

OFFER TO PURCHASE

August 5, 2010

JACK PREWITT & ASSOCIATES, INC.

Attn: Mr. Jack D. Prewitt

Reference: Gulfstream V, Serial Number 502

VIA FACSIMILE: 817-267-4805

Hyperion Air, Inc. or its assignee offers to purchase Gulfstream G-V, serial number 502, for the sum Of \$18,500,000.00 (Eighteen Million, Five Hundred Thousand United States Dollars) **AS-IS-WHERE-IS** subject to the following:

1. A definitive purchase agreement satisfactory to both parties.
2. Aircraft to be delivered with title free and clear with no liens.
3. Aircraft to be delivered in airworthy condition with all systems functioning normally as defined by the Manufacturer's specifications.
4. Aircraft to have all U.S. AD's and mandatory SB's and current on the Manufacturer's maintenance program at the time of closing.
5. A satisfactory pre-purchase inspection of the aircraft and its records at a location to be named by the buyer.
6. All records and complete consecutive log book's, manuals and wiring diagrams to be delivered with the aircraft.
7. This offer expires after 5:00pm CST on August 6, 2010.
8. **A initial refundable deposit of \$5,000,000.00 United States Dollars upon acceptance of this offer will be facilitated via swift wire to Insured Aircraft Title Service, Oklahoma City, Oklahoma.**

Sincerely,
HYPERION AIR INC.

Accepted by:
SKY FLIGHT LEASING LTD.

Name: _____
Title: _____
Date: _____

_____ (Authorized Agent)
Jack D. Prewitt
President
Date: August 5, 2010