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International Bureau of Aviation

29th June 2009

Prof. Avv. Augusto Fantozzi
Rothschild on behalf of Alitalia in Extraordinary Administration
Viale Alessandro Marchetti 111
00148 Rome
Italy

IBA Ref: FNL001076

Dear Sir,

AIRCRAFT SALES – LOT 6 – EMBRAER 145

The International Bureau of Aviation (IBA) is pleased to provide this report, at the request of its client Rothschild on behalf of Alitalia in Extraordinary Administration, for the purpose of establishing the value of the fourteen Embraer 145 Regional Jets (ERJ 145) aircraft to be sold as Lot 6.

The valuations are based on two scenarios, firstly as the sale of aircraft as single units in as-is condition and secondly based upon multiple sales as per the lots defined in the bid process.

The Valuations are as of June 29th 2009.

PURPOSE AND SCOPE OF VALUATION REPORT

The purpose of this report is to provide Alitalia in Extraordinary Administration with IBA's opinion of the value for the fourteen ERJ 145 aircraft described in the table below:

I-EXMA	Stored at Lille, France
I-EXMB	Stored at Clermont-Ferrand, France
I-EXMC	Stored at Clermont-Ferrand, France
I-EXMD	Stored at Clermont-Ferrand, France
I-EXME	Stored at Clermont-Ferrand, France
I-EXMF	Stored at Clermont-Ferrand, France
I-EXMG	Stored at Clermont-Ferrand, France
I-EXMH	Stored at Clermont-Ferrand, France
I-EXMI	Stored at Clermont-Ferrand, France
I-EXML	Stored at Clermont-Ferrand, France
I-EXMM	Stored at Clermont-Ferrand, France
I-EXMN	Stored at Fiumicino, Rome, Italy
I-EXMO	Stored at Lille, France

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I-EXMU	Stored at Clermont-Ferrand, France
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The scope of the report included physical inspection of the aircraft and associated records.

IBA has considered various factors including, the physical state of the aircraft and records, the long period of storage, the lack of Airworthiness Review Certificates (ARC), limited scope of inspection for buyers and the general market for the aircraft.

EXECUTIVE SUMMARY

The overall market for the Embraer 145 Regional Jet has reduced from the "high" of the summer of 2007 given the general recession in the global market and the lack of financing facilities.

The aircraft type has also suffered against competing turbo-prop aircraft which offer a lower fuel consumption rate, hence lower seat-mile cost. This factor means that at times of higher fuel prices the ERJ 145 suffers considerably more. However, compared to turbo prop aircraft it is faster and on longer routes can be the preferred choice amongst passengers.

A buyer of the complete lot will expect considerable discount given the financing constraints in the industry and general low demand.

LOT 6 ERJ 145	Year of Build	IBA Auction Value on single unit basis in the condition as of June 29 th 2009 (Definition 1 below) US Dollars	IBA Auction Value on a multiple unit basis in the condition as of June 29 th 2009 (Definition 2 below) US Dollars
I-EXMA	April 2000	3,500,000	2,600,000
I-EXMB	October 2000	4,300,000	3,400,000
I-EXMC	May 2001	3,600,000	2,700,000
I-EXMD	May 2001	3,800,000	2,900,000
I-EXME	June 2000	3,300,000	2,400,000
I-EXMF	Sept 2002	4,750,000	3,800,000
I-EXMG	October 2002	4,500,000	3,600,000
I-EXMH	November 2002	4,600,000	3,700,000
I-EXMI	July 2000	3,500,000	2,600,000
I-EXML	May 2003	5,100,000	4,100,000
I-EXMM	July 2003	4,850,000	3,900,000
I-EXMN	October 2003	5,150,000	4,150,000
I-EXMO	August 2000	3,200,000	2,500,000
I-EXMU	October 2000	3,500,000	2,600,000
Total			44,950,000

The value for Lot 6 in total should be 44,950,000 US Dollars.

Also the global financial crisis has caused severe restrictions for debt financing of most used aircraft and it is unlikely, in our opinion that this situation will improve through 2009.



VALUE DEFINITIONS

As an established industry source for aviation related valuations to a wide variety of clients in the field of aviation, the International Bureau of Aviation is concerned that the valuations it provides are clearly understood within the context of the necessary vocabulary of aircraft appraisers. For this reason it falls to IBA to clearly define the nature of the values which are contained within this work.

The following definition is consistent with the fundamental concepts of aircraft valuation promoted by the International Society of Transport Aircraft Trading (ISTAT) of which IBA has corporate membership.

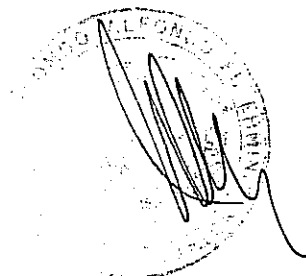
Definition 1: Auction Value (Distress Value) on a Single Sale Basis is the Appraiser's opinion of the price at which an aircraft/associated parts could be sold in a cash transaction under abnormal conditions – typically an artificially limited marketing time period, the perception of the seller being under duress to sell, an auction, a liquidation, commercial restrictions, legal complications, or other such factors that materially reduce the bargaining leverage of the seller and give prospective buyers a significant advantage that can translate into heavily discounted actual trading prices. An artificially limited marketing time period with respect to distressed values would typically fall within the range of 30 to 90 days.

As mentioned above, IBA has considered various factors including, the physical state of the aircraft and records, the long period of storage, the lack of Airworthiness Review Certificates (ARC), limited scope of inspection for buyers and the general market for the aircraft.

The above table includes an auction value of the aircraft if sold as a single unit and also as part of multiple package. Therefore a further discount is applied to the single sale valuation as below:

Definition 2: Auction Value (Distress Value) on a Multiple Sale Basis is the Appraiser's opinion of the price at which a multiple package of aircraft/associated parts could be sold in a cash transaction under abnormal conditions – typically an artificially limited marketing time period, the perception of the seller being under duress to sell, an auction, a liquidation, commercial restrictions, legal complications, or other such factors that materially reduce the bargaining leverage of the seller and give prospective buyers a significant advantage that can translate into heavily discounted actual trading prices. An artificially limited marketing time period with respect to distressed values would typically fall within the range of 30 to 90 days. Since more than one unit is being sold there will be a further discount applied over and above the typical single unit sale basis.

As mentioned above, IBA has considered various factors including, the physical state of the aircraft and records, the long period of storage, the lack of Airworthiness Review Certificates (ARC), limited scope of inspection for buyers and the general market for the aircraft.





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VALUE ASSUMPTIONS

IBA has been asked to investigate the aircraft status so as to provide a realistic value without providing assumptions. Where there is any doubt about the condition or status of the aircraft or its components IBA has considered the likely status at the time of sale.

The values quoted are the gross prices and do not take into account any deductions relating to local taxes or other sale or purchase fees.

DISCLAIMER

IBA has no present or contemplated interest in the property being analysed and this report is submitted in the belief that it represents a fair and unbiased analysis.

IBA assumes no responsibility or legal liability for any action taken, or not taken, by Alitalia in Extraordinary Administration, Rothschild, or by any other party, with regard to the subject report. By accepting this report the parties agree that IBA shall bear no such responsibility or legal liability.

Yours sincerely
On Behalf of IBA Group Ltd

PHILIP LESLIE SEYMOUR

Phil Seymour
Managing Director
Senior Certified Appraiser ISTAT

