



**AMENDMENT No. 5 TO
S-76 C++ NEW HELICOPTER SALES AGREEMENT**

THIS AMENDMENT, dated as of the Acceptance Date stated below, is made by and between the Sikorsky Contracting Entity named below (“Sikorsky”) and the Buyer named below in respect of the S-76C++ New Helicopter Sales Agreement No. 76TD6167A between the parties, as amended (the “Agreement”).

1. ***Definitions / Information for this Amendment***

Buyer: Freedom Air International, Inc. (f/k/a
Shmitka Air, Inc.)

Sikorsky Contracting Entity: Sikorsky Aircraft Corporation

Contract No: 76TD6167A

Amendment No.: 5

2. ***Preamble to the Amendment*** – The parties desire to amend the Agreement for the following purposes:

A. To acknowledge that Shmitka Air, Inc. has changed its name to Freedom Air International, Inc.; that other than the change in name, the Buyer’s legal identity, existence and status has not changed; and that, except as modified by this Amendment, the respective rights and obligations of the parties under the Agreement continue in full force and effect after the name change to the same extent that they existed immediately prior to the name change.

3. ***Amendment*** - Sikorsky and Buyer, in consideration of the mutual agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, do hereby agree as follows:

A. Sikorsky hereby recognizes that effective July 6, 2010, Shmitka Air, Inc. changed its name to Freedom Air International, Inc. and that, except for the change in its name, the Buyer’s legal identity, existence and status have not changed as a result of the name change. Accordingly, Sikorsky acknowledges and agrees that, except as modified hereby, the respective rights and obligations of Sikorsky and Buyer (now known as Freedom Air International, Inc.) continue in full force and effect after the name change to the same extent they existed immediately prior to the name change.

4. ***Reaffirmation:*** Except as modified above, all of the provisions of the Agreement remain the same, and the Agreement, as modified hereby, is reaffirmed.

[signature page follows]



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IN WITNESS WHEREOF, this Amendment has been executed by each party's authorized representative.

Freedom Air International, Inc.

Sikorsky International Operations, Inc.

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Acceptance Date: _____