

## Particulars of a mortgage or charge

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

Name of company

\* Alpha Leasing (No.4) Limited (the "Company")

Date of creation of the charge

17 October 2003

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

Mortgage of shares (the "Mortgage Document")

Amount secured by the mortgage or charge

Any moneys and liabilities whatsoever which are now, or at any time hereafter may be, due, owing or payable by the Company to The Royal Bank of Scotland Plc (the "Security Agent") (in any capacity) 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:

- 1) under or pursuant to the facility agreement entered into on 13 October 2003 between the Security Agent as security agent, paying agent, and lender, certain banks and financial institutions as lenders, Omega Leasing (No.4) Limited and Omega Leasing (US) (No.4) LLC as borrowers, and the Company and Alpha Leasing (US) (No.4) LLC as guarantors (together being the "Obligors") (the "Facility Agreement"); or
- 2) under or pursuant to any Ancillary Agreement (as defined in the Facility Agreement); or
- 3) as a consequence of any breach, non-performance, disclaimer or repudiation by any Obligor of any of its obligations under or pursuant to the Facility Agreement or any Ancillary Agreement.

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

The Royal Bank of Scotland Plc acting through its office at 135 Bishopsgate, London

Postcode EC2M 3UR

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

Norton Rose  
Kempson House, Camomile  
Street, London, EC3A 7AN,

JGLM/GHB/AA59719/Alpha

Time critical reference

For official Use  
Mortgage Section

Post room



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CHFP025

Please do not  
write in  
this margin

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

\*insert full name  
of Company

(a) the 100 ordinary shares of US \$1 in Omega Leasing (No.4) Limited;  
(b) all other securities which the Company may, with the prior written approval of the Security Agent, substitute for all or any of the securities referred to in paragraph (a) or any securities substituted for any substituted securities; and  
(c) all other securities, warrants and all rights, moneys and property whatsoever, including, without limitation, all allotments, accretions, offers, rights, bonuses, benefits and advantages which accrue, are offered or arise in respect thereof, all dividends or other distributions and interest paid or payable thereon or other distributions payable thereon, which may at any time be derived from, accrue on or be offered in respect of, any of the securities for the time being comprised security or in any security created pursuant, whether by way of redemption, exchange, conversion, option, rights, bonus, preference, capital reorganisation or otherwise howsoever;  
and references to securities shall include references to all existing and future certificates evidencing title and relating thereto; and references to securities include references to any part or kind thereof.

**Important Notice**

In the Mortgage Document, the Company has covenanted that, during the continuance of the security created by the Mortgage Document, it shall (a) not create or permit to arise or exist any security interest over or affecting any of the property mortgaged pursuant to the Mortgage Document, and (b) not, without the prior written consent of the Security Agent, procure or authorise the issue of any further shares or other securities in Omega Leasing (No.4) Limited.

Please do not write in this margin

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

+95

Particulars as to commission allowance or discount (note 3)

Nil

Signed

*Norton Rose*

Date 22/10/03

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

**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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-  
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04213113

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF SHARES DATED THE 17th OCTOBER 2003 AND CREATED BY ALPHA LEASING (NO. 4) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc 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 22nd OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th OCTOBER 2003.

*Handwritten signature*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES