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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 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

3111

FC008937
BR000448

(Taken from letter)

Name of company

* KIBRIS TÜRK HAVA YOLLARI LTD. (the "Company") (Registered as Cyprus Turkish Airlines)

Date of creation of the charge

21 February 2007

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

An assignment of insurances (the "Assignment of Insurances") dated 21 February 2007 and made
between the Company and the Assignee (as defined below)

Amount secured by the mortgage or charge

Any and all sums and obligations, (whether present or future, actual or contingent), which are now or
which may at any time hereafter be due, owing or incurred or be expressed to be due, owing or
incurred and which remain outstanding from the Company to the Assignee (as defined below) or any
other indemnitee under or pursuant to:

(a) an aircraft lease agreement dated 28 April 2004 between Magritte Aircraft Leasing Limited, as
lessor, and the Company, as lessee, in respect of one A321-211 aircraft bearing manufacturer's serial
number 1012 (the "Aircraft"), as amended and supplemented pursuant to an aircraft lease novation
deed dated 28 December 2006 between the Company, the Assignee and Magritte Aircraft Leasing
Limited (the "Lease Agreement"); and

(b) any other Operative Document (as such term is defined in the Lease Agreement) to which the
Company is party.

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

Aircraft MSN 1012 LLC of 160 Greentree Drive, Suite 101, Dover, DE 19904, County of Kent, United
States of America (the "Assignee").

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
MYYG/LN03039/BD5737413

For official Use (06
Mortgage Section



PGKCE00F
PMO 07/3/07 3000
COMPANIES HOUSE

LD3 *LB7E7NNY* 23/03/2007 421
COMPANIES HOUSE

LD3 07/03/2007 421
COMPANIES HOUSE

Time critical reference

The Company's right, title and interest, present and future, in and to:

(a) all benefits and proceeds of any and all policies and contracts of insurance or reinsurance (other than third party liability insurances) from time to time taken out or in existence in respect of or which relate to the Aircraft or any part thereof (including, without limitation, all claims of whatsoever nature thereunder other than returns of premium in respect thereof); and

(b) any and all moneys payable to the Company in consequence of any requisition for title or hire or use of the Aircraft.

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+
95

Particulars as to commission allowance or discount (note 3)

NIL

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

Signed **NORTON ROSE**

Date **6** March 2007

On behalf of ~~XXXXXX~~ [mortgagee/chargee] † Norton Rose

† 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 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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. FC008937

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF INSURANCES DATED THE 21st FEBRUARY 2007 AND CREATED BY CYPRUS TURKISH AIRLINES FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIRCRAFT MSN 1012 LLC 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 7th MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 27th MARCH 2007.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES