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COMPANIES FORM No. 395 00400074/26

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

[[15]]

01950021

Name of company

* DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED (the "Company")

Date of creation of the charge

15 July 2005

Description of the instrument (if any) creating or evidencing the charge (note 2)

Charge Over Account (the "Charge") relating to an an LC Account with account number 00002968 between the Company and Koninklijke Luchtvaart Maatschappij N.V. (the "Guarantor")

Amount secured by the mortgage or charge

All present and future obligations and liabilities of the Company to the Guarantor under clauses 4.10(c), 4.11, 4.14, 9.1, 10.1, 10.3 and 10.4 of the Remarketing Agreement, whether actual or contingent, sole, joint and/or several or otherwise, together with all costs, charges and expenses incurred by the Guarantor in connection with the protection, preservation or enforcement of its rights under the Remarketing Agreement, where:

"Remarketing Agreement" means the remarketing agreement dated 1 May 1996 originally between, amongst others, R.B. Capital Leasing Limited ("RCLL"), the Guarantor and Kreditanstalt fur Wiederaufbau (the "Agent"), as amended and supplemented from time to time, including pursuant to the Deed of Novation and now between KLM Cityhopper UK Limited (the "Lessee"), the Guarantor, the Company and the Agent; and

"Deed of Novation" means the deed of novation dated 15 July 2005 between, amongst others, the Company, the Guarantor, the Lessee and the Agent.

Names and addresses of the mortgagees or persons entitled to the charge

Koninklijke Luchtvaart Maatschappij N.V., Amsterdamseweg 55, 1182 GP Amsterdam, The Netherlands

Postcode

Presentor's name address and reference (if any):

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN

BD#4270330v1 JPE/AA84498

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



LD3
COMPANIES HOUSE

L2XY77A6

0322
26/07/05

Short particulars of all the property mortgaged or charged

The Charged Cash, the debt represented by the Charged Cash and the Company's right, title and interest to all Proceeds, where:

"Charged Cash" means all sums of money which may now or in the future be deposited in the name of the Company in the LC Account, together with all the interest thereon less any breakage costs payable pursuant to a break or determination pursuant to Clause 7 of the Charge;

"LC Account" means the account in the name of the Company held at Barclays Bank PLC, Sort Code 20-32-53 with account number 00002968;

"Proceeds" includes, at any time after the Enforcement Date: (a) in respect of any Aircraft, the aggregate amount of all consideration received by or on behalf of the Lessor as proceeds from a sale of that Aircraft; (b) all Insurance Proceeds; and (c) all Requisition Compensation;

"Aircraft" means each of the seven Fokker 100 aircraft with manufacturer's serial numbers: 11246, 11247, 11248, 11249, 11259, 11260 and 11263;

[Contd...]

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Norton Rose

Date 25 July 2005

On behalf of ~~[company]~~ mortgagee/chargee †

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

† delete as appropriate

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

*Please complete
legibly, preferably
in black type, or
bold block lettering*

Company Number

01950021

Name of Company

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED (the
"Company")

Limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

*Please complete
legibly, preferably
in black type, or
bold block lettering*

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

*Please complete
legibly, preferably
in black type, or
bold block lettering*

[Contd...]

"Enforcement Date" means the earlier of the Sales Agency Commencement Date and the serving by the Agent of an Enforcement Notice and in relation to all Proceeds relative to an Aircraft received or receivable after the Replacement Letter of Credit relative to such Aircraft has been delivered, the date of drawing of such Replacement Letter of Credit;

"Sales Agency Commencement Date" means the date on which the remarketing period under the Remarketing Agreement commences;

"Enforcement Notice" means a notice from the Agent stating that it has served a notice under clause 14.2 of the LC Agreement;

"LC Agreement" means the LC Issuance and Counter Indemnity Agreement dated 1 May 1996 between, amongst others, Air UK Limited (the "Original Lessee"), the Guarantor and the Agent, as amended, supplemented and novated from time to time, and now between the Lessee, the Guarantor and the Agent;

"Replacement Letter of Credit" means any of the seven irrevocable letters of credit issued to the Company, in the forms set out in the Deed of Novation;

"Insurances" means the insurances required to be taken out under the Lease Agreement;

"Lease Agreement" means the lease agreement dated 1 May 1996 between RCLL and the Original Lessee, as amended, supplemented and novated from time to time, including pursuant to the Deed of Novation, and which is now between the Company and the Lessee;

"Insurance Proceeds" means any and all proceeds of the Insurances; and

"Requisition Compensation" means, in respect of any Aircraft, all amounts received by way of compensation in respect of the requisition of title, compulsory acquisition, requisition, appropriation, expropriation, deprivation or confiscation for any reason of such Aircraft by a government entity or other competent authority (but excluding requisition for hire not involving requisition of title).

*Please complete
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bold block lettering*

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 01950021

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER ACCOUNT DATED THE 15th JULY 2005 AND CREATED BY DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KONINKLIJKE LUCHTVAART MAATSCHAPPIJ N.V. ON ANY ACCOUNT WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 26th JULY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JULY 2005.

PDM



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES