

ORION AIRWAYS LIMITED
("the Company")

DIRECTORS' STATEMENT OF SOLVENCY

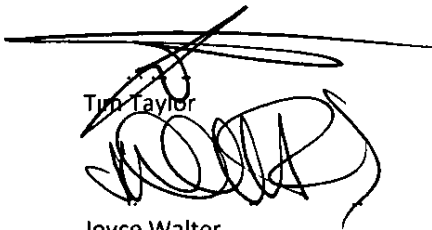
We, the directors named below (being all the directors of the Company as at the date of this statement), having carefully considered the financial position of the Company, and the effect of the proposed reduction of capital for the following 12 months, have formed the opinion

- 1 THAT, as regards the Company's financial situation at the date of this statement, there are no grounds on which the Company could be found to be unable to pay (or otherwise discharge) its debts, and
- 2 THAT
 - 2.1 if it is intended to commence the winding up of the Company, within 12 months, the Company will be able to pay (or otherwise discharge) its debts in full within twelve months of the commencement of the winding up, or
 - 2.2 in any other case, the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following

In forming our opinions, we have taken into account all the Company's liabilities (including any contingent or prospective liabilities)



Colin McKinlay



Joyce Walter

Signed by all directors on 3 September 2013

