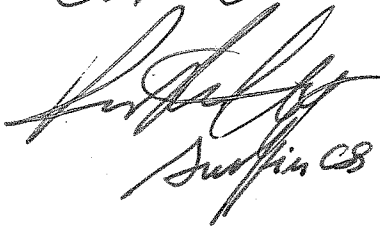


CANADA

PROVINCE OF QUÉBEC
DISTRICT OF MONTRÉAL

N^o.: 500-11-039418-104

Le 20-08-2010
Copie conforme

Suzanne CB

SUPERIOR COURT
(Commercial Division)

IN THE MATTER OF THE JUDICIAL
REORGANISATION PROCEEDINGS OF:

**COMPANIA MEXICANA DE
AVIACION, S.A. DE C.V.**, a legal person
incorporated under the laws of Mexico,
having its head office at av. Xola 535 Col.,
Del Valle, Mexico D.F., Mexico 03100, and a
place of business at 975 Roméo-Vachon
North, suite 413, in the city and district of
Montréal, Province of Québec, H4Y 1H1

Insolvent Debtor

-and-

MARU E. JOHANSEN, a natural person
acting as Vice-President of Mexicana
Airlines, having a place of business at 9841,
Airport Boulevard, suite 400, in the City of
Los Angeles, California, United States of
America, 90045

Foreign Representative

-and-

**SAMSON BÉLAIR DELOITTE &
TOUCHE INC.**, a legal person duly
constituted under *Canada Business
Corporations Act*, having its place of business
at 1, Place Ville Marie, suite 3000, Montréal,
Québec, H3B 4T9

Information Officer

-and-

AIR CANADA, a corporation duly
constituted under the Laws of Canada,
having its head office at 7373 Chemin de la
Côte-Vertu West, Montreal, Québec,
H4S 1Z3

Petitioner

ORDER
ON APPLICATION BY AIR CANADA
TO VARY OR RESCIND THE INITIAL ORDER DATED AUGUST 15, 2010

1. The Court is seized with an Application, by Air Canada to vary or rescind the Initial Order dated August 15, 2010;
2. Among other conclusions, Air Canada seeks immediate full, final and unrestricted possession of four (4) aircraft , two (2) of which are currently located in Canada: Aircraft 1805 is located at the Pierre-Elliott Trudeau International Airport in Montreal (YUL) and Aircraft 1630 is located at the Calgary International Airport (YYC);
3. Aircraft 1805 and 1630 have been the object of repossession proceedings on July 29, 2010, respectively under Section 734 CCP in Quebec for Aircraft 1805 and under the Civil Enforcement Act in Alberta for Aircraft 1630 (collectively the "**Aircraft Proceedings**)";
4. The Application, initially presentable on August 17, 2010, was postponed to August 20, 2010 to allow counsel for the Insolvent Debtor and the Foreign Representative to request and obtain instructions;
5. Counsel of record have advised the Court that their respective clients have reached an interim and partial agreement as regard Aircraft 1805 and Aircraft 1630 as follows:
 - a) Air Canada is to be immediately put in full, final and unrestricted possession of Aircraft 1805 and Aircraft 1630;
 - b) Counsel of record are instructed to sign any and all documents that may be required to give effect to such possession as regards the Aircraft Proceedings;
 - c) The Initial Order of this Court dated August 5, 2010 is hereby declared not to extend to the Aircraft Proceedings as regards the immediate repossession, by Air Canada, of Aircraft 1805 and Aircraft 1630;
 - d) As regards to the other conclusions sought in the Application, the parties have agreed to postpone the Application to August 23, 2010 at 9:30 am in room 16.12 to allow them more time to deal with such other conclusions;
6. The Parties have agreed to the above in order to mitigate the damages and the Insolvent Debtor and the Foreign Representative have agreed to the partial lifting of the stay granted by this Court on August, 15 2010, in favor of Air Canada, without admission and under reserve of their right to challenge the other conclusions of the Application;



WHEREFORE, the Court:

ORDERS that Air Canada is to be immediately put in full, final and unrestricted possession of Aircraft 1805 and Aircraft 1630;

ORDERS that the Counsel of record be instructed to sign any and all documents that may be required to give effect to such possession as regards the Aircraft Proceedings;

ORDERS that the Initial Order of this Court dated August 5, 2010 no longer extends to the Aircraft Proceedings as regards the repossession, by Air Canada, of Aircraft 1805 and Aircraft 1630;

ORDERS that the Application be postponed to August 23, 2010 at 9:30 am in room 16.12 to allow them more time to deal with such other conclusions.



Honourable Chantal Corriveau, JSC

