

OFFER TO PURCHASE

Greenwich Aero Group Brazil Leasing, Inc. hereby offer to buy (hereinafter referred to as "purchaser"), from seller, BAK OPPORTUNITIES LLC one Sikorsky aircraft, S-76c+ serial number 760 472 with all components, accessories, spare parts, and equipment installed in or attached or unattached to the aircraft or engines, and all records relating thereto (hereinafter referred to as "Aircraft") subject to the following conditions:

1. Purchase price shall be \$ 2,200,000.- USD
2. A mutually acceptable purchase agreement, provided by seller, will be executed by both parties within ten (10) business days of seller's acceptance of this offer letter. If a purchase agreement is not executed within this time neither party will have any obligation unless further terms are agreed to in writing.
3. A Pre-purchase Inspection to begin within two (2) business days of the visual inspection of the aircraft but not later than January 15, 2012 at a mutually acceptable location selected by the buyer. Aircraft delivery to Pre-purchase Inspection site will be at buyer's expense. Seller shall correct all safety of flight items and airworthiness discrepancies discovered during Pre-purchase Inspection and test flight.
Pre Purchase + Delivery will be at Summit Aviation, Middletown, DE.
4. Purchaser shall be entitled to a test flight of not more than one hour's duration, at Purchaser's expense, to verify all systems are functioning normally.
5. The Aircraft shall be delivered with a valid standard Certificate of Airworthiness, with all current Airworthiness Directives and Mandatory Service Bulletins complied with, systems functioning normally in accordance with manufacturer's recommendations and shall be current on the manufacturer's approved maintenance program.
6. If required the seller shall deliver the helicopter with a certificate of export
7. The Aircraft shall be free of all liens and encumbrances
8. At the execution of the purchase agreement, Purchaser's deposit will become non refundable, subject to the terms of the purchase agreement being complied with by the seller. This agreement shall include the visual inspection provision. Final delivery shall occur as soon as possible with the completion of the pre purchase inspection as evidenced by the publication of a final list of discrepancies, allowing reasonable time for the correction of discrepancies. Delivery of the Aircraft to the closing location shall be at Purchaser's expense if other than the Pre purchase Inspection site.
9. Purchaser shall place a U.S. \$ 100,000 ~~non~~ refundable deposit (the "Deposit") in escrow with Insured Aircraft Title Service within five (5) business days upon execution

