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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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)

For official use

Company number



4380108

Name of company

* Astraeus Limited (the "Company")

Date of creation of the charge

2 April 2002

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

Aircraft Lease Agreement relating to one Boeing 737-300 Aircraft with Manufacturer's Serial No: 24059 and UK Registration Mark G-STRA (the "Aircraft") made between the Company and K G Aircraft Leasing Co., Limited (the "Agreement")

Amount secured by the mortgage or charge

By way of first fixed charge, all of the Company's obligations and liability under the Agreement.

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

K G Aircraft Leasing Co., Limited
25/28 North Wall Quay, Dublin 1, Ireland

Postcode

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

Simmons & Simmons
CityPoint
One Ropemaker Street
London
EC2Y 9SS

FMDBK/Y95466/AKW/CMXS

Time critical reference

For official Use
Mortgage Section

Post room



LD7
COMPANIES HOUSE

0303
18/04/02

Short particulars of all the property mortgaged or charged

To the fullest extent permitted by law and by way of continuing security the Company charges the Lessor's Moneys (as defined below) and all rights of the Company to payment thereof, the debt represented thereby and all interest thereon and/or any and all interest of the the Company therein by way of first fixed charge.

The Company is not be permitted to assign, transfer or otherwise dispose of, or create any other security interest over all or part of its rights and interest in the Lessor's Moneys.

"Lessor's Moneys" means all of the Supplemental Rent (as defined in clause 5.4 of the Agreement) if and to the extent that such amounts or any part thereof, under any applicable law or otherwise, are determined to be security deposits or otherwise the property of the Company or if it is so determined those moneys are a debt owed to the Company or that the Company shall have any interest in those moneys (or as otherwise defined in clause 5.14 of the Agreement).

The Company is not permitted to assign, create or permit to exist, any security interest over any of its rights under the Agreement.

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)

none

Signed

Simmons & Simmons

Date 18 April 2002

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. 04380108

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN AIRCRAFT LEASE AGREEMENT RELATING TO ONE BOEING 737-300 AIRCRAFT WITH MANUFACTURER'S SERIAL NO: 24059 AND UK REGISTRATION MARK G-STRA (THE "AIRCRAFT") DATED THE 2nd APRIL 2002 AND CREATED BY ASTRAEUS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO K G AIRCRAFT LEASING CO., LIMITED 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 18th APRIL 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd APRIL 2002.

[Handwritten signature]



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES