

OFFER TO PURCHASE

August 11, 2010

SKY FLIGHT LEASING LTD

Attn: Fran Rosasco

Reference: Gulfstream V, Serial Number 502

VIA EMAIL: [REDACTED] with copy to [REDACTED]

Hyperion Air, Inc. or its assignee offers to purchase Gulfstream G-V, serial number 502, for the sum Of \$18,000,000.00 (Eighteen Million, United States Dollars) **AS-IS-WHERE-IS** subject to the following:

1. A definitive purchase agreement executed by both parties prior to the Pre-Purchase Inspection.
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. Seller will install customer furnished "new carpet" or Seller will furnish and install the "new carpet" that has already been acquired. Seller will adjust the chairs as necessary.
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. Pre-purchase inspection of the aircraft and its records at Gulfstream Aerospace in Appleton, WI or Savannah, GA on August 30, 2010.
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 11, 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. The deposit will become non refundable subject to Seller corrections of all Airworthiness items as determined by the inspection facility and Seller performs its obligations in accordance with the mutually agreed upon Purchase Agreement.**

Sincerely,
HYPERION AIR INC.

Accepted by:
SKY FLIGHT LEASING LTD.

Name: _____
Title: _____
Date: _____
(Purchaser)

Name: _____
Title: _____
Date: _____
(Seller)