

ACCOUNT RECEIVED

25 JUN 2001

395

Particulars of a mortgage or charge

Please do not write
in this margin

CHA 267

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Ac 400074 £10

Company number

3780306

3

Name of company

insert full name
of company***Omega Leasing Limited (the "Company")**

Date of creation of the charge

14 June 2001

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

Charge over Deposit (the "Charge over Deposit")

Amount secured by the mortgage or charge

Presentor's name address and
reference (if any):Norton Rose
Kempson House
Camomile Street
London EC3A 7ANGHB/AA11559/395-Charge over
Deposit.doc

Time critical reference

For official Use
Mortgage Section

Post room

LD4
COMPANIES HOUSE

MLRF581TYM

0352
25/06/01

Amount secured by the mortgage or charge

All moneys and liabilities whatsoever which are now or at any time hereafter may be due, owing or payable by the Company in any currency, actually or contingently, solely and/or jointly and/or severally with another or others, as principal or surety on any account whatsoever under or pursuant to:

- (a) a guaranty by the Company dated 14 June 2001 as amended, modified or supplemented from time to time (the "**UK Lessor Guaranty**");
- (b) 6.94% Senior Secured Notes due 2011 (aggregate principal amount of \$150,000,000) issued or to be issued by Omega Leasing (US) (No.2) LLC to the purchasers listed in the note purchase agreements (the "**Noteholders**") referred to in paragraph (c) below (the "**Notes**");
- (c) note purchase agreements dated 14 June 2001 between Omega Leasing (US) (No.2) LLC, the Company and purchasers listed thereto relating to the issue of the Notes referred to in paragraph (b) above to such purchasers, as from time to time varied in any manner or respect whatsoever (the "**Note Purchase Agreements**");
- (d) the Charge over Deposit;
- (e) any other Financing Document (as defined in the Note Purchase Agreements);

or as a consequence of any breach, non-performance, disclaimer or repudiation by any Obligor (as defined in the Charge over Deposit) of any of its obligations under or pursuant to the UK Lessor Guaranty, the Notes, the Note Purchase Agreements, the Charge over Deposit or any other Financing Document;

together with all monies and liabilities whatsoever which are now or at any time hereafter may be due, owing or payable by Omega Leasing (US) (No.2) LLC, to any of the Noteholders under or pursuant to the documents specified in paragraphs (b), (c) or (e) above.

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

The Chase Manhattan Bank of 450 West 33rd Street, New York, NY 10001 (as collateral agent for the Noteholders) (the "**Chargee**")

Short particulars of all the property mortgaged or charged

The deposit being all sums (whether of principal, interest or otherwise) now or hereafter standing to the credit of the account of The Chase Manhattan Bank at the branch of the 8th Floor, Trinity Tower, 9 Thomas More Street, London with account number 23339901 or to the credit of any substitute account.

The Charge over Deposit contains a covenant by the Company that it will not sell, assign, mortgage, charge or otherwise encumber, dispose of or grant or permit any security interest to arise over or against the deposit described above or any part thereof or attempt or agree so to do.

Particulars as to commission allowance or discount (note 3)

NIL

Signed Norton Rose

Date 25 June 2001

On behalf of the Chargee

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03780306

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE OVER DEPOSIT DATED THE 14th JUNE 2001 AND CREATED BY OMEGA LEASING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CHASE MANHATTAN BANK (AS COLLATERAL AGENT FOR THE NOTEHOLDERS) ON ANY ACCOUNT WHATSOEVER UNDER OR PURSUANT TO (a) A GUARANTY BY THE COMPANY DATED 14/06/01 (b) 6.94% SENIOR SECURED NOTES DUE 2011 (c) NOTE PURCHASE AGREEMENTS DATED 14/06/01 (d) THE CHARGE OVER DEPOSIT (e) ANY OTHER FINANCING DOCUMENT (AS DEFINED IN THE NOTE PURCHASE AGREEMENTS) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 25th JUNE 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th JUNE 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

LCG

HC026B