Magellan Aerospace Corporation
First Quarter Report
March 31, 2009

Magellan Aerospace Corporation (the "Corporation" or "Magellan") is listed on the Toronto Stock Exchange under the symbol MAL. The Corporation is a diversified supplier of components to the aerospace industry. Through its network of facilities throughout North America and the United Kingdom, Magellan supplies leading aircraft manufacturers, airlines and defence agencies throughout the world.

Financial Results

On May 12, 2009, the Corporation released its financial results for the first quarter of 2009. All amounts are expressed in Canadian dollars unless otherwise indicated. The results are summarized as follows:

	Three-months ended March 31		
(Expressed in thousands, except per share amounts)	**2009**	**2008**	**Change**
Revenues	$ 179,288	$ 161,095	11.3 %
Gross Profit	$ 21,704	$ 17,321	25.3 %
Net Income	$ 7,923	$ 2,051	286.3 %
Net Income per share	$ 0.41	$ 0.09	388.9 %

This quarterly statement contains certain forward-looking statements that reflect the current views and/or expectations of the Corporation with respect to its performance, business and future events. Such statements are subject to a number of risks, uncertainties and assumptions, which may cause actual results to be materially different from those expressed or implied. The Corporation assumes no future obligation to update these forward-looking statements.

The Corporation has included certain measures in this quarterly statement, including EBITDA, the terms for which are not defined under Canadian generally accepted accounting principles. The Corporation defines EBITDA as earnings before interest, taxes, depreciation and amortization and non-cash charges. The Corporation has included these measures, including EBITDA, because it believes this information is used by certain investors to assess financial performance and EBITDA is a useful supplemental measure as it provides an indication of the results generated by the Corporation's principal business activities prior to consideration of how these activities are financed and how the results are taxed in various jurisdictions. Although the Corporation believes these measures are used by certain investors (and the Corporation has included them for this reason), these measures may not be comparable to similarly titled measures used by other companies.

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Management's Discussion and Analysis

In the first quarter of 2009, the Corporation continued the steadily improved performance demonstrated in 2008, generating increased revenues and gross profit over the first quarter 2008. Net income for the first quarter of 2009 was also better than first quarter 2008. Revenues in the first quarter of 2009 benefited in part from the strengthening of the United States dollar in relation to the Canadian dollar, but this benefit was partially offset by the lower value of the British Pound to the Canadian dollar. The favourable results reported also benefited from increased efficiencies in production, and improved cost control across the Corporation.

At the same time, the Corporation has experienced decreased production expectations on certain product lines, and expects this to continue through 2009 and into 2010 due to the current economic environment. To date, these decreases have occurred primarily in the business aviation sector, but management believes that production reductions for twin-aisle civil aircraft may also occur late in 2009 for 2010 production. The Corporation has received continuing orders on current legacy work, and increasingly on new programs as the production rates accelerate over the next several years.

The Corporation achieved improvements in operating efficiency as new technology and methodologies reached operational status at its operating sites, and through continued transfer of non-core work packages to emerging market sites. This has the added benefit of generating capacity in its facilities for additional complex core work. The Corporation's jointly owned treatments facility in India, which completed construction in the fourth quarter of 2008, has begun receiving customer certifications that allow operations to proceed.

For additional information, please refer to the *"Management's Discussion and Analysis"* section of the Annual Report available on www.sedar.com.

Revenues

	Three-months ended March 31		
(Expressed in thousands)	**2009**	**2008**	**Change**
Canada	$ 83,992	$ 72,979	15.1 %
United States	54,573	54,282	0.1 %
United Kingdom	40,723	33,834	20.4 %
Total revenue	$ 179,288	$ 161,095	11.3 %

Consolidated revenues for the first quarter of 2009 were $179.3 million, an increase of $18.2 million or 11.3% over the first quarter of 2008. Increased revenues in both Canada and the United States when compared to the same period in 2008 can largely be attributed to the appreciation of the U.S. dollar exchange rate versus the Canadian dollar. In native currency, revenues in the United States declined from the first quarter of 2008 primarily as a result of the reduced requirements stemming from the late 2008 strike at one of the Corporation's major customer. Revenues in the United Kingdom increased over revenues in the same period in 2008, despite the decline in the British Pound exchange rate versus the Canadian dollar. Revenues in the United Kingdom in native currency increased by 34% due to increased production activity surrounding the Airbus family of parts. The appreciation of the U.S. dollar and the decline of the British Pound against the Canadian dollar, over the exchange rates prevailing in the first quarter of 2008, contributed, on a net basis, an increase of $15.9 million in revenues.

Gross Profit

	Three-months ended March 31		
(Expressed in thousands)	**2009**	**2008**	**Change**
Gross profit	$ 21,704	$ 17,321	25.3 %
Percentage of revenue	12.1 %	10.8 %	

Gross profit of $21.7 million (12.1% of revenues) were reported for the first quarter of 2009 compared to $17.3 million (10.8% of revenues) during the same period in 2008. Gross profit, as a percentage of revenues, increased as a result of the appreciation of the U.S. dollar exchange rate versus the Canadian dollar in the quarter, the realization of price increases over the same period in 2008 as well as changes in product mix. Increased margins in the first quarter of 2009 over the first quarter of 2008 were offset by the reduced requirements at several plants due to the late 2008 strike at one of the

Corporation's major customers as well as the decline in the average British Pound exchange rate versus the Canadian dollar. Had the U.S. and British Pound exchange rates remained the same as in the first quarter of 2008, gross margin would have been approximately $4.7 million lower for the first quarter of 2009.

Administrative and General Expenses

	Three-months ended March 31			
(Expressed in thousands)		**2009**		**2008**
Administrative and general expenses	$	10,775	$	9,561
Foreign exchange gain		(1,973)		(1,590)
Total administrative and general expenses	$	8,802	$	7,971
Percentage of revenue		4.9%		5.0 %

Total administrative and general expenses were $8.8 million (4.9% of revenues) in the first quarter of 2009 compared to $8.0 million (5.0% of revenues) in the same period of 2008. Administrative and general expenses before foreign exchange were $10.8 million (6.0% of revenues) in the first quarter of 2009, consistent with the first quarter of 2008 at $9.6 million (5.9% of revenues).

Interest Expense

	Three-months ended March 31			
(Expressed in thousands)		**2009**		**2008**
Interest on bank indebtedness and other long-term debt	$	2,994	$	3,407
Convertible debenture interest		436		805
Accretion charge for convertible debt		68		242
Discount on sale of accounts receivable		777		1,081
Total interest expense	$	4,275	$	5,535

Interest expense of $4.3 million in the first quarter of 2009 was lower than the first quarter of 2008 amount of $5.5 million. Accretion expense in relation to the convertible debentures was lower in the first quarter of 2009 than the comparative quarter in 2008 due to a lower principal amount of convertible debentures outstanding. Lower discount expense on the sale of accounts receivable resulted from decreased amounts of accounts receivables sold in the first quarter of 2009 when compared to the same quarter of 2008. Lower interest rates in the first quarter of 2009 when compared to the same quarter of 2008 also resulted in lower interest charges on the bank indebtedness.

Provision for Income Taxes

	Three-months ended March 31			
(Expressed in thousands)		**2009**		**2008**
Provision for current income taxes	$	169	$	–
Expense of future income taxes		535		1,764
Total expense of income taxes	$	704	$	1,764
Effective Tax Rate		8.2%		46.2 %

The Corporation recorded an income tax expense of $0.7 million for the first quarter of 2009, compared to an income tax expense of $1.8 million for the first quarter of 2008. The change in effective tax rates is a result of a changing mix of income across the different jurisdictions in which the Corporation operates. The recognition of previous unrecorded future tax assets derived from temporary differences in Canada also contributed to the lower effective tax rate.

Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)

In addition to the primary measures of earnings and earnings per share in accordance with GAAP, the Corporation includes certain measures in this MD&A, including EBITDA (earnings before interest expense, income taxes, depreciation, amortization and certain non-cash charges). The Corporation has provided these measures because it believes this information is used by certain investors to assess financial performance and EBITDA is a useful supplemental measure as it provides an indication of the results generated by the Corporation's principal business activities prior to consideration of how these activities are financed and how the results are taxed in the various jurisdictions. Each of the components of this measure are calculated in accordance with GAAP, but EBITDA is not a recognized measure under GAAP, and our method of calculation may not be comparable with that of other companies. Accordingly, EBITDA should not be used as an alternative to net earnings as determined in accordance with GAAP or as an alternative to cash provided by or used in operations.

	Three-months ended March 31			
(Expressed in thousands)		**2009**		**2008**
Net income	$	7,923	$	2,051
Interest		4,275		5,535
Taxes		704		1,764
Stock based compensation		232		318
Depreciation and amortization		9,299		5,823
EBITDA	$	22,433	$	15,491

EBITDA for the first quarter of 2009 was $22.4 million, compared to $15.5 million in the first quarter of 2008. Growth in revenues and higher gross profit in the first quarter of 2009 compared to 2008 contributed to the increase in EBITDA for the current quarter.

Liquidity and Capital Resources

Cash Flow from Operations

	Three-months ended March 31			
(Expressed in thousands)		**2009**		**2008**
Increase in accounts receivable	$	(20,016)	$	(5,347)
Decrease (increase) in inventories		2,830		(11,238)
Decrease in prepaid expenses and other		398		340
(Decrease) increase in accounts payable		(12,555)		1,086
Changes to non-cash working capital balances	$	(29,343)	$	(15,159)
Cash used in operating activities	$	(11,060)	$	(5,744)

In the quarter ended March 31, 2009, the Corporation used $11.1 million of cash in its operations, compared to $5.7 million in the first quarter of 2008. Cash was used by increased accounts receivable and decreased accounts payable, offset by a decrease in inventory. The increase in accounts receivable resulted from increased sales in the first quarter of 2009 when compared to the same quarter in 2008 as well as a decrease in the amount of accounts receivable sold under the securitization facility at the end of the first quarter of 2009.

Investing Activities

	Three-months ended March 31			
(Expressed in thousands)		**2009**		**2008**
Acquisition of Verdict (note 3)	$	–	$	(4,240)
Purchase of capital assets		(5,345)		(4,641)
Proceeds of disposals of capital assets		144		145
Increase in other assets		(448)		(1,582)
Cash used in investing activities	$	(5,649)	$	(10,318)

In the first quarter of 2009, the Corporation invested $5.3 million in capital assets to upgrade and enhance its capabilities for current and future programs.

Financing Activities

(Expressed in thousands)	Three-months ended March 31 2009	Three-months ended March 31 2008
Increase in bank indebtedness	$ 14,042	$ 14,335
Increase in loan payable	–	15,000
Decrease in long-term debt	(547)	(15,612)
Increase in long-term debt	–	50,000
Decrease in convertible debentures	–	(69,985)
Increase in convertible debentures	–	20,778
Decrease in long-term liabilities	(100)	(429)
Issue of Common Shares	8	23
Dividends on Preference Shares	–	(400)
Cash provided by financing activities	$ 13,403	$ 13,710

As previously announced, the Corporation amended its operating credit facility with its existing lenders on April 30, 2009. Under the terms of the amended agreement, the maximum amount available under the operating credit facility was decreased to a Canadian dollar limit of $90 million plus a US dollar limit of $85 million, with a maturity date of May 22, 2010. The facility is extendable for unlimited one-year renewal periods by the agreement of the Corporation and the lenders and continues to be guaranteed by the Chairman of the Board of the Corporation. An annual standby guarantee fee in 2009 of 1.35% (2008 – 1.35%) of the guaranteed amount will be provided by the Corporation in consideration for this guarantee.

On April 30, 2009, the Corporation completed the following previously announced financing arrangements:

(a) the purchase by Mr. Edwards, the Chairman of the Board of the Corporation, directly or indirectly, of $40 million principal amount of a new issue of 10% Convertible Secured Subordinated Debentures (the "New Convertible Debentures") with a three year term by private placement; and

(b) the extension and restatement of a previous secured subordinated loan from Edco Capital Corporation ("Edco"), which is wholly owned by Mr. Edwards, to the Corporation to increase the principal amount from $50 million to $65 million and to extend the maturity date of the loan to July 1, 2010 in consideration for the payment of a one time fee to Edco equal to 1% of the principal amount of $50 million outstanding and an increase in the interest rate on the loan from 10% to 12% per annum payable monthly in arrears.

(together the "2009 Financing Arrangements")

As a result of a requirement under a change of control provision in the previously issued 8.5% convertible unsecured debentures due January 31, 2010 (the "2008 Debentures"), the Corporation was required to make an offer to purchase the 2008 Debentures at a price of 102.5% of the principal amount plus accrued and unpaid interest utilizing the proceeds of the 2009 Financing Arrangements. Such 2008 Debentures are outstanding in the principal amount of $20.95 million of which $17.5 million of the principal amount is held by Mr. Edwards and Mr. Moeller, a director of the Corporation, holds $0.65 million. The offer to purchase will be open and the 2008 Debentures tendered under the offer may be taken up and paid for by Magellan from time to time until May 21, 2009 unless the offer is extended.

Pursuant to a similar change of control definition in the Preference Shares' terms, the Corporation is required to retract its outstanding Preference Shares at a price of $10.00 per share plus accrued and unpaid dividends, unless such retraction contravenes any instrument of indebtedness of the Corporation or the terms of the Ontario Business Corporations Act (the "OBCA"). Dividends for the first quarter of 2009 have not been declared and remain cumulative as at March 31, 2009. The Corporation does not currently expect to retract the Preference Shares as it is prohibited from doing so by the terms of its operating credit facility and any default in the operating credit facility would result in the Corporation being unable to pay its liabilities as they become due and constitute a contravention of the OBCA. Accordingly, the preference shares continue to be classified as equity instruments.

Share Data and Share Consolidation

As at April 30, 2009, the Corporation had 18,209,001 common shares outstanding and 2,000,000 outstanding First Preference Shares Series A.

At the Corporation's Annual General and Special Meeting, the Corporation's shareholders approved a consolidation of Magellan's issued and outstanding common shares on the basis of one new common share for each five common shares presently issued and outstanding that was effective May 21, 2008.

Risks and Uncertainties

The Corporation manages a number of risks in each of its businesses in order to achieve an acceptable level of risk without hindering the ability to maximize returns. Management has procedures to identify and manage significant operational and financial risks.

The Corporation faces risks from downturns in the domestic and global economies

Recent market events and conditions, including disruptions in the international credit markets and other financial systems and the deterioration of global economic conditions, have caused significant volatility to commodity prices. These conditions worsened in 2008 and are continuing in 2009, causing a loss of confidence in the broader U.S. and global credit and financial markets and resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. These factors have negatively impacted company valuations and will impact the performance of the global economy going forward.

The Corporation cannot predict the depth or duration of downturns in the domestic and global economies nor the effects on markets that the Corporation serves, particularly the airline industry. The Corporation's ability to increase or maintain its revenues and operating results may be impaired as a result of negative general economic conditions. The current economic uncertainty renders estimates of future revenues and expenditures even more difficult than usual to formulate. The future direction of the overall domestic and global economies could have a significant impact on the Corporation's overall financial performance and impair the value of its Common Shares.

Weak capital markets reduce our financial flexibility and may result in less than optimal financing results.

As a result of the weakened global economic situation, the Corporation will have restricted access to capital and increased borrowing costs. Although Magellan's business and asset base have not changed, the lending capacity of all financial institutions has diminished and risk premiums have increased. As future capital expenditures will be financed out of cash generated from operations, borrowings and possible future equity sales, our ability to do so is dependent on, among other factors, the overall state of capital markets and investor appetite for investments in the aerospace industry and Magellan's securities in particular.

To the extent that external sources of capital become limited or unavailable or available on onerous terms, the Corporation's ability to make capital investments may be impaired, and its assets, liabilities, business, financial condition and results of operations may be materially and adversely affected as a result.

Alternatively, the Corporation may need to issue additional Common Shares or other convertible securities from treasury at low prices to refinance existing debt or to finance the capital costs of significant projects or may wish to borrow to finance significant projects to accomplish Magellan's long-term objectives on less than optimal terms or in excess of its optional capital structure.

Based on current funds available and expected cash flow from operating activities, management believes that the Corporation has sufficient funds available to fund its projected capital expenditures. However, if cash flow from operating activities is lower than expected or capital costs for these projects exceed current estimates, or if the Corporation incurs major unanticipated expenses, it may be required to seek additional capital to maintain its capital expenditures at planned levels. Failure to obtain any financing necessary for the Corporation's capital expenditure plans may affect it in a materially adverse manner.

The Corporation's debt is significant and needs to be refinanced and such refinancing may not be available.

The Corporation and its subsidiaries have significant debt obligations. The degree to which this indebtedness could have consequences on the Corporation's prospects include the effect of such debts on the ability to obtain additional financing for working capital, capital expenditures or acquisitions, the portion of available cash flow that will need to be dedicated to repayment of principal and interest on indebtedness, thereby reducing funds available for expansion and operations, and the Corporation's vulnerability to economic downturn and its ability to withstand competitive pressure. If the Corporation is

unable to meet its debt obligations, it may need to consider refinancing or adopting alternative strategies to reduce or delay capital expenditures, selling assets or seeking additional equity capital.

The Corporation amended and restated its Bank Facility Agreement with its existing lender on April 30, 2009. Under the terms of the Bank Facility Agreement, the Corporation has an operating credit facility, expiring on May 22, 2010, and extendable for unlimited one-year periods by agreement of the Corporation and the lenders. The Corporation's Bank Facility Agreement also requires the Corporation to maintain specified financial ratios. The Corporation's ability to meet the financial ratios can be affected by events beyond the Corporation's control, and there can be no assurance that the Corporation will be able to meet the ratios. There is no assurance that the Bank Facility Agreement will be renewed every year or that the terms of renewal will not be materially adverse to the Corporation. This credit facility is fully guaranteed by Mr. Edwards, a director and Chairman of the Board of the Corporation. There is also no assurance that Mr. Edward's guarantee, if required, will be available beyond the term of the current commitment which ends on May 22, 2010. There is no assurance that Magellan will be in compliance with its bank covenants at all times during the upcoming twelve months due to unforeseen events or circumstances, some of which are outlined in this "*Risks and Uncertainties*".

Factors that have an adverse impact on the aerospace industry may adversely affect the Corporation's results of operations.

The majority of the Corporation's gross profit and operating income is derived from the aerospace industry. The Corporation's aerospace operations are focused on engineering and manufacturing aircraft components on new aircraft, selling spare parts and performing repair and overhaul services on existing aircraft and aircraft components. Therefore, the Corporation's business is directly affected by economic factors and other trends that affect the Corporation's customers in the aerospace industry, including a possible decrease in outsourcing by aircraft operators and original equipment manufacturers ("OEMs"), decreased demand for air travel or projected market growth that may not materialize or be sustainable. When these economic and other factors adversely affect the aerospace industry, they tend to reduce the overall customer demand for the Corporation's products and services, which decreases the Corporation's operating income. Economic and other factors, both internal to the aerospace industry or general economic factors that might affect the aerospace industry may have an adverse impact on the Corporation's results of operations.

Cancellations, reductions or delays in customer orders may adversely affect the Corporation's results of operations.

The Corporation's overall operating results are affected by many factors, including the timing of orders from large customers and the timing of expenditures to manufacture parts and purchase inventory in anticipation of future sales of products and services. A large portion of the Corporation's operating expenses is relatively fixed. Because several of the Corporation's operating locations typically do not obtain long-term purchase orders or commitments from customers, the Corporation must anticipate the future volume of orders based upon the historic purchasing patterns of customers and upon discussions with customers as to their anticipated future requirements. These historic patterns may be disrupted by many factors, including changing economic conditions, inventory adjustments, work stoppages or labour disruptions. Cancellations, reductions or delays in orders by a customer or group of customers could have a material adverse effect on the Corporation's business, financial condition and results of operations.

A reduction in defence spending by the United States or other countries could result in a decrease in revenue.

The Corporation relies on sales to military customers particularly in the United States. A significant reduction in military expenditures by the United States or other countries with which the Corporation has contracts could materially adversely affect the Corporation's business and financial condition. The loss or significant reduction in government funding of a large program in which the Corporation participates could also materially adversely affect sales and earnings.

Fluctuations in the value of foreign currencies could result in currency exchange losses.

A portion of the Corporation's revenues and expenses are not currently denominated in Canadian dollars, and it is expected that some revenues and expenses will continue to be based in currencies other than the Canadian dollar. Therefore, fluctuations in the Canadian dollar exchange rate will impact the Corporation's results of operations and financial condition from period to period. In addition, such fluctuations affect the translation of the Corporation's results for purposes of its consolidated financial statements. The Corporation's activities to manage its currency exposure may not be successful. The following table demonstrates the change in the Canadian dollar in the first quarter of 2009 in comparison to the U.S dollar and the GBP.

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	Beginning of Quarter	End of Quarter	% Change
USD/CAD	1.2180	1.2613	3.5%
GBP/CAD	1.7896	1.8022	0.7%

The resulting foreign exchange gains or losses are included in net income or loss and other comprehensive income or loss in the period. The Corporation cannot predict the effect of foreign exchange losses in the future; however, if significant foreign exchange losses are experienced, they could have a material adverse effect on Magellan's business, results of operations, and financial condition.

The agreements with labour unions representing certain of the Corporation's employees are subject to renewal.

The Corporation is party to collective bargaining agreements throughout its business, which are subject to expiration at various times in the future. If the Corporation is unable to renew all agreements as they become subject to renegotiation from time to time, it could result in work stoppages and other labour disturbances that could have a material adverse effect on its business.

For more information in relation to the risks inherent in Magellan's business, reference is made to the information under "Risks Inherent in Magellan's Business" in the Annual Information Form, which is filed on SEDAR at www.sedar.com.

Critical Accounting Estimates

The preparation of financial statements requires the Corporation to estimate the effect of various matters that are inherently uncertain as of the date of the financial statements. Each of these required estimates varies with respect to the level of judgment involved and the potential impact on the Corporation's reported financial results. Estimates are deemed critical when the Corporation's financial condition, change in financial condition or results of operations would be materially impacted by a different estimate or a change in estimate from period to period.

Inventories
Raw materials, materials in process and finished products are valued at the lower of unit cost and net realizable value. Due to the long-term contractual periods of the Corporation's contracts, the Corporation may be in negotiation with its customers over amendments to pricing or other terms. Management's assessment of the recoverability of amounts capitalized in inventory may be based on judgements with respect to the outcome of these negotiations. If the negotiations are not successful or the final terms differ from what the Corporation expects, the Corporation may be required to record a loss provision on this contract. The amount of such provision, if any, cannot be reasonably estimated until such amendments are finalized.

Asset Impairment
The Corporation evaluates long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. A long-lived asset is considered to be impaired if the total undiscounted estimated future cash flows are less than the carrying value of the asset. The amount of the impairment is determined based on discounted estimated future cash flows. Future cash flows are determined based on management's estimates of future results relating to the long-lived assets. These estimates include various assumptions, which are updated on a regular basis as part of the internal planning process.

The Corporation regularly reviews its investments to determine whether a permanent decline in the fair value below the carrying value has occurred. In determining whether a permanent decline has occurred, management considers a number of factors that would be indicative of a permanent decline including (i) a prolonged decrease in the fair value below the carrying value, (ii) severe or continued losses in the investment and (iii) various other factors such as a decline or restriction in financial liquidity of an entity in which the Corporation has an investment, which may be indicative of a decline in value of the investment. The consideration of these factors requires management to make assumptions and estimates about future financial results of the investment. These assumptions and estimates are updated by management on a regular basis.

Income Taxes
The Corporation operates in several tax jurisdictions. As such, its income is subject to various rates and rules of taxation. The breadth of the Corporation's operations and the complexity of the taxing legislation and practices require the Corporation to apply judgment in estimating its ultimate tax liability. The final taxes paid will depend on many factors, including the Corporation's interpretation of the legislation and the outcomes of audits by and negotiations with tax authorities. Ultimately, the final taxes may be adjusted based on the resolution of these uncertainties.

The Corporation estimates future income taxes based upon temporary differences between the assets and liabilities that are reported in its consolidated financial statements and their tax basis as determined under applicable tax legislation. The Corporation records a valuation allowance against its future income tax assets when it believes that it is not "more likely than not" that such assets will be realized. This valuation allowance can either be increased or decreased where, in the view of management, such change is warranted.

Foreign Currency Translation
The functional currency of the Corporation is Canadian dollars. Many of the Corporation's businesses undertake transactions in currencies other than the Canadian dollar. As part of its ongoing review of critical accounting policies and estimates, the Corporation reviews the foreign currency translation method of its foreign operations to determine if there are significant changes to economic facts and circumstances that may indicate that the foreign operations are largely self-sufficient and the economic exposure is more closely tied to their respective domestic currencies. A change, if any, in translation method resulting from this review will be accounted for prospectively. The Corporation accounts for its subsidiaries in the United States and United Kingdom as self-sustaining foreign operations.

Changes in Accounting Policies

On January 1, 2009, the Corporation adopted CICA Handbook 3064, "Goodwill and Intangible Assets". This new section replaces the existing standards for "Goodwill and Other Intangible Assets" (CICA Handbook Section 3062) and "Research and Development Costs" (CICA Handbook Section 3450). The new standard (i) states that upon their initial identification, intangible assets are to be recognized as assets only if they meet the definition of an intangible asset and the recognition criteria; (ii) provides guidance on the recognition of internally generated intangible assets including research and development costs; and (iii) carries forward the current requirements of Section 3062 for subsequent measurement and disclosure of intangible assets and goodwill. The adoption of this new section did not have a material impact on the Corporation's consolidated financial statements.

On January 20, 2009, the Emerging Issues Committee ["EIC"] of the AcSB issued EIC Abstract 173, which establishes that an entity's own credit risk and the credit risk of the counterparty should be taken into account in determining the fair value of financial assets and liabilities, including derivative instruments. The Corporation adopted this EIC on January 20, 2009 and applied the EIC retrospectively, without restatement of prior years to all financial assets and financial liabilities measured at fair value. The adoption of this new EIC did not have a material impact on its consolidated financial statements.

Future Changes in Accounting Policies

Sections 1582, "Business Combinations", 1601, "Consolidated Financial Statements", and 1602, "Non-controlling Interests".

In January 2009, the CICA issued Sections 1582, "Business Combinations", 1601, "Consolidated Financial Statements", and 1602, "Non-controlling Interests".

Section 1582 will be converged with IFRS 3, "Business Combinations". Section 1602 will be converged with the requirements of IAS 27, "Consolidated and Separate Financial Statements", for non-controlling interests. Section 1601 carries forward the requirements of Section 1600, "Consolidated Financial Statements", other than those relating to non-controlling interests.

Section 1582 applies to acquisitions made from January 1, 2011 in which the acquirer obtains control of one or more businesses. The term "business" is more broadly defined than in the existing standard. Most assets acquired and liabilities assumed, including contingent liabilities that are considered to be "improbable", will be measured at fair value. Any interest in the acquiree owned prior to obtaining control will be remeasured at fair value at the acquisition date, eliminating the need for guidance on step acquisitions. A bargain purchase will result in recognition of a gain. Acquisition costs must be expensed.

Under Section 1602, any non-controlling interest will be recognized as a separate component of shareholders' equity. Net income will be calculated without deduction for the non-controlling interest. Rather, net income will be allocated between the controlling and non-controlling interests.

The new standards will become effective in 2011. The Corporation is currently evaluating the impact of the adoption of these new standards on its consolidated financial statements.

International Financial Reporting Standards

In February 2008, Canada's Accounting Standards Board ("AcSB") confirmed that Canadian GAAP, as used by publicly accountable enterprises, will be converged with International Financial Reporting Standards ("IFRS") effective January 1, 2011. While IFRS uses a conceptual framework similar to Canadian GAAP, there are significant differences on recognition, measurement and disclosures. The transition from Canadian GAAP to IFRS will be applicable to the Corporation for the first quarter of 2011 where current and comparative financial information will be prepared in accordance with IFRS. In the period leading up to the changeover, the AcSB will continue to issue accounting standards that are converged with IFRS, thus mitigating the impact of the transition to IFRS at the changeover date. The International Accounting Standard Board will also continue to issue new accounting standards during the conversion period, and as a result, the final impact of IFRS on the Corporation's financial results will only be measured once all the IFRS applicable at the conversation date are known.

The Corporation commenced its IFRS conversion efforts during 2008. The transition project consists of several elements: planning; awareness raising and training; assessment; design; and implementation. With the assistance of external consultants, the Corporation has conducted sessions to raise awareness in its efforts to transition to IFRS. As part of planning, the Corporation completed a high level assessment of the major differences between Canadian GAAP and IFRS. During 2009, work will be initiated relating to assessment and design. This will involve detailed evaluation of the differences on recognition, measurement and disclosures between Canadian GAAP and IFRS, and design of solutions for the conversion to IFRS. The assessment and design will also entail establishment of issue-specific work teams to focus on generating alternatives and making recommendations in identified areas related to IFRS recognition, measurement and disclosures. The Corporation will establish a communications plan, develop staff training programs, and evaluate the impacts of the IFRS transition on other business activities.

Controls and Procedures

Based on the current Canadian Securities Administrators (the "CSA") rules under National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, the Chief Executive Officer and Chief Financial Officer (or individuals performing similar functions as a chief executive officer or chief financial officer) are required to certify as at March 31, 2009 that they are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting.

Management does not expect disclosure controls and procedures and internal control over financial reporting to prevent all errors, misstatements or fraud. In addition, internal control over financial reporting that management has designed and established may be circumvented and rendered ineffective as a result of unauthorized acts of individuals through collusion or management override. A system of control, no matter how well conceived and operated, can provide only reasonable, but not absolute, assurance that control objectives are met. Due to the inherent limitations in a system of control, there is no absolute assurance that all controls issues, which may result in errors, misstatements, or fraud, can be prevented or detected. The inherent limitations include, amongst other things: (i) management's assumptions and judgments could ultimately prove to be incorrect under varying conditions and circumstances; (ii) the impact of isolated errors; (iii) assumptions about the likelihood of future events.

No changes were made in the Corporation's internal control over financial reporting during the Corporation's most recent interim period, that have materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Outlook

The Corporation expects that the positive sales trend in 2008 will be tempered in the aerospace industry in 2009. It is anticipated that business aircraft will experience a continued decline in use and orders through 2009, and that civil airliners, especially the larger models, will be produced at lower volumes during 2010. Airlines in the United States have benefited in 2008 and early 2009 from capacity reductions and additional revenue streams implemented in early 2008. Most are expected to be profitable in 2009, and it is hoped that new orders will be placed for new, fuel-efficient aircraft for delivery in 2010-2011 and beyond.

Defence spending is forecasted to be stable in both new aerospace equipment and in the aftermarket. The transition from legacy programs to new replacement programs is underway in the United States and Europe, and the Corporation expects to gain new work in key new programs commencing in 2009. The new work fits within the core areas of the Corporation, will introduce newer technologies, and will have extensive production runs.

The Corporation has beneficial exposure to the anticipated growth sectors of the global aerospace industry. It has captured opportunities on new civil and defence programs, has continued to modernize its facilities and updated its capabilities, and has taken measures to hopefully address contingencies that may arise during the economic uncertainty of 2009 and 2010.

On behalf of the Board

James S. Butyniec
President and Chief Executive Officer
May 12, 2009

MAGELLAN AEROSPACE CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

(Expressed in thousands of dollars, except per share amounts)	**Three-months ended March 31**	
	2009	**2008**
Revenues	$ 179,288	$ 161,095
Cost of revenues	157,584	143,774
Gross Profit	21,704	17,321
Administrative and general expenses	8,802	7,971
Interest	4,275	5,535
	13,077	13,506
Income before income taxes	8,627	3,815
Provision for income taxes		
Current	169	–
Future	535	1,764
	704	1,764
Net income	7,923	2,051
Net income per share		
Basic and Diluted	0.41	0.09

MAGELLAN AEROSPACE CORPORATION
CONSOLIDATED STATEMENTS OF RETAINED EARNINGS
(unaudited)

(Expressed in thousands of dollars)	**Three-months ended March 31**	
	2009	**2008**
Retained earnings, beginning of period	59,752	82,747
Effect of change in accounting policy	–	32,156
Adjusted retained earnings, beginning of period	59,752	50,591
Dividends	–	(400)
Net income	7,923	2,051
Retained earnings, end of period	$ 67,675	$ 52,242

MAGELLAN AEROSPACE CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)

(Expressed in thousands of dollars)	**Three-months ended March 31**	
	2009	**2008**
Net income	$ 7,923	$ 2,051
Other comprehensive income:		
Unrealized gain on translation of financial statements of self-sustaining foreign operations	4,915	5,298
Comprehensive income	$ 12,838	$ 7,349

See accompanying notes

MAGELLAN AEROSPACE

MAGELLAN AEROSPACE CORPORATION

CONSOLIDATED BALANCE SHEETS

(unaudited)

(Expressed in thousands of dollars)

	As at March 31 2009	As at December 31 2008
ASSETS		
Current		
Cash	$ 2,066	$ 5,362
Accounts receivable	89,590	67,435
Inventories (note 4)	178,184	178,474
Prepaid expenses and other	10,563	10,717
Future income tax assets	4,085	5,097
Total current assets	284,488	267,085
Capital assets, net	281,141	277,207
Technology rights	32,077	32,567
Deferred development costs	68,264	69,225
Other assets (note 4)	15,816	15,970
Future income tax assets	9,505	8,643
Total long-term assets	406,803	403,612
Total assets	$ 691,291	$ 670,697
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Bank indebtedness (note 5)	$ 195,016	$ 177,766
Accounts payable and accrued charges	114,323	125,116
Current portion of long-term debt	2,508	52,321
Total current liabilities	311,847	355,203
Long-term debt (note 15)	61,159	11,803
Future income tax liabilities	12,649	11,392
Convertible debentures (note 15)	20,634	20,544
Other long-term liabilities	8,116	7,947
Total long-term liabilities	102,558	51,686
Shareholders' equity		
Capital stock (note 6)	234,389	234,381
Contributed surplus	4,223	3,991
Other paid in capital	11,645	11,645
Retained earnings	67,675	59,752
Accumulated other comprehensive loss (note 8)	(41,046)	(45,961)
Total shareholders' equity	276,886	263,808
Total liabilities and shareholders' equity	$ 691,291	$ 670,697

See accompanying notes

MAGELLAN AEROSPACE

MAGELLAN AEROSPACE CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(Expressed in thousands of dollars)

	Three-months ended March 31	
	2009	**2008**
OPERATING ACTIVITIES		
Net income	$ 7,923	$ 2,051
Add (deduct) items not affecting cash		
Depreciation and amortization	9,299	5,823
Net loss on sale of capital asset	9	–
Employee future benefits	149	(858)
Deferred revenue	68	75
Stock based compensation (note 7)	232	318
Accretion of convertible debentures	68	242
Future income tax expense	535	1,764
	18,283	9,415
Net change in non-cash working capital items relating to operating activities	(29,343)	(15,159)
Cash used in operating activities	(11,060)	(5,744)
INVESTING ACTIVITIES		
Acquisition of Verdict (note 3)	–	(4,240)
Purchase of capital assets	(5,345)	(4,641)
Proceeds from disposal of capital assets	144	145
Increase in other assets	(448)	(1,582)
Cash used in investing activities	(5,649)	(10,318)
FINANCING ACTIVITIES		
Increase in bank indebtedness	14,042	14,335
Increase in loan payable	–	15,000
Decrease in long-term debt	(547)	(15,612)
Increase in long-term debt	–	50,000
Decrease in convertible debentures	–	(69,985)
Increase in convertible debentures	–	20,778
Decrease in long-term liabilities	(100)	(429)
Issuance of Common Shares	8	23
Dividends on Preference Shares	–	(400)
Cash provided by financing activities	13,403	13,710
Effect of exchange rate changes on cash	10	323
Net decrease in cash	(3,296)	(2,029)
Cash, beginning of period	5,362	4,884
Cash, end of period	$ 2,066	$ 2,855

See accompanying notes

NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in thousands of dollars except share and per share data)

1. ACCOUNTING POLICIES

Basis of presentation

The accompanying unaudited interim consolidated financial statements have been prepared by Magellan Aerospace Corporation (the "Corporation") in accordance with generally accepted accounting principles in Canada with respect to preparation of interim financial statements on a basis consistent with those followed in the most recent audited consolidated financial statements except as noted in note 2. Accordingly, these unaudited interim consolidated financial statements do not include all the information and footnotes required by generally accepted accounting principles for annual financial statements and therefore should be read in conjunction with the audited consolidated financial statements and notes included in the Corporation's Annual Report for the year ended December 31, 2008.

In the opinion of management, the unaudited interim consolidated financial statements reflect all adjustments, which consist only of normal and recurring adjustments, necessary to present fairly the financial position at March 31, 2009 and the results of operations and cash flows for the three month period ended March 31, 2009 and 2008.

2. CHANGE IN ACCOUNTING POLICIES

On January 1, 2009, the Corporation adopted CICA Handbook 3064, "Goodwill and Intangible Assets". This new section replaces the existing standards for "Goodwill and Other Intangible Assets" (CICA Handbook Section 3062) and "Research and Development Costs" (CICA Handbook Section 3450). The new standard (i) states that upon their initial identification, intangible assets are to be recognized as assets only if they meet the definition of an intangible asset and the recognition criteria; (ii) provides guidance on the recognition of internally generated intangible assets including research and development costs; and (iii) carries forward the current requirements of Section 3062 for subsequent measurement and disclosure of intangible assets and goodwill. The adoption of this new section did not have a material impact on the Corporation's consolidated financial statements.

On January 20, 2009, the Emerging Issues Committee ["EIC"] of the AcSB issued EIC Abstract 173, which establishes that an entity's own credit risk and the credit risk of the counterparty should be taken into account in determining the fair value of financial assets and liabilities, including derivative instruments. The Corporation adopted this EIC on January 20, 2009 and applied the EIC retrospectively, without restatement of prior years to all financial assets and financial liabilities measured at fair value. The adoption of this new EIC did not have a material impact on its consolidated financial statements.

3. VERDICT ACQUISITION

On February 13, 2008, the Corporation acquired all the outstanding shares of Verdict Aerospace Components Ltd. ("Verdict") for consideration of $4,268, including acquisition costs of $175. Verdict is based in the United Kingdom and is a high precision manufacturer of make-to-print components and assemblies for the global aerospace industry. The acquisition has been accounted for by the purchase method of accounting with the results of operations of Verdict included in the consolidated financial statements from January 1, 2008, the effective date of purchase.

The purchase price has been allocated to the assets acquired and liabilities assumed based on the estimated fair values on the acquisition date. The value attributed to the intangible assets acquired is being amortized on a straight-line basis over the life of the contracts.

The fair value of the net assets acquired and consideration paid are summarized as follows:

	$
Net Assets Acquired	
Current assets	2,600
Long-term assets	6,222
Liabilities	(3,245)
Future income tax liabilities	(1,309)
Cash Consideration Paid	4,268

MAGELLAN AEROSPACE

4. INVENTORIES AND OTHER ASSETS

Due to the long-term contractual periods of the Corporation's contracts, the Corporation may be in negotiation with its customers over amendments to pricing or other terms. Management's assessment of the recoverability of certain amounts capitalized in inventory or other assets may be based on judgements with respect to the outcome of these negotiations. If the negotiations are not successful or the final terms differ from what the Corporation expects, the Corporation may be required to record a loss provision on this contract. The amount of such provision, if any, cannot be reasonably estimated until such amendments are finalized.

5. BANK INDEBTEDNESS

On June 24, 2008, the Corporation amended and restated its credit agreement with its existing lenders. The Corporation has an operating credit facility, with a syndicate of banks, with a Canadian limit of $95,000 plus a US limit of US$90,000 ($208,517 at March 31, 2009). Under the terms of the credit agreement, the operating credit facility expires on May 23, 2009 and is extendable for unlimited one-year periods by agreement of the Corporation and the lenders. Bank indebtedness as at March 31, 2009 of $195,016 [December 31, 2008 - $177,766] is payable on demand and bears interest at the bankers' acceptance or LIBOR rates, plus 1.0% (1.54% at March 31, 2009 [2008 – bankers' acceptance or LIBOR rates, plus 0.875% or 4.0%]). Included in the amount outstanding at March 31, 2009 is US$86,492 [December 31, 2008 - US$75,480]. At March 31, 2009, the Corporation had drawn $195,016 under the operating credit and had issued letters of credit totalling $2,371. A fixed and floating charge debenture on accounts receivable, inventories and capital assets is pledged as collateral for the operating credit facility. The Chairman of the Board of the Corporation has provided a guarantee for the full amount of the operating credit facility.

On April 30, 2009, the Corporation amended and restated its credit agreement with its existing lenders [Note 15 – Subsequent Events].

6. CAPITAL STOCK

The following table summarizes information on share capital and related matters as at March 31, 2009:

	Outstanding	Exercisable
Common shares	18,209,001	
Common shares stock options	755,210	379,830
Preferred shares	2,000,000	

On May 13, 2008, the Corporation's Board of Directors approved a consolidation of its outstanding common shares and stock options at a ratio of 1 consolidated share for 5 pre-consolidated shares in accordance with the authority given to the Board by the Corporation's shareholders at the annual and special meeting of shareholders held on May 13, 2008. The common shares of the Corporation began trading on the TSX on a consolidated basis on May 21, 2008. All references to share and per share data for all periods presented in the consolidated financial statements have been adjusted to give effect to the 1 for 5 common share consolidation.

The weighted average number of common shares outstanding during the three month period ended March 31, 2009 was 18,205,270 [2008 – 90,890,836].

7. STOCK-BASED COMPENSATION PLAN

The Corporation has an incentive stock option plan, which provides for the granting of options for the benefit of employees and directors. The maximum number of options for common shares that remain to be granted under this plan is 918,131. Options are granted at an exercise price equal to the market price of the Corporation's Common Shares at the time of granting. Options normally have a life of five years with vesting at 20.0% at the end of the first, second, first, fourth and fifth years from the date of the grant. In addition, certain business unit income tests must be met in order for the option holder's entitlement to fully vest.

The Corporation accounts for stock options using the fair value method. Compensation expense recorded during the three-month period ended March 31, 2009 was $232 [three-month period ended March 31, 2008 was $318].

8. ACCUMULATED OTHER COMPREHENSIVE LOSS

Other comprehensive loss includes unrealized foreign currency translation gains and losses, which arise on the translation to Canadian dollars of assets and liabilities of the Corporation's self–sustaining foreign operations. The Corporation recorded unrealized currency translation gain for the three month period ended March 31, 2009 of $4,915 [2008 - $5,298]. These gains are reflected in the consolidated balance sheet and had no impact on the net earnings for the period.

9. FINANCIAL INSTRUMENTS

The Corporation's policy is not to utilize derivative financials instruments for trading or speculative purposes. The Corporation may utilize derivative instruments in the management of its foreign currency and interest rate exposures.

[a] Categories of financial assets and liabilities

Under Canadian generally accepted accounting principles, financial instruments are classified into one of the following five categories: held for trading, held to maturity investments, loans and receivables, available-for-sale financial assets, or other financial liabilities. All financial instruments, including derivatives, are included on the consolidated balance sheet, which are measured at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities, which are measured at amortized costs. Held for trading financial investments are subsequently measured at fair value and all gains and losses are included in net income in the period in which they arise. Available-for-sale financial instruments are subsequently measured at fair value with revaluation gains and losses included in other comprehensive income until the instruments is derecognized or impaired.

The carrying value of the Corporation's financial instruments are classified as follows:

	As at March 31, 2009	As at December 31, 2008
Held for trading[1]	2,097	5,418
Loans and receivables[2]	90,342	68,652
Financial liabilities[3]	393,174	385,697
Derivatives not accounted for as hedges[4]	691	1,853

[1] Includes cash and investments, which are classified as other assets
[2] Includes accounts receivables
[3] Includes bank indebtedness, accounts payable and accrued charges, long-term debt, and the debt component of the convertible debentures
[4] Included in accounts payable and accrued charges

The Corporation has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies, however, considerable judgment is required to develop these estimates. Accordingly, these estimated fair values are not necessarily indicative of the amounts the Corporation could realize in a current market exchange. The estimated fair value amounts can be materially affected by the use of different assumptions or methodologies. The methods and assumptions used to estimate the fair value of financial instruments are described below:

Cash, accounts receivable, bank indebtedness and accounts payable and accrued charges
Due to the short period to maturity of these instruments, the carrying values as presented in the consolidated balance sheets are reasonable estimates of their fair values.

Long-term debt
The fair value of the Corporation's long-term debt, calculated by discounting the expected future cash flows based on current rates for debt with similar terms and maturities, is $61,776 at March 31, 2009.

Convertible debentures
The fair market value of the Corporation's Convertible Debentures, calculated by discounting the expected future cash flows at prevailing interest rates, is estimated at $20,398.

As at March 31, 2009, the carrying amount of the financial assets that the Corporation has pledged as collateral for its long-term debt facilities was $63,666.

[b] Forward foreign exchange contracts

The Corporation has entered into forward foreign exchange contracts to mitigate future cash flow exposures in U.S. dollars and British Pounds. Under these contracts the Corporation is obliged to purchase or sell specific amounts of U.S. dollars and

British Pounds at predetermined dates and exchange rates. These contracts are matched with anticipated operational cash flows in U.S. dollars and British Pounds.

During 2009, the Corporation entered into a foreign exchange collar that set a floor of $1.2350 Canadian per $1.00 U.S. and a ceiling of $1.3333 Canadian per $1.00 U.S. of which $38,500 will expire within a year. During 2008, the Corporation entered into a foreign exchange collar that set a floor of $1.0309 Canadian per $1.00 U.S. and a ceiling of $1.0970 Canadian per $1.00 U.S. of which $6,000 will expire within the next quarter.

The Corporation has foreign exchange contracts outstanding at March 31, 2009 as follows:

	Amount	Exchange rate
Maturity – less than 1 year – U.S. Dollar	$26,050	1.2772
Maturity – less than 1 year – U.S. Dollar	38,500	1.2350 – 1.3333
Maturity – less than 1 year – U.S. Dollar	15,985	1.2610
Maturity – less than 1 year – U.S. Dollar	6,000	1.0309 – 1.0970
Maturity – less than 1 year – U.S. Dollar	2,300	1.2319
Maturity – less than 1 year – British Pounds	523	1.4326

The mark-to-market on these financial instruments as at March 31, 2009 was an unrealized loss of $691, which has been recorded in net earnings for the period.

[c] Risks arising from financial instruments and risk management

The Corporation thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk and interest rate. Where material, these risks are reviewed and monitored by the Board of Directors.

Credit risk

Credit risk arises from cash and cash equivalents held with banks and financial institutions as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing credit risk is to prevent losses in financial assets. The Corporation is also exposed to credit risk from the potential default by any of its counterparties on its foreign exchange forward contracts. The Corporation mitigates this credit risk by dealing with counterparties who are major financial institutions that the Corporation anticipates will satisfy their obligations under the contracts.

The Corporation, in the normal course of business, is exposed to credit risk from its customers, substantially all of which are in the aerospace industry. The Corporation sells the majority of its products to large international organizations with strong credit ratings. Therefore, the Corporation is not exposed to significant credit risk and overall the Corporation's credit risk has not changed significantly from the prior year.

The carrying amount of accounts receivables are reduced through the use of an allowance account and the amount of the loss is recognized in the income statements within administrative and general expenses. When a receivable balance is considered uncollectible, it is written off against the allowance for accounts receivable. Subsequent recoveries of amounts previously written off are credited against administrative and general expenses.

The following table sets forth details of the age of the trade accounts receivable as at March 31, 2009:

	$
Total trade accounts receivable	79,436
Less: Allowance for doubtful accounts	(537)
Total trade accounts receivable, net	78,899
Of which:	
Not overdue	72,633
Past due for more than one day but not more than three months	5,772
Past due for more than three months but not more than six months	651
Past due for more than six months but not more than one year	151
Past due for more than one year	229
Less: Allowance for doubtful accounts	(537)
Total trade accounts receivable, net	78,899

Liquidity risk
The Corporation's objective in managing liquidity risk is to ensure that there are sufficient committed loan facilities in order to meet its liquidity requirements at any point in time. The Corporation has in place a planning and budgeting process to help determine the funds required to support the Corporation's normal operating requirements on an ongoing basis, taking into account its anticipated cash flows from operations and its operating facility capacity. The primary sources of liquidity are the operating credit facility and the indebtedness provided by a company controlled by a common director, which require the continued support by the Chairman of the Board of the Corporation.

The following table summarizes the contractual maturity of the Corporation's financial liabilities and reflects changes in contractual maturity based on events described in Note 15. The table includes both interest and principal cash flows.

	Due less than 1 year	Due between 1 and 3 years	Due between 4 and 5 years	Due after 5 years	Total
Bank indebtedness	$ 195,016	$ –	$ –	$ –	$ 195,016
Long-term debt	1,514	54,429	2,390	2,335	60,668
Capital lease obligations	1,162	2,200	–	–	3,362
Operating leases	4,229	3,517	1,193	845	9,785
Other long-term liabilities	–	5,847	100	2,169	8,116
Convertible debentures	–	22,731	–	–	22,731
Total	201,921	88,724	3,683	5,349	299,678

Currency risk
The Corporation operates internationally, which gives rise to a risk that its income, cash flows and shareholders' equity may be adversely impacted by fluctuations in foreign exchange rate. Currency risk arises because the amount of the local currency receivable or payable for transactions denominated in foreign currencies may vary due to changes in exchange rate ("transaction exposures") and because the non-Canadian dollar denominated financial statements of the Corporation's subsidiaries may vary on consolidation into the reporting currency of Canadian dollars ("translation exposures"). The Corporation uses derivative financial instruments to manage foreign exchange risk with the objective of minimizing transaction exposures and the resulting volatility of the Corporation's earnings.

The most significant transaction exposures arise in the Canadian operations where significant portions of the revenues are transacted in U.S. dollars. As a result, the Corporation may experience transaction exposures because of the volatility in the exchange rate between the Canadian and U.S. dollar. Based on the Corporation's current U.S. denominated net inflows, as of March 31, 2009, fluctuations of +/- 1% would, everything else being equal, have an effect on net earnings and on other comprehensive income for the three months ended March 31, 2009 of approximately +/- $937 and $1,270 respectively.

Interest rate risk
The Corporation is exposed to interest rate risk in its floating rate bank indebtedness. At March 31, 2009, $202,071 of the Corporation's total debt portfolio is subject to movements in floating interest rates. In addition, a portion of the Corporation's accounts receivable securitization programs are exposed to interest rate fluctuations. The objective of the Corporation's interest rate management activities is to minimize the volatility of the Corporation's earnings. The Corporation monitors its exposure to interest rates and has not entered into any derivative contracts to manage this risk. A fluctuation in interest rates of 100 basis points (1 percent) would have impacted the amount of interest charged to net earnings during the three months ended March 31, 2009 by approximately +/- $448.

10. MANAGEMENT OF CAPITAL

The Corporation's objective is to maintain a capital base sufficient to maintain investor, creditor and market confidence and to sustain future development of the business. Management defines capital as the Corporation's shareholders' equity and interest bearing debt, including the debt and equity components of the convertible debenture.

As at March 31, 2009, total managed capital was $556,203, comprised of shareholders' equity of $276,886 and interest-bearing debt of $279,317. Included in interest bearing debt is the debt component of the convertible debentures of $20,634, where a component of the associated interest expense is a non-cash charge.

The Corporation manages its capital structure and makes adjustments to it in light of economic conditions, the risk characteristics of the underlying assets and the Corporation's working capital requirements. In order to maintain of adjust its capital structure, the Corporation, upon approval from its Board of Directors, may issue or repay long-term debt, issue shares, repurchase shares through the normal course issuer bid, pay dividends or undertake other activities as deemed

appropriate under the specific circumstances. The Board of Directors reviews and approves any material transactions out of the ordinary course of business, including proposals on acquisitions or other major investments or divestitures, as well as capital and operating budgets. There were no changes in the Corporation's approach to capital management during the period.

The Corporation must adhere to covenants in its operating credit facility. As at March 31, 2009, the Corporation was in compliance with these covenants.

11. EMPLOYEE FUTURE BENEFITS

The total benefit cost in the registered plans for the three-month period ended March 31 includes the following components:

(Expressed in thousands)	Three-months ended March 31 2009	2008
Current service cost	$ 423	$ 504
Interest cost on projected benefit obligations	1,653	1,569
Expected returns on plan assets	(1,571)	(1,844)
Amortization of net actuarial loss	219	170
Amortization of past service costs	175	119
Net benefit cost recognized	$ 899	$ 518

12. RELATED PARTY TRANSACTIONS

During the three month period ended March 31, 2009, the Corporation sold receivables to a corporation wholly owned by a common director in the amount of $55,144 [2008 - $84,450], for a discount of $550 [2008 - $685] representing an annualized interest rate of 7.5% [2008 - 7.5%]. Included in this balance, as at March 31, 2009, is a reserve of $2,899 [2008 - $5,941].

During the three month period ended March 31, 2009, the Corporation paid guarantee fees in the amount of $697 to the Chairman of the Board and paid interest of $1,265 in relation to the $50,000 loan due on July 1, 2009 to a corporation which is controlled by the Chairman of the Board. On April 30, 2009, the Corporation amended the terms of the $50,000 loan [Note 15 – Subsequent Events].

13. SEGMENTED INFORMATION

The Corporation is organized and managed as a single business segment, being aerospace, and the chief operating decision maker, for the purposes of resource allocations and assessing performance, views the Corporation as a single operating segment.

Capital assets are based on the country in which they are located. Domestic and foreign capital assets consist of:

	As at March 31, 2009				As at December 31, 2008			
	Canada	US	UK	Total	Canada	US	UK	Total
Capital assets	$ 118,513	$ 138,455	$ 24,173	$ 281,141	$ 118,917	$ 135,691	$ 22,599	$ 277,207

Revenue is attributable to countries based on the location of the customers. Domestic and foreign revenues consist of:

	Three-months ended March 31							
	2009				2008			
	Canada	US	UK	Total	Canada	US	UK	Total
Revenues								
Domestic	$ 32,833	$ 44,040	$ 36,090	$ 112,963	$ 25,942	$ 43,872	$ 31,194	$ 101,008
Export	51,159	10,533	4,633	66,325	47,037	10,410	2,640	60,087
Total revenues	$ 83,992	$ 54,573	$ 40,723	$ 179,288	$ 72,979	$ 54,282	$ 33,834	$ 161,095

The major customers for the Corporation for the three and nine month periods ended March 31 are as follows:

	Three-months ended March 31	
	2009	2008
Major Customers		
Canadian operations		
- Number of customers	3	3
- Percentage of total Canadian revenue	35 %	35 %
US operations		
- Number of customers	2	2
- Percentage of total US revenue	42 %	51 %
UK operations		
- Number of customers	1	1
- Percentage of total UK revenue	71 %	79 %

14. SUPPLEMENTARY INFORMATION

Foreign exchange gain on the conversion of foreign currency denominated working capital balances and debt for the three month period ended March 31, 2009 was $1,973 [three month period ended March 31, 2008, gain of $1,590].

15. SUBSEQUENT EVENTS

[a] Operating Credit Facility

On April 30, 2009 the Corporation amended its credit agreement with its existing lenders. Under the terms of the amended agreement, the Corporation and the lenders have agreed that the maximum amount available under the operating credit facility will be decreased by Cdn. $5,000 and U.S. $5,000 to approximately Cdn. $195,000 and the maturity date was extended to May 22, 2010. The facility is extendible for unlimited one-year renewal periods, subject to mutual consent of the syndicate of lenders and the Corporation, and continues to be fully guaranteed until May 22, 2010 by Mr. Edwards, the Chairman of the Board of the Corporation, in consideration of the continued payment by the Corporation of an annual fee payable monthly equal to 1.35% of the loan facility amount.

[b] Refinancing

The Corporation completed the following previously announced financing arrangements on April 30, 2009:

(a) the purchase by Mr. Edwards, the Chairman of the Board of the Corporation, directly or indirectly, of $40,000 principal amount of a new issue of 10% Convertible Secured Subordinated Debentures (the "New Convertible Debentures") with a three year term by private placement; and

(b) the extension and restatement of a previous secured subordinated loan from Edco Capital Corporation ("Edco"), which is wholly owned by Mr. Edwards, to the Corporation to increase the principal amount from $50,000 to $65,000 and to extend the loan the maturity date of the loan to July 1, 2010 in consideration for the payment of a one time fee to Edco equal to 1% of the principal amount of $50,000 outstanding and an increase in the interest rate on the loan from 10% to 12% per annum payable monthly in arrears.

(together the "2009 Financing Arrangements")

As a result of a requirement under a change of control provision in the previously issued 8.5% convertible unsecured debentures due January 31, 2010 (the "2008 Debentures"), the Corporation was required to make an offer to purchase the 2008 Debentures at a price of 102.5% of the principal amount plus accrued and unpaid interest utilizing the proceeds of the 2009 Financing Arrangements. Such 2008 Debentures are outstanding in the principal amount of $20,950 of which $17,500 of the principal amount is held by Mr. Edwards and Mr. Moeller, a director of the Corporation, holds $650. The offer to purchase will be open and the 2008 Debentures tendered under the offer may be taken up and paid for by Magellan from time to time until May 21, 2009 unless the offer is extended.

Pursuant to a similar change of control definition in the Preference Shares' terms, the Corporation is required to retract its outstanding Preference Shares at a price of $10.00 per share plus accrued and unpaid dividends, unless such retraction contravenes any instrument of indebtedness of the Corporation or the terms of the Ontario Business Corporations Act (the "OBCA"). Dividends for the first quarter of 2009 have not been declared and remain cumulative as at March 31, 2009. The Corporation does not currently expect to retract the Preference Shares as it is prohibited from doing so by the terms of its operating credit facility and any default in the operating credit facility would result in the Corporation being unable to pay its liabilities as they become due and constitute a contravention of the OBCA. Accordingly, the preference shares continue to be classified as equity instruments.

16. COMPARATIVE CONSOLIDATED FINANCIAL STATEMENTS

The comparative consolidated financial statements have been reclassified from statements previously presented to conform to the presentation of the 2009 consolidated financial statements.

For additional information contact:

James S. Butyniec
(905) 677-1889 ext. 233
President and Chief Executive Officer

John B. Dekker
(905) 677-1889 ext. 224
Vice President Finance & Corporate Secretary