

CH-8700 KÜSNACHT-ZÜRICH
GOLDBACH-CENTER
SEESTRASSE 39
TELEFON +41 (0)43 222 38 00
TELEFAX +41 (0)43 222 38 01
ZUERICH@WENGER-PLATTNER.CH

RECHTSANWÄLTE
NOTARE
STEUERBERATER

WENGER PLATTNER
B A S E L · Z Ü R I C H · B E R N

**Unofficial Translation
of German Original**

DR. PETER MOSIMANN
STEPHAN CUENI 1)
PROF. DR. GERHARD SCHMID
DR. DIETER GRÄNICHNER 1)
KARL WÜTHRICH
YVES MEILI
FILIPPO TH. BECK, M.C.J.
DR. FRITZ ROTHENBÜHLER
DR. BERNHARD HEUSLER
DR. ALEXANDER GUTMANS, LL.M. 1)
PETER SAHLI 2) 9) 10)
DR. THOMAS WETZEL 5)
DR. MARC RUSSENBERGER
DR. MARC NATER, LL.M.
ALAIN LACHAPPELLE 7) 10)
BRIGITTE UMBACH-SPAHN, LL.M.
ROLAND MATHYS, LL.M.
MARTIN SOHM 5)
DR. CHRISTOPH ZIMMERLI, LL.M.
DR. PHILIPPE NORDMANN, LL.M.
PD DR. PETER REETZ 5)
DR. RETO VONZUN, LL.M.
DR. BEAT STALDER
DR. MAURICE COURVOISIER, LL.M.
SUZANNE ECKERT
DR. DAVID DUSSY
AYESHA CURMALLY 1) 4)
CORNELIA WEISSKOPF-GANZ
DR. STEPHAN KESSELBACH
CRISTINA SOLO DE ZALDÍVAR 6)
DANIEL TOBLER 2) 10)
DR. ROLAND BURKHALTER
PETER ENDERLI 9) 10)
DR. OLIVER KÜNZLER
ANDREA SPÄTH
THOMAS SCHÄR, LL.M.
DR. GAUDENZ SCHWITTER
KARIN GRAF, LL.M.
NICOLÁS ARIAS 7) 8) 10)
VIVIANE GEHRI-BURKHARDT
LUDWIG FÜRGER 8) 10)
MILENA MÜNST BURGER, LL.M.
PLACIDUS PLATTNER
ROBERT FRHR. VON ROSEN 3)
STEFAN BOSSART
DR. MICHAEL ISLER
MARGRIT MARRER 10)
FRANZISKA RHINER
DOMINIK LEIMGRUBER
MANUEL MOHLER
STEFAN FINK
SAMUEL LIEBERHERR
MICHAEL GRIMM
MARCO BORSARI, LL.M.
NICOLE BOSSHARD
REGULA SCHRANER
CHRISTOPH ZOGG
EVA SCHULDT
CÉCILE MATTER
SARAH HILBER
PASCAL STOLL
ANDREA KORMANN 2) 10)
NINA HAGMANN
BENJAMIN SUTER
SANTINA CARTELLI
SUSANNA SCHNEIDER
FABIAN LOOSER
DR. MARTINA BRAUN
FRIEDERIKE SCHOCH
SIMON FLURI

KONSULENTEN
DR. WERNER WENGER 1)
DR. JÜRIG PLATTNER
PROF. DR. FELIX UHLMANN, LL.M.
PROF. DR. MARC-ANDRÉ RENOLD
DR. JÜRIG RIEBEN
STEPHAN WERTHMÜLLER 7) 10)

To the creditors of Flightlease AG in
debt restructuring liquidation

Küsnacht, May 2012 WuK/KeS

**Flightlease AG in debt restructuring liquidation;
Circular no. 15**

Dear Sir or Madam,

This circular provides information on the progress of the Flightlease AG debt restructuring liquidation proceedings since April 2011, as well as on the next steps planned in these proceedings.

I. REPORT ON ACTIVITIES AS OF 31 DECEMBER 2011

After having been acknowledged and approved by the Creditors' Committee on 14 March 2012, the ninth of the Liquidator's reports on activities for 2011 has been submitted to the debt restructuring judge at the District Court of Bülach. The report is available for inspection by creditors at the Liquidator's offices at Seestrasse 39, Goldbach Center, 8700 Küsnacht, until 30 May 2012. Appointments should be made in advance with Christian Rysler (phone: +41 43 222 38 00).

The following pages summarise the content of the report on activities.

II. OVERVIEW OF THE LIQUIDATION PROCESS

1. Activities of the Liquidator

During the year just ended, the Liquidator concentrated on the pursuit of claims to establish liability with respect to the cash pool.

WWW.WENGER-PLATTNER.CH

BASEL: AESCHENVORSTADT 55, CH-4010 BASEL, TELEFON +41 (0)61 279 70 00, TELEFAX +41 (0)61 279 70 01
BERN: JUNGFRAUSTRASSE 1, CH-3000 BERN 6, TELEFON +41 (0)31 357 00 00, TELEFAX +41 (0)31 357 00 01
GENÈVE: 11, RUE DU GÉNÉRAL DUFOUR, 1204 GENÈVE, TELEFON +41 (0)22 800 32 70, TELEFAX +41 (0)22 800 32 71

ALLE ANWÄLTE SIND AN IHREM STANDORT IM ANWALTSREGISTER BZW. IN DER EU/EFTA ANWALTSLISTE EINGETRAGEN
1) NOTAR IN BASEL 2) INHABER ZÜRCHER NOTARPATENT 3) DEUTSCHER RECHTSANWALT 4) FACHANWÄLTIN SAV ERBRECHT
5) FACHANWALT SAV BAU- UND IMMOBILIENRECHT 6) FACHANWÄLTIN SAV ARBEITSRECHT 7) DIPL. STEUEREXPERTE
8) DIPL. WIRTSCHAFTSPRÜFER 9) EIDG. DIPL. IMMOBILIENREUHÄNDER 10) ALS RECHTSANWALT NICHT ZUGELASSEN

2. Activities of the Creditors' Committee

The Creditors' Committee held two meetings in 2011. At its meetings the Committee discussed the proposals submitted by the Liquidator and passed resolutions accordingly. It also passed resolutions on two proposals submitted by the Liquidator in the form of circulars.

III. ASSET STATUS OF FLIGHTLEASE AG AS OF 31 DECEMBER 2011

1. Introductory remark

Enclosed is a report on the liquidation status of Flightlease AG as of 31 December 2011 (Enclosure 1), containing a statement of assets of Flightlease AG in debt restructuring liquidation as of 31 December 2011 according to present information.

2. Assets

As in the past, as yet unrealized assets consist primarily of claims against former Swissair group companies, and shareholdings held by Flightlease AG. Furthermore, any responsibility claims are included in the liquidation status pro memoria.

3. Debts incurred in the course of the liquidation process

The accounts payable reported as of 31 December 2011 relate to costs incurred during debt restructuring liquidation.

Provisions for interim payments: The liquidation status of Flightlease AG as of 31 December 2011 includes the sum of CHF 15,704,591 as provision for the first interim payment. Of this amount, CHF 3,944 is reserved for payments in respect of which creditors have not yet issued payment instructions to the Liquidator and CHF 1,311,467 for interim payments for conditional claims for which the respective condition has not yet been met. The remainder of the provision – CHF 14,389,180 – relates to claims that are still suspended at present.

With respect to the second interim payment, a provision of CHF 20,520,252 was included in the liquidation status of Flightlease AG

as of 31 December 2011. Of this amount, CHF 4,541 is reserved for payments in respect of which creditors have not yet issued payment instructions to the Liquidator and CHF 1,836,054 for interim payments for conditional claims for which the respective condition has not yet been met. The remainder of the provision – CHF 18,679,657 – relates to claims that are still suspended at present.

These provisions guarantee the maximum amounts for both interim payments with respect to all unsettled claims.

4. Creditors' claims

The enclosed overview of the schedule of claims proceedings (Enclosure 2) states the current total of claims that have been registered in the respective classes, those claims that have been recognised, those that have been definitively rejected, those that are in dispute (actions to contest the schedule of claims) and those which are still suspended. In connection with the rulings on suspended claims, the total of first-class and third-class claims may yet change.

First-class claims: The decision with regard to the claims registered by a member of Flightlease AG's management board in the amount of CHF 1,017,208 remains suspended.

Third-class claims: The decision on the claim registered by SAirGroup in debt restructuring liquidation in the amount of CHF 533,704,493 remains suspended.

5. Estimated dividend

The realization of assets is largely completed. The liquidation status of Flightlease AG as of 31 December 2011 provides information on current disposable assets. The successful enforcement of responsibility claims is now the only means of bringing about a significant improvement on the asset side. However, the outcome of the pending and any prospective responsibility claims is impossible to predict at the present time.

The disposable assets reported in the liquidation status result in a maximum dividend of 9.6%, providing all claims that are as yet suspended are rejected. Should all suspended claims have to be recognised, however, the minimum dividend would be 7.4%. 6% has already been paid out in the first and second interim payments. The future dividend that may be expected, therefore, is between 1.4% and 3.6%.

IV. REALIZATION OF ASSETS

During the period under review, the Liquidator was able to realise a small amount of assets only, totalling approximately CHF 30,000.

V. ASSERTION OF RESPONSIBILITY CLAIMS

The claim filed by Flightlease AG on 11 November 2005 against a number of former directors and officers before the District Court of Bülach (see Circulars nos. 5, 7 and 12) was rejected in the Court's ruling of 23 June 2011. Contrary to Flightlease AG's view, the Court reached the conclusion that, taking into account all the circumstances at the time, Flightlease AG's participation in the group cash pool does not fulfil the responsibility requirements of a claim under company law. Flightlease AG appealed against this decision to the High Court of the Canton of Zurich on 31 August 2011.

With regard to further responsibility issues, Flightlease AG reserves the right to submit further claims against the responsible bodies.

VI. PLANNED NEXT STEPS IN THE PROCESS

The next phase of the proceedings will involve finalizing the schedule of claims and liquidating the last remaining assets. The liquidation bodies will focus on pursuing responsibility claims. It is not possible at present to estimate how long it will take before this topic is settled.

Creditors will continue to receive information about important developments in the form of circulars, depending on how things proceed. A

report on the progress of the liquidation process in the current year will be issued by spring 2013 at the latest.

Yours faithfully

Flightlease AG in debt restructuring liquidation

The Liquidator

Karl Wüthrich

Enclosures: - Liquidation status of Flightlease AG in debt restructuring liquidation as at 31 December 2011
- Overview of the proceedings to draw up the schedule of claims relating to Flightlease AG in debt restructuring liquidation

www.liquidator-swissair.ch

Hotline for Flightlease AG in debt restructuring liquidation

Deutsch: +41-43-222-38-30

Français: +41-43-222-38-40

English: +41-43-222-38-50

LIQUIDATION STATUS AS OF 31 DECEMBER 2011

	31.12.2011	31.12.2010	Change
	CHF	CHF	CHF
ASSETS			
Liquid funds			
UBS CHF 803.530.01B	94'646	75'308	19'338
ZKB CHF 1100-0974.031	67'192'174	68'283'596	-1'091'422
Total liquid funds	67'286'820	68'358'904	-1'072'084
Liquidation positions:			
Accounts receivable	37'529	29'966	7'563
Receivables from third parties	8	8	0
Prepaid court expenses	6'115'250	5'545'250	570'000
Shareholdings	p.m.	p.m.	
Responsibility claims	p.m.	p.m.	
Pauliana claims	0	0	
Total liquidation positions	6'152'787	5'575'224	577'563
TOTAL ASSETS	73'439'607	73'934'128	-494'521
LIABILITIES			
Debts of the estate			
Accounts payable	319'171	270'262	48'909
Provision, 1st interim payment	15'704'591	15'704'591	0
Provision, 2nd interim payment	20'520'252	20'520'252	0
Provisions for liquidation costs	2'000'000	2'000'000	0
Total debts of the estate	38'544'014	38'495'105	48'909
TOTAL DISPOSABLE ASSETS	34'895'593	35'439'023	-543'430

Overview of proceedings to draw up the schedule of claims

Category	Registered	Schedule of claims				Dividend				
		Recognised	Appeal lodged	Decision suspended	Rejected finally	1st interim payment	Future dividend		Total	
	CHF	CHF	CHF	CHF	CHF		min.	max.	min.	max.
Secured by right of lien	-	-	-	-	-	-	-	-	-	-
First class	97'919'713.91	1'258'541.66	-	1'017'208.00	95'643'964.25	100%	-	-	100%	100%
Second class	45'381.79	16'021.55	-	29'360.24	-	100%	-	-	100%	100%
Third class	18'776'586'367.25	1'941'502'511.39	-	533'704'492.69	16'301'379'363.17	6.00%	1.4%	3.6%	7.4%	9.6%
Total creditors' claim	18'874'551'462.95	1'942'777'074.60	-	534'751'060.93	16'397'023'327.42					