

MAGELLAN CORPORATE OFFICE

SUB-CERTIFICATION SIGN-OFF SHEET

J.S. BUTYNYEC	<i>J. Butyniec</i>	Aug 4, 2006	
L.A. WINEGARDEN	<i>L.A. Winegarden</i>	31 July 06	
K.B. HAHNELT	<i>K.B. Hahnel</i>	31 July 06	
J.C. BALL	<i>J.C. Ball</i>	31 July 06	
W.A. MATTHEWS	<i>W.A. Matthews</i>	31 Jul 06	
S.P. GROOT	<i>S.P. Groot</i>	Aug 4, 2006	
D. ZANATTA	SCANNED Doc. ATTACHED AUG 8/06		
B.A. LITTLE	LETTER RECEIVED: <i>bin little</i>	Aug 9 th .	<div style="border: 1px solid black; border-radius: 50%; padding: 2px; display: inline-block;"> ASKED ABOUT APPROVAL TO DIRECTORS </div> / BOG 737 INTERVIEW MARS

2006



MAGELLAN
AEROSPACE CORPORATION

LETTER
FORMAT

Richard A. Neill, President and Chief Executive Officer
John B. Dekker, Vice President, Finance & Corporate Secretary

Magellan Aerospace Corporation
3160 Derry Road East
Mississauga, ON
Canada
L4T 1A9

Re: Quarterly Representation Letter

Q2/2006

AND
Q4/2005
ACTUAL

In connection with the closing of the books and the preparation of the financial statements and/or reporting packages (the "financial statements") of Magellan Aerospace Corporation (the "Corporation") for the quarter ended December 2005 (the "period"), I recognize that obtaining my representations concerning the information contained in this letter is a significant procedure in enabling you to confirm that the consolidated financial statements of the Corporation as of the end of the period to which they relate, present fairly, in all material respects, the financial position, results of operations, and cash flows of the Corporation in conformity with the Corporation's policies and procedures.

I have read the below items and understand that:

- The Canadian Securities Administrators ("CSA") has issued proposed Multilateral Instruments 52-109 and 52-111 intended to restore public trust and confidence in the public securities market; ✓
- As part of the new requirements, the Corporation's CEO and CFO must provide certification as part of the quarterly and annual filing process. These certifications include personal certifications that the Corporation's annual and interim filings do not contain any misrepresentations or omit to state any material facts and the financial statements and other financial information disclosed by the Corporation fairly represent the Corporation's Financial Condition, Results of Operations and Cash Flows. ← ← ← ←
- For Magellan's fiscal year-end December 31, 2005, it also requires the CEO and CFO to personally certify annually that the Corporation has designed disclosure controls and procedures and on the adequacy and effective operation of the Corporation's disclosure controls and procedures;
- As an Ontario reporting issuer, the Corporation must comply with these new rules and provisions.

Certain representations in this letter are described as being limited to matters that are "material." Items are to be considered "material," regardless of size, if they involve an omission or misstatement of information that makes it probable that the judgment or opinion of a reasonable person would be changed or influenced by the omission or misstatement.

Accordingly, I hereby affirm, based on my knowledge, the following representations:

1) Internal Control

I have disclosed to you fraud or suspected fraud, whether or not material, that involved management or other employees.

There are no instances in any period in which any officer or employee had an interest in any entity or person with which or whom the Corporation does business that would be considered a "conflict of interest," under the Corporation's Ethics policy.

2) Subsequent Events

I am not aware of any significant events, as they apply to my role and responsibilities within the Corporation, subsequent to the balance sheet date that would materially effect the consolidated financial statements or otherwise make the Company's consolidated financial or operating data misleading. I understand that I am responsible for advising you of any such transactions or events that occur after the date of the Certificate, and have done so accordingly.

3) Compliance

I have disclosed to you communications during or with respect to any period from regulatory agencies or government representatives concerning pending or threatened investigations or allegations of noncompliance with applicable laws or regulations in any jurisdiction or deficiencies in financial reporting practices or any other matters that could have a material effect on the financial statements, except matters of routine, normal, recurring nature (e.g. examinations by taxing authorities) none of which involved any allegations of non-compliance with applicable laws or regulations that should be considered for disclosure in the financial statements or as a basis for recording a loss contingency.

I have disclosed to you any of the following:

- a. violations, or possible violations, of any laws or regulations;
- b. non-compliance with or changes to contractual obligations;

Any concerns regarding internal control, financial reporting practices, compliance with laws and regulations, fraud or other concerns brought to my attention by divisional management, employees, auditors or other third parties have been communicated to you. I confirm that all legal matters, or potential legal matters, have been communicated to you.

4) Insider Trading Rules

I have no knowledge and have received no notification of any failure by any person to report or comply with insider trading rules as specified in the Corporation's policies and procedures and have no knowledge of any concern or investigation by The Toronto Stock Exchange, or any securities commission to which the Corporation reports, relating to the above.

5) Business Ethics

There has been no use during any period, directly or indirectly, of Corporation funds or assets for the purpose of making payments or gifts to any domestic or foreign political party or candidate, or for the purpose of making any confidential commissions, bonuses or other such payments or gifts to employees or officials of any government agency for any purpose, except

for payments made consistent with applicable law and policy pursuant to the established procedures of the Corporation. I am aware of, and have appropriately communicated to other managers under my supervision, the Corporation's standards for its internal control system, including the Corporation's Ethics policy, and commitment to maintaining those standards.

No officer, employee or agent has been involved in the furtherance of an offer, payment, promise to pay or authorization of a payment of any money, gift or promise to give anything of value to (A) an official of a foreign government or agency thereof, (B) a foreign political party, or an official thereof, or any candidate for foreign political office or (C) any person who is known to be an intermediary for any foreign government or foreign political party for the purpose of influencing any act or decision of such an official in his official capacity, including a decision to fail to perform his official functions or inducing such a foreign official to use his influence with a foreign government or instrumentality thereof to affect or influence any act or decision of such a government or instrumentality.

6) Related Party Transactions

Transactions with related parties and related amounts receivable or payable, including sales, purchases, loans, transfers, leasing arrangements, and guarantees, have been properly disclosed to you.

7) Others

I am not aware of any changes in the Corporation's external relations that could have an impact on the financial statements that has not already been disclosed to you.

Attached Appendix "A" outlines assertions or statements considered above in which I have noted exceptions.

Q4/2005

Appendix "A"

Exceptions to the assertions or statements outlined in the sub-certification representation letter:

RICH/JOHN

WE HAVE DISCUSSED THE SITUATION ON THE AIRBUS A340 PROGRAMME AND THE CONTINUING CHALLENGES REGARDING FUTURE PROGRAMME DOWNMES/SALES. CLEARLY THIS MAY HAVE SOME IMPACT ON THE AERONACA SITUATION AND I BELIEVE WE NEED TO KEEP UNDER CONTINUAL REVIEW DURING 2006. WITHIN AIRBUS THERE IS NOW SOME DISCUSSION REGARDING A340 PROGRAMME THAT IS WORKING FOR VARIOUS OPTIONS AS REGARDS THE A340 PRODUCT-LINE. I WILL CONTINUE TO KEEP YOU BOTH ADVISED.

Brian Aletto

Signed letter

19 Feb 2006