

**EXTRAORDINARY ADMINISTRATION OF  
ALITALIA – LINEE AEREE ITALIANE S.P.A., ALITALIA EXPRESS S.P.A.,  
ALITALIA SERVIZI S.P.A. AND VOLARE S.P.A.**

**Re: sale of certain assets belonging to the technical warehouse of Alitalia Linee Aeree Italiane S.p.A., Alitalia Servizi S.p.A., Alitalia Express S.p.A. and Volare S.p.A., all under extraordinary administration.**

**1. Introduction**

Upon application by Alitalia – Linee Aeree Italiane S.p.A. (hereinafter, “**Alitalia**”), the President of the Council of Ministers, through his own decree dated 29 August 2008, admitted the above-mentioned company to the extraordinary administration proceedings referred to under Law Decree No. 347 of 23 December 2003, converted into Law No. 39 of 18 February 2004, as subsequently amended and supplemented by Law Decree No. 134 of 28 August 2008, converted with amendments by law No. 166 of 27 October 2008, appointing Prof. Avv. Augusto Fantozzi as Extraordinary Commissioner (hereinafter, the “**Extraordinary Commissioner**”).

On 5 September 2008, the Court of Rome declared the state of insolvency of Alitalia with decision No. 287, appointing Dr. Umberto Gentili as delegated judge.

Upon application of the Extraordinary Commissioner, Alitalia Express S.p.A. (hereinafter, “**Alitalia Express**”), Alitalia Servizi S.p.A. (“**Alitalia Servizi**”) and Volare S.p.A. (“**Volare**”) (Alitalia, Alitalia Servizi, Alitalia Express and Volare hereinafter jointly also referred to as the “**Companies under Extraordinary Administration**”) were also admitted to the extraordinary administration proceedings through decrees dated 15 and 16 September, 2008. The Court of Rome, bankruptcy division, with the decisions no. 290, 291 and 295 of 25<sup>th</sup> September 2008, declared the state of insolvency respectively of Alitalia Express, Volare and Alitalia Servizi, appointing Dr. Gentili and Dr. De Renzis as delegated judges.

On 19 November 2008, the Extraordinary Commissioner submitted to the Ministry of Economic Development (hereinafter, the “**Ministry**”) a sale program drafted pursuant to art. 27, paragraph 2, letter b-*bis*) of Legislative Decree No. 270 of 1999, which envisages, *inter alia*, the sale of the assets belonging to the technical warehouse owned by the Companies under Extraordinary Administration (hereinafter, the “**Sale Program**”).

By its own decree issued on 19 November 2008, the Ministry approved the Sale Program and authorized its implementation.

Therefore, the Extraordinary Administration Procedure intends to commence the sale procedure (hereinafter, the “**Sale Procedure**”), in accordance with the modalities, terms and conditions described hereinafter, of the assets belonging to the technical warehouse of the Companies under Extraordinary Administration (hereinafter, the “**Technical Warehouse**”), composed of the following lots, which were formed taking into account the ownership and the technical features and specifications of such assets (hereinafter, the “**Lots**” and, individually, the “**Lot**”):

<b>LOT</b>	<b>Description</b>
01	CF6-80C2B6F Engine ESN 702691
02	CF6-80C2D1F Engine ESN 702381
03	CF6-80C2D1F Engine ESN 702469
04	MD-11 Simulator
05	JT8D-217A Engine ESN 709784
06	JT8D-217A Engine ESN 709830
07	JT8D-217C Engine ESN 728065
08	JT8D-217A Engine ESN 709849

09	AE3007 Engine ESN 312358
10	AE3007 Engine ESN 312244
11	AE3007 Engine ESN 312175
12	AE3007 Engine ESN 311456
13	PW127 Engine ESN AK0008
14	PW127F Engine ESN EB0135
15	B747 APU - P/N 380716-1-7 ESN P-38069
16	ATR72 Propellers
17	DC-10 Flap Assy
18	ATR72 Landing Gear
19	Maintenance tools
20	Consumables A320/B767/B777
21	A320 Rotables
22	Catering Equipment
23	B767 Rotables
24	B777 Rotables

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01	CF6-80C2B6F Engine ESN 702691
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08	JT8D-217A Engine ESN 709849
09	AE3007 Engine ESN 312358
10	AE3007 Engine ESN 312244
11	AE3007 Engine ESN 312175
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21	A320 Rotables
22	Catering Equipment
23	B767 Rotables
24	B777 Rotables

Parties interested in the purchase of the Technical Warehouse (hereinafter, the “**Interested Parties**”) may express their interest in purchasing one or more Lots, without prejudice in any case to the severability of offers. In particular, in the event that offers are submitted for more than one Lot, the same will be severable, as the Extraordinary Commissioner shall be entitled to adjudicate the same in whole or in part, with respect to individual Lots.

Expressions of Interest pertaining to single assets included in one or more Lots are not allowed. The lots will be awarded to the highest offer, following, if the relevant requirements are met, a procedure for the submission of higher offers.

The Interested Parties must undertake to refrain from using the distinctive marks/logos previously used by the Companies under Extraordinary Administration for commercial purposes and to remove

such distinctive marks/logos, if any, which may be present on the assets belonging to the Technical Warehouse, at their own expense and under their own responsibility.

In consideration of the foregoing, set out below are the modalities, terms and conditions applicable to the first phases of the sale procedure, which consist in the submission of expressions of interest (hereinafter, the “**Expressions of Interest**”).

## **2. Invitation to express interest**

Interested Parties are invited to submit to the Extraordinary Commissioner an Expression of Interest in accordance with the modalities, terms and conditions set out below.

The Expression of Interest may be submitted by Italian or foreign entities. The Expression of Interest may also be formulated by entities linked by permanent or temporary agreements of association (hereinafter, a “**Grouping**”).

Expressions of Interest will not be taken into consideration if:

- they are received from parties which, as of the date of submission of the Expression of Interest, are subject to winding-up proceedings, insolvency proceedings or any type of proceeding which, under Italian or foreign law, denotes a state of insolvency, cessation of business activities or under administration;
- they are submitted on behalf of an entity to be nominated or with respect to whom the interested party or a Grouping is not clearly identifiable;
- they are drafted in a language other than Italian or English;
- they are not prepared in accordance with the provisions set out herein.

Expressions of Interest must be received by 12:00 noon (CET) on 18<sup>th</sup> February 2010, via fax to the no. +44 1293 772745, setting out in the subject the following wording: “Expression of Interest – Sale of the Technical Warehouse”.

The Expression of Interest must be signed by the legal representative of the interested party. If interest is expressed by a Grouping, the Expression of Interest must be signed by the legal representatives of all of the Companies comprising the Grouping.

The Expression of Interest must include the following information:

- the name, address, telephone number, fax and e-mail address of the Interested Party(ies) or, in the case of a Grouping, of the individual Companies comprising the same and of the person delegated and authorized to correspond with the sellers;
- the Lot or Lots with respect to which the party intends to express its interest;
- a brief description of the business activities carried out by the party submitting the Expression of Interest. In the case of a Grouping, such description must be provided by each of the Companies comprising the Grouping;

- an illustration of the main economic and financial data for the last three years (also on a consolidated basis, if applicable) of the party submitting the Expression of Interest or, in the case of a Grouping, of each of the companies comprising the same;
- a declaration attesting that the party presenting the Expression of Interest or, in the case of a Grouping, the companies comprising the same, are not subject to any insolvency proceeding under Italian law or under the law of the country of origin.

The Expression of Interest must not indicate any price or value of the assets belonging to the Technical Warehouse.

The Extraordinary Administrator reserves the right, also through its advisors, to request the Interested Parties to provide any clarifications and/or explanations on the content of the Expression of Interest. Such clarifications must be provided in writing by the Interested Parties, in accordance with the terms and timing to be set out into the request.

Together with the Expression of Interest, the Interested Parties shall send, always via fax to the number indicated above, a copy of this call for expression of interest duly initialed in each page and subscribed for full and unconditional acceptance of all the terms and conditions set out herein.

Following the verification of the Expressions of Interest received, the Extraordinary Commissioner, or its advisors, will send to all of the parties admitted to the subsequent phases of the sale procedure (hereinafter, the “**Admitted Parties**”) a notice of admission (hereinafter, the “**Notice of Admission**”) indicating the modalities and the timetable for the completion of the due diligence review. The carrying out of the due diligence will be subject to the signing, as full acceptance, of the due diligence rules and of the confidentiality agreement, which will be sent to the Admitted Parties.

Following the due diligence review, an additional notice indicating the terms, modalities, and conditions for the submission of a binding offer will be sent to the Admitted Parties.

### **3. Request for clarifications**

Any clarifications and/or explanations on this sale procedure may be requested by the Interested Party to IBA – International Bureau of Aviation, which was appointed as advisor by the Companies under Extraordinary Administration in relation to the organization and management of the sale procedure of the Technical Warehouse, via e-mail at the following address [azspares-enquiries@ibagroup.com](mailto:azspares-enquiries@ibagroup.com).

### **4. Further provisions**

All determinations pertaining to this call for expression of interest, the sale procedure and the subsequent sale of the Technical Warehouse are conditioned upon and, in any case, subject to, the possible different decisions adopted by the Extraordinary Administration procedure’s supervisory bodies.

The publication of this call for expressions of interest and the receipt of the Expressions of Interest and the possible admission of the Interested Parties to the subsequent phases of the sale procedure do not give rise to any obligation or undertaking on the part of the Companies under Extraordinary Administration Commissioner to proceed with the sale to the Interested Parties nor, for such parties, to any right to receive any performance whatsoever from the Companies under Extraordinary Administration and/or the Extraordinary Commissioner.

The Extraordinary Commissioner shall be under no liability in connection with the truthfulness, accuracy or completeness of the information and/or the documentation provided.

With reference to the sale of the assets belonging to the Technical Warehouse, it should be noted that with, the sole exception of the warranty of free and clear title and possession, the Extraordinary Commissioner shall not provide any further representations and/or warranties in connection with the purchase and sale of the assets belonging to the Technical Warehouse, any defects, including latent defects, or absence of qualities in the same. The purchase of the assets belonging to the Technical Warehouse will take place on an “as is” basis, in their current factual and legal state, which is presumed to have been “seen and accepted” (“*visti e piaciuti*”) by the purchaser.

The Extraordinary Commissioner reserves the right to withdraw at any time from the Sale Procedure, and to suspend, interrupt or amend the terms and/or conditions of the same or to assume undertakings vis-à-vis other parties. Even in such cases, the Interested Parties may not raise any claims for compensation, indemnity or claims of any other nature against the Extraordinary Commissioner.

It should also be noted that pursuant to art. 62 of Legislative Decree No. 270/1999, the sale of the assets belonging to the Technical Warehouse may be carried out only in the event that the sale price proposed in the binding offers is not less than the value attributed to such assets by the appointed expert.

The advisors of the Extraordinary Commissioner assume no obligation towards the Interested Parties who accept the terms and conditions set out in this call for expression of interest and declare that they expressly release such advisors from any liability whatsoever and waive the right to raise any claim that they would be otherwise entitled to raise in connection with the activities carried out by the same in favor of the Extraordinary Commissioner.

This call for expressions of interest does not constitute an offer to the public pursuant to art. 1336 of the Italian Civil Code.

Each Interested party shall bear the costs related to its own research and assessments on the assets belonging to the Technical Warehouse, including any expenses due to its lawyers and consultants, as well as any other cost related to the analysis of the transaction.

This call for expressions of interest and the provisions of the same are governed by Italian law.

The Court of Rome shall have exclusive jurisdiction over any dispute that may arise in connection with this call for expressions of interest.

This call for expressions of interest is published, in Italian and English language, on the websites of the Extraordinary Administration Procedure ([www.alitaliaamministrazionestraordinaria.com](http://www.alitaliaamministrazionestraordinaria.com) and [www.alitaliaamministrazionestraordinaria.it](http://www.alitaliaamministrazionestraordinaria.it)) and on the website of IBA - [International Bureau Of Aviation](http://www.ibagroup.com) ([www.ibagroup.com](http://www.ibagroup.com)). It remains understood that the Italian version, in its entirety, shall be deemed the only official version of this call for expressions of interest and shall prevail over the English version for all legal purposes.

Rome, 19 January 2010

The Extraordinary Commissioner

Prof. Avv. Augusto Fantozzi