

EXTRAORDINARY ADMINISTRATION
OF ALITALIA – LINEE AEREE ITALIANE S.P.A. AND ALITALIA EXPRESS S.P.A.

Re: Call for Expressions of Interest (*Bando*) in the context of the procedure for the sale of the lots of aircrafts No. 1, 6, 7 and 8, belonging to Alitalia – Linee Aeree Italiane S.p.A. and Alitalia Express S.p.A., all under extraordinary administration, as defined under the Call for Expressions of Interest dated 23 December, 2008.

1. INTRODUCTION

Upon application by Alitalia – Linee Aeree Italiane S.p.A. (hereinafter, “**Alitalia**” or the “**Company**”), 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 Legislative Decree No. 347 of 23 December, 2003, converted into Law No. 39 of 18 February, 2004, as subsequently amended and supplemented by Legislative 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 Company’s state of insolvency with decision No. 287, appointing Dr. Umberto Gentili as delegated judge.

By a decree dated 15 September, 2008, upon the Extraordinary Commissioner’s request, Alitalia Express S.p.A. (hereinafter, “**Alitalia Express**”) was also admitted to extraordinary administration proceedings.

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 captioned aircrafts (hereinafter, the “**Sale Program**”).

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

Following the non-awarding of the lots of aircrafts No. 1, 6, 7 and 8, subject of the Call for Expressions of Interest dated 23 December, 2008, the Extraordinary Commissioner has requested and obtained the authorization of the Ministry, upon consultation with the Supervisory Committee, to commence the sale procedure of such lots, as per the notice published on 22 July, 2009, on the newspapers Il Corriere della Sera and The Financial Times, in accordance with the modalities, terms and conditions described in this Call for Expressions of Interest and, more in detail, in the Procedure Letter attached hereto.

The sale procedure (hereinafter, the “**Sale Procedure**”) relates to the following aircrafts, as better described in the sworn report of the expert, appointed pursuant to art. 62 of Legislative Decree No. 270 of 1999, which is attached to this Call for Expressions of Interest as Attachment No. 1 (hereinafter, the “**Aircrafts**” and, each individually, the “**Aircraft**”):

No.	Model	Registration Code	Owner
1.	B767-300ER	I-DEIF	Alitalia
2.	B767-300ER	I-DEIL	Alitalia
3.	ERJ-145	I-EXMA	Alitalia
4.	ERJ-145	I-EXME	Alitalia
5.	ERJ-145	I-EXMI	Alitalia
6.	ERJ-145	I-EXMO	Alitalia
7.	ERJ-145	I-EXMU	Alitalia
8.	ERJ-145	I-EXMB	Alitalia
9.	ERJ-145	I-EXMC	Alitalia
10.	ERJ-145	I-EXMD	Alitalia
11.	ERJ-145	I-EXMF	Alitalia
12.	ERJ-145	I-EXMG	Alitalia
13.	ERJ-145	I-EXMH	Alitalia
14.	ERJ-145	I-EXML	Alitalia
15.	ERJ-145	I-EXMM	Alitalia
16.	ERJ-145	I-EXMN	Alitalia
17.	ATR72-210	I-ATRO	Alitalia
18.	ATR72-210	I-ATRQ	Alitalia
19.	ATR72-210	I-ATRR	Alitalia
20.	ATR72-210	I-ATRS	Alitalia
21.	ATR72-500	I-ATLR	Alitalia
22.	ATR72-500	I-ATSM	Alitalia
23.	ATR72-500	I-ATPM	Alitalia
24.	ATR72-500	I-ATMC	Alitalia Express

2. MODALITIES AND CONDITIONS TO PARTICIPATE TO THE CALL FOR BIDS AND FOR THE AWARDING

The sale of the Aircraft will be carried out by lots, and will be awarded to the offeror with the highest consideration, provided that the said consideration is not lower than the value attributed to the Aircrafts in the sworn report of the expert.

The lots are comprised as follows (hereinafter the “**Lots**” and each individually a “**Lot**”):

Lot No. 1			
No.	Model	Registration Code	Owner
1.	B767-300ER	I-DEIF	Alitalia
2.	B767-300ER	I-DEIL	Alitalia

Lot No. 6			
No.	Model	Registration Code	Owner
1.	ERJ-145	I-EXMA	Alitalia
2.	ERJ-145	I-EXME	Alitalia
3.	ERJ-145	I-EXMI	Alitalia

4.	ERJ-145	I-EXMO	Alitalia
5.	ERJ-145	I-EXMU	Alitalia
6.	ERJ-145	I-EXMB	Alitalia
7.	ERJ-145	I-EXMC	Alitalia
8.	ERJ-145	I-EXMD	Alitalia
9.	ERJ-145	I-EXMF	Alitalia
10.	ERJ-145	I-EXMG	Alitalia
11.	ERJ-145	I-EXMH	Alitalia
12.	ERJ-145	I-EXML	Alitalia
13.	ERJ-145	I-EXMM	Alitalia
14.	ERJ-145	I-EXMN	Alitalia

Lot No. 7

No.	Model	Registration Code	Owner
1.	ATR72-210	I-ATRO	Alitalia
2.	ATR72-210	I-ATRQ	Alitalia
3.	ATR72-210	I-ATRR	Alitalia
4.	ATR72-210	I-ATRS	Alitalia

Lot No. 8

No.	Model	Registration Code	Owner
1.	ATR72-500	I-ATLR	Alitalia
2.	ATR72-500	I-ATSM	Alitalia
3.	ATR72-500	I-ATPM	Alitalia
4.	ATR72-500	I-ATMC	Alitalia Express

(*) Please be informed that the report of the appointed expert has defined the value of the Aircrafts in U.S. Dollars and that, for the purpose of this Sale Procedure, such value will be converted into Euros at the exchange rate which was in force on the date on which the report was certified (29 June 2009 for Lots No. 1,6,7; 3 July 2009 for Lot No. 8).

Parties interested in the purchase of the Aircrafts (hereinafter, the “**Interested Parties**”) may express their interest in purchasing one or more Lots.

The Interested Parties may request, no later than 12.00 noon on 23 July, 2009, exclusively via e-mail, to the following address: procedura@it.rothschild.com, to be invited by the Extraordinary Commissioner, by way of the Procedure Letter (Attachment No. 2), to submit a binding offer (Attachment No. 3) to be received no later than 15.00 p.m. (Italian time) on 30 July, 2009, subject to the penalty of exclusion.

Please refer to the Procedure Letter for the details of the terms, modalities and conditions for the participation to the Sale Procedure as per this Call for Expression of Interest.

The Interested Parties are also entitled to express their interest in purchasing individual Aircraft included within a given Lot or in different Lots, and the Extraordinary Commissioner reserves the right to consider offers for individual aircraft in its own discretion, in accordance with the criterion of maximization of proceeds, and without prejudice in any case to the severability of offers. In

particular, in the event that offers are submitted for more than one Lot and/or individual aircraft, 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 and/or aircraft.

On 31 July, 2009, at 12.00 (Italian time), at the registered office of Alitalia, the following procedure will take place in a public meeting, at the presence of a public notary: (i) in the event of a single offer for each lot such lots will be awarded to the Offering Company, provided that the offered consideration is not lower than the value indicated by the appointed expert in the sworn report; (ii) in the event of more than one offer for each lot, a private auction based on the highest consideration offered, provided that such consideration is not lower than the value indicated by the appointed expert in his report, will commence immediately between all the Offering Companies – including the Offering Companies which have offered a consideration lower than the value indicated by the expert. Thereafter, the lots will be awarded to the offeror with the highest consideration.

The Interested Parties must undertake to refrain from using the distinctive marks/logos owned by Alitalia and Alitalia Express for commercial purposes and to replace the livery of the aircraft immediately following the execution of the sale agreement and, in any case, before the Aircrafts leave the territory of Italy, at their own expense and under their own responsibility.

3. DUE DILIGENCE

The Interested Parties, upon request to be received by 12.00 noon on 23 July, 2009, exclusively via e-mail, to the following address: procedura@it.rothschild.com, will be admitted to carry out the due diligence (hereinafter, the “**Due Diligence**”), subject to the signature for full acceptance of the Due Diligence rules (hereinafter, the “**Due Diligence Rules**”) and the confidentiality agreement (hereinafter, the “**Confidentiality Agreement**”) which will be provided by the Procedure from 9.00 a.m. on 23 July, 2009, to 12.00 noon on 30 July, 2009.

4. REQUEST FOR CLARIFICATIONS

For any further clarification and/or information on this Call for Expressions of Interest the Interested Party may send a specific request by 12.00 noon on 28 July, 2009, exclusively via e-mail, to the following address: procedura@it.rothschild.com, indicating as the subject matter “clarifications on the procedure for the sale of the aircraft” (“*chiarimenti su procedura di vendita aeromobili*”).

The Extraordinary Commissioner (or such other party as may be delegated by the latter), with the assistance of its advisors, shall send the requested clarifications and/or information to all of the requesting parties by and no later than 18.00 p.m. on 29 July, 2009, and will publish the answers to such requests on a dedicated section of the internet website of the interested Company, provided that this would not prejudice the confidentiality afforded to the offerors.

5. FURTHER PROVISIONS

All determinations pertaining to this Call for Expressions of Interest, the Sale Procedure and the consequent execution of the sale agreement are conditioned upon and, in any case, subject to, the

powers of authorization resting with the Ministry of Economic Development, as well as the Supervisory Committee's prior opinion.

The publication of this Call for Expressions of Interest and the receipt of the Expressions of Interest do not give rise to any obligation or undertaking on the part of the Extraordinary 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 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 purchase of the Aircraft, 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 Aircrafts, any defects in the same, including latent defects, or absence of qualities of the Aircraft. The purchase of the Aircraft 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.

The advisors of the Extraordinary Commissioner assume no obligation to the Interested Parties who, by signing this Call for Expressions of Interest, 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, including any expenses due to its lawyers and consultants, as well as any other cost related to the analysis of the transaction.

The processing of data sent by Interested Parties shall be in accordance with the provisions of Legislative Decree No. 196 of 30 June, 2003. Under such provisions, the processing of personal data will be carried out in such a manner as to ensure the full protection of the rights and confidentiality of the Interested Parties; the processing of the data is aimed at verifying the eligibility of the parties to participate in this sale, as well as the correct execution of the same. The responsible subjects for the data processing (*"titolari del trattamento"*) will be Alitalia and Alitalia Express, represented by the Extraordinary Commissioner (or such other party as may be delegated by the latter), against whom the interested party may enforce the rights referred to under art. 7 of Legislative Decree No. 196 of 30 June, 2003.

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, its interpretation, validity and effectiveness.

This Call for Expressions of Interest is published on the websites of the Extraordinary Administration Procedure www.alitaliaamministrazionestraordinaria.com and www.alitaliaamministrazionestraordinaria.it in the Italian and English language, provided however that the Italian version 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, _____ July, 2009

The Extraordinary Commissioner
Prof. Avv. Augusto Fantozzi

**Attachment 1
REPORT**

**Attachment 2
Procedure Letter**

**Attachment 3
Economic Offer**