)
AIRFRAME BEARING MANUFACTLERE'S SERIAL NUMBER 7112 AND CANADIAN REGISTRATION MARK C-FWRS (THE "AIRFRAME") AND
TWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807398 AND 807182 (DESCRIBED ON
THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807398 AND 807182),
WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS,
NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND
EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE
FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME
OR ENGINE REMAINS THE PROPERTY OF WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING



	MANUALS, L SERVICE CO: AIRCRAFT. (- INTANGIBLE COMPENSAT AND POLICH CHARTER, O: SUBLESSORS COVENANTS OR AGREEMI AND ACCESS COLLATERA	OG BOOKS, RECORDS, DOCI NTRACTS, OWNERSHIP CER' 4) ALL CONTRACTS OR POLI S, RIGHTS TO MONEY OR O' ION FOR LOSS OF OR DAMA ES OF INSURANCE. (5) ALL L R PART WITH POSSESSION OF THE AIRCRAFT AND ANY S GIVE POSSESSION OF THE. AND INDEMNITIES OF ANY ESTY BETWEEN THE DEBTOR SIONS TO AND SUBSTITUTION	EREINAFTER COLLECTIVELY REFER JMENTS OF TITLE, AGREEMENTS, LA FIFICATES, AND OTHER DOCUMENT CHES OF INSURANCE COVERING THA HIER VALUE WHICH THE DEBTOR NA GE TO THE AIRCRAFT, AND THE RIG EASES OR OTHER CONTRACTS PUR- FOR THE AIRCRAFT FOR COMPENSAT FURTHER SUBLEASES AND OTHER AIRCRAFT TO THE ULTIMATE OPER MANUFACTURER OR VENDOR OF A LAND SUCH MANUFACTURER OR VINS FOR ANY OF THE FOREGOING CO TIS, CHATTEL PAPER, MONEY, INTA	ICENSES, WARRANTIES, GUARANTE 'S IN ANY FORMEVIDENCING OR RE E AIRCRAFT, ANY AND ALL BENEFT OW HAS OR MAY HEREAFTER HAVI BIT TO MAKE ALL CLAIMS UNDER A SUANT TO WHICH THE DEBTOR SHA ON, INCLUDING ANY INTEREST OF CONTRACTS PURSUANT TO WHICH S ATOR THEREOF, (6) ALL REPRESENT AND WITH RESPECT TO THE AIRCRA ENDOR, (7) ALL REPLACEMENTS, RE OLLATERAL. (8) ALL PROCEEDS OF A	ES, INT LATIN IS, CLA E AS IN ALL SU LL LEA THE DI SUBSEC ATION FT IN A NEWAL	DEM G TO ALMS CH ASE, EBTO QUE S, N ANY LS,	INIE O TI S, MNI CON SU OR I NT VAR CO ADI IE F	TY CONTRAIN AND THE CONTRAIN AND THE CONTRAIN AND THE CORE	TION OR ACTS ASE, NY STIES ACT ONS GOIN	s.
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	Reason for Am TO ADD THE		SECURED PARTIES (I) EXPORT DEVE	LOPMENT CANADA, AND (II) ATB FI	NANCI	AL,	AS	AGI	NT.	
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File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	00			Ken Vir		
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	(1) ONE BOM		0-2B19 (DESCRIBED ON THE INTERN SERIAL NUMBER 7107 AND CANADI					
	TWO GENERATHE INTERNA	AL ELECTRIC MODEL CF34-3 ATIONAL REGISTRY AS GEN	BAI ENGINES BEARING MANUFACTI MODEL CF34-3 ENGINES WITH MANU IRFRAME (THE "ENGINES"). (2) ALL	TREE'S SERIAL NUMBERS 807295 AND SACTURER'S SERIAL NUMBERS 807	D 807342 1295 AND	(DES 8073	CRIBE (2),	
	NAVIGATION EQUIPMENT	AL AND COMMUNICATIONS OF WHATEVER NATURE WE	S EQUIPMENT, APPURTENANCES, AG NICH MAY FROM TIME TO TIME BE ID DLLFCTIVELY, THE "PARTS") AND AN	CCESSORIES, FURNISHINGS AND O'I NCORPORATED OR INSTALLED IN C	HER GOO	ODS /	ND TO TI	
	OR ENGINE R AIRFRANE, E	EMAINS THE PROPERTY OF NGINES AND PARTS ARE HI	WELLS FARGO BANK NORTHWEST, EREINAFTER COLLECTIVELY REFER JMENTS OF TITLE, AGREEMENTS, LI	, NATIONAL ASSOCIATION, AS LESS URED TO AS THE "AIRCRAFT". (3) AI	OR. THE	FOR	EGOIN DATA	iG A,
	SERVICE CO. AIRCRAFT. (STRACTS, OWNERSHIP CERT 4) ALL CONTRACTS OR POL	ITIE, ARGEMENTS, EN ITIECATES, AND OTHER DOCUMENTS ICIES OF INSURANCE COVERING THE ITIEC VALUE WHICH THE DEBTOR N	S IN ANY FORMEVIDENCING OR RE E AIRCRAFT, ANY AND ALL BENEF	ELATING ITS, CLAI	TO T MS,	ŀIE	
	COMPENSATI AND POLICIE	ION FOR LOSS OF OR DAMA S OF INSURANCE. (5) ALL L	THE VALUE WHICH THE DESTOR N GE TO THE AIRCRAFT, AND THE RIC EASES OR OTHER CONTRACTS PURI OF THE AIRCRAFT FOR COMPENSATI	OHT TO MAKE ALL CLAIMS UNDER SUANT TO WHICH THE DEBTOR SIL	ALL SUCI	H CO	STRAC BLEA	CTS SE,
	SUBLEASE OF SUBLESSORS	F THE AIRCRAFT AND ANY I	THE AIRCRAFT FOR COMPANSATI FURTHER SUBLEASES AND OTHER C AIRCRAFT TO THE ULTIMATE OPER. MANUFACTURER OR VENDOR OF A	CONTRACTS PURSUANT TO WHICH ATOR THEREOF, (6) ALL REPRESEN	SUBSEQU TATIONS	ENT , WA	RAN	TIES,
	OR AGREEMI AND ACCESS FOREGOING	ENT BETWEEN THE DEBTOR IONS TO AND SUBSTITUTIO COLLATERAL, INCLUDING A	AND SUCH MANUFACTURER OR VE NS FOR ANY OF THE FOREGOING CO ALL ACCOUNTS, CHATTEL PAPER, M	ENDOR. (7) ALL REPLACEMENTS, R DILLATERAL. (8) ALL PROCEEDS OF	ENEWALS ANY OF	S, AD THE	DITIO	
		IS AND INVESTMENT PROPE						
		20180411 1642 1590 7315 A AMENDMENT	AIR GEORGIAN LIMITED		x	x	(x	
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	General Collate (1) ONE BOMI	ral Description: BARDIER INC. MODEL CL 60	0-2B19 (DESCRIBED ON THE INTERN	ATIONAL, REGISTRY AS A BOMBAR	DIER MO	DEL	CRJ-10	00)
	TWO GENERA THE INTERNA	NUELECTRIC MODEL CF34-3 NTIONAL REGISTRY AS GEN	SERIAL NUMBER 7107 AND CANADI AT ENGINES BEARING MANUFACTU MODEL CF34-3 ENGINES WITH MANU REPRAME (THE "ENGINES") (2) ALL	JRER'S SERIAL NUMBERS 807007 AN FACTURER'S SERIAL NUMBERS 807	D 807403 007 AND	(DES 80740	CRIBE 3),	AND DON

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	747	20180413 1706 1590 7646 A AMENDMENT	AIR GEORGIAN LIMITED	EXPORT DEVELOPMENT CANADA ATB FINANCIAL, AS AGENT	
	Reason for An TO ADD THE		SECURED PARTIES (I) EXPORT DE	VELOPMENT CANADA, AND (II) ATB FI	NANCIAL, AS AGENT.
	749	20200212 1609 1590 6984 D ASSIGNMENT	AIR GEÓRGIAN LIMITED	ATB FINANCIAL, AS AGENT (Assignor) 2229275 ALBERTA LTD. (Assignee)	
File No.	Enquiry Page No. 750	Reg. No.	Debtor(s)	Secured Party WELLS FARGO BANK NORTHWEST.	Collateral Class. CG 1 E A O MV
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EXPORT DEVELOPMENT CANADA

AVMAX AIRCRAFT LEASING INC. General Collateral Description (1) ONE BOMBARDIER INC. MODEL CL-600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRI-100) AÍRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7096 AND CANADIAN REGISTRATION MARK C-FWJI (THE "AIRFRAME") AND TWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807211 AND 807317 (DESCRÍBED ON THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807211 AND 807317), WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME OR ENGINE REMAINS THE PROPERTY OF WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING ARFRANIE, ENGINES AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "AIRCRAFT". (3) ALL TECHNICAL DATA, MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDEMNIFICATIONS, SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORMEVIDENCING OR RELATING TO THE AIRCRAFT. (4) ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS, INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR COMPENSATION FOR LOSS OF OR DAMAGE TO THE AIRCRAFT, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCH CONTRACTS AND POLICIES OF INSURANCE. (5) ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE, CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT FOR COMPENSATION, INCLUDING ANY INTEREST OF THE DEBTOR IN ANY SUBLEASE OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE AIRCRAFT TO THE ULTIMATE OPERATOR THEREOF. (6) ALL REPRESENTATIONS, WARRANTIES, COVENANTS AND INDEMNITIES OF ANY MANUFACTURER OR VENDOR OF AND WITH RESPECT TO THE AIRCRAFT IN ANY CONTRACT OR AGREEMENT BETWEEN THE DEBTOR AND SUCH MANUFACTURER OR VENDOR. (7) ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL. (8) ALL PROCEEDS OF ANY OF THE FOREGOING COLLATERAL, INCLUDING ALL ACCOUNTS, CHATTEL PAPER, MONEY, INTANGIBLES, GOODS, DOCUMENTS OF TITLE, NSTRUMENTS AND INVESTMENT PROPERTY.

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44.	700772427 PPSA	76-1	20141017 1128 6083 8727 Reg. 10 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION		x	x	х	х	
					EXPORT DEVELOPMENT CANADA						Maria Maria
					AVMAX AIRCRAFT LEASING INC.						- Charles
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General Collateral Description:

(1) ONE BOMBARDIER INC. MODEL CL-600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRJ-100)
AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7095 AND CANADIAN REGISTRATION MARK C-PWJF (THE "AIRFRAME") AND
TWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807198 AND 807242 (DESCRIBED ON
THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807198 AND 807242),
WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS,
AVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND
FQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE
FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME
OR ENGINE REMAINS THE PROPERTY OF WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING
AIRFRAME, ENGINES AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO ASTHE "AIRCRAFT". (3) ALL TECHNICAL DATA,
MANUALS, LOG BOOKS, RECORDS, DOCUMENTS OF TITLE, AGREEMENTS, LICENSES, WARRANTIES, GUARANTEES, INDEMNIFICATIONS,
SERVICE CONTRACTS, OWNERSHIP CERTIFICATES, AND OTHER DOCUMENTS IN ANY FORM EVIDENCING OR RELATING TO THE
AIRCRAFT. (4) ALL CONTRACTS OR POLICIES OF INSURANCE COVERING THE AIRCRAFT, ANY AND ALL BENEFITS, CLAIMS,
INTANGIBLES, RIGHTS TO MONEY OR OTHER VALUE WHICH THE DEBTOR NOW HAS OR MAY HEREAFTER HAVE AS INDEMNITY OR
COMPENSATION FOR LOSS OF OR DAMAGE TO THE AIRCRAFT, AND THE RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCII CONTRACTS
AND POLICIES OF INSURANCE. (5) ALL LEASES OR OTHER CONTRACTS PURSUANT TO WHICH THE DEBTOR SHALL LEASE, SUBLEASE,
CHARTER, OR PART WITH POSSESSION OF THE AIRCRAFT TO THE AIRCRAFT TO AND HILD RIGHT TO MAKE ALL CLAIMS UNDER ALL SUCII CONTRACTS
AND POLICIES OF THE AIRCRAFT AND ANY FURTHER SUBLEASES AND OTHER CONTRACTS PURSUANT TO WHICH SUBSEQUENT
SUBLESSORS GIVE POSSESSION OF

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	A AMENDMENT							
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Reason for Amendment:

TO REPLACE REFERENCES TO ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807198 AND 807242 WITH ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807343 AND 873168 TO REFLECT THE AMENDMENTS CONTAINED IN AMENDMENT NO. I TO AIRCRAFT LEASE AGREEMENT DATED THE 28TH OF FEBRUARY, 2018.

General Collateral Description:

(1) ONE BOMBARDIER INC. MODEL CL 600-2B19 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS A BOMBARDIER MODEL CRI-100) AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7095 AND CANADIAN REGISTRATION MARK C-FWJF (THE "AIRFRAME") AND IWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807343 AND 807168 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807343 AND 807168), WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER GOODS AND EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME OR ENGINES (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH AIRFRAME OR ENGINE REMAINS THE PROPERTY OF WELLS FARGO BANK NORTHIWEST, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING

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		MANUALS, I SERVICE CO. SERVICE CO. INTANGIBLI COMPENSA' AND POLICI CHARTER, C SUBLEASE COVENANT' OR AGREEM AND ACCES COLLATERA AND INVEST	LOG BOOKS, RECORDS, DOC NATRACTS, OWNERSHIP CER (4) ALL CONTRACTS OR POLI ES, RIGHTS TO MONEY OR O' FION FOR LOSS OF OR DAMA ES OF INSURANCE. (5) ALL L OR PART WITH POSSESSION CO F THE AIRCRAFT AND ANY S GIVI: POSSESSION OF THE S AND INDEMNITIES OF ANY HENT BETWEEN THE DEBTOD SIONS TO AND SUBSTITUTIO AL, INCLUDING ALL ACCOUN FMENT PROPERTY.	UMENTS OF TITLE, AGREEMENTS, L TIFICATES, AND OTHER DOCUMENT ICIES OF INSURANCE COVERING TH THER VALUE WHICH THE DEBTOR N IGE TO THE AIRCRAFT, AND THE RIG EASES OR OTHER CONTRACTS PUR: FITHE AIRCRAFT FOR COMPENSAT FURTHER SUBLEASES AND OTHER OAIRCRAFT TO THE ULTIMATE OPER MANUFACTURER OR VENDOR OF AND SUCH MANUFACTURER OR V INSTOR ANY OF THE FOREGOING OF ITS, CHATTEL PAPER, MONEY, INTA	RED TO AS THE "AIRCRAFT". (3) AL ICENSES, WARRANTIES, GUARANTE S IN ANY FORM EVIDENCING OR RE E AIRCRAFT, ANY AND ALL BENEFIT KOW HAS OR MAY HEREAFTER HAVIGHT TO MAKE ALL CLAIMS UNDER A SUMMANT TO WHICH THE DEBTOR SHADON, INCLUDING ANY INTEREST OF TOONTRACTS PURSUANT TO WHICH S ATOR THEREOF, (6) ALL REPRESENT AND WITH RESPECT TO THE AIRCRAFT AND WITH RESPECT TO THE AIRCRAFT OLLATERAL. (8) ALL PROCEEDS OF A NGIBLES, GOODS, DOCUMENTS OF T	ES, INDEMNIFICATIONS, LATING TO THE S, CLAIMS, E AS INDEMNITY OR ALL SUCH CONTRACTS LL LEASE, SUBLEASE, HIED DEBTOR IN ANY UBSEQUENT ATIONS, WARRANTIES, TI IN ANY CONTRACT NEWALS, ADDITIONS NNY OF THE FOREGOING
		791 Reason for Ar TO ADD THI	A AMENDMENT		EXPORT DEVELOPMENT CANADA ATB FINANCIAL, AS AGENT SLOPMENT CANADA, AND (II) ATB FI	NANCIAL, AS AGENT.
		793	20200212 1610 1590 6985 D ASSIGNMENT		ATB FINANCIAL, AS AGENT (Assignor) 2229275 ALBERTA LTD. (Assignee)	
5.	File No. 700176933 PPSA	Enquiry Page No. 794	Reg. No. 20140926 1404 1462 7286 Reg. 6 year(s)	Debtor(s) AIR GEORGIAN LIMITED	Secured Party XEROX CANADA LTD	Collateral Class. CG T E A O MV

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	No Fixed Ma	turity Date			
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
46. 691138908 PPSA	795	20131017 1218 1862 6767 Reg. 10 year(s)	AIR GEORGIAN LIMITED (Corp. No.: 1291246)	GEORGIAN AIRCRAFT CORP.	x x x x
	No Fixed Ma	turity Date			
	ALL OF THE BEECHICRA DROP-DOW MANUFACT CANADA ME (DESCRIBEE) PTGA SERIE PROPELLER AIRCRAFT I INTERNATI UE-207) ANI INSTALLED DROP-DOW MANUFACT COMPONEN	FT, MODEL 1900D, AIRCRAIN MENU OF THE INTERNATURERS SERIAL NUMBER UODEL P16A-67D ENGINES I DON THE PRE-POPULATED SENGINES WITH MANUFAS BEARING MANUFACTURE ONAU REGISTRY AS A RAY OCANADIAN REGISTRATIC ON THE AIRTRAME BEARIN MENU OF THE INTERNATURERS SERIAL NUMBERS URERS SERIAL NUMBERS ARAYTHEON MARKS CUFRAME BEARING MANUFACU OF THE INTERNATIONAL URERS SERIAL NUMBERS TRESINISHINGS, INSTRU	FT BEARING MANUFACTURERS SET BEARING MANUFACTURERS SET 12-235) AND CANADIAN REGISTRY AS A RAYTHEE CE-235) AND CANADIAN REGISTRY STALLED ON THE AIRFRAME BE DROP-DOWN MENU OF THE INTECTURERS SERIAL NUMBERS 103-2174 A: IS SERIAL NUMBER UE-207 (DESCITIEON AIRCRAFT COMPANY MO IN MARKS C-GAAR, INCLUDING TOM MARKS C-GAAR, INCLUDING TOM MANUFACTURERS SERIAL NITONAL REGISTRY AS PRATT & WE PS0027 AND 114-171), AND TWO (2) HJ-2098 AND HJ-1937 3. ONE (1) 15 E-232 (DESCRIBED ON THE PRE-PET COMPANY MODEL 1900D AIRCRE GAAU, INCLUDING TWO (2) PRATT CTURERS SERIAL NEMBERS PSOULT AND HJ-1909 AND HJ-1977 4. ONE (1) 19 E-209 (DESCRIBED ON THE PRE-PET COMPANY MODEL 1900D AIRCRE GAMENY MODEL 1900D AIRCRE GAMENY MODEL 1900D AIRCRE GOAPANY MODEL 1900D AIRCRE COMPANY MODEL 1900D AIRCRE COMPA	HE AIRCRAFT DESCRIBED AS FOLLOWERIAL NUMBER UE-235 (DESCRIBED) ON AIRCRAFT COMPANY MODEL 1900 ATTON MARKS C-GAAV, INCLUDING TEARING MANUFACTURERS SERIAL IN TERNATIONAL REGISTRY AS PRATT & 74 AND 11412), AND TWO (2) HARTZIND H1412), AND TWO (2) HARTZIND H1417 (DESCRIBED ON THE PRE-POPULATED DRODEL 1900 AIRCRAFT WITH MANUFATOR OF THE WHITNEY CANADA MODEL PT6A SERIAL H1TNEY CANADA MODEL PT6A SERIAL TE WHITNEY CANADA MODEL PT6A SERIAL TE WHITNEY CANADA MODEL PT6A OZS AND PS0123 (DESCRIBED ON THE YCANADA MODEL PT6A SERIAL TE WHITNEY CANADA MODEL PT6A SERIAL TE WHITNEY CANADA MODEL PT6A OZS AND PS0123 (DESCRIBED ON THE YCANADA MODEL PT6A SERIAL TE WHITNEY CANADA MODEL PT6A SERIES ENGE) (HARTZELL MODEL HC-E4A-3J PROP) 66 BEECHCRAFT, MODEL 19001), AIRC OPULATED DROP-DOWN MENU OF TO AFT WITH MANUFACTURERS SERIAL TE WHITNEY CANADA MODEL PT6A-152 AND 114459 (DESCRIBED ON THE YCANADA MODEL PT6A-154 AND PROP) RTS, ACCESSORIES, APPLIANCES, APPLANCES, APPALANCES, APPALANCE SILVATET HIAT MAY FRO	DN THE PRE-POPULATED D AIRCRAFT WITH WO (2) PRATT & WHITNEY CAIBERS PS0574 AND 114142 WHITNEY CANADA MODEL ELL MODEL HC-E4A-3J FT, MODEL 1900D, P-DOWN MENU OF THE CTURERS SERIAL NUMBER MODEL P16A-67D ENGINES EED ON THE PRE-POPULATED ES ENGINES WITH ELLERS BEARING IE INTERNATIONAL NUMBER UE-232) AND 6-67D ENGINES INSTALLED PRE-POPULATED DROP- INES WITH ELLERS BEARING IE INTERNATIONAL NUMBER UE-239) AND 6-67D ENGINES INSTALLED PRE-POPULATED DROP- INES WITH ELLERS BEARING IE INTERNATIONAL NUMBER UE-209) AND 6-7D ENGINES INSTALLED PRE-POPULATED DROP- INES WITH LLERS BEARING ULTENANCES, ENT AND ALL OTHER



ELATING TO	O THE AIRFRAMES, ENGINE	ES OR PROPELLERS, AND ANY PRO	PERTY SUBSTITUTED FOR ANY OF	THE FOREGOING.
817	20131017 1221 1862 6769 A AMENDMENT	AIR GEORGIAN LIMITED AIR GEORGIAN LIMITED (Corp. No.: 1291246)	GEORGIAN AIRCRAFT CORP. ELEMENT FINANCIAL CORPORATION	x x x x
	IRCRAFT CORP. HAS GRAN CORPORATION.	TED A SECURITY INTEREST IN TH	E COLLATERAL DESCRIBED HEREI	N IN FAVOUR OF ELEMENT
	20140729 1117 1862 7446 A AMENDMENT	AIR GEORGIAN LIMITED		
NTEREST IN LBSTITUTIG F ANY KINI XTENT THE XPRESS OR KFRINGEMIE RIVILEGES, LL PROCEE ROPERTY, F NY OF THE UCH PROPE LICH PROPE WHETHER OI SSTRUMENT ICENCES, IN	(A) THE AIRCRAFT, INCLUING ALL IN OWNATED WHATSOEVER (B) WARRAS AND INCLUDING ALL IN OWNATED WHATSOEVER (B) WARRAS AND EREAFT TO THE WORLD WAS AND OTHER BEN DS AND PERSONAL PROPEINSTRUMENTS, MONEY AND TIEMS SET FORTH IN PARABOTORS RIGHT TO RECEIVE RITY OR UNDERTAKING DEFINES AND EYE AND THE SAME TYPE, CLASS CES, SECURITIES, MONEY, TRUSTEN AND GENERA	DING, WITHOUT LIMITATION, ALL RESENT AND FUTURE PARTS (AS XTIES OF AIRCRAFT, ANY ENGIN UNG RIGHTS OF THE DEBTOR IN REMANSHIP, MAINTENANCE, REP AIRCRAFT, ENGINES OR PARTS TO REFITS OF THE DEBTOR THEREUND RETY (INCLUDING GOODS, DOCUMID INTANGIBLES.) IN ANY FORM DE GRAPHS (A) AND (B) ABOVE INCL SUCII PROCEEDS, AND ANY OTHE STROYED, DAMAGED, EXPROPRIA REKIND AS THE ORIGINAL PROCE RADEINS, CHATTEL PAPER, DOCU IL INTANGIBLES INCLUDING ALL	LOWS ALL OF THE DEBTORS PRES IMPROVEMENTS, ADDITIONS, REP DEFINED BELOW), REPLACEMENT ES AND PARTS DESCRIBED IN PAR RESPECTOF ANY WARRANTY, IND AIR, SERVICING, OVERHAUL OR DI DOETHER IN EACH CASE WITH ALL DER WITH RESPECT TO THE AIRCRA ENTS OF THILE, CHATTEL PAPER, S' ERIVED DIRECTLY OR INDIRECTLY UDING, WITHOUT LIMITATION, AN ER PROPERTY THAT INDEMNIFIES OF THED, STOLEN OR LOST AND PROCLEDS, PROCEEDS IN THE FORM OF G MENTS OF TITLE, CONTRACT RIGHT SUBSTITUTIONS AND REPLACEME SE OR DISPOSITION THEREOF AND	PLACEMIENTS AND PARTS AND ACCESSORIES AGRAPH (A) ABOVE TO THI EENNITY OR AGREEMENT, ESIGN OR PATENT . RIGHTS, POWERS, NFT, ENGINES OR PARTS (C) ECURITIES, INVESTMENT FROM ANY DEALING WITH TY INSURANCE PROCEEDS, OR COMPENSATIES FOR EEDS OF PROCEEDS GOODS, ACCOUNTS, NOTES, TS, RENTAL PAYMENTS, NTS THEREOF, AND THE



BE INCORPORATED OR INSTALLED IN OR ATTACHED TO SUCH AIRFRAME (PARTS), AND (D) ALL RECORDS, LOGS, MANUALS AND OTHER MATERIAL AND DATA REQUIRED TO BE MAINTAINED WITH RESPECT TO THE AIRCRAFT PURSUANT TO THE AERONAUTICS ACT (CANADA), THE CANADA TRANSPORTATION ACT (CANADA) AND ALL LEGISLATION, REGULATIONS, ORDERS, DIRECTIVES, GUIDELINES, JUDGMENTS OR WRITS OF ANY COURT OR GOVERNMENTAL AGENCY IN CANADA RELATING TO AFRONAUTICS AND AS REQUIRED BY ANY AVIATION AUTHORITY AND (II) ALL OTHER MODIFICATION, MAINTENANCE, REPAIR, OVERHALL AND USE RECORDS REQUIRED BY THE SUPPLIERS MAINTENANCE PROGRAM AND WHICH, WHEN TAKEN TOGETHER WILL PROVIDE A COMPLETE AND CONTINUOUS HISTORY OF ALL MAINTENANCE, OVERHAULS AND REPAIRS 10 THE AIRCRAFT FROM THE DATE OF MANUFACTURE THEREOF, (III) ALL REPLACEMENTS, RENEWALS AND ADDITIONS MADE TO THE FOREGOING. THE AIRFRAMES AND ENGINES DESCRIBED ABOVE INCLUDE THE FOLLOWING 1. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE235 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UF235) AND CANADIAN REGISTRATION MARKS CGAAV, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0574 AND 114142 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0547 AND 114142), AND TWO (2) HARTZELL MODEL HICE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HIJ2246 AND IJ2088 2. ONE (1) 1996 BEFCIICRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE207 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE207) AND CANADIAN REGISTRATION MARKS CGAAR, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL P16A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY ANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2098 AND HJ2093 3. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE232 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER. UE232) AND CANADIAN REGISTRATION MARKS CGAAU, INCLUDING TWO (2) PRAFT & WHITNEY CANADA MODEL PT6A67D ENGINES DISTALLED ON THE AIRFRANE BEARING MANUFACTURERS SERIAL NUMBERS PS0025 AND PS0588 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITTNEY CANADA MODEL PIGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0025 AND PS0588), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2090 AND HJ1977 4, ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE209 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE209) AND CANADIAN REGISTRATION MARKS CGAAS, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL P16A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 114452 AND 114459 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS 114452 AND 114459), AND TWO (2) HARTZELL MODEL HCE-4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ1981 AND HJ2037 AND ALL PARTS, ACCESSORIES, APPLIANCES, APPURTENANCES, COMPONENTS, FURNISHINGS, INSTRUMENTS, MODULES, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT AND ALL OTHER GOODS, TANGIBLE, PERSONAL PROPERTY AND OTHER EQUIPMENT OF WHATEVER NATURE THAT MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAMES, ENGINES OR PROPELLERS, AND ALL RECORDS, LOGS, MAINTENANCE RECORDS, MANUALS, TECHNICAL DATA, TRAINING AIDS, COMPUTER SOFTWARE, AND OTHER MATERIALS RELATING TO THE AIRFRAMES, ENGINES OR PROPELLERS. AND ANY PROPERTY SUBSTITUTED FOR ANY OF THE FOREGOING.

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MENDMENT TO CHANGE ADDRESS OF DEBTOR AS FOLLOWS 83 BAYFIELD STREET, SUITE 500, BARRIE, ON L4M 3A7 245 OAD EAST, HANGAR 2, BAY 3, MISSISSAUGA, ON LSS 182 1312 AVIATION PARK N.E., UNIT 101, BAY 1, CALGARY, AB TZE MENDMENT TO CHANGE GENERAL COLLATERAL DESCRIPTION WITH RESPECTTO THE FOLLOWING AIRCRAFT ONE (1) BECHCRAFT, MODEL 1900, AIRCRAFT EBARNING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-PROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT ANADA MODEL P16A-67D ENGINES RISTALLED ON THE AIRFRANIE BEARING MANUFACTURERS SERIAL NUMBER UE-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT ANADA MODEL P16A-67D ENGINES RISTALLED ON THE AIRFRANIE BEARING MANUFACTURERS SERIAL NUMBERS P5095 SESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITISEY CAN TEA SERIES BEGINES WITH MANUFACTURERS SERIAL NUMBERS P5095 AND P50888), AND TWO (2) HARTZELL MODEL H ROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS P5095 AND P50888), AND TWO (2) HARTZELL MODEL H RICRAFT DEARING MANUFACTURERS SERIAL NUMBER UE-235 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN NEN USE THE NATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBERS HI-2292 AND HI-2278 873 20160707 1021 1862 0770 AIR GEORGIAN LIMITED RICRAFT DEARING MANUFACTURERS SERIAL NUMBER UE-235 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN NEN USE THE NATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL SER		A AMENDMENT				П	T
MENDMENT TO CHANGE ADDRESS OF DEBTOR AS FOLLOWS 85 BAYFIELD STREET, SUITE 500, BARRIE, ON LAM 3A7 245 OAD EAST, HANGAR 2, BAY 3, MISSISSAUGA, ON LSS 1B2 1312 AVIATION PARK N.E., UNIT 101, BAY 1, CALGARY, AB 725 MENDMENT TO CHANGE GENERAL COLLATERAL DESCRIPTION WITH RESPECT TO THE FOLLOWING AIRCRAFT ONE (1) EECHCRAFT, MODEL 1900P, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-212 (DESCRIBED ON THE PRE-PRINCE) MEND MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900P AIRCRAFT (AND FACTURERS SERIAL NUMBER UE-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT AND MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS P5059 DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CAN THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS P5059 DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CAN THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 1D-2292 AND HJ-2278 873 20160707 1021 1862 0770 AIR GEORGIAN LIMITED	Research for Ar	mendment.		1			
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ELEASE AND DISCHARGE OF THE SECURED PARTY'S SECURITY INTEREST AGAINST ONE (1) 1996 BEECHCRAFT, MODEL 1 IRCRAFT BEARING MANUFACTURER'S SERIAL NUMBER UE-209 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MEN	FURNISHING PERSONAL I INSTALLED RECORDS, N AIRFRANE,	IN OR ATTACHED TO THE FO LANCALS, TECHNICAL DATA ENGINES OR PROPELLERS.	OREGOING AIRFRAME, ENGINES OR A, TRAINING AIDS, COMPUTER SOFT	PROPELLERS, AND ALL RECORDS, I	LOGS, M	AINTE	ΝA
IRCRAFT BEARING MANUFACTURER'S SERIAL NUMBER UE-209 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MEN	FURNISHING PERSONAL I INSTALLED RECORDS, N AIRFRAME,	IN OR ATTACHED TO THE FO IANCALS, TECHNICAL DATA ENGINES OR PROPELLERS. 20160819 1206 1862 3839 F PART DISCH	OREGOING AIRFRAME, ENGINES OR A, TRAINING AIDS, COMPUTER SOFT	PROPELLERS, AND ALL RECORDS, I	LOGS, M	AINTE	ΝA
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TERNATURAL DECISION AS A BANGURON AIRCRAFT COMPANY ACCORDANCE AND AIRCRAFT ACCORDANCE	FURNISHING PERSONAL I INSTALLED RECORDS, N AIRFRAME, 880 General Collate RELEASE AN	IN OR ATTACHED TO THE FORMULALS, TECHNICAL DATA ENGINES OR PROPELLERS. 20160819 1206 1862 3839 F PART DISCH eral Description: 3D DISCHARGE OF THE SECU	OREGOING AIRFRAME, ENGINES OR A, TRAINING AIDS, COMPUTER SOFT AIR GEORGIAN LIMITED LEED PARTY'S SECURITY INTEREST	PROPELLERS, AND ALL RECORDS, I WARE, AND OTHER MATERIALS RE	LOGS, ML LATING	AINTE TO TH	DD,
TERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURER'S SEF	FURNISHING PERSONAL I INSTALLED RECORDS, N AIRFRAME, 880 General Collate RELEASE AN	IN OR ATTACHED TO THE FORMULALS, TECHNICAL DATA ENGINES OR PROPELLERS. 20160819 1206 1862 3839 F PART DISCH eral Description: 3D DISCHARGE OF THE SECU	OREGOING AIRFRAME, ENGINES OR A, TRAINING AIDS, COMPUTER SOFT AIR GEORGIAN LIMITED LEED PARTY'S SECURITY INTEREST	PROPELLERS, AND ALL RECORDS, I WARE, AND OTHER MATERIALS RE	LOGS, ML LATING	AINTE TO TH	DD,
E-209) AND CANADIAN REGISTRATION MARKS C-GAAS, INCLUDING TWO (2) PRAIT & WHITNEY CANADA MODEL PT6A-6	FURNISHING PERSONAL I INSTALLED RECORDS, N AIRFRAME, 880 General Collat RELEASE AN AIRCRAFT B	IN OR ATTACHED TO THE FOUNDAIS, TECHNICAL DATA ENGINES OR PROPELLERS. 20160819 1206 1862 3839 F PART DISCH eral Description: 3D DISCHARGE OF THE SECUE FARING MANUFACTURER'S	OREGOING AIRFRAME, ENGINES OR A, TRAINING AIDS, COMPUTER SOFT AIR GEORGIAN LIMITED LRED PARTY'S SECURITY INTEREST' SERIAL NUMBER UE-209 (DESCRIBE	PROPELLERS, AND ALL RECORDS, I WARE, AND OTHER MATERIALS RE AGAINST ONE (1) 1996 BEECHCRAF ID ON THE PRE-POPULATED DROP-L	LOGS, M LATING T, MODE DOWN M	L 1900	DD, DF T
STALLED ON THE AIRFRAME BEARING MANUFACTURE'S SERIAL NUMBERS 114122 AND 114142 (DESCRIBED ON THE PRE	FURNISHING PERSONAL, I- NSTALLED RECORDS, N AIRFRAME, 880 General Collat RELEASE AN AIRCRAFT B INTERNATIC	IN OR ATTACHED TO THE FOUNDAIS, TECHNICAL DATA ENGINES OR PROPELLERS. 20160819 1206 1862 3839 F PART DISCH eral Description: D DISCHARGE OF THE SECUE EARING MANUFACTURER'S NAL REGISTRY AS A RAYTI	OREGOING AIRFRAME, ENGINES OR A, TRAINING AIDS, COMPUTER SOFT AIR GEORGIAN LIMITED LRED PARTY'S SECURITY INTEREST' SERIAL NUMBER UE-209 (DESCRIBE HEON AIRCRAFT COMPANY MODEL	PROPELLERS, AND ALL RECORDS, I WARE, AND OTHER MATERIALS RE AGAINST ONE (I) 1996 BEECHCRAF ID ON THE PRE-POPULATED DROP-L 1900D AIRCRAFT WITH MANUFACT	LOGS, M. LATING T, MODE DOWN M. URER'S S	L 1900 ENU C	DD, DF TL N

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885	20170728 1445 1862 1019 D ASSIGNMENT	AIR GEORGIAN LIMITED	FLEMENT FINANCIAL CORPORATION (Assignor) INTEGRATED PRIVATE DEBT FUND III L.P. (Assignce) INTEGRATED PRIVATE DEBT FUND IV L.P. INTEGRATED PRIVATE DEBT FUND V L.P.				
888	20170728 1454 1862 1026 A AMENDMENT	AIR GEORGIAN LIMITED			T		
MENDED ILE NUMB cneral Coll: HE AIRFR EARING M TERNATI E-291) AN STALLE: OPULATE ITH MAN HANUFACT LANUFACT LANUFACT EGISTRY ANADIAN	ER 691138908. AMES AND ENGINES DESCRIANUS AND ENGINES DESCRIANUS AND ENGINES DESCRIANUS AREGISTRY AS A RAY DE CANADIAN REGISTRATIO DE DESCRIANUS AREGISTRATIO DE DESCRIAN DE SERIAL NUMBER UTURERS ARAYTHEON AIRCRAFT REGISTRATION MARKS C-6	IBED HEREIN INCLUDE THE FOL UMBER UE-291 (DESCRIBED ON THEON AIRCRAFT COMPANY MO N MARKS C-GGGA, INCLUDING TO NG MANUFACTURERS SERIAL NO IE INTERNATIONAL REGISTRY A BERS PS0197 AND PS0524), AND TO IJ-2165 AND HJ-2174 2. ONE (1) 19 E-292 (DESCRIBED ON THE PRE-P COMPANY MODEL 1900D AIRCR JYGA, INCLUDING TWO (2) PRAT	LOWING 1. ONE (I) 1996 BEECHCRAFT, MO THE PRE-POPULATED DROP-DOWN MENU- DDEL 1900D AIRCRAFT WITH MANUFACTU- TWO (2) PRATT & WHITNEY CANADA MOD UMBERS PS0197 AND PS0524 (DESCRIBED C S PRATT & WHITNEY CANADA MODEL PTO WO (2) HARTZELL MODEL 1900D, AIRCRAFT OPULATED DROP-DOWN MENU OF THE IN AFT WITH MANUFACTURERS SERIAL NUX T & WHITNEY CANADA MODEL PT6A-67D 163 AND PS0164 (DESCRIBED ON THE PRE-	DEL 190 OF THE RERS SI EL PT6. ON THE 6A SERI BEARI TERNA IBER U ENGINI	000D, ERIA A-67 PRE IES I IS BE ING TIO:	All PAL POPE ENGLE	CRA UMI NGIN INES ING



MANUFACTURERS SERIAL NUMBERS HI-2389 AND HI-2161 3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GHGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-1921 4. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2215 AND HJ-2035 5, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-309 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2086 AND HJ-2103 6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638 (DESCRIDED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2097 AND HJ-2037 7. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0502 AND P\$0520 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WILLTNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520), AND TWO (2) HARTZELL MODEL, HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2339 AND HJ-2098 8. ONE (I) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPULATED DROP DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2052 AND HJ-2297 9. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED



ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NÜMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL P16A SERIES ENGINES WITH
MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL HC-E4A-3) PROPEILLERS BEARING
MANUFACTURERS SERIAL NUMBERS H1-2388 AND HJ-1981 10, ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING
MANUFACTURERS SERIAL, NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL
REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WHITIMANUFACTURERS SERIAL NUMBER UE-403) AND
CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL P16A-67D ENGINES INSTALLED
ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395 (DESCRIBED ON THE PRE-POPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL P16A-31 PROPELLERS BEARING
MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395), AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING
MANUFACTURERS SERIAL NUMBERS H1-2336 AND H1-2387 11, ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING
MANUFACTURERS SERIAL NUMBERS H1-2306 AND H1-2387 11, ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING
MANUFACTURERS SERIAL NUMBERS H1-2307 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL
REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-207 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL
REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBERS WITH
MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) PRATT & WHITNEY CANADA MODEL P16A-63D ENGINES INSTALLED
ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) PRATT & WHITNEY CANADA MODEL P16A-64D ENGINES INSTALLED
ON THE REFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588 (DESCRIBED ON THE PRE-POPULATED DROPDOWN MENU OF THE INTERNATIONAL REGIST

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	A AMENDMENT					

Reason for Amendment

AMENDED TO DELETE THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE FILE NUMBER 691138908 IN ITS ENTIRETY AND REPLACE IT WITH A NEW GENERAL COLLATERAL DESCRIPTION.

General Collateral Description:

THE AIRFRAMES AND ENGINES DESCRIBED HEREIN INCLUDE THE FOLLOWING 1. ONE (I) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBER PS0677 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0677 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2165 AND HJ-2404, 2. ONE (I) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND



CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0676 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PTOA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0676), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2007 AND HI-2175. 3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GHGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PTGA-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PTGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P80549 AND P80564), AND TWO (2) HARTZELL MODEL HC-HA-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2174 AND HJ-2388, 4. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 (DESCRIBED ON THE PRÉ-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0668 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PTGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0668), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2458 AND HJ-2103. 5. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-309 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0684 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0684 AND PS0557), AND TWO (2) HARTZELL MODEL IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2383 AND HI-2440, 6, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER HI-2383 AND HI-2440, 6, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WHITNEY CANADIA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PTGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELIERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1973 AND HJ-2215. 7. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 11414 AND PS0447 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL P16A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS 114114 AND PS0447), AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2382 AND HJ-2098. 8, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRÉ-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATI & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0457 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PTOA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0457 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING



MANUFACTURERS SERIAL NUMBERS HJ-2161 AND HJ-2387, 9. ONE (I) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616, AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616, AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT GOMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBER UE-403) AND TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0027 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0651 AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND TWO (2) HARTZELL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFR

File No.	Enquiry	Reg. No.	Debtor(s)	Secured Party				IC		
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48.	685734921 PPS.4	991	20130403 1054 1862 2439 Reg. 10 year(s)	AIR GEORGIAN LIMITED (Comp. No.: 001291246)	GEORGIAN AIRCRAFT CORP.	x x x x				
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otenare esperare and appropriate of the control of		ALL OF THE BEECHCRAI GORI, INCLU MANUFACT MANUFACT CANADA MG AND TWO (2 1997 BEECH MARKS C-G MANUFACT MANUFACT MANUFACT MANUFACT CANADA MG 1997 BEECH	FT, MODEL 1900D, AIRCRAF JDING TWO (2) PRATT & WI URERS SERIAL NUMBERS I URERS SERIAL NUMBERS I URERS SERIAL NUMBERS I URERS SERIAL NUMBER VI I) HARTZELL MODEL HC-E4 CRAFT, MODEL 1900D, AIRC GGA, INCLUDING TWO (2) F URERS SERIAL NUMBERS F URERS SERIAL NUMBERS F URERS SERIAL NUMBERS F URERS SERIAL NUMBER VI DI HARTZELL MODEL HC-E4 CRAFT, MODEL 1900D, AIRC	T BEARING MANUFACTURERS SER HITNEY CANADA MODEL PT6A-670 H14 14 AND PS0540, AND TWO (2) H4 IJ-2088 AND HID PS0540, AND TWO (2) H5-134 AND CANADIAN REGISTRATIF STALLED ON THE AIRFRAME BEAL A-3J PROPELLERS BEARING MANUFACTURERS PRAFT & WHITNEY CANADA MODE S0197 AND PS0524, AND TWO (2) H5-125 AND HJ-2058 4,ONE (1) 1997 I5-292 AND CANADIAN REGISTRATIF STALLED ON THE AIRFRAME BEAL A-3J PROPELLERS BEARING MANUFACTURERS STALLED ON THE AIRFRAME BEAL A-3J PROPELLERS BEARING MANUFACTURERS RAFT BEARING MANUFACTURERS RAFT BEARING MANUFACTURERS RAFT BEARING MANUFACTURERS RAFT BEARING MANUFACTURERS	AIRCRAFT DESCRIBED AS FOLLOWS LIAL NUMBER UE-47 AND CANADIAN I ENGINES INSTALLED ON THE AIRFR. RITZELL MODEL HC-E4A-3J PROPELLI JEECHICRAFT, MODEL 1900D, AIRCRAI ON MARKS C-GORZ, INCLUDING TWO RING MANUFACTURERS SERIAL NUM FACTURERS SERIAL NUMBERS IHJ-209 S SERIAL NUMBER UE-291 AND CANAI L PT6A-67D ENGINES INSTALLED ON TARTZELL MODEL HIC-E4A-3J PROPELLI BEECHICRAFT, MODEL 1900D, AIRCRAI ON MARKS C-GVGA, INCLUDING TWO RING MANUFACTURERS SERIAL NUM FACTURERS SERIAL NUMBERS HI-107 S SERIAL NUMBER UE-293 AND CANAI L PT6A-67D ENGINES INSTALLED ON TARES.	REGISTRATION MARKS C- AMIE BEARING ERS BEARING (2) PRATT & WHITNEY BERS PS0498 AND PS0566, 12 AND HJ-2097 3.ONE (1) DIAN REGISTRATION HIE AIRFRAME BEARING ERS BEARING (2) PRATT & WHITNEY BERS PS0163 AND PS0164, 3 AND HJ-2037 5.ONE (1) DIAN REGISTRATION				



MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0166, AND TWO (2) HARTZEIL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2035 AND HJ-2093 6.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0194, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1827 AND HJ-2090 7.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-309 AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL, PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS P50232 AND P50557, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1933 AND HJ-2175 8,ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL P16A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0515, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1891 AND HJ-2047 9.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-1997 AND HI-2098 10.0NE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522, AND TWO (2) HARTZELL MODEL IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1981 AND HJ-2018 11.0NE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL P16A-61D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS P50565 AND P50124, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2045 AND HJ-1921 AND ALL PARTS, ACCESSORIES, APPLIANCES, APPURTENANCES, COMPONENTS, FURNISHINGS, INSTRUMENTS, MODULES, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT AND ALL OTHER GOODS, TANGIBLE, PERSONAL PROPERTY AND OTHER EQUIPMENT OF WHATEVER NATURE THAT MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRANES, ENGINES OR PROPELLERS, AND ALL RECORDS, LOGS, MAINTENANCE RECORDS, MANUALS, TECHNICAL DATA, TRAINING AIDS, COMPUTER SOFTWARE, AND OTHER MATERIALS RELATING TO THE AIRFRAMES, ENGINES OR PROPELLERS, AND ANY PROPERTY SUBSTITUTED FOR ANY OF THE FOREGOING.

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	A AMENDMENT	AIR GEORGIAN LIMITED	ELEMENT FINANCIAL	1					
		(Corp. No.: 001291246)	CORPORATION	1 1					
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Reason for Am	endment:								
GEORGIAN A	IRCRAFT CORP. HAS GRAN	TED A SECURITY INTEREST IN THE	COLLATERAL DESCRIBED HEREIN IN	FAVC)UF	₹ O!	FE	EV	ENT
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-	AMENDMEN	T TO REPLACE GENERAL CO	LLATERAL DESCRIPTION AS FOLLO	OWS ALL OF THE DEBTORS PRESENT	I AND AFTER ACQUIRE
	INTEREST IN	(A) THE AIRCRAFT, INCLUD	DING, WITHOUT LIMITATION, ALL IN	PROVEMENTS, ADDITIONS, REPLACE	EMENTS AND
			RESENT AND FUTURE PARTS (AS DE		
			NTIES OF AIRCRAFT, ANY ENGINES		
			JING RIGHTS OF THE DEBTOR IN RE		
			RKMANSHIP, MAINTENANCE, REPAI		
			AIRCRAFT, ENGINES OR PARTS TOG		
			FITS OF THE DEBTOR THEREUNDER		
			TY (INCLUDING GOODS, DOCUMEN		
			INTANGIBLES.) IN ANY FORM DERI		
			GRAPHS (A) AND (B) ABOVE INCLUD		
			SUCH PROCEEDS, AND ANY OTHER		
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			NI, OF ANY SALE, CHARTER, LEASE		
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			N AIRCRAFT SECURITY AGREEMEN		
			ANY AND ALL APPLIANCES, PARTS		
			OF WHATEVER NATURE WHICH MAY		
			STALLED IN OR ATTACHED TO ANY		
	BE INCORPO	RATED OR INSTALLED IN O	R ATTACHED TO SUCH AIRFRAME (F	ARTS), AND (D) ALL RECORDS, LOG	S, MANUACS AND
			TO BE MAINTAINED WITH RESPEC		
			ION ACT (CANADA) AND ALL LEGIS		
			ANY COURT OR GOVERNMENTAL A		
			TY AND (II) ALL OTHER MODIFICATI		
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			INTENANCE, OVERHAULS AND REP.		DATE OF MANUFACTUR
- }	THEREOF. (II	I) ALL REPLACEMENTS, RE.	VEWALS AND ADDITIONS MADE TO	THE FOREGOING.	
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General Collateral Description: ALL OF THE DEBTORS PRESENT AND AFTER ACQUIRED INTEREST IN (A) THE AIRCRAFT, INCLUDING, WITHOUT LIMITATION, ALL IMPROVEMENTS, ADDITIONS, REPLACEMENTS AND SUBSTITUTIONS AND INCLUDING ALL PRESENT AND FUTURE PARTS (AS DEFINED BELOW), REPLACEMENT PARTS AND ACCESSORIES OF ANY KIND WHATSOEVER (B) WARRANTIES OF AIRCRAFT, ANY ENGINES AND PARTS. DESCRIBED IN PARAGRAPH (A) ABOVE TO THE EXTENT THE SAME RELATE TO CONTINUING RIGHTS OF THE DEBTOR IN RESPECT OF ANY WARRANTY, INDEMNITY OR AGREEMENT, EXPRESS OR IMPLIED, AS TO TITLE, WORKMANSHIP, MAINTENANCE, REPAIR, SERVICING, OVERHAUL OR DESIGN OR PATENT INFRINGEMENT WITH RESPECT TO THE AIRCRAFT, ENGINES OR PARTS TOGETHER IN EACH CASE WITH ALL RIGHTS, POWERS, PRIVILEGES, OPTIONS AND OTHER BENEFITS OF THE DEBTOR THEREUNDER WITH RESPECT TO THE AIRCRAFT, ENGINES OR PARTS (C) ALL PROCEEDS AND PERSONAL PROPERTY (INCLUDING GOODS, POCUMENTS OF TITLE, CHATTEL PAPER, SECURITIES, INVESTMENT PROPERTY. INSTRUMENTS, MONEY AND INTANGIBLES.) IN ANY FORM DERIVED DIRECTLY OR INDIRECTLY FROM ANY DEALING WITH ANY OF THE ITEMS SET FORTH IN PARAGRAPHS (A) AND (B) ABOVE INCLUDING, WITHOUT LIMITATION, ANY INSURANCE PROCEEDS, AND ANY DEBTORS RIGHT TO RECEIVE SUCH PROCEEDS, AND ANY OTHER PROPERTY THAT INDEMNIFIES OR COMPENSATES FOR SUCH PROPERTY OR UNDERTAKING DESTROYED, DAMAGED, EXPROPRIATED, STOLEN OR LOST AND PROCEEDS OF PROCEEDS WHETHER OF THE SAME TYPE, CLASS OR KIND AS THE ORIGINAL PROCEEDS, PROCEEDS IN THE FORM OF GOODS, ACCOUNTS, NOTES, INSTRUMENTS, SECURITIES, MONEY, TRADEINS, CHATTEL PAPER, DOCUMENTS OF TITLE, CONTRACT RIGHTS, RENTAL PAYMENTS, LICENCES, INSTRUMENTS AND GENERAL INTANGIBLES INCLUDING ALL SUBSTITUTIONS AND REPLACEMENTS THEREOF, AND THE PROCEEDS THEREOF, IN WHATEVER FORM, OF ANY SALE, CHARTER, LEASE OR DISPOSITION THEREOF AND ALL SUBSTITUTIONS AND REPLACEMENTS OF SUCIFITEMS AND ANY INCREASES, ADDITIONS AND ACCESSIONS THERETO. IN THIS COLLATERAL DESCRIPTION AIRCRAFT MEANS. (A) THE AIRFRAMES AND ENGINES DESCRIBED BELOW, (B) THOSE AIRFRAMES AND ENGINES FINANCED FROM TIME TO TIME IN ACCORDANCE WITH AN AIRCRAFT SECURITY AGREEMENT DATED AS OF SEPTEMBER 30, 2013 BETWEEN THE DEBTOR AND THE SECURED PARTY, (C) ANY AND ALL APPLIANCES PARTS, INSTRUMENTS, APPURTENANCES, ACCESSORIES, FURNISHINGS AND OTHER EQUIPMENT OF WHATEVER NATURE WHICH MAY AT THE TIME OF DELIVERY AND FROM TIME TO TIME THEREAFTER BE INCORPORATED OR INSTALLED IN OR ATTACHED TO ANY SUCH AIRFRAME OR ENGINE SO LONG AS THE SAME SHALL BE INCORPORATED OR INSTALLED IN OR ATTACHED TO SUCH AIRFRAME (PARTS), AND (D) ALL RECORDS, LOGS, MANUALS AND OTHER MATERIAL AND DATA REQUIRED TO BE MAINTAINED WITH RESPECT TO IFIE AIRCRAFT PURSUANT TO THE AERONAUTICS AND OTHER MATERIAL AND DATA RESPORTATION ACT (CANADA) AND ALL LEGISLATION, REGULATIONS, ORDERS, DIRECTIVES, GUIDELINES, JUDGENTS OR WRITS OF ANY COURT OR GOVERNMENTAL AGENCY IN CANADA RELATING TO AERONAUTICS AND AS REQUIRED BY ANY AVIATION AUTHORITY AND (II) ALL OTHER MODIFICATION, MAINTENANCE, REPAIR, OVERHAUL AND USE RECORDS REQUIRED BY THE SUPPLIERS MAINTENANCE PROGRAM AND WHICH, WHEN TAKEN TOGETHER WILL PROVIDE A COMPLETE AND CONTINUOUS HISTORY OF ALL MAINTENANCE, OVERHAULS AND REPAIRS TO THE AIRCRAFT FROM THE DATE OF MANUFACTURE THEREOF. (III) ALL REPLACEMENTS, RENEWALS AND ADDITIONS MADE TO THE FOREGOING. THE AIRFRAMES AND ENGINES DESCRIBED ABOVE INCLUDE THE FOLLOWING. I. ONE (I) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE291 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH
MANUFACTURERS SERIAL NUMBER UE291) AND CANADIAN REGISTRATION MARKS CGGGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2125 AND HJ2058 2. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER LE292 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE292) AND CANADIAN REGISTRATION MARKS CGVGA, INCLUDING TWO (2) PRAIT & WIITINEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164), AND TWO (2) HARTZELL MODEL IICE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL

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NUMBERS HJ1699 AND HJ2215 3, ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE293 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE293) AND CANADIAN REGISTRATION MARKS CGHGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564), AND TWO (2) HARTZELL MODEL HICE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2035 AND HJ1921 4. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE306 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE306) AND CANADIAN REGISTRATION MARKS CGZGA, INCLUDING TWO (2)
PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS
PS0567 AND PS0498 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HIZ165 AND HIZ076 5, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE309 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE309) AND CANADIAN REGISTRATION MARKS CGWGA, INCLUDING TWO (2) PRAIT & WI IITNEY CANADA MODEL PT6A67D ENGINES NSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0540 AND PS0557), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ1989 AND HJ2175 6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE315 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL, 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE315) AND CANADIAN REGISTRATION MARKS CGMGA, INCLUDING TWO (2) PRAIT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0515 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0515), AND TWO (2) HARTZELL MODEL, HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2202 AND HJ2052 7. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE320 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE320) AND CANADIAN REGISTRATION MARKS CGORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIA), NUMBERS PS0502 AND PS0520 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENUOF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2033 AND HJ2092 8. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER 1/E326 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE326) AND CANADIAN REGISTRATION MARKS COORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2097 AND HJ2249 9, ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE330 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE330) AND CANADÍAN REGISTRATION MARKS CGORF, INCLUDING TWO (2) PRATI & WHITNEY CANADA MODEL PIGAG7D ENGINES INSTALLED ON THE AIRFRANE BEARING MANUFACTURERS SERIAL NUMBERS P50565 AND PS0124 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS

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SERIAL NUMBERS PS0565 AND PS0124), AND TWO (2) HARTZELI. MODEL HCE4A3I PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2045 AND HJ2103- 10. ONE (1) 2001 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE403 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT DEAGS (DESCRIBED ON THE PREPOPOLATED BROPDOWN MENU OF THE INTERNATIONAL REDISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UF403) AND CANADIAN REGISTRATION MARKS CGORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0394 AND PS0395 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0394 AND PS0395), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ1973 AND DI2086 11. ONE (1) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINE BEARING MANUFACTURERS SERIAL NUMBER PS0511
(DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL
PT6A SERIES ENGINE WITH MANUFACTURERS SERIAL NUMBER PS0511) 12. ONE (1) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINE BEARING MANUFACTURERS SERIAL NUMBER PS0570 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINE WITH MANUFACTURERS SERIAL NUMBER PS0570) AND ALL PARTS, ACCESSORIES, APPLIANCES, APPURTENANCES, COMPONENTS, FURNISHINGS, INSTRUMENTS, MODULES, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT AND ALL OTHER GOODS, TANGIBLE, PERSONAL PROPERTY AND OTHER EQUIPMENT OF WHATEVER NATURE THAT MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAMES, ENGINES OR PROPELLERS, AND ALL RECORDS, LOGS, MAINTENANCE RECORDS, MANUALS, TECHNICAL DATA, TRAINING AIDS, COMPUTER SOFTWARE, AND OTHER MATERIALS RELATING TO THE AIRFRAMES, ENGINES OR PROPELLERS, AND ANY PROPERTY SUBSTITUTED FOR ANY OF THE FOREGOING 13. DEPOSIT IN THE AMOUNT OF US \$1,000,000.00. 20170728 1443 1862 1012 AIR GEORGIAN LIMITED ELEMENT HNANCIAL CORPORATION D ASSIGNMENT Assignor) INTEGRATED PRIVATE DEBT FUND III L.P. (Assignee) INTEGRATED PRIVATE DEBT FUND INTEGRATED PRIVATE DEBT FUND V L.P. 1115 20170728 1446 1862 1022 AIR GEORGIAN LIMITED A AMENDMENT Reason for Amendment:

Reason for Amendment:
AMENDED TO UPDATE ONLY THE AIRFRAMES AND ENGINES LISTED IN THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE
FILE NUMBER 685734921.

General Collateral Description: THE AIRFRAMES AND ENGINES DESCRIBED HEREIN INCLUDE THE FOLLOWING LONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRANG BEARING MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0197 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-2165 AND HJ-2174 2.ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2389 AND HJ-2161 3.ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GIIGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT64-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL P16A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P\$0549 AND P\$0564), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-1921 4.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UF-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRAIT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0498), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2215 AND HJ-2035 5.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-309 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANLFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIR FRAME BEARING MANUFACTURERS SERIAL NUMBERS P50540 AND P50557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50540 AND P50557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2086 AND HJ-2103 6.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-315 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTAILED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0528 AND PS0638), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING
MANUFACTURERS SERIAL NUMBERS HJ-2097 AND HJ-2037 7.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP DOWN MENU OF THE INTERNATIONAL

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REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITHMANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PTGA-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATI & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0502 AND PS0520), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL, NUMBERS HI-2339 AND HI-2098 8,ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UF-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0231 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELJERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2052 AND HJ-2297 9.ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WIHTNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2388 AND HJ-1981 10.0NE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0395), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2336 AND HJ-2387 11.ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-207 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-207) AND CANADIAN REGISTRATION MARKS C-GAAR, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) HARTZELL MODEL IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2202 AND HJ-2175 12.ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588), AND TWO (2) HARTZEIL MODEL HC-E4A-31 PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 111-2292 AND HJ-2278.

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A AMENDMENT

Reason for Amendment

AMENDED TO DELETE THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE FILE NUMBER 685734921 IN ITS ENTIRETY AND REPLACE IT WITH A NEW GENERAL COLLATERAL DESCRIPTION.

General Collateral Description:

THE AIRFRAMES AND ENGINES DESCRIBED HEREIN INCLUDE THE FOLLOWING 1, ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER LE-291 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UF-291) AND CANADIAN REGISTRATION MARKS C-GGGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBER PS0677 AND PS0524 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0677 AND PS0524), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2165 AND HJ-2404. 2. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UF-292 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-292) AND CANADIAN REGISTRATION MARKS C-GVGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0676 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0676), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2097 AND HJ-2175. 3. ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-293 (DESCRIBED ON THE PRÉ-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-293) AND CANADIAN REGISTRATION MARKS C-GHGA, INCLUDING TWO (2) PRATT & WIIITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS P80549 AND P80564 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0564), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-2174 AND HJ-2388. 4. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-306 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-306) AND CANADIAN REGISTRATION MARKS C-GZGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0567 AND PS0668 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRAIT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUF ACTURERS SERIAL NUMBERS PS0567 AND PS0668), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUF ACTURERS SERIAL NUMBERS HJ-2458 AND HJ-2103. 5. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-309 (DESCRIBED ON THE PRÉ-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-309) AND CANADIAN REGISTRATION MARKS C-GWGA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0684 AND PS0557 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PIGA SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0684 AND PS0557), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HI-2383 AND HI-2440. 6. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER LE-315 (DESCRIBED ON THE PRE-POPULATED BROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-315) AND CANADIAN REGISTRATION MARKS C-GMGA, INCLUDING TWO (2) PRATT & WIIITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED



ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0441 AND PS0638), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1973 AND HJ-2215. 7. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-320 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-320) AND CANADIAN REGISTRATION MARKS C-GORC, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 114114 AND PS0447 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS 114114 AND PS0447), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2382 AND HJ-2098, 8. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-326 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-326) AND CANADIAN REGISTRATION MARKS C-GORA, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PSO457 AND PS0522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0457 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2161 AND HJ-2387. 9. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURIERS SERIAL NUMBER UE-330 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1990D AIRCRAFT WITH MANUFACTURIERS SERIAL NUMBER UE-330) AND CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURIERS SERIAL NUMBERS PS0565 AND PS0616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADAMODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0865 AND PS0616), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-2292. 10, ONE (1) 1999 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-403 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-403) AND CANADIAN REGISTRATION MARKS C-GORN, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0027 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL P16A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0651 AND PS0027), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-2297 AND HJ-2202. 11. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-232 (DESCRIBED ON THE PRE-POPULATED DROP DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE-232) AND CANADIAN REGISTRATION MARKS C-GAAU, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0590 AND 114142 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PI6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0590 AND 114142), AND TWO (2) HARTZELLMODEL IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 1IJ-2246 AND HJ-2339.

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PART THEREOF, ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE AIRCRAFT, ALL WARRANTIES, REPRESENTATIONS, SERVICE CONTRACTS, PRODUCT SUPPORT OR OTHER AGREEMENTS OF ANY NATURE IN RESPECT OF OR THAT SHALL APPLY TO THE AIRCRAFT OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF, TOGETHER WITH ALL PROCEEDS OF ANY OF THE FOREGOING IN ANY FORM INCLUDING GOODS, DOCUMENTS OF THE FOREGOING IN ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH COLLATERAL OR PROCEEDS ARE SOLD, COLLECTED, DEALT WITH OR OTHERWISE DISPOSED OF.

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

ONTARIO SUPERIOR COURT OF JUSTICE (Commercial List)

Proceeding commenced at Toronto

AFFIDAVIT OF ERIC EDMONDSON (sworn February 22, 2020)

GOLDMAN SLOAN NASH & HABER LLP 480 University Avenue, Suite 1600 Toronto, Ontario M5G 1V2 Fax: 416-597-6477

Jennifer Stam (LSUC#: 46735J)
Tel: 416.597.5017
Email: <u>stam@gsnh.com</u>

Lawyers for the Applicant

TAB 3

Estate No.: No. 32-2613323

ONTARIO

SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

THE HONOURABLE)	WEDNESDAY, THE 26TH
JUSTICE)	DAY OF FEBRUARY, 2020
)	

IN THE MATTER OF THE NOTICE OF INTENTION TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

ORDER

THIS MOTION, made by Air Georgian Limited (the "**Debtor**") for an order extending the time for filing a proposal, approving and administration charge and certain debtor in possession funding, was heard this day at 330 University Avenue, Toronto, Ontario.

ON READING the affidavit of Eric Edmondson sworn February 22, 2020 (the "Affidavit") and the [first] report of KPMG Inc. in its capacity as proposal trustee (in such capacity, the "Proposal Trustee") dated February •, 2020 (the "First Report"), and on hearing the submissions of counsel for the Debtor, the Proposal Trustee, 2229275 Alberta Ltd. ("222") and those other parties present, as indicated on the counsel slip, no other parties present, although properly served as appears from the affidavit of [NAME] sworn [DATE] filed:

NOTICE AND SERVICE

1. **THIS COURT ORDERS** that the time for service of the Motion Record in respect of this motion and the First Report is hereby abridged and validated so that the motion is properly returnable today, and that further service thereof is hereby dispensed with.

EXTENSION OF TIME TO FILE A PROPOSAL

2. **THIS COURT ORDERS** that pursuant to section 50.4(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended ("**BIA**"), the time for the Debtor to file a proposal with the Official Receiver be and is hereby extended to March 13, 2020.

ADMINISTRATION CHARGE

3. THIS COURT ORDERS that the Proposal Trustee, counsel to the Proposal Trustee and the Debtor's counsel shall be entitled to the benefit of and are hereby granted a charge (the "Administration Charge") on the Debtor's current and future assets, undertakings and properties of every nature and kind whatsoever, and wherever situate including all proceeds thereof (the "Property"), which charge shall not exceed an aggregate amount of \$200,000, as security for their professional fees and disbursements incurred at the standard rates and charges of the Proposal Trustee and such counsel, both before and after the making of this Order in respect of these proceedings. The Administration Charge shall have the priority set out in paragraphs 8 and 10 hereof.

DIP FINANCING

- 4. **THIS COURT ORDERS** that the Debtor is hereby authorized and empowered to borrow monies ("**Post-Filing Advances**") from 222 (in such capacity, the "**DIP Lender**") pursuant to the ATB Facility and the ATB Debt and Security (as both terms are defined in the First Report) as assigned to 222 pursuant to the Assignment Agreement (as defined in the First Report) in order to finance the Debtor's day to day operations and restructuring proceedings substantially in accordance with the cash flow budget attached as Appendix "____" to the First Report (the "**Cash Flow**").
- 5. **THIS COURT ORDERS** that notwithstanding the terms of the ATB Facility and the ATB Debt and Security,
 - (a) The Debtor may request weekly or bi-weekly Post-Filing Advances in amounts consistent with its funding requirements under the Cash Flow;
 - (b) All Post-Filing Advances shall be subject to the consent of the Proposal Trustee;



- (c) All Post-Filing Advances and any other amounts secured by the DIP Lender's Charge shall be repayable in full with interest at the rate of 12% per annum (calculated from the date of advance to the date of repayment on the earlier of (a) the completion of a sale or sales for substantially all of the Debtor's assets and (b) April 30, 2020.
- 6. **THIS COURT ORDERS** that pursuant to Section 50.6 of the BIA, the DIP Lender shall be entitled to the benefit of and is hereby granted a charge (the "**DIP Lender's Charge**") on the Property, which DIP Lender's Charge shall secure only advances made to the Debtor under the ATB Facility after this Order is made as well as any accrued and unpaid interest and professional fees of counsel to the DIP Lender.
- 7. **THIS COURT ORDERS** that, notwithstanding any other provision of this Order or the provisions of Section 69 of the BIA:
- (a) the DIP Lender may take such steps from time to time as it may deem necessary or appropriate to file, register, record or perfect the DIP Lender's Charge;
- (b) in keeping with the ATB Facility and the ATB Debt and Security (together, the "Facility Documents"), and the DIP Lender's Charge, the DIP Lender will be entitled, on 3 business days' notice to the Debtor and Proposal Trustee, to make demand, accelerate payment and give other notices; provided however that the DIP Lender must apply to this Court on 5 business days' notice to the Debtor and the Proposal Trustee to exercise any other its rights and remedies against the Debtor or the Property under or pursuant to the Facility Documents and DIP Lender's Charge including, without limitation, to cease making advances to the Debtor and set off and/or consolidate any amounts owing by the DIP Lender to the Debtor against the obligations of the Debtor to the DIP Lender under the Facility Documents or the DIP Lender's Charge, or for the appointment of a receiver, receiver and manager or interim receiver, or for a bankruptcy order against the Debtor and for the appointment of a trustee in bankruptcy of the Debtor; and

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(c) the foregoing rights and remedies of the DIP Lender shall be enforceable against any trustee in bankruptcy, interim receiver, receiver or receiver and manager of the Debtor or the Property.

VALIDITY AND PRIORITY OF CHARGES

- 8. **THIS COURT ORDERS** that the priorities of the Administration Charge and DIP Lender's Charge, as among them, shall be as follows:
 - (a) First: Administration Charge (to the maximum amount of \$200,000); and
 - (b) Second: DIP Lender's Charge.
- 9. **THIS COURT ORDERS** that the filing, registration or perfection of the Administration Charge and the DIP Lender's Charge (collectively, the "Charges") shall not be required, and that the Charges shall be valid and enforceable for all purposes, including as against any right, title or interest filed, registered, recorded or perfected subsequent to the Charges coming into existence, notwithstanding any such failure to file, register, record or perfect.
- 10. THIS COURT ORDERS that each of the Charges shall constitute a charge on the Property and the Charges shall rank in priority to all other security interests, trusts, liens, charges and encumbrances, claims of secured creditors, statutory or otherwise (collectively, "Encumbrances") in favour of any Person but subject to subsections 14.06(7) and 81.3(1) of the BIA and any properly perfected purchase money security interests in existence and priority to advances already made under the Facility Documents as at the time of this Order (the "Permitted Priority Encumbrances").
- 11. **THIS COURT ORDERS** that except as otherwise expressly provided for herein, or as may be approved by this Court, the Debtor shall not grant any Encumbrances over any Property that rank in priority to, or *pari passu* with, any of the Charges, unless the Debtor also obtain the prior written consent of the beneficiaries of the applicable Charges or further Order of this Court.
- 12. **THIS COURT ORDERS** that the Charges shall not be rendered invalid or unenforceable and the rights and remedies of the chargees entitled to the benefit of the Charges (collectively, the "**Chargees**") thereunder shall not otherwise be limited or impaired in any way



by (a) the pendency of these proceedings and the declarations of insolvency made herein; (b) any application(s) for bankruptcy order(s) issued pursuant to BIA, or any bankruptcy order made pursuant to such applications; (c) the filing of any assignments for the general benefit of creditors made pursuant to the BIA; (d) the provisions of any federal or provincial statutes; or (e) any negative covenants, prohibitions or other similar provisions with respect to borrowings, incurring debt or the creation of Encumbrances, contained in any existing loan documents, lease, sublease, offer to lease or other agreement (collectively, an "Agreement") which binds the Applicants, and notwithstanding any provision to the contrary in any Agreement:

- (a) neither the creation of the Charges nor the execution, delivery, perfection, registration or performance in connection thereof shall create or be deemed to constitute a breach by the Debtor of any Agreement to which it is a party; and
- (b) the payments made by the Debtor pursuant to this Order and the granting of the Charges, do not and will not constitute preferences, fraudulent conveyances, transfers at undervalue, oppressive conduct, or other challengeable or voidable transactions under any applicable law.
- 13. **THIS COURT ORDERS** that any Charge created by this Order over leases of real property in Canada shall only be a Charge in the Debtor's interest in such real property leases.

GENERAL

14. **THIS COURT ORDERS** that the E-Service Guide of the Commercial List (the "Guide") is approved and adopted by reference herein and, in this proceeding, the service of documents made in accordance with the Guide (which can be found on the Commercial List website at [www.ontariocourts.ca/scj/practice/practice-directions/toronto/eservice-commercial]) shall be valid and effective service. Subject to Rule 17.05, this Order shall constitute an order for substituted service pursuant to Rule 16.04 of the *Rules of Civil Procedure*. Subject to Rule 3.01(d) of the *Rules of Civil Procedure* and paragraph 13 of the Guide, service of documents in accordance with the Guide will be effective on transmission. This Court further orders that a Case Website shall be established in accordance with the Guide with the following URL: www.kpmg.com/ca/airgeorgian.

MISCELLANEOUS

15. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, IN THE MATTER OF THE NOTICE OF INTENTION A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

Estate No.: No. 32-2613323

SUPERIOR COURT OF JUSTICE COMMERCIAL LIST ONTARIO

Proceeding commenced TORONTO

ORDER

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416-597-5017 Tel:

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Lawyers for the Debtor, Air Georgian Limited



IN THE MATTER OF THE NOTICE OF INTENTION FOR MAKE A PROPOSAL OF AIR GEORGIAN LIMITED, A CORPORATION INCORPORATED UNDER THE LAWS OF ONTARIO

Estate No.: 32-2613323

ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST

returnable February 26, 2020

MOTION RECORD

Proceeding commenced TORONTO

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