

**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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Email: stam@gsnh.com

Lawyers for the Debtor, Air Georgian Limited

INDEX

INDEX

Tab No.	Description	Page No.:
1.	Notice of Motion returnable February 26, 2020	001
2.	Affidavit of Eric Edmondson, sworn February 22, 2020	012
A	Certificate of Filing of a Notice of Intention to Make a Proposal, as amended	020
B	Summary of Personal Property Security Search	022
3	Draft Order	093

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 **Wednesday, 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

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**”);

- (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;
- (l) 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.

**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**

SERVICE LIST

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--	--

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IN THE MATTER OF THE NOTICE OF INTENTION
TO 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
Proceeding commenced TORONTO

NOTICE OF MOTION
(returnable February 26, 2020)

GOLDMAN SLOAN NASH & HABER LLP
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Lawyers for the Debtor, Air Georgian Limited

11

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
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**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:

1. 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.
5. 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 its 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.

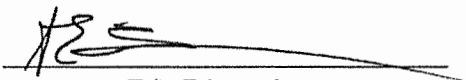
Extension of the Time for Filing a Proposal

- 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.



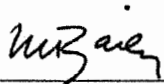
 Commissioner for taking affidavits
 Kenneth E. Bailey



 Eric Edmondson

TAB A

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



A Commissioner, etc.

Kenneth E. Bailey

21



Industry Canada
Office of the Superintendent
of Bankruptcy Canada

Industrie Canada
Bureau du surintendant
des faillites Canada

District of Ontario
Division No. 09 - Mississauga
Court No. 32-2613323
Estate No. 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 aforementioned 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 aforementioned insolvent person are stayed as of the date of filing of the Notice of Intention.

Date: February 05, 2020, 10:20

E-File/Dépôt Electronique

Official Receiver

Federal Building - Hamilton, 55 Bay Street N, 9th Floor, Hamilton, Ontario, Canada, L8R3P7, (877)376-9902



TAB B

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



A Commissioner, etc.
Kenneth E. Bailey

23



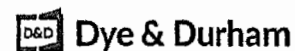
Goldman Sloan Nash & Haber LLP

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

DISCLAIMER:

This report was produced by a compilation of data retrieved from the Personal Property Registration System, Ministry of Government Services, Government of Ontario. Dye & 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 & 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 & Durham Corporation regarding the completeness, correctness or the interpretation or use which may be made of this report.



24

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
1.	751058964 PPSA	2	20190509 1558 1532 0739 Reg. 10 year(s)	AIR GEORGIAN LIMITED	ATB FINANCIAL		X	X	X	X	X
General Collateral Description: THIS IS A RE-REGISTRATION OF REGISTRATION NUMBER 20140424 1055 1793 5023, REFERENCE FILE NUMBER 695485809, MADE PURSUANT TO SECTION 30(6) OF THE PERSONAL PROPERTY SECURITY ACT.											
		3	20200212 1608 1590 6980 D ASSIGNMENT	AIR GEORGIAN LIMITED	ATB FINANCIAL (Assignor) 2229275 ALBERTA LTD. (Assignee)						
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
2.	751058973 PPSA	4	20190509 1558 1532 0740 Reg. 10 year(s)	AIR GEORGIAN LIMITED	ALBERTA TREASURY BRANCHES				X	X	
General Collateral Description: ALL PRESENT AND FUTURE ACCOUNTS, DEBTS AND MONEY OWED TO THE DEBTORS (OR ANY OF THEM) BY REGIONAL EXPRESS AVIATION LTD. PROCEEDS ALL GOODS, DOCUMENTS OF TITLE, CHATTEL PAPER, INSTRUMENTS, MONEY, INVESTMENT PROPERTY AND INTANGIBLES. THIS IS A RE-REGISTRATION OF REGISTRATION NUMBER 20140424 1055 1793 5024, REFERENCE FILE NUMBER 695485836, MADE PURSUANT TO SECTION 30(6) OF THE PERSONAL PROPERTY SECURITY ACT.											
		7	20200212 1608 1590 6981 D ASSIGNMENT	AIR GEORGIAN LIMITED	ALBERTA TREASURY BRANCHES (Assignor) 2229275 ALBERTA LTD. (Assignee)						

25

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
3.	747880209 PPSA	8	20190128 0848 5064 3984 Reg. 03 year(s)	AIR GEORGIAN LIMITED	APPLE CANADA INC.			X			
<p>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, SUBSTITUTIONS, 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 DEPOSIT-TAKING 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. 9402818-001) (FOR INTERNAL USE ONLY) (AS MAY BE AMENDED OR UPDATED FROM TIME TO TIME)</p>											
4.	745828002 PPSA	13	20181114 1022 1862 6474 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA		X	X	X	X	
<p>General Collateral Description: ONE (1) GENERAL ELECTRIC (ALSO KNOWN AS GE) CF34-3B1 (GENERIC MODEL CF34-3) AIRCRAFT ENGINE BEARING MANUFACTURER'S SERIAL NUMBER 872332, AND THE ENGINE TRANSPORTATION STAND PART NUMBER 3283B-01 BEARING MANUFACTURER'S SERIAL NUMBER 15197-04, WHEREVER LOCATED, IN EACH CASE, TOGETHER WITH ANY AND ALL PARTS, ACCESSORIES, APPURTENANCES AND OTHER EQUIPMENT OF WHATEVER NATURE WHICH MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED THEREIN OR ATTACHED THERETO AND ALL SUCH PARTS, APPURTENANCES, ACCESSORIES AND OTHER EQUIPMENT REMOVED THEREFROM SO LONG AS TITLE 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 AMENDED, EXTENDED, SUPPLEMENTED AND/OR RESTATED FROM TIME TO TIME (THE "ENGINE"). 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 ENGINE AND ARE REQUIRED TO BE MAINTAINED DURING THE TERM OF THE AGREEMENT BY THE RELEVANT AVIATION AUTHORITY AND THE DEBTOR'S MAINTENANCE 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.</p>											
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					

Collateral Classifications: CG = Consumer Goods ; I = Inventory ; E = Equipment ; A = Accounts ; O = Other ; MV = Motor Vehicle Included

26

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
5. 743256405 PPSA	23	20180830 1442 1530 7510 Reg. 4 year(s)	AIR GEORGIAN LIMITED	ROYAL BANK OF CANADA	X				X	X
No Fixed Maturity Date 2018 CHEVROLET SILVERADO 1500 (VIN: 1GCUKNEC5JF155962)										
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
6. 741352419 PPSA	24	20180709 0804 1793 2698 Reg. 3 year(s)	AIR GEORGIAN LIMITED	GEORGIAN CHEVROLET BUICK GMC INC.					X	X
Amount Secured: \$97644 No Fixed Maturity Date 2017 GMC YUKON (VIN: 1GKS2CKJ5HR173454)										
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
7. 739874736 PPSA	25	20180529 1539 1590 1165 Reg. 5 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.		X	X	X	X	
General Collateral Description: ONE (1) GENERAL ELECTRIC MODEL CF34-3B1 ENGINE BEARING MANUFACTURER'S SERIAL NUMBER 872998 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 SERIES ENGINE WITH MANUFACTURER'S SERIAL NUMBER 872998) (THE "ENGINE"). 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 ENGINE (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH ENGINE REMAINS THE PROPERTY OF WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION, AS										

Collateral Classifications: CG = Consumer Goods | I = Inventory | E = Equipment | A = Accounts | O = Other | MV = Motor Vehicle Included

27

LESSOR. THE FOREGOING ENGINE AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ENGINE COLLATERAL." 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 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 SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE ENGINE COLLATERAL TO THE 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.						
					CG	I	E	A	O	MV	
8. 739874925 PPS:1	37	20180529 1546 1590 1166 Reg. 5 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.		X	X	X	X		

General Collateral Description:
ONE (1) GENERAL ELECTRIC MODEL CF34-3B1 ENGINE BEARING MANUFACTURER'S SERIAL NUMBER 873023 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 SERIES ENGINE WITH MANUFACTURER'S SERIAL NUMBER 873023) (THE "ENGINE"). 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 ENGINE (COLLECTIVELY, THE "PARTS") AND ANY PART WHICH AFTER REMOVAL FROM SUCH ENGINE REMAINS THE PROPERTY OF WELLS FARGO TRUST COMPANY, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING ENGINE AND PARTS ARE HEREINAFTER COLLECTIVELY REFERRED TO AS THE "ENGINE COLLATERAL". 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 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 SUBSEQUENT SUBLESSORS GIVE POSSESSION OF THE ENGINE COLLATERAL TO THE

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.					
					CG	I	E	A	O	MV
9. 737519031 PPSA	49	20180323 0808 1862 9185 Reg. 2 year(s)	AIR GEORGIAN LIMITED	DELTA AIR LINES, INC.		X	X	X	X	
General Collateral Description: ONE (1) GENERAL ELECTRIC (ALSO KNOWN AS GE) CF34-3A1 (GENERIC MODEL CF34-3) AIRCRAFT GAS TURBINE ENGINE BEARING MANUFACTURER'S SERIAL NUMBER 807432, 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 TITLE THERETO SHALL REMAIN VESTED IN THE SECURED PARTY IN ACCORDANCE WITH THE TERMS OF THE GENERAL TERMS ENGINE LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 1 DATED AS OF MARCH 22, 2018 BETWEEN THE DEBTOR AND THE SECURED PARTY, AS AMENDED 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 TO THE ENGINE AND ARE REQUIRED TO BE MAINTAINED DURING THE TERM OF THE AGREEMENT BY THE RELEVANT AVIATION AUTHORITY AND THE DEBTOR'S MAINTENANCE PROGRAM IN CONNECTION WITH THE OPERATION, MAINTENANCE AND SUPPORT OF THE ENGINE, OR ARE REQUIRED TO BE MAINTAINED PURSUANT TO THE AGREEMENT. ALL RIGHTS TO MONEY OR OTHER VALUE PAYABLE UNDER INSURANCE POLICIES IN RESPECT OF THE ENGINE OR ANY PART THEREOF OR DOCUMENT RELATING THERETO. 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.										
	59	20191017 1814 6083 5842 B RENEWAL Renew 5 year(s)	AIR GEORGIAN LIMITED							
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
10. 736809579 PPSA	60	20180228 1212 5064 4473 Reg. 03 year(s)	AIR GEORGIAN LIMITED	APPLE CANADA INC.		X				

	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
	<p>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, SUBSTITUTIONS, 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 DEPOSIT-TAKING 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. 9957330-001) (FOR INTERNAL USE ONLY) (AS MAY BE AMENDED OR UPDATED FROM TIME TO TIME)</p>										
11.	735397632 PPSA	65	20180103 1932 1531 3357 Reg. 3 year(s)	AIR GEORGIAN LIMITED	GM FINANCIAL CANADA LEASING LTD.	X		X		X	X
	<p>Amount Secured: \$88340</p> <p>Maturity Date: December 29, 2020</p> <p>2018 GMC TRUCKS YUKON 4WD (VIN: 1GKS2CK1JR107067)</p>										
	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
12.	735035643 PPSA	66	20171218 1622 1862 2145 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA			X	X	X	X
	<p>General Collateral 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 TITLE 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 AMENDED 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 ENGINE AND ARE REQUIRED TO BE MAINTAINED DURING THE TERM OF THE AGREEMENT BY THE RELEVANT AVIATION AUTHORITY AND THE DEBTOR'S MAINTENANCE</p>										

30

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



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.										
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
13. 727261992 PPSA	75	20170504 0806 1793 5038 Reg. 4 year(s)	AIR GEORGIAN LIMITED	GEORGIAN CHEVROLET BUICK GMC INC.					X	X
Amount Secured: \$36480 No Fixed Maturity Date 2016 GMC SAVANA CARGO (VIN: 1GTW7BFF8G1193502)										
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
14. 726149313 PPSA	76	20170331 1723 5064 9882 Reg. 04 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, SUBSTITUTIONS, 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 DEPOSIT-TAKING 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 TIME)										
	81	20170405 1039 5064 0052 B RENEWAL	AIR GEORGIAN LIMITED							

31

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
15.	723823137 PPSA	82	20170104 1124 1793 0470 Reg. 5 year(s)	AIR GEORGIAN LIMITED	GEORGIAN CHEVROLET BUICK GMC INC.					X	X
Amount Secured: \$80122 No Fixed Maturity Date 2016 MERCEDES-BENZ SPRINTER (VIN: WDZBE7DD1GP342137)											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
16.	720184338 PPSA	83	20160901 1031 1793 6987 Reg. 4 year(s)	AIR GEORGIAN LIMITED (Corp. No.: 1291246)	GEORGIAN CHEVROLET BUICK GMC INC.					X	X
Amount Secured: \$45233 No Fixed Maturity Date 2015 CHEVROLET SILVERADO (VIN: 1GCVKREC1FZ153806)											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
17.	717867783 PPSA	84	20160621 1402 1462 5282 Reg. 6 year(s)	AIR GEORGIAN LIMITED	XEROX CANADA LTD			X		X	
No Fixed Maturity Date											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						

Collateral Classifications: CG = Consumer Goods | I = Inventory | E = Equipment | A = Accounts | O = Other | MV = Motor Vehicle Included

32

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



	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
<p>General Collateral Description: ONE (1) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINE BEARING MANUFACTURER'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 ENGINE 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 APU LEASE AGREEMENT DATED AS OF JUNE 3, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY (THE "ENGINE"). TWO HONEYWELL GTC36-150 AUXILIARY POWER UNITS BEARING MANUFACTURER'S SERIAL NUMBERS P173 AND P221C 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 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 APU LEASE AGREEMENT DATED AS OF JUNE 3, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY (THE "APU'S"). ALL MANUALS, DOCUMENTS, DATA, LOG BOOKS AND OTHER RECORDS IN RESPECT OF THE ENGINE, 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.</p>										
		95	20160617 0918 9037 0270 A AMENDMENT	AIR GEORGIAN LIMITED						
<p>Reason for Amendment: TO DELETE THE GENERAL COLLATERAL DESCRIPTION AND REPLACE IT WITH THE FOLLOWING?</p> <p>General Collateral Description: ONE (1) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINE BEARING MANUFACTURER'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 AMENDED AND RESTATED ENGINE AND APU LEASE AGREEMENT DATED AS OF JUNE 3, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY, (THE "ENGINE"). TWO HONEYWELL GTC36-150 AUXILIARY POWER UNITS BEARING MANUFACTURER'S SERIAL NUMBERS P173C AND P221C 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 APU LEASE AGREEMENT DATED AS OF JUNE 3, 2016, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY (THE "APU'S"). ALL MANUALS, DOCUMENTS, DATA, LOG BOOKS AND OTHER RECORDS IN RESPECT OF THE</p>										

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							
	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 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 AMENDED AND RESTATED ENGINE AND APU LEASE 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 P221C 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 APU LEASE AGREEMENT DATED AS OF JUNE 3, 2016, MADE BETWEEN THE DEBTOR 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 THAT SHALL APPLY TO THE ENGINES, THE APU'S OR ANY PART THEREOF FROM ANY MANUFACTURER, VENDOR, CONTRACTOR OR SUPPLIER THEREOF. ALL RIGHTS UNDER ANY SUBLEASE OF THE ENGINES 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.

	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
19.	717130296 PPS.4	116	20160531 0906 1862 7521 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 32 LIMITED		X	X	X	X	

34

<p>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-GKEZ 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 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, 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. 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. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.</p>											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
20. 716604489 PPSA	129	20160512 1409 1862 6226 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 32 LIMITED		X	X	X	X		
<p>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 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</p>											

35

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



<p>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 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. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.</p>										
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
21. 715692186 PPSA	142	20160415 0939 9037 0263 Reg. 07 year(s)	AIR GEORGIAN LIMITED	AIR CANADA		X	X	X	X	
<p>General Collateral Description: ONE (1) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINE BEARING MANUFACTURER'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 ENGINE 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 ENGINE 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.</p>										
	149	20160513 1111 9037 0264 A AMENDMENT	AIR GEORGIAN LIMITED							
<p>Reason for Amendment: TO AMEND THE COLLATERAL DESCRIPTION</p>										
<p>General Collateral Description: TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 950508 AND 950210</p>										

36

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, 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 MANUFACTURER'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.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
22.	715662684 PPSA	164	20160414 1134 1862 4079 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 32 LIMITED		X	X	X	X	

37

<p>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 HEREAFTER 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 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. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.</p>											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
23. 714526371 PPS.1	177	20160304 1543 1862 1010 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 32 LIMITED		X	X	X	X		
<p>General Collateral Description: ONE (1) 1999 BOMBARDIER 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 AFTER REMOVAL FROM SUCH AIRFRAME OR ENGINE REMAINS SUBJECT TO THE SECURITY INTEREST IN RESPECT THEREOF. THE FOREGOING AIRFRAME, ENGINES AND PARTS ARE HEREAFTER</p>											

38

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 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. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.

File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
24. 714168162 PPSA	190	20160219 1659 1862 9975 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 31 LIMITED			X	X	X	X	

General Collateral Description:
ONE (1) 1998 BOMBARDIER CL-600-2B19 (GENERIC AIRFRAME MODEL CRJ-200) AIRFRAME, BEARING MANUFACTURER'S SERIAL NUMBER 7270 AND CANADIAN REGISTRATION MARKS C-GKEK AND TWO (2) GE CF34-3B (GENERIC ENGINE MODEL CF34-3) AIRCRAFT ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS 872391 AND 872424, 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 HERINAFTER 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 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. ALL REPLACEMENTS, RENEWALS,

ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
25. 713620188 PPSA	203	20160127 1357 1862 8340 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 31 LIMITED		X	X	X	X		
<p>General Collateral Description: ONE (1) 1998 BOMBARDIER CL-600-2B19 (GENERIC AIRFRAME MODEL CRJ-200) AIRFRAME, BEARING MANUFACTURER'S SERIAL NUMBER 7269 AND CANADIAN REGISTRATION MARKS C-GKEJ AND TWO (2) GE CF34-3B (GENERIC ENGINE MODEL CF34-3) AIRCRAFT ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS 872403 AND 872392, 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 HEREAFTER 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 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. ALL REPLACEMENTS, RENEWALS, ADDITIONS AND ACCESSIONS TO AND SUBSTITUTIONS FOR ANY OF THE FOREGOING COLLATERAL.</p>											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
26. 713320632 PPSA	216	20160114 1700 1862 7441 Reg. 5 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CELESTIAL AVIATION TRADING 31 LIMITED		X	X	X	X		

File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
28. 712745118 PPSA	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		X	X	X	X		
<p>General Collateral Description: ONE (1) 2005 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 8009 AND CANADIAN REGISTRATION MARK C-GOJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950291 AND E950270 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED (THE "AIRCRAFT"). 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 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.</p>											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
29. 712759797 PPSA	244	20151218 1350 1862 5735 Reg. 10 year(s)	AIR GEORGIAN LIMITED (Corp. No.: 001291246)	GEORGIAN AIRCRAFT CORP. GEORGIAN AIRCRAFT CORP. GEORGIAN AIRCRAFT CORP. ELEMENT FINANCIAL CORPORATION		X	X	X	X		
<p>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</p>											

41

42

PARTS DESCRIBED IN PARAGRAPHS (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, 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 SUCH ITEMS 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 AERONAUTICS AND AS REQUIRED BY ANY AVIATION AUTHORITY AND ALL OTHER MODIFICATION, MAINTENANCE, REPAIR, OVERHAUL AND USE RECORDS REQUIRED BY THE SUPPLIER'S 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, 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 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 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-

43

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 IJ-2092 AND IJ-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 IJ-2215 AND IJ-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 IJ-2086 AND IJ-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 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 IJ-2097 AND IJ-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 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 IJ-2339 AND IJ-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 IJ-2052 AND IJ-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 PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0616), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IJ-2088 AND IJ-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

44

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-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 UE-232) AND CANADIAN REGISTRATION MARKS C-GAAL, 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) HARTZELL MODEL HC-E4A-3J PROPELLERS 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 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-E4A-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.

318	20170728 1443 1862 1013	AIR GEORGIAN LIMITED	ELEMENT FINANCIAL CORPORATION (Assignor)						
	D ASSIGNMENT		INTEGRATED PRIVATE DEBT FUND III L.P. (Assignee)						
			INTEGRATED PRIVATE DEBT FUND IV L.P.						
			INTEGRATED PRIVATE DEBT FUND V L.P.						

45

321	20170728 1453 1862 1024	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 712759797.

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 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 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 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 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

46

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 (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 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 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 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 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. 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 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 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 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

47

MANUFACTURERS SERIAL NUMBERS PS0590 AND PS0588), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2292 AND HJ-2278.				
370	20181109 1106 1862 6267	AIR GEORGIAN LIMITED		
	A AMENDMENT			

Reason for Amendment:
AMENDED TO DELETE THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE FILE NUMBER 712759797 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 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 (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 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 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-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 PRATT & WHITNEY CANADA MODEL PT6A 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-

48

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 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 P50441 AND P50638 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50441 AND P50638), 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 P50447 (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 P50447), 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 P50457 AND P50522 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50457 AND P50522), 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 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 P50565 AND P50616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50565 AND P50616), 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 P50651 AND P50027 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50651 AND P50027), 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 P50590 AND 114142 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50590 AND 114142), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2246 AND HJ-2339.

49

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGLAN LIMITED



File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
30. 712759806 PPSA	415	20151218 1350 1862 5736 Reg. 10 year(s)	AIR GEORGLAN LIMITED (Corp. No.: 001291246)	GEORGLAN AIRCRAFT CORP. GEORGLAN AIRCRAFT CORP. GEORGLAN AIRCRAFT CORP. ELEMENT FINANCIAL CORPORATION		X	X	X	X		
<p>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, 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 SUCH ITEMS 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 (LOAN #2) 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 AERONAUTICS AND AS REQUIRED BY ANY AVIATION AUTHORITY AND ALL OTHER MODIFICATION, MAINTENANCE, REPAIR, OVERHAUL AND USE RECORDS REQUIRED BY THE SUPPLIER'S MAINTENANCE PROGRAM AND WHICH, WHEN TAKEN TOGETHER WILL PROVIDE A COMPLETE AND CONTINUOUS HISTORY OF ALL MAINTENANCE, OVERHAULS AND REPAIRS TO THE</p>											

50

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 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 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 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 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 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 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

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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 HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2339 AND HJ-2093 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 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 PT6A 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 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-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 UE-232) AND CANADIAN REGISTRATION MARKS C-GAAG, 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) 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 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 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-E4A-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.

52

489	20170728 1445 1862 1020	AIR GEORGIAN LIMITED	ELEMENT FINANCIAL CORPORATION (Assignor)							
	D ASSIGNMENT		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									
<p>Reason for Amendment: AMENDED TO UPDATE ONLY THE AIRFRAMES AND ENGINES LISTED IN THE GENERAL COLLATERAL DESCRIPTION FOR REFERENCE FILE NUMBER 712759806.</p> <p>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 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 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 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</p>										

53

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 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 (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 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 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 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 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

54

MANUFACTURERS SERIAL NUMBERS HJ-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 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 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 CANADIAN REGISTRATION MARKS C-GAAL, 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) 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 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 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 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

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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 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-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 PRATT & WHITNEY CANADA MODEL PT6A 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 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 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 CANADA MODEL 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 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 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

56

CANADIAN REGISTRATION MARKS C-GORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS P50565 AND P50616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50565 AND P50616), AND TWO (2) HARTZELL MODEL IIC-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 P50651 AND P50027 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50651 AND P50027), AND TWO (2) HARTZELL MODEL IIC-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 P50590 AND 114142 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50590 AND 114142), AND TWO (2) HARTZELL MODEL IIC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2246 AND HJ-2339.

File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
31. 712540584 PPSA	586	20151210 1436 9037 0249 Reg. 06 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.			X	X	X	

General Collateral Description:
ONE (1) 2004 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 8004 AND CANADIAN REGISTRATION MARK C-GNJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950279 AND E950264 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE AIRCRAFT SUBLEASE AGREEMENT ?MSN 8004? DATED AS OF DECEMBER 11, 2015, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY (THE "AIRCRAFT"). 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 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.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.
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57

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



Enquiry No.	File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
						CG	I	E	A	O	MV
32.	712540899 PPSA	594	20151210 1449 9037 0250 Reg. 06 year(s)	AIR CANADA CAPITAL LTD. AIR GEORGIAN LIMITED	RASPRO TRUST 2005 WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT		X	X	X	X	
<p>General Collateral Description: ONE (1) 2004 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 8004 AND CANADIAN REGISTRATION MARK C-GNJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950279 AND E950264 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED (THE "AIRCRAFT"). 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 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.</p>											
33.	712384218 PPSA	601	20151204 1244 9037 0247 Reg. 06 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.			X	X	X	
<p>General Collateral Description: ONE (1) 2005 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 8017 AND CANADIAN REGISTRATION MARK C-GXJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950313 AND E950334 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE AIRCRAFT SUBLEASE AGREEMENT ?MSN 8017? DATED AS OF DECEMBER 1, 2015, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY (THE "AIRCRAFT"). 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 TITLE, CHATTEL PAPER, SECURITY, INSTRUMENTS, MONEY, INTANGIBLES OR ANY OTHER PERSONAL PROPERTY RECEIVED WHEN SUCH COLLATERAL</p>											

58

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



OR PROCEEDS ARE SOLD, COLLECTED, DEALT WITH OR OTHERWISE DISPOSED OF.												
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.							
					CG	I	E	A	O	MV		
34. 712385613 PPSA	609	20151204 1257 9037 0248 Reg. 06 year(s)	AIR CANADA CAPITAL LTD. AIR GEORGIAN LIMITED	RASPRO TRUST 2005 WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT			X	X	X	X		
<p>General Collateral Description: ONE (1) 2005 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 8017 AND CANADIAN REGISTRATION MARK C-GXJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950313 AND E950334 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED (THE "AIRCRAFT"). 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 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.</p>												
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.							
					CG	I	E	A	O	MV		
35. 711685539 PPSA	616	20151112 1042 9037 0244 Reg. 06 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.			X	X	X			
<p>General Collateral Description: ONE (1) 2005 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 8018 AND CANADIAN REGISTRATION MARK C-GZJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950315 AND E950316 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE AIRCRAFT SUBLEASE AGREEMENT (MSN 8018) DATED AS OF NOVEMBER 6, 2015, MADE BETWEEN THE DEBTOR AND THE SECURED PARTY (THE "AIRCRAFT"). 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</p>												

59

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 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.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
36. 711686133 PPSA	624	20151112 1100 9037 0245 Reg. 06 year(s)	AIR CANADA CAPITAL LTD. AIR GEORGIAN LIMITED	RASPRO TRUST 2005 WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT			X	X	X	X	

General Collateral Description:
ONE (1) 2005 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 8018 AND CANADIAN REGISTRATION MARK C-GZJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950315 AND E950316 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED (THE "AIRCRAFT")? 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 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.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
37. 706076523 PPSA	631	20150513 1432 9037 0236 Reg. 06 year(s)	AIR GEORGIAN LIMITED	AIR CANADA CAPITAL LTD.			X	X	X		

General Collateral Description:
ONE (1) 2004 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7966 AND CANADIAN REGISTRATION MARK C-GTJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950181 AND E950064 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE AIRCRAFT

60

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
					CG	I	E	A	O	MV	
38. 706076658 PPSA	639	20150513 1445 9037 0237 Reg. 06 year(s)	AIR CANADA CAPITAL LTD. AIR GEORGIAN LIMITED	RASPRO TRUST 2005 WILMINGTON TRUST COMPANY, AS COLLATERAL AGENT		X	X	X	X		
<p>General Collateral Description: ONE (1) 2004 BOMBARDIER CRJ SERIES 200 MODEL CL-600-2B19 AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBER 7966 AND CANADIAN REGISTRATION MARK C-GTJA, TWO (2) GENERAL ELECTRIC MODEL CF34-3B1 JET ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS E950181 AND E950064 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED (THE "AIRCRAFT")? 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 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.</p>											
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
39. 700819839 PPSA	646	20141020 1432 6083 8764 Reg. 10 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.		X	X	X	X		

661



<p>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 7071 AND CANADIAN REGISTRATION MARK C-FSKM (THE "AIRFRAME") AND TWO GENERAL ELECTRIC MODEL CF34-3A1 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, 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 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, INSTRUMENTS AND INVESTMENT PROPERTY.</p>										
660	20180411 1700 1590 7317	AIR GEORGIAN LIMITED					X	X	X	X
	A AMENDMENT									
<p>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.</p> <p>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 7071 AND CANADIAN REGISTRATION MARK C-FSKM (THE "AIRFRAME") AND TWO GENERAL ELECTRIC MODEL CF34-3A1 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,</p>										

62

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, 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 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, INSTRUMENTS AND INVESTMENT PROPERTY.

673	20180413 1702 1590 7643	AIR GEORGIAN LIMITED	EXPORT DEVELOPMENT CANADA ATB FINANCIAL, AS AGENT						
	A AMENDMENT								

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) 2229275 ALBERTA LTD. (Assignee)						
	D ASSIGNMENT								

File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
40. 700771671 PPS-1	676	20141017 1101 6083 8722 Reg. 10 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION		X	X	X	X	

63

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



					EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.						
<p>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 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, 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 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, INSTRUMENTS AND INVESTMENT PROPERTY.</p>											
41.	File No. 700771905 PPSA	Enquiry Page No. 690	Reg. No. 20141017 1107 6083 8724 Reg. 10 year(s)	Debtor(s) AIR GEORGIAN LIMITED	Secured Party WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.	Collateral Class.					
						CG	I	E	A	O	MV
						X	X	X	X		

64

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 TWO 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), 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, 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 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, INSTRUMENTS AND INVESTMENT PROPERTY.

704	20180411 1709 1590 7318	AIR GEORGIAN LIMITED				X	X	X	X
	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. 1 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 MANUFACTURER'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

65

AIRFRAME, ENGINES AND PARTS ARE HEREAFTER 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 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 TITLE, INSTRUMENTS AND INVESTMENT PROPERTY.

717	20180413 1703 1590 7644	AIR GEORGIAN LIMITED	EXPORT DEVELOPMENT CANADA ATB FINANCIAL, AS AGENT						
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Reason for Amendment:
TO ADD THE FOLLOWING ADDITIONAL SECURED PARTIES (I) EXPORT DEVELOPMENT CANADA, AND (II) ATB FINANCIAL, AS AGENT.

719	20200212 1609 1590 6983	AIR GEORGIAN LIMITED	ATB FINANCIAL, AS AGENT (Assignor) 2229275 ALBERTA LTD. (Assignee)						
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42.	File No. PPSA	Enquiry Page No. 720	Reg. No. 20141017 1114 6083 8725 Reg. 10 year(s)	Debtor(s) AIR GEORGIAN LIMITED	Secured Party WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.	Collateral Class.				
						CG	I	E	A	O
						X	X	X	X	

66

<p>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 7107 AND CANADIAN REGISTRATION MARK C-FWRR (THE "AIRFRAME") AND TWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807295 AND 807342 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807295 AND 807342), 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, 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 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, INSTRUMENTS AND INVESTMENT PROPERTY.</p>										
734	20180411 1642 1590 7315	AIR GEORGIAN LIMITED					X	X	X	X
A AMENDMENT										
<p>Reason for Amendment: TO REPLACE REFERENCES TO ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807295 AND 807342 WITH ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807007 AND 807403 TO REFLECT THE AMENDMENTS CONTAINED IN AMENDMENT NO. 1 TO AIRCRAFT LEASE AGREEMENT DATED THE 28TH OF FEBRUARY, 2018.</p> <p>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 7107 AND CANADIAN REGISTRATION MARK C-FWRR (THE "AIRFRAME") AND TWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807007 AND 807403 (DESCRIBED ON THE INTERNATIONAL REGISTRY AS GE MODEL CF34-3 ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 807007 AND 807403), WHETHER OR NOT ATTACHED TO THE AIRFRAME (THE "ENGINES"). (2) ALL APPLIANCES, COMPONENTS, PARTS, INSTRUMENTS,</p>										

67

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, 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 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, INSTRUMENTS AND INVESTMENT PROPERTY.

747	20180413 1706 1590 7646	AIR GEORGIAN LIMITED	EXPORT DEVELOPMENT CANADA						
	A AMENDMENT		ATB FINANCIAL, AS AGENT						

Reason for Amendment:
TO ADD THE FOLLOWING ADDITIONAL SECURED PARTIES (I) EXPORT DEVELOPMENT CANADA, AND (II) ATB FINANCIAL, AS AGENT.

749	20200212 1609 1590 6984	AIR GEORGIAN LIMITED	ATB FINANCIAL, AS AGENT (Assignor)						
	D ASSIGNMENT		2229275 ALBERTA LTD. (Assignee)						

File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
43. 700772031 PPSA	750	20141017 1121 6083 8726 Reg. 10 year(s)	AIR GEORGIAN LIMITED	WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION	X	X	X	X		

68

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



					EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.						
<p>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 7096 AND CANADIAN REGISTRATION MARK C-FWJ1 (THE "AIRFRAME") AND TWO GENERAL ELECTRIC MODEL CF34-3A1 ENGINES BEARING MANUFACTURER'S SERIAL NUMBERS 807211 AND 807317 (DESCRIBED 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 AIRFRAME, 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 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 TITLE, INSTRUMENTS AND INVESTMENT PROPERTY.</p>											
44.	File No. 700772427 PPSA	Enquiry Page No. 764	Reg. No. 20141017 1128 6083 8727 Reg. 10 year(s)	Debtor(s) AIR GEORGIAN LIMITED	Secured Party WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION EXPORT DEVELOPMENT CANADA AVMAX AIRCRAFT LEASING INC.	Collateral Class.					
						CG	I	E	A	O	MV
						X	X	X	X		

69

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-FWJF (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, 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, 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 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, INSTRUMENTS AND INVESTMENT PROPERTY.

778	20180411 1651 1590 7316	AIR GEORGIAN LIMITED				X	X	X	X
	A AMENDMENT								

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. 1 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 MANUFACTURER'S SERIAL NUMBER 7095 AND CANADIAN REGISTRATION MARK C-FWJF (THE "AIRFRAME") AND TWO 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 NORTHWEST, NATIONAL ASSOCIATION, AS LESSOR. THE FOREGOING

70

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



<p>AIRFRAME, 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 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 SUBLASSORS 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, INSTRUMENTS AND INVESTMENT PROPERTY.</p>											
791	20180413 1704 1590 7645	AIR GEORGIAN LIMITED	EXPORT DEVELOPMENT CANADA								
	A AMENDMENT		ATB FINANCIAL, AS AGENT								
<p>Reason for Amendment: TO ADD THE FOLLOWING ADDITIONAL SECURED PARTIES (I) EXPORT DEVELOPMENT CANADA, AND (II) ATB FINANCIAL, AS AGENT.</p>											
793	20200212 1610 1590 6985	AIR GEORGIAN LIMITED	ATB FINANCIAL, AS AGENT (Assignor)								
	D ASSIGNMENT		2229275 ALBERTA LTD. (Assignee)								
45.	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	I	E	A	O	MV
							X		X		

71

File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.							
					CG	I	E	A	O	MV		
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		
<p>No Fixed Maturity Date</p> <p>General Collateral Description: ALL OF THE DEBTORS PRESENT AND AFTER ACQUIRED INTEREST IN THE AIRCRAFT DESCRIBED AS FOLLOWS 1. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-235 (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-235) AND CANADIAN REGISTRATION MARKS C-GAAY, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0574 AND 114142 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0574 AND 114142), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-2174 AND 11J-2083 2. 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 114477 (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 114477), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-2098 AND 11J-1937 3. 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 PS0025 AND PS0123 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0025 AND PS0123), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-2090 AND 11J-1977 4. ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-209 (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-209) AND CANADIAN REGISTRATION MARKS C-GAAS, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 114452 AND 114459 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS 114452 AND 114459), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS 11J-1981 AND 11J-2037 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</p>												

72

RELATING TO THE AIRFRAMES, ENGINES OR PROPELLERS, AND ANY PROPERTY SUBSTITUTED FOR ANY OF THE FOREGOING.							
817	20131017 1221 1862 6769	AIR GEORGIAN LIMITED	GEORGIAN AIRCRAFT CORP.				
	A AMENDMENT	AIR GEORGIAN LIMITED (Corp. No.: 1291246)	ELEMENT FINANCIAL CORPORATION		X	X	X
Reason for Amendment: GEORGIAN AIRCRAFT CORP. HAS GRANTED A SECURITY INTEREST IN THE COLLATERAL DESCRIBED HEREIN IN FAVOUR OF ELEMENT FINANCIAL CORPORATION.							
No Fixed Maturity Date							
825	20140729 1117 1862 7446	AIR GEORGIAN LIMITED					
	A AMENDMENT						
Reason for Amendment: AMENDMENT TO REPLACE GENERAL COLLATERAL DESCRIPTION AS FOLLOWS 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, 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, TRADES, 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 SUCH ITEMS 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							

73



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 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 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 UE235) 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 ICE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2246 AND HJ2088 2. ONE (1) 1996 BEECHCRAFT, 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 PT6A67D 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 CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0027 AND 114114), AND TWO (2) HARTZELL MODEL ICE4A3J 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) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0025 AND PS0588 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0025 AND PS0588), AND TWO (2) HARTZELL MODEL ICE4A3J 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 PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 114452 AND 114459 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS 114452 AND 114459), AND TWO (2) HARTZELL MODEL ICE4A3J 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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74

A AMENDMENT										
<p>Reason for Amendment: AMENDMENT TO CHANGE ADDRESS OF DEBTOR AS FOLLOWS 85 BAYFIELD STREET, SUITE 500, BARRIE, ON L4M 3A7 2450 DERRY ROAD EAST, HANGAR 2, BAY 3, MISSISSAUGA, ON L5S 1B2 1312 AVIATION PARK N.E., UNIT 101, BAY 1, CALGARY, AB T2E 7E2 AMENDMENT TO CHANGE GENERAL COLLATERAL DESCRIPTION WITH RESPECT TO THE FOLLOWING AIRCRAFT 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) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2292 AND HJ-2278</p>										
873	20160707 1021 1862 0770	AIR GEORGIAN LIMITED								
F PART DISCH										
<p>General Collateral Description: RELEASE AND DISCHARGE OF THE SECURED PARTY'S SECURITY INTEREST AGAINST ONE (1) 1996 BEECHCRAFT MODEL 1900D AIRCRAFT BEARING MANUFACTURER'S SERIAL NUMBER UE-235 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURER'S SERIAL NUMBER UE-235) AND CANADIAN REGISTRATION MARKS C-GAAV, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURER'S SERIAL NUMBERS PS0574 AND 114459 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURER'S SERIAL NUMBERS PS0574 AND 114459), AND TWO (2) HARTZELL HC-E4A-3.1 PROPELLERS BEARING MANUFACTURER'S SERIAL NUMBERS 2246 AND KI-2303, AND ALL PARTS, ACCESSORIES, APPLIANCES, APPLURTENANCES, COMPONENTS, FURNISHINGS, INSTRUMENTS, MODULES, NAVIGATIONAL AND COMMUNICATIONS EQUIPMENT AND ALL OTHER GOODS, TANGIBLES, PERSONAL PROPERTY AND OTHER EQUIPMENT OF WHATEVER NATURE THAT MAY FROM TIME TO TIME BE INCORPORATED OR INSTALLED IN OR ATTACHED TO THE FOREGOING AIRFRAME, ENGINES OR PROPELLERS, AND ALL RECORDS, LOGS, MAINTENANCE RECORDS, MANUALS, TECHNICAL DATA, TRAINING AIDS, COMPUTER SOFTWARE, AND OTHER MATERIALS RELATING TO THE AIRFRAME, ENGINES OR PROPELLERS.</p>										
880	20160819 1206 1862 3839	AIR GEORGIAN LIMITED								
F PART DISCH										
<p>General Collateral Description: RELEASE AND DISCHARGE OF THE SECURED PARTY'S SECURITY INTEREST AGAINST ONE (1) 1996 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURER'S SERIAL NUMBER UE-209 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS A RAYTHEON AIRCRAFT COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURER'S SERIAL NUMBER UE-209) AND CANADIAN REGISTRATION MARKS C-GAAS, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURE'S SERIAL NUMBERS 114452 AND 114142 (DESCRIBED ON THE PRE-POPULATED</p>										

75



DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURER'S SERIAL NUMBERS 114452 AND 114142), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURER'S SERIAL NUMBERS HJ-2125 AND HJ-1973.

885	20170728 1445 1862 1019	AIR GEORGIAN LIMITED	ELEMENT FINANCIAL CORPORATION (Assignor)							
	D ASSIGNMENT		INTEGRATED PRIVATE DEBT FUND III L.P. (Assignee)							
			INTEGRATED PRIVATE DEBT FUND IV L.P.							
			INTEGRATED PRIVATE DEBT FUND V L.P.							
888	20170728 1454 1862 1026	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 691138908.

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 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 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

76

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 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 (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 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 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 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

77

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. 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 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 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 CANADIAN REGISTRATION MARKS C-GAAL, 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) 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 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 (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 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 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

78

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 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-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 PRATT & WHITNEY CANADA MODEL PT6A 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 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 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 CANADA MODEL 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 MANUFACTURERS SERIAL NUMBERS PS0457 AND PS0522), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING

79

<p>MANUFACTURERS SERIAL NUMBERS IJ-2161 AND IJ-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 P50565 AND P50616 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50565 AND P50616), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IJ-2092 AND IJ-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 P50651 AND P50027 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50651 AND P50027), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IJ-2297 AND IJ-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 P50590 AND I14142 (DESCRIBED ON THE PRE-POPULATED DROP-DOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS P50590 AND I14142), AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS IJ-2246 AND IJ-2339.</p>										
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.					
					CG	I	E	A	O	MV
47. 691138935 PPSA	982	20131017 1223 1862 6772 Reg. 10 year(s)	AIR GEORGIAN LIMITED (Corp. No.: I291246)	ELEMENT FINANCIAL CORPORATION		X	X	X	X	X
No Fixed Maturity Date										
General Collateral Description: GENERAL SECURITY AGREEMENT										
	986	20151110 1030 1862 2180	AIR GEORGIAN LIMITED							
Reason for Amendment: AMENDMENT TO CHANGE ADDRESS OF DEBTOR AS FOLLOWS 85 BAYFIELD STREET, SUITE 500, BARRIE, ON L4M 3A7 2450 DERRY ROAD EAST, HANGAR 2, BAY 3, MISSISSAUGA, ON L5S 1B2 1312 AVIATION PARK N.E., UNIT 101, BAY 1, CALGARY, AB T2E 7E2										

2

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



		988	20170728 1445 1862 1018	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.						
48.	File No. 685734921 PPS-1	Enquiry Page No. 991	Reg. No. 20130403 1054 1862 2439 Reg. 10 year(s)	Debtor(s) AIR GEORGIAN LIMITED (Corp. No.: 001291246)	Secured Party GEORGIAN AIRCRAFT CORP.	Collateral Class.					
						CG	I	E	A	O	MV
						X	X	X	X		
No Fixed Maturity Date											
<p>General Collateral Description: ALL OF THE DEBTORS PRESENT AND AFTER ACQUIRED INTEREST IN THE AIRCRAFT DESCRIBED AS FOLLOWS 1.ONE (1) 1993 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-47 AND CANADIAN REGISTRATION MARKS C-GORI, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS 114114 AND PS0540, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2088 AND HJ-1977 2.ONE (1) 1993 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE-134 AND CANADIAN REGISTRATION MARKS C-GORZ, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0498 AND PS0566, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2092 AND HJ-2097 3.ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING 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, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2125 AND HJ-2058 4.ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING 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, AND TWO (2) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1973 AND HJ-2037 5.ONE (1) 1997 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING 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</p>											

Collateral Classifications: CG = Consumer Goods | I = Inventory | E = Equipment | A = Accounts | O = Other | MV = Motor Vehicle Included

81

MANUFACTURERS SERIAL NUMBERS PS0549 AND PS0166, AND TWO (2) HARTZELL 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 PS0232 AND PS0557, 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 PT6A-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 HJ-1997 AND HJ-2098 10. ONE (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 HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-1981 AND HJ-2018 11. ONE (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 PT6A-67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0124, 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 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.

1017	20130403 1122 1862 2445	AIR GEORGIAN LIMITED	GEORGIAN AIRCRAFT CORP.						
	A AMENDMENT	AIR GEORGIAN LIMITED (Corp. No.: 001291246)	ELEMENT FINANCIAL CORPORATION	X	X	X	X		

Reason for Amendment:
GEORGIAN AIRCRAFT CORP. HAS GRANTED A SECURITY INTEREST IN THE COLLATERAL DESCRIBED HEREIN IN FAVOUR OF ELEMENT FINANCIAL CORPORATION.

No Fixed Maturity Date

82

1025	20140729 1123 1862 7448	AIR GEORGIAN LIMITED								
	A AMENDMENT									
<p>Reason for Amendment: AMENDMENT TO REPLACE GENERAL COLLATERAL DESCRIPTION AS FOLLOWS 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, 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, TRADES, 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 SUCH ITEMS 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 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 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.</p>										
1045	20140730 1229 1862 7548	AIR GEORGIAN LIMITED								
	A AMENDMENT									
<p>Reason for Amendment: AMENDMENT TO REPLACE GENERAL COLLATERAL DESCRIPTION PREVIOUS REGISTRATION #20140729111718627447 WAS ONLY PARTIALLY REGISTERED</p>										

83

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, 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, TRADERS, 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 SUCH ITEMS 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 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 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 1. ONE (1) 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) PRATT & WHITNEY 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 PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS SERIAL NUMBERS PS0163 AND PS0164), AND TWO (2) HARTZELL MODEL HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL

84

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 HCE4A3J 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 PT6A57D 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 HJ2165 AND HJ2076 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) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED 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) PRATT & 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 SERIAL NUMBERS PS0502 AND PS0520 (DESCRIBED ON THE PREPOPULATED DROPDOWN 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 HCE4A3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ2033 AND HJ2092 8. ONE (1) 1998 BEECHCRAFT, MODEL 1900D, AIRCRAFT BEARING MANUFACTURERS SERIAL NUMBER UE326 (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 CGORA, 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 CANADIAN REGISTRATION MARKS CGORF, INCLUDING TWO (2) PRATT & WHITNEY CANADA MODEL PT6A67D ENGINES INSTALLED ON THE AIRFRAME BEARING MANUFACTURERS SERIAL NUMBERS PS0565 AND PS0124 (DESCRIBED ON THE PREPOPULATED DROPDOWN MENU OF THE INTERNATIONAL REGISTRY AS PRATT & WHITNEY CANADA MODEL PT6A SERIES ENGINES WITH MANUFACTURERS

85



SERIAL NUMBERS PS0565 AND PS0124), AND TWO (2) HARTZELL MODEL HCE4A3J 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 COMPANY MODEL 1900D AIRCRAFT WITH MANUFACTURERS SERIAL NUMBER UE403) 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 IJ1973 AND IJ2086 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.

1112	20170728 1443 1862 1012	AIR GEORGIAN LIMITED	ELEMENT FINANCIAL CORPORATION (Assignor)						
	D ASSIGNMENT		INTEGRATED PRIVATE DEBT FUND III L.P. (Assignee)						
			INTEGRATED PRIVATE DEBT FUND IV L.P.						
			INTEGRATED PRIVATE DEBT FUND V L.P.						

1115	20170728 1446 1862 1022	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 685734921.

86

General Collateral Description:

THE AIRFRAMES AND ENGINES DESCRIBED HEREIN INCLUDE THE FOLLOWING 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 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 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 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 (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

87

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 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 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 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 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. 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 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 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 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) HARTZELL MODEL HC-E4A-3J PROPELLERS BEARING MANUFACTURERS SERIAL NUMBERS HJ-2292 AND HJ-2278.

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88

A AMENDMENT			
<p>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.</p>			
<p>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 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-67D 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 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 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 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-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 PRATT & WHITNEY CANADA MODEL PT6A 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 LE-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 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 LE-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</p>			

89

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 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 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 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-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 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 PT6A 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	Collateral Class.
					CG I E A O MV

90

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



49.	685746729 PPSA	1209	20130403 1123 1862 2448 Reg. 10 year(s)	AIR GEORGIAN LIMITED (Corp. No.: 001291246) AIR GEORGIAN LIMITED (Corp. No.: 001291245)	ELEMENT FINANCIAL CORPORATION	X	X	X	X	X	
		No Fixed Maturity Date General Collateral Description: GENERAL SECURITY AGREEMENT									
		1213	20170728 1442 1862 1011	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.					
File No.	Enquiry Page No.	Reg. No.	Debtor(s)	Secured Party	Collateral Class.						
50.	681775659 PPSA	1216	20120927 1638 8028 4200 Reg. 10 year(s)	AIR GEORGIAN LIMITED	2147437 ONTARIO LIMITED	X	X	X	X		
General Collateral Description: ONE (1) CESSNA AIRCRAFT COMPANY 2012 CESSNA MODEL 680 CITATION SOVEREIGN AIRCRAFT, BEARING MANUFACTURER'S SERIAL NUMBER 680-0335 AND CANADIAN NATIONALITY AND REGISTRATION MARKS C-GUPC, TOGETHER WITH TWO (2) PRATT & WHITNEY CANADA CORP. MODEL PW306C ENGINES, BEARING MANUFACTURER'S SERIAL NUMBERS PCE-CG0685 AND PCE-CG0704, AND ONE (1) HONEYWELL MODEL NUMBER RE100CS AUXILIARY POWER UNIT, PART NUMBER 3800785-1, BEARING SERIAL NUMBER P-563, 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 AIRFRAME OR ANY ENGINE FOR SO LONG AS THE SAME IS SO ATTACHED AND THEREAFTER FOR SO LONG AS THE SAME IS SUBJECT TO THE AIRCRAFT SECURITY AGREEMENT IN RESPECT THEREOF (THE "AIRCRAFT"), ALL MANUALS, DOCUMENTS, DATA, LOG BOOKS AND OTHER RECORDS IN RESPECT OF THE AIRCRAFT OR ANY											

91

PPSA (ONTARIO) SEARCH SUMMARY
AIR GEORGIAN LIMITED



	<p>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 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.</p>
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IN THE MATTER OF THE NOTICE OF INTENTION
TO MAKE A PROPOSAL OF AIR GEORGIAN LIMITED,
A CORPORATION INCORPORATED UNDER
THE LAWS OF ONTARIO

Court File No. 32-2613323

ONTARIO
SUPERIOR COURT OF JUSTICE
(Commercial List)

Proceeding commenced at Toronto

AFFIDAVIT OF ERIC EDMONDSON
(sworn February 22, 2020)

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Lawyers for the Applicant

92

TAB 3

93

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE _____)
JUSTICE _____)
WEDNESDAY, THE 26TH
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;

95

- (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

- (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

97

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.

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

Estate No.: No. 32-2613323

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST
Proceeding commenced TORONTO

ORDER

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19

IN THE MATTER OF THE NOTICE OF INTENTION
TO 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
Proceeding commenced TORONTO

MOTION RECORD
returnable February 26, 2020

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