



S-76[®] DEPOSIT AGREEMENT

THIS S-76 DEPOSIT AGREEMENT ("Agreement"), dated as of March 31, 2010, is made by and between Sikorsky Aircraft Corporation ("Sikorsky") and the Customer named below.

1. *Defined Terms & Information for this Agreement -*

<i>Customer:</i>	Shmitka Air Inc.
<i>Agreement Number:</i>	S76DDA7702
<i>Configuration:</i>	See Attachment 1
<i>Quantity:</i>	One (1) S-76C++ ("S-76C++") and One (1) S-76D ("S-76D")
<i>Custom Helicopter Unit Price:</i>	See Attachment 2
<i>Baseline Helicopter Delivery Date:</i>	See Attachment 3
<i>Customized Helicopter Delivery Date:</i>	See Attachment 3
<i>Deposit:</i>	US\$10,000,000
<i>Customer's Contact:</i>	Darren K. Indyke Vice-President Shmitka Air Inc. c/o Darren K. Indyke PLLC [REDACTED]

2. **Intent** – Customer wishes to purchase the Quantity of S-76 helicopters in the described Configuration (the "Helicopters") from Sikorsky in accordance with the terms and conditions set forth in this Agreement and New Helicopter Sales Agreements that may be executed by the parties as hereinafter provided. The Customized Helicopter Delivery Dates may be changed only in the event of changes in the final configurations agreed to by the parties.
3. **Deposit** – In consideration of Sikorsky's commitments made herein to Customer, Customer shall, upon execution of this Agreement, immediately pay the Deposit by check payable to Sikorsky Aircraft Corporation or by wire transfer to Sikorsky,



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Account No. No. 57-56685; Routing No. 021000021; SWIFT Code: CHASUS33 at JP Morgan Chase, New York, NY 10004.

4. **Sales Agreement** – Customer may, by no later than April 30, 2010: (i) execute an S-76C++ New Helicopter Sales Agreement (“S-76C++ Sales Agreement”) containing Sikorsky’s standard terms and conditions of sale for the purchase of the S-76C++, as modified by the terms of this Agreement; (ii) pay to Sikorsky upon execution of the S-76C++ Sales Agreement those payments specified in Attachment 3 to this Agreement; (iii) execute an S-76D New Helicopter Sales Agreement (“S-76D Sales Agreement” and, together with the S-76C++ Sales Agreement, the “Sales Agreements”) containing Sikorsky’s standard terms and conditions of sale for the purchase of the S-76D, as modified by the terms of this Agreement; and (iv) pay to Sikorsky upon execution of the S-76D Sales Agreement those payments specified in Attachment 2. The \$100,000 previously remitted under S-76D Position Agreement S76DDA050082 dated on or about October 20, 2006 shall continue in force and effect and shall, upon execution of the S-76D Sales Agreement, be convertible as payment against the obligations of the S-76D Sales Agreement. Payment method is by check or by wire transfer to Sikorsky’s designated bank. Unless otherwise agreed to by the parties in writing, this Agreement shall automatically terminate on April 30, 2010. Customer has the sole discretion to determine not to proceed with either or both of the Sales Agreements and corresponding payments, and in the event Customer so elects, the provisions of Attachment 2 shall apply. Any refund of the Deposit shall be subject to the terms outlined in Attachment 2.
5. **Non-Assignable** – This Agreement may not be assigned, wholly or in part, by either party without the prior written consent of the other party.
6. **Disclosure** – This Agreement is provided with the express understanding that the Agreement contains technical, business, and/or financial information which is submitted in confidence; and no disclosure or use of this information is permissible without express written consent of Sikorsky except by Shmitka Air Inc. to its advisors and within Smitka Air Inc. as necessary for the evaluation and performance of this Agreement.



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7. **Effectiveness** – This Agreement shall not be considered effective until a check or wire for the Deposit has been received in accordance with paragraph 3 above. **In the event that a check or wire for the Deposit is received by Sikorsky later than the established deadline of March 31, 2010, this Agreement shall not be considered effective and all funds received pursuant to this Agreement shall be immediately returned by Sikorsky to the Customer. In such event, all offers contained in this Agreement (including configuration, pricing and terms) shall be considered terminated.**

IN WITNESS WHEREOF, the parties have executed this Deposit Agreement.

SMITKA AIR INC.

SIKORSKY AIRCRAFT CORPORATION

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____



Attachment 1 – Configuration

1(a) – S-76C++ Configuration

SUMMARY –

Configuration detailed below is intended to be as contracted for previously-purchased s/n 760750. Customer retains the right to modify interior and exterior fabrics/colors. Any other configuration changes will be effected through an amendment to the S-76C++ Sales Agreement.

The following items of standard and optional equipment as described below, which have been selected by the Customer, shall be installed on the Helicopter to be delivered under the S-76C++ Sales Agreement.

PART 1

The following list of equipment defines the configuration of the *Baseline S-76 Helicopter*.

BASELINE AIRCRAFT

Features of the S-76C++ Aircraft Code 0102:

Dynamic System: Two Turbomeca Arriel 2S2 engines, and a four blade articulated main rotor system with dual controls.

Cockpit: An Integrated Instrument Display System (IIDS), with an easy to upgrade avionics package. There is a Bleed Air Heating Defogging system and dual windshield wipers. The Pilot and Copilot seats are equipped with a five point Restraint system.

Cabin: A large cabin that can be configured for various different missions and a 38 cubic foot baggage compartment

Other: Retractable landing gear, and 281 gallons of usable fuel

Baseline Avionics Package Includes:

Collins Proline II: Dual Collins VHF 22A Comms and VIR 32 Navs, single ADF 462 ADF, TDR 90 Transponder, DME 42 DME with IND 42A Indicator, Collins Rad ALT 1000 Radio Altimeter with Expanded Scale ALI 55A Indicator.

Honeywell EFIS/DAFCS: 4-Tube Honeywell EDZ 756 EFIS with 5" x 6" Indicators Displaying Airspeed, Altitude and Vertical Speed, Dual Litef AHRS, Dual Penny and Giles Air Data Computers, Dual Honeywell Digital SPZ 7600 Automatic Flight Control System, Altitude Alert.

Electrical: 28 Volt Electrical System with two 200 Amp Starter/Generators, 10 KVA AC Generator, Dual 250 VA Static Inverters, Avionics and EFIS Master Switches.



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Audio: Dual dB Systems Audio control panels with ICS and VOX plus three maintenance jacks, one in the cabin and two in the baggage compartment. This also includes dual 45° pedestal mounted ICS foot switches, three David Clark Headsets, one six-foot walk-around cord and two 30-foot walk-around cords, Cabin PA/Chime System, and a Passenger Briefing System - PBS 250.

Backup/Safety Systems: Enhanced Ground Proximity Warning System, Universal 120 CVR, 3" Backup Airspeed Indicator and Altimeter, ADI-335D Standby Attitude Indicator with Nav1/Nav2 Select, ELT C406-N HM w/ Satellite Frequency, Electric Door Locks – Cabin, Flight Director Decouple Warning System with visual and aural warnings.

Weather Related Systems: Weather Avoidance Radar - Primus 440 with Honeywell Active Matrix LCD Radar-Only Display, Windshield Washer System, Heated Glass Windshields, and Engine Inlet Barrier Filter.

PART 2 **DELUXE EXECUTIVE COMPLETION SERVICES**

ADDITIONAL AVIONICS ITEMS

- 11002 Radio Tuning Units - RTU 4200
- 11028 Dual - Mode S Transponders w/Diversity TDR 94D
- 11037 DME, 2nd - DME 42
- 30012 Audio Jacks - Emergency (Standard/Bose Jacks)
- 30020 Audio Jacks, Cockpit - Bose
- 31021 Speakers, Door, (Qty 2)
- 32001 12 VDC Accessory Outlet (Automotive Style)
- 34053 NAV/LNAV Switch for ADI 335D
- 34081 Vertical Card Standby Compass
- 35055 FMS, Universal UNS-1Fw (WAAS FMS) with LPV Monitor
- 36044 Lightning Strike Sensor - LSZ 860 w/LU 860
- 36065 Wx Avoidance Radar - Primus 880
- 36104 Multifunction / Moving Map Display, Garmin GMX 200
- 36105 JeppView Option for the Garmin GMX 200
- 36120 Honeywell Multi Function Radar Display (MFRD) displays Radar, Flight Plan, & Checklists
- 37011 TCAS I System - CAS 66A
- 37017 TCAS Control Panel - CP 66B
- 37025 TCAS I TA/VSI Display, Dual IVA 81D

PAINTS & FINISHES

- 50002 VIP Interior Paint Prep & Finish
- 50012 VIP Exterior Paint Preparation & Finish

INTERIORS

- 63010 Aft Facing Bench, Three/Four Passenger w/ 3 Under-Seat Storage Drawers
- 63071 Bulkhead Storage Compartment - Crew (Aft Facing Bench)
- 63098 Acoustics Noise Reduction - Bay Blanket Kit, Lightweight
- 70016 Sheepskin Seating - Crew Seats
- 70052 Seat Belt Extension
- 72063 Flight Manual Storage, LH Controls Closet



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- 76017 Cabin Door Vents, Remove
- 77034 Single Action Door Release, Cabin/Cockpit

AIRCRAFT ITEMS

- 80001 Boarding Step, Retractable - LH
- 80002 Boarding Step, Retractable - RH
- 80082 Engine Inlet Covers Storage
- 80086 Maintenance Covers - Exterior
- 83001 Annunciator - "FUEL X-FEED" ON
- 83051 Hydraulic Quick Disconnect Relocation
- 83065 Pulsed Electric Engine Chip Detector System - Eaton 1K7707
- 84051 C4 Environmental System
- 85001 Annunciator - "LAND LT ON"

AIRCRAFT ITEMS (Continued)

- 85002 Annunciator - "SEARCH LT ON"
- 85012 Gooseneck Map Lights
- 85051 Landing Light - LH Main Gear
- 86001 Approach Plate Holder, Lighted - Pilot
- 86002 Approach Plate Holder, Lighted - Copilot
- 86016 Pencil Holder
- 86017 Console Storage Bin - Small
- 86026 Sun Tint - Windshield
- 86050 Overhead Lateral Absorber
- 86052 Bifilar 5P
- 86054 Track and Balance Accelerometers Installed in Fuel Cell Extension
- 86060 Rotor Pedals Lube Kit
- 87001 Annunciator - "PITOT HEAT" On
- 87002 Annunciator - "W/S HEAT ON"
- 88051 Emergency Flotation System Completion
- 88061 Single Pilot Weight and Balance
- 80082 Engine Inlet Covers Storage
- 85037 Anti-Collision LED Light, Red, Top
- 85039 Anti-Collision LED Light, Red, Bottom
- 85040 LED Position Lights

CUSTOMER UNIQUE ITEMS

- 90001 Cabin reading light master ON/OFF switch in the cockpit
- 90002 Clear Coat Exterior Paint (over metallic)
- 90003 Replace exterior fairing/access panel hardware with stainless steel hardware
- 90007 GMX-200 display to be installed on the right and the MFRD on the left
- 90010 Audio input jack in cockpit for Ipad type device. Entertainment audio to be heard in both cockpit Bose headsets only. No other controls, volume controlled via Ipad device.
- 90019 Do not install the 63000 magazine storage in lower cabin doors
- 90020 Custom upholstery/cushion fabrication requiring customer approval via pre-production prototype.
- 90022 Customize ceiling reading lights. Relocate one reading light from each group to the outboard area of the ceiling, to be centered on outboard passenger seats.



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- 90024 Relocate the reading light switches to the overhead area, adjacent to the reading lights. Relocate the dome light switches on the same panel as the relocated outboard lights, in the outboard position.
- 90025 ICG satellite phone system with NxtMail WiFi Server to support Blackberry email. Includes cabin handset and cockpit dialer. (Note: The WiFi functionality of this option may be removed and the price quoted herein credited \$10,000)
- 90029 LED Landing Lights, left and right, with pulse capability
- 90030 LED Recognition Lights, with pulse capability
- 90031 Garmin GDL-69A XM weather receiver with XM radio receive capability. XM radio audio output will be connected to cabin headsets only (Ref. Option 90039).
- 90032 Four 110 Volt AC outlets in cabin, powered by 1000 VA converter hooked to AC generator. Outlets to include flip covers.
- 90033 Four 12 Volt DC automotive-type jacks in cabin, with covers
- 90034 Modify cabin interior door handle lighting per customer preference. Remove the standard strip of LED lights and replace with single, concealed light source to provide a uniform illumination of the handle area
- 90036 Cabin ICS system with 8 Bose headset jacks, with Call function. Headsets not connectable to satellite phone.
- 90037 Connection of audio from the #1 VHF radio (COM 1) to the cabin ICS circuit, with on/off switch in cockpit
- 90039 Cabin Entertainment System with:
- 3 Audio sources: iPod dock, auxiliary stereo audio input, and XM Radio from Garmin GDL-69A (with remote control)
 - Switch panels (qty 4) with Source Select and Call button
 - Audio plays over headsets only, not speakers
- 90040 Redesign Forward cabin Bulkhead to extend lower than the bottom of the standard narrow windows
- 90042 New Custom cabin upholstery style
- 90044 Custom Cabin Headset Hooks (Quantity 8)
- 90045 Shoe-cleaning Mat on Boarding Steps LH/RH
- 90046 HEEDS Bottle Mounts on Cockpit Side Posts (similar to a/c 698 & 700)
- 90047 Umbrella Holders on Inside of Baggage Compartment Doors (similar to a/c 698)
- 90050 LED Logo Lights
- 90052 Custom Forward-Facing Bench Seat, Three to Four Place with Single Center Custom Fold-Down Arm Rest with Custom Storage Compartments
- 90053 Custom Upholstery Modification to Forward and Aft Seat Benches, as well as Additional Outboard Cushion Styling
- 90054 Move pilot seat aft slightly 1.5 inches
- 90055 Three neck cushions for rear bench seat
- 90056 Fabricate cockpit maintenance floor runners to match color of leather on cockpit door storage compartments
- 90057 Registration number will be painted in Sherwin Williams Jet Glo, Nebula 08452, lettering will be in "plain round"



1(b) – S-76D Configuration

The following items of standard and optional equipment as described below, which have been selected by the Customer, shall be installed on the Helicopter(s) to be delivered under the S-76D Sales Agreement.

DELUXE EXECUTIVE CONFIGURATION

PART 1

BASELINE AIRCRAFT

Features of the S-76D Aircraft:

Dynamic System: Two Pratt & Whitney 210S engines and a four blade articulated main rotor system with dual controls.

Cockpit: An integrated Thales avionics suite, with an upgradable avionics package. There is a Bleed Air Heating Defogging system and dual windshield wipers. The Pilot and Copilot seats are equipped with a five point Restraint system.

Cabin: A large cabin that can be configured for various different missions and a 38 cubic foot baggage compartment

Other: Goodrich Health and Usage Monitoring System (HUMS), Active Vibration Control (AVC) system with single nose vertical force generator, retractable landing gear, and 295 gallons of usable fuel

Baseline Avionics Package Includes:

Thales TopDeck Avionics Suite

Four Thales IAD 68 (Integrated Avionics Displays) including a dual embedded FMS functionality, dual MCDU (Multipurpose Control and Display Units), dual Vehicle Monitoring Modules (VMMs) providing data concentration functions, dual Litef LCR-100 AHRS, dual Thales ADU 3200 Air Data Computers, and dual Flight Control Modules (FCM) and actuators provide the four axis autopilot with Stability Augmentation System (SAS), Autopilot (ATT), and Coupled Flight Director (CFD) functions and attitude rate damping.

Radio Nav/Comm

Dual Collins VHF-4000 radios, Collins TDR-94D mode S transponder with diversity to meet Elementary & Enhanced Surveillance requirements, single Collins NAV-4000 providing VOR/ILS/MB and embedded ADF, single NAV-4500 for VOR/ILS/MB, single Collins DME-4000, single Thales AHV-1600 radio altimeter, single Thales Topstar 200NG GPS sensor, and Artex C406-N HM ELT including programming adapter.



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Audio: Dual dB Systems 380 Audio control panels with ICS and VOX plus three maintenance jacks, one in the cabin and two in the baggage compartment. Also includes pilot overhead standby jack for direct connection to #2 com, dual 45° pedestal mounted ICS foot switches, three David Clark Headsets, one six-foot walk-around cord and two 30-foot walk-around cords, Cabin PA/Chime System – dB Systems 251, and a Passenger Briefing System - PBS 250.

Backup/Safety Systems: Honeywell MKXXII Enhanced Ground Proximity Warning System, Penny & Giles MPFR FDR/CVR, 3" Thales Integrated Electronic Standby Indicator (IESI) provides backup attitude, airspeed, altitude, nav cues from NAV 1 or NAV 2, and VHF 2, ELT C406-N HM w/ Satellite Frequency, Electric Door Locks – Cabin, Flight Director Decouple Warning System with visual and aural warnings.

Weather Related Systems: Weather Avoidance Radar - Primus 660, Windshield Washer System, Heated Glass Windshields, and Engine Inlet Inertial Particle Separator (IPS) .

Electrical: 28 Volt Electrical System with two 250 Amp Generators, one 10 KVA, 115VAC AC Generator, Pilot and Copilot Avionics Master Switches.

PART 2

ADDITIONAL AVIONICS ITEMS

- 07125 Delete PBS 250 Passenger Briefing System, From Baseline
- 11110 Second GPS Receiver - Thales Topstar 200
- 11120 Second Mode S Transponders w/Diversity- TDR 94D
- 11130 DME, 2ND - Collins DME Proline 21 DME- 4000
- 11150 Digital Moving Map on Thales' Multifunction Displays
- 11155 Jeppesen Electronic Terminal and Approach Charting
- 30112 Audio Jacks - Emergency (Std/Bose)
- 31128 Premium Interior Speakers, Two
- 32101 12 VDC Accessory Outlet (Automotive Style)
- 34181 Vertical Card Standby Compass
- 36143 Lightning Strike Sensor - LSZ 860
- 36165 Wx Avoidance Radar - Primus 880
- 37130 Traffic Alert and Collision Avoidance System, KTA 970 – TCAS I

PAINTS & FINISHES

- 50102 VIP Interior Paint Preparation & Finish
- 50112 VIP Exterior Paint Preparation & Finish

INTERIORS

- 63100 **Deluxe VIP Interior Group**, featuring: Silencer™ airframe isolated interior wall panel system, high performance airframe mounted secondary acoustic package, Ultraleather or Ultrasuede interior panel upholstery, ECS ducting, cockpit/cabin divider bulkhead with left hand and right hand sliding windows, leather seat upholstery, general cabin lighting, emergency cabin lighting, reading lights (8) and air outlets (8), cabin door threshold lighting, switch panels to control cabin systems, tinted interior cabin windows, decorative plating in cabin, illuminated ordinance signs, emergency/informational signage, emergency exit signs, cabin and cockpit carpet with spare, wood veneer/leather/decorative metal details, integral magazine racks on cabin doors, storage cabinet forward of raised fuel deck, seat maintenance covers, cabin floor runners, molded



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baggage compartment floor liner, Stain Guard Protection, Nut Plates fittings for all Opera Windows and Removal of unused tie down fittings.

- 70116 Sheepskin Seating - Crew Seats
- 70152 Seat Belt Extender
- 72163 Flight Manual Storage, LH Controls Closet
- 77134 Single Action Door Release, Cabin/Cockpit

AIRCRAFT ITEMS

- 80101 Boarding Step, Retractable - LH
- 80102 Boarding Step, Retractable -RH
- 80182 Engine Inlet Covers Storage
- 80186 Maintenance Covers - Exterior
- 80192 Enhanced Door Pins, Cockpit
- 83151 Hydraulic Quick Disconnect Relocation
- 84151 C⁴ Environmental System
- 85139 Anti-Collision LED Light, Red, Bottom
- 85152 Dual Landing Lights – Main Gear
- 85162 Recognition Lights - Forward Facing
- 85163 Logo Lights
- 85170 Pulse Switch for Dual Landing Lights
- 85171 Pulse Switch for Recognition Lights
- 86116 Pencil Holder
- 86117 Console Storage Bin - Small
- 86126 Sun Tint - Windshield
- 86140 Nose Lateral Force Generator
- 86141 Cabin Vertical Force Generator
- 86195 Fluid Deflector
- 88151 Emergency Flotation System Completion
- 88161 Single Pilot Ballast Provisions

CUSTOMER UNIQUE ITEMS

- 90003 ~~Truenorth-Satellite phone system with WiFi Server to support Blackberry email. Includes cabin handset and cockpit dialer~~
- 90004 ~~Cabin reading light master ON/OFF switch in the cockpit~~
- 90005 ~~Clear Coat Exterior Paint (over metallic)~~
- 90006 ~~Replace exterior fairing/access panel hardware with stainless steel hardware~~
- 90007 ~~Audio input jack in cockpit for Ipod type device. Entertainment audio to be heard in both cockpit Bose headsets only. No other controls, volume controlled via Ipod devise~~
- 90008 ~~Do not install the 63000 magazine storage in lower cabin doors~~
- 90009 ~~Custom upholstery/cushion fabrication~~
- 90010 ~~Customized cabin reading light location. Reallocate one reading light from each group to the outboard area of the ceiling, to be centered on outboard passenger seats~~
- 90011 ~~Relocate the cabin reading light switches to the overhead area, adjacent to the reading lights. Relocate the dome light switches on the same panel as the relocated outboard lights in the outboard position~~
- 90012 ~~Four 110-Volt AC outlets in cabin powered by 1000-VA converter hooked to AC generator. Outlets to include flip covers~~
- 90013 ~~Four 12-Volt DC automotive-type jacks in cabin, with covers~~



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- 90014 ~~Modify cabin interior door handle lighting per customer preference. Remove the standard strip of LED lights and replace with single, concealed light source to provide a uniform illumination of the handle area~~
- 90015 ~~Cabin ICS system with 4 8 Bose headset jacks, with Call function. Headsets not connectable to satellite phone~~
- 90016 ~~Connection of audio from the #2 VHF radio (COM 2) to the cabin ICS circuit, with on/off switch in cockpit~~
- 90017 ~~Cabin Entertainment System with:
~4 Audio sources: VHF #2, iPod dock, auxiliary stereo audio input, and XM Radio (with remote control)
~Switch panels (qty 4) with Source Select and Call button
~Audio plays over headsets only, not speakers~~
- 90018 ~~Redesign Forward cabin bulkhead to extend lower than the bottom of the standard narrow windows~~
- 90019 ~~Custom Cabin Interior Materials~~
- 90020 ~~Custom Cabin Headset Hooks (Quantity 4)~~
- 90021 ~~Shoe-cleaning Mat on Boarding Steps LH/RH~~
- 90022 ~~HEEDS Bottle Mounts on Cockpit side posts (similar to a/c 700 & 750)~~
- 90023 ~~Umbrella Holders on Inside of Baggage Compartment Doors (similar to a/c 750)~~
- 90024 ~~Custom Aft-Facing Bench Seat, Three to Four Place, with Shortened Single Center Fold-Down Padded Arm Rest~~
- 90025 ~~Custom Forward-Facing Bench Seat, Three to Four Place with shortened Single Center Fold-Down Padded Arm Rest~~
- 90026 ~~Headset, Spare – Bose (Qty 10)~~

UNQUALIFIED EQUIPMENT

- 11112 ~~Thales TopDeck Upgrade for WAAS/LPV*~~



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Attachment 2 – Pricing

S-76C++

1. Baseline Price = US\$8,500,000.00
2. Completion Services Price = US\$3,500,000.00
3. Total Contract Price = US\$12,000,000.00
4. Payment Terms
 - a. Payable not later than March 31, 2010 as Deposit US\$10,000,000.00
 - b. Final Payment due at delivery of Completion Services US\$2,000,000.00

S-76D

1. Baseline Price = US\$8,900,000.00
2. Completion Services Price = US\$3,500,000.00
3. Total Contract Price = US\$12,400,000.00
4. Payment Terms
 - a. Initial Payment = US\$2,480,000.000
Due on execution of S-76D Sales Agreement, not later than April 30, 2010
 - b. Baseline Helicopter Pymt = US\$8,060,000.00
Due on delivery of Baseline Helicopter
 - c. Final Payment = US\$1,860,000.00
Due at delivery of Completion Services

ORDER CANCELLATION AND REFUND

In the event that Customer elects to proceed with the execution of less than both Sales Agreements, or Customer elects not to proceed with both of the Sales Agreements, the following terms shall govern refund of the Deposit;

1. In the event the Customer elects to proceed with only the execution of the Sales Agreement for S-76C++ – No refund of the Deposit shall be required.
2. In the event the Customer elects to proceed with only the Sales Agreement for S-76D – The Deposit may, at Customer's election, be applied against the amount payable as Initial Payment due on execution of the S-76D Sales Agreement, with the balance to be refunded to Customer.
3. In the event that Customer does not elect to proceed with both of the Sales Agreements - The full amount of the Deposit, plus interest at the rate of 10% per annum, accrued from March 31, 2010, shall be refunded to Customer promptly upon termination of this Agreement, including, without limitation, the automatic termination of this Agreement as provided in Section 4 of this Agreement. Customer may, at Customer's sole election and in its sole discretion, terminate this Agreement at any time prior to April 30, 2010, and upon such termination, Sikorsky shall promptly return to Customer the full amount of the Deposit, without penalty, plus interest at the rate of 10% per annum, accrued from March 31, 2010.



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In the event that Customer does not receive such full refund and interest within 10 days after the termination of this Agreement, then interest shall accrue and be payable to Customer, on Customer's demand therefor, on the unpaid amount at the rate of 24% per annum.



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Attachment 3 – Terms & Conditions

In addition to Sikorsky's standard terms and conditions of sale for the purchase of each of the S-76C++ and the S-76D, except as modified below, the following terms and conditions shall be incorporated into the applicable Sales Agreements;

DELIVERY DATES –

Delivery timing of the S-76C++ to be baseline in July, 2010 or earlier as practical at Sikorsky's option. Delivery of the fully completed aircraft to be in April, 2011.

Delivery timing of the S-76D to be baseline in October, 2011 or earlier as practical at Sikorsky's option. Delivery of the fully completed aircraft to be in April, 2012.

INCLUSIONS –

Relative to the **S-76C++**, included in the defined Pricing shall be training, warranty, and charter support (AAG time) per Sikorsky's standard offering. Additional enhancements to this package will, at Customer's election, be transferred from s/n 760750 prior to assignment or resale of that aircraft.

Relative to the **S-76D**, included in the defined Pricing shall be the same enhanced training package as contracted previously for s/n 760750. Similarly, the warranty shall be enhanced with an additional year of coverage as contracted previously for s/n 760750. On the S-76D, contrary to Sikorsky's standard terms, NO charter support (AAG time) is included in the defined Pricing.