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**Unofficial Translation
of German Original**

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Registered mail

To the creditors of SAirLines
in debt restructuring liquidation

Küsnacht, 30 April 2007 WuK/fee

**SAirLines in debt restructuring liquidation;
Circular no. 10**

Ladies and Gentlemen

This Circular provides information on the progress of the SAirLines debt restructuring proceedings since mid-December 2006, as well as on the next steps planned in these proceedings over the coming months.

I. REPORT ON ACTIVITIES AS AT 31 DECEMBER 2006

Having been acknowledged and approved by the Creditors' Committee, the fourth of the Liquidators' reports on activities for 2006 has been submitted to the debt restructuring judge at the district court of Zurich on 28 February 2007. The report is available for inspection by the creditors at the premises of the Co-Liquidator Karl Wüthrich at Seestrasse 39, Goldbach Center, 8700 Küsnacht, up to 18 May 2007. Please make an appointment with Mr Christian Rysler, on +41 43 222 38 00.

The following pages summarize those points of the report on activities which have not yet been covered by one of the Circulars published over the past year.

II. OVERVIEW OF THE LIQUIDATION PROCESS

1. Activities of the Liquidators

Creditors were informed about the most important aspects of the asset liquidation process in Circulars 7 to 9. Over the past year, the Liquidators' activities have focused on drawing up the schedule of claims (see Circular no. 8 of 18 July 2006), on selling the holding in the Willis Lease Finance Corporation (section III.2 below), on preparing the sale of Avioserv San Diego, Inc. (see section III.3 below), and on collecting accounts receivable. Investigations into the responsibility borne by directors and officers were also continued.

2. Activities of the Creditors' Committee

The Creditors' Committee again held seven meetings in the course of 2006. Its work during the previous year was dominated by decisions concerning the schedule of claims.

III. REALIZATION OF ASSETS

1. General

The Liquidators continued to collect accounts receivable from Switzerland and from abroad during the period under review. Payments totaling CHF 7,740,728 were added to the estate's assets. One particular success was the complete settlement of outstanding matters relating to the sale of the Swissôtel chain. A concluding payment of CHF 1,638,869 by Raffles Holding Ltd. represented the amicable settlement of the final outstanding item. For various reasons, it was not possible to complete the sale of the holding in Cargolux Airlines International S.A. (see Circular no. 7 of March 2006, section III.2). The situation in Luxembourg must be resolved before any sale can be made.

2. Sale of the holding in the Willis Lease Finance Corporation

In November 2000, SR Technics America Inc. (now T Group America) and Flightlease AG together acquired a shareholding of 14.2% in the

Willis Lease Finance Corporation (referred to below as "Willis"). For this purpose, SR Technics America Inc. and Flightlease AG founded a subsidiary, FlightTechnics LLC (referred to below as "FlightTechnics"), in which each company held 50%. Willis is one of the world's leading independent aircraft engine lessors. The company was founded in 1976 and has been listed on the stock exchange (NASDAQ) since 1996. The relationships between Willis's main shareholders were laid down in a Stockholders' Agreement dated 7 November 2000. In particular, this Agreement contained significant restrictions on the sale of shares.

After SAirLines and Flightlease AG had been granted a debt restructuring moratorium in October 2001, Charles Willis, Willis's primary shareholder, contacted the Administrator and made him a takeover offer for the Willis share packet held by FlightTechnics. He offered USD 4.50 per share for the stock. His offer was rejected. It was decided that the sale would not go ahead until the market situation had improved. Willis shares posted a pleasing performance in the years that followed, with the share price rising to USD 9 by the summer of 2006.

In the fall of 2005, contact was established with several potential buyers. These included General Electric, SR Technics Switzerland, RUAG and Lufthansa Technik. None of these efforts resulted in serious sales talks. In parallel, negotiations were also being held with Charles Willis. In view of an average trading volume of 35,000 units per week, selling the 1.3 million Willis shares held by FlightTechnics via the stock exchange was not an option.

In June 2006, Helbling Corporate Finance (referred to below as "Helbling") was instructed to conduct a corporate analysis of Willis and to produce valuations according to a variety of methods. It was also to set out options for action, along with a SWOT analysis in each case. In its report, published on 14 July 2006, Helbling concluded that the best solution would be to sell the Willis shares to Charles Willis or to one or more of Willis's other main shareholders. The fair value of the Willis shares held by FlightTechnics was estimated by Helbling to be between USD 8.1 million and USD 11.6 million, depending on the calculation method used.

In October 2006, Charles Willis ultimately made a bid to take over the entire FlightTechnics share packet at a price of USD 9 per share, or a total of USD 11,700,000. Taking into consideration the illiquid market for Willis shares, the lack of interest among other investors, as well as uncertainties concerning the US dollar exchange rate and the economic activity in the USA – and the airline industry in particular – Charles Willis's offer was judged to be very good. FlightTechnics accepted the bid and the deal went through in December 2006.

At the end of November 2000, T Group America and Flightlease AG each granted FlightTechnics a loan of USD 7,312,500 to buy the Willis shares. After deduction of the liquidation costs, T Group America and Flightlease AG will thus each receive half of the remaining proceeds from the sale of the Willis shares. Each partner will receive around USD 5.8 million. T Group America had already received USD 5.5 million by the end of December 2006. In the course of the liquidation of the T Group companies, this amount will go to SAirLines.

3. Sale of Avioserv San Diego, Inc.

In November 2000, SR Technics America Inc. (now T Group America) purchased Willis Aeronautical Services, Inc. in full from its parent company, the Willis Lease Finance Corporation. In May 2001, Willis Aeronautical Services, Inc. was renamed Avioserv San Diego, Inc. (referred to below as "Avioserv"). Avioserv is a global service provider, trader and lessor of used engines and engine parts. Its regular customers include airlines and companies involved in aircraft maintenance in the USA, Mexico, South America, the Far East and Europe. Avioserv is profitable and has been reporting healthy profit margins in recent years.

At the end of 2002, the entire airline industry was still suffering the consequences of the events of 11 September 2001. The immediate sale of Avioserv at this point in time, therefore, made little sense. The company attracted only a single purchase offer of USD 3.85 million, and some of the attendant conditions were impossible to fulfill. Avioserv business developed very pleasingly in the years that followed.

In October 2005, T Group America engaged Jefferies Quarterdeck (referred to below as "Jefferies") to assist in the sale of Avioserv, to value the company and to evaluate potential buyers. Depending on the valuation method used, the Jefferies analyses put the value of Avioserv as a company at between USD 9.2 million and USD 15.0 million.

A large number of potential buyers were contacted as part of the selling process. Eight submitted non-binding declarations of intent. Five of them were invited to submit a binding bid. After a brief due diligence process and management presentations, three interested parties lodged initial bids. Two of these subsequently withdrew from the bidding process. In October 2006, a letter of intent to enter into exclusive sale talks on the basis of a selling price of USD 14.5 million was signed with the remaining potential buyer. Starting in November 2006, the purchaser then conducted a detailed due diligence process. Ultimately, agreement was reached on the sale of Avioserv for a fixed price of USD 14.75 million, including the "Avioserv" brand, without representations and warranties after closing. The buyer is the US finance company Vintage Capital. The rights to the "Avioserv" brand belonged to SAirGroup. T Group America thus purchased the "Avioserv" brand from SAirGroup before the closing at a price of USD 635,000, based on a valuation certificate produced by Interbrand Zintzmeyer & Lux.

The deal has since been approved by the Creditors' Committee, and the sale contract was concluded and executed in April 2007.

4. Rejected claims lodged by SAirLines in the liquidation proceedings concerning the Volare Group S.p.A., Volare Airlines S.p.A. and Air Europe S.p.A.

From 1998 onwards, SAirLines held a 48.62% stake in the Volare Group S.p.A. . During the debt restructuring moratorium, this shareholding was sold by SAirLines on 1 February 2002 to Gino Zoccai, a co-shareholder, or more specifically to one of the companies controlled by him. Reciprocal claims between the Volare Group, on the one hand, and the companies of the former Swissair Group, on the other, were settled on that occasion. To the extent that they concerned

SAirGroup and SAirLines, the corresponding agreements were approved by the District Court of Zurich in its decision of 20 March 2002.

The settlement to be paid by the Volare Group to the Swissair companies was stipulated in the agreements as CHF 21,572,944 for shares and bonds and CHF 48,427,056 for other claims, bringing the total to CHF 70 million. The outstanding amounts were to be paid to SAirGroup in installments, with SAirGroup acting as authorized agent for the other former Swissair companies – a role which it still fulfills. Persistent payment problems on the part of the Volare Group resulted in the original agreements being modified several times and the payment deadlines being extended. The amendments included the agreement of financial penalties for late payment and the issue of a bank guarantee to the Swissair companies by Interbanca S.p.A. and Banca Intesa S.p.A. for the maximum amount of EUR 12,500,000. In total, the Volare Group paid SAirGroup CHF 49,578,420 up to 30 June 2004. SAirGroup then forwarded this amount to the other parties concerned, including itself, with each party receiving its agreed share. A further EUR 10,793,947.08 was made available to SAirGroup from the bank guarantee. This amount was also distributed.

In its submissions of 21 November 2005, on behalf of the former Swissair companies concerned, SAirGroup registered claims of CHF 10,651,322.38 (EUR 7,047,321.94) in each of the debt restructuring proceedings for the Volare Group S.p.A., Volare Airlines S.p.A. and Air Europe S.p.A. In all three proceedings, the competent debt restructuring judge admitted EUR 4,095,855.43 of the claims lodged by SAirGroup and the companies involved, but rejected the remaining EUR 3 million. The contractually agreed financial penalties were not permitted, and the EUR/CHF exchange rate used was not favorable for the Swissair companies. The SAirLines share of the rejected claims is 30.8185%, or around EUR 925,000.

No official estimate exists of the dividends which may be paid out from the liquidation proceedings of the three Volare companies. According to the additional research conducted by SAirGroup's Italian lawyers,

however, non-privileged creditors may expect a very small dividend at best.

The Swissair companies could have lodged a joint appeal against the debt restructuring judge's decision to reject their claims. However, not all of the Swissair companies concerned were prepared to file suit. In order to protect the interests of its creditors, SAirLines has therefore taken the precaution of instituting legal action for only its own part of the claim. The chances of a positive outcome are regarded as poor by the Italian lawyers, as not all Swissair companies have filed. Furthermore, given the anticipated costs, the value at issue is relatively small. The Liquidator and Creditors' Committee have, therefore, decided not to continue pursuing the action in Italy.

IV. ASSET STATUS OF SAIRLINES AS AT 31 DECEMBER 2006

1. Introductory remark

In the Appendix, you will find a report on the liquidation status of SAirLines as at 31 December 2006, containing a statement of the assets of SAirLines in debt restructuring liquidation as at that date, according to present information.

2. Assets

Open apportionment of proceeds from the sale of Swissport, Restorama, RailGourmet, Gate Gourmet and Nuance: An agreement between SAirLines and SAirGroup concerning the division of the proceeds from the sale of Restorama AG and RailGourmet was concluded and executed in 2006 (see Circular no. 9 of 14 December 2006, section IV). The CHF 7,494,816 portion allotted to SAirLines has now been received, and the item has been adjusted accordingly. In 2006, it again proved impossible to apportion the proceeds of the sales of the Swissport Group, the Gate Gourmet Group and the Nuance Group. The complex circumstances involved are currently still being examined. Efforts will be made to complete this outstanding work this year.

As-yet unrealized assets: As in the past, this category consists primarily of claims against former Swissair group companies and shareholdings and securities held by SAirLines. Any responsibility and avoidance claims are listed pro memoria.

3. Debts incurred in the course of the liquidation process

Accounts payable: The accounts payable reported as at 31 December 2006 relate to costs incurred during the debt restructuring liquidation.

Provision for portion of salary costs for Close-Down Team: During the debt restructuring moratorium, SAirGroup bore the costs of services from which SAirLines also benefited. An agreement on the allocation of these costs ought to be concluded between the companies concerned in the course of 2007 and then presented to the Creditors' Committees for approval. The approximate share of the costs SAirLines will have to pay is reflected in a provision of CHF 2.2 million in the liquidation status report as at 31 December 2006.

4. Creditors' claims

Please refer to the attached summary of creditors' claims and to section I of Circular no. 9 of 14 December 2006 for information on the status of work to settle the schedule of claims. No legal proceedings relating to the schedule of claims have been completed since mid-December 2006.

5. Estimated dividend

The disposable assets reported in the liquidation status as at 31 December 2006 give a maximum dividend of 27.8%, providing all of the actions lodged to contest the schedule of claims are unsuccessful and only 50% of suspended claims have to be recognized. Should all of the actions be admitted and all suspended claims have to be recognized, however, the minimum return would be 7.6%.

V. INTERIM PAYMENT

Preparations for the first interim payment, as announced in Circular no. 9 of 14 December 2006, have been completed. The following payments will be made:

- Claims with preferential rights to the assets of
S Air Services AG and S Air Relations AG: 100%
- Claims with preferential rights to the assets of
S Air Logistics AG: 5.5%
- 2. Class 100%
- 3. Class 4.8%

Enclosed with this Circular is the corresponding special notice, which gives more procedural details. Payments will be made from the end of June 2007 at the earliest.

VI. CANTONAL AND MUNICIPAL TAXES FOR THE PERIOD FROM 1 JANUARY TO 4 OCTOBER 2001

In February 2002, the city and the canton of Zurich lodged a claim against SAirLines for capital taxes of CHF 1,167,958, made up of cantonal and municipal taxes for the 2001 tax year (imputed capital tax for the 2001 tax year CHF 1,458,100 - SAirLines payment on account CHF 290,142).

On 6 February 2004, SAirLines lodged an appeal against the 26 January 2004 assessment of the Tax Office of the Canton Zurich, on which the demand for capital tax for 2001 was based. The capital tax of CHF 1,167,958 that is being claimed for 2001 is, therefore, included pro memoria in the SAirLines schedule of claims.

In a letter dated 15 November 2006, the Tax Office supplied SAirLines with two proposed assessments for the 2001 tax year, on which SAirLines was invited to comment. Given that SAirLines was granted a debt restructuring moratorium by court order on 5 October 2001, the proposed assessments supplied by the Tax Office on 15 November

2006 distinguished between two periods: one from 1 January to 4 October 2001 and the other from 5 October to 31 December 2001. The tax office put forward the view that capital taxes for the period from 1 January to 4 October 2001 constituted a creditors' claim, while capital taxes for the period from 5 October to 31 December 2001 were to be regarded as a liability accruing to the estate.

In calculating capital tax for the 2001 tax year, the Tax Office assumes taxable equity capital of CHF 400 million and a rate of capital tax of 1.5‰. Working on the basis of these tax factors and applying the relevant cantonal and municipal tax bases, capital tax for the 2001 tax period comes to CHF 1,458,060. Of this figure, CHF 1,109,746 relates to the period from 1 January to 4 October 2001. Deducting the CHF 290,142 payment on account made by SAirLines results in capital tax of CHF 819,604 for this period. Capital tax of CHF 348,314 is payable for the period from 5 October to 31 December 2001.

The proposed assessments provided by the Tax Office for 2001 were reviewed by an external tax expert. Where the period from 1 January to 4 October 2001 is concerned, the tax expert recommends accepting the Tax Office's proposed assessments by partial withdrawal of the appeal. Capital tax for the period from 1 January to 4 October 2001 has been calculated and assessed correctly by the Tax Office. Furthermore, by partial withdrawal of the appeal, SAirLines does not recognize that the city and the canton of Zurich may claim default interest on that part of 2001 capital tax which relates to the period after 5 October 2001 (date on which the debt restructuring moratorium was granted). The Liquidators and the Creditors' Committee have, therefore, decided not to pursue further the appeal against the assessment of the Zurich cantonal tax authorities concerning cantonal and municipal taxes for the 2001 tax year, applicable pro rata to the period from 1 January to 4 October 2001.

The appeal against the Tax Office's proposed assessment for the period from 5 October to 31 December 2001 will be pursued, however. Case law offers no answer to the question of whether capital tax incurred in the period between the grant of a debt restructuring moratorium and the start of debt restructuring liquidation should be classified as a

creditor's claim or as a liability accruing to the estate. The Liquidators believe that there is a good argument for classifying the capital tax incurred on the period after the grant of the debt restructuring moratorium as a creditor's claim.

VII. WAIVER OF PURSUIT OF DISPUTED CLAIMS AND THE CONTINUED PURSUIT OF TAX APPEAL PROCEEDINGS RESPECTIVELY

1. General

Each creditor is entitled to request the assignment of the right to take legal action in respect of those legal claims for which the Liquidators and the Creditors' Committee decide not to further pursue them (Art. 325 in conjunction with Art. 260 of the Swiss Debt Enforcement and Bankruptcy Law (*DEBL*). Art. 260 DEBL must be applied in the same way if the Liquidators and the Creditors' Committee wish to recognize a tax claim that is deemed to be a creditor's claim, without exhausting the legal remedies available under public law. A creditor who requests assignment is entitled to assert the legal claim or pursue tax proceedings at his own risk and expense. In the event that he wins the legal action, he is entitled to use any award to cover both the costs incurred and his claims against SAirLines. Any surplus would have to be surrendered to the liquidation assets. Should the creditor lose the action, he is liable for any court costs and his personal legal fees.

2. Assignment requests by individual creditors

Creditors are hereby offered the assignment of the right to pursue an action in respect of the claims of SAirLines against the Volare Group S.p.A., Volare Airlines S.p.A. and Air Europe S.p.A. (see section III.4 above) and in respect of the SAirLines appellate proceedings, which are pending before the Zurich Cantonal Tax Office against the assessment of the tax authorities of Canton Zurich for the 2001 tax period, pro rata from 1 January to 4 October 2001 (see section VI above).

Requests for assignment within the meaning of Art. 260 DEBL may be lodged with the Co-Liquidator Karl Wüthrich **in writing by 18 May**

2007 at the latest (date of postmark of a Swiss post office). The right to request assignment will be deemed to be **forfeited** if this deadline is not met.

VIII. PLANNED NEXT STEPS IN THE PROCESS

The next phase of proceedings will involve finalizing the schedule of claims and liquidating the remaining assets. The liquidation bodies will also look into whether or not there is any scope for responsibility claims. It is not possible at present to estimate how long it will take before this issue is settled. Creditors will be provided with further information in a Circular that is planned for the fall of 2007 at the latest.

Yours sincerely

SAirLines in debt restructuring liquidation

The Liquidators

Karl Wüthrich

Dr. Roger Giroud

- Encs:
- Liquidation status of SAirLines in debt restructuring liquidation, as at 31 December 2006
 - Special notice concerning the initial payment on account

<p style="text-align: center;">Hotline</p> <p style="text-align: center;">SAirLines in debt restructuring liquidation</p> <p style="text-align: center;">Deutsch: +41-43-222-38-30</p> <p style="text-align: center;">Français: +41-43-222-38-40</p> <p style="text-align: center;">English: +41-43-222-38-50</p>
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LIQUIDATION STATUS AS OF 31 December 2006

	Total CHF	S Air Logistics AG CHF	S Air Relations AG CHF	S Air Services AG CHF	SAirLines CHF
ASSETS					
Liquid funds					
UBS AG CHF	256'917'506	5'594'551	179'246'032	47'618'658	24'458'265
UBS AG USD	2'854'449				2'854'449
UBS AG EUR	1'133				1'133
Credit Suisse	82'284				82'284
ZKB CHF	2'017'856			979'776	1'038'080
Fixed-term deposits	215'000'000			205'000'000	10'000'000
Total liquid funds	476'873'228	5'594'551	179'246'032	253'598'434	38'434'211
Liquidation positions					
Accounts receivable	1'117'900	14'849	460'486	523'960	118'605
Advance on legal costs	596'153		364'153		232'000
Open apportionment of proceeds and escrow accounts from the sale of Swissport, Restorama, RailGourmet, Gate Gourmet and Nuance	57'505'184		56'505'184	1'000'000	-
Receivables from third parties	2'677'347	54'195	8	2	2'623'142
Shareholdings, securities	180'902'358	135'942'350	-	42'760'001	2'200'007
Responsibility claims	p.m.	p.m.	p.m.	p.m.	p.m.
Avoidance claims	p.m.	-	-	-	p.m.
Total liquidation positions	242'798'942	136'011'394	57'329'831	44'283'963	5'173'754
TOTAL ASSETS	719'672'170	141'605'945	236'575'863	297'882'397	43'607'965
LIABILITIES					
Debts of the estate					
Accounts payable	112'567	3'545	17'744	80'238	11'040
Provision for portion of salary costs for Close-Down Team	2'200'000	700'000	300'000	700'000	500'000
Provision for liquidation costs	6'232'500	1'870'000	625'000	1'245'000	2'492'500
Total debts of the estate	8'545'067	2'573'545	942'744	2'025'238	3'003'540
TOTAL DISPOSABLE ASSETS	711'127'103	139'032'400	235'633'119	295'857'159	40'604'425

Calculation of assets available for 3rd class claims against SAirLines

	Minimum CHF	Maximum CHF
Total disposable assets	711'127'103	711'127'103
Claims with preferential rights to the corporate assets of S Air Logistics AG, S Air Relations AG and S Air Services AG	-235'291'929	-8'892'211
First class claims	-	-
Second class claims	-3'082	-3'082
TOTAL assets of SAirLines available for distribution to creditors with 3rd class claims	475'832'092	702'231'810

Overview of proceedings to draw up the schedule of claims

Category	Registered Amount in CHF	Schedule of claims				Dividend	
		Recognized Amount in CHF	Appeal lodged CHF	Decision suspended Amount in CHF	Rejected Amount in CHF	min.	max.
		Amount in CHF	CHF	Amount in CHF	Amount in CHF	min.	max.
Secured by right of lien	-	-	-	-	-		
Preferential rights to the corporate assets of S Air Logistics AG	83'883'644.64	170'217.80	10'000'000.00	73'578'416.39	135'010.45	100.0%	100.0%
Preferential rights to the corporate assets of S Air Relations AG	242'285'270.88	4'292'146.45	-	102'637'015.06	135'356'109.37	100.0%	100.0%
Preferential rights to the corporate assets of S Air Services AG	44'747'368.51	4'429'846.30	-	40'184'286.86	133'235.35	100.0%	100.0%
First class	91'709'000.29	-	-	-	91'709'000.29	100.0%	100.0%
Second Class	3'082.40	3'082.40	-	-	-	100.0%	100.0%
Third Class ¹⁾	65'470'710'388.82	491'039'582.73	1'737'915'853.32	4'069'971'445.23	59'171'783'507.54	7.6%	27.8%
Total	65'933'338'755.54	499'934'875.68	1'747'915'853.32	4'286'371'163.54	59'399'116'863.00		

¹⁾ The third-class claims for which decisions have been suspended are factored into this calculation at 50%.