

BILL OF SALE

For valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GENERAL ELECTRIC CAPITAL CORPORATION ("Seller"), owner of the aircraft, engines, equipment and documents described below (hereinafter referred to as the "Aircraft"):

- One (1) MD- 82 aircraft bearing manufacturer's serial number 49661;
- Two (2) JT8D-217 and JT8D-217A engines bearing manufacturer's serial numbers 708495 and 708442;
- all equipment, accessories and parts belonging to, installed in or appurtenant to such aircraft or engines, to the extent that title thereto has been vested in Seller; and
- the Aircraft Documents,

does hereby sell, grant, transfer and deliver all its right, title and interest in and to the Aircraft, subject to Permitted Liens, to GA TELESIS TURBINE TECHNOLOGIES, LLC ("Purchaser") under an Aircraft Sale Terms Agreement dated October 13, 2005 between Seller and Purchaser (the "Agreement"), to have and to hold the Aircraft forever. Seller hereby warrants to Purchaser, and its successors and assigns, that there is hereby conveyed to Purchaser good and marketable title to the Aircraft, free and clear of any Security Interests other than Permitted Liens.

The terms "Security Interests", "Permitted Liens" and "Aircraft Documents" are defined in the Agreement.


Except as otherwise provided herein or in the Agreement, the Aircraft is sold **AS IS** and **WHERE IS**.

This Bill of Sale is governed by the laws of New York.

IN WITNESS whereof, Seller has caused this Bill of Sale to be duly executed as of this 13 day of October, 2005

EXECUTED as a DEED by
GENERAL ELECTRIC CAPITAL CORPORATION

acting by:


MICHAEL KRIEDBERG
VICE PRESIDENT

in the presence of:



UNITED STATES OF AMERICA
U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION

FORM APPROVED
OMB NO. 2120-0042

AIRCRAFT BILL OF SALE

FOR AND IN CONSIDERATION OF \$100 +0VC THE
UNDERSIGNED OWNER(S) OF THE FULL LEGAL
AND BENEFICIAL TITLE OF THE AIRCRAFT DES-
CRIBED AS FOLLOWS:

UNITED STATES
REGISTRATION NUMBER **N**

AIRCRAFT MANUFACTURER & MODEL

McDonnell Douglas MD-82

AIRCRAFT SERIAL No.

49661

DOES THIS 13th DAY OF OCTOBER, 2005
HEREBY SELL, GRANT, TRANSFER AND
DELIVER ALL RIGHTS, TITLE, AND INTERESTS
IN AND TO SUCH AIRCRAFT UNTO:

Do Not Write In This Block
FOR FAA USE ONLY

PURCHASER

NAME AND ADDRESS

(IF INDIVIDUAL(S), GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL.)

GA Telesis Turbine Technologies, LLC
5400 NW 35th Avenue
Ft. Lauderdale, FL 33309

DEALER CERTIFICATE NUMBER

AND TO ITS SUCCESSORS ~~EXECUTORS, ADMINISTRATORS~~ AND ASSIGNS TO HAVE AND TO HOLD
SINGULARLY THE SAID AIRCRAFT FOREVER, AND WARRANTS THE TITLE THEREOF:

IN TESTIMONY WHEREOF I HAVE SET MY HAND AND SEAL THIS 13th DAY OF OCT., 2005.

SELLER

NAME(S) OF SELLER
(TYPED OR PRINTED)

General Electric
Capital Corporation

SIGNATURE(S)

(IN INK) (IF EXECUTED FOR
CO-OWNERSHIP, ALL MUST SIGN.)

Michael Kriedberg

TITLE

(TYPED OR PRINTED)

MICHAEL KRIEDBERG
VICE PRESIDENT

ACKNOWLEDGMENT (NOT REQUIRED FOR PURPOSES OF FAA RECORDING; HOWEVER, MAY BE REQUIRED BY LOCAL LAW FOR
VALIDITY OF THE INSTRUMENT.)

ORIGINAL: TO FAA:

AC Form 8050-2 (9/92) (NSN 0052-00-629-0003) Supersedes Previous Edition

NOTICE OF TERMINATION

Dutch Caribbean Airline N.V.
Acropuerto Hato Curacao
Netherlands Antilles

Attention: Mr. Cesar Prince
Fax: 599 9 8338 246
599 9 869 4082
Overnight Courier

October 11, 2004

Dear Sir:

THIS NOTICE REQUIRES YOUR IMMEDIATE ATTENTION

We refer to the Aircraft Lease Agreement between GENERAL ELECTRIC CAPITAL CORPORATION ("*Lessor*") and DUTCH CARIBBEAN AIRLINE N.V. ("*Lessee*") in respect of one MD-82 aircraft with manufacturer's serial number 49661 (the "*Aircraft*") dated as of April 26, 1991, as amended, supplemented, extended and novated (the "*Lease*"). Unless specifically defined herein, capitalized terms used in this Notice have the meanings given to them in the Lease.

Lessor formally notified you on September 17, 2004 that Events of Default had arisen under the Lease, including as a result of Lessee's failure to pay Rent and other amounts due and payable under and in accordance with the Lease.

By reason of the above, Lessor is entitled to exercise all of its respective rights and remedies under the Lease and/or under applicable law including, without limitation, the Lessor's right to terminate the Lease and/or the leasing of the Aircraft, to take legal action to enforce the obligations of the Lessee to pay all sums due to the Lessor under the Lease and/or to claim damages for breach of the Lease, to take possession of the Aircraft, or to require the redelivery of the Aircraft to the Lessor.


The Aircraft technical records and aircraft documents are to be delivered to a location designated by Lessor within 48 hours of service of this notice.

By reason of the above Event of Default, you have repudiated the Lease and Lessor hereby and with immediate effect terminates the leasing of the Aircraft. Your continued operation of the Aircraft is therefore prohibited, except in so far as is agreed to be necessary to redeliver the Aircraft to Lessor.

DUTCH CARIBBEAN AIRLINE N.V.
October 11, 2004
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This Notice is served without prejudice to any of the Lessor's rights and remedies under the Lease and/or under applicable law, all of which rights and remedies are specifically reserved.

Yours faithfully,


.....
Duly Authorised Signatory
for and on behalf of General Electric Capital Corporation

cc: Mr. Charles de Rooy, Facsimile 599-9-869-4082

Mr. Captain Walfried Kopra, Facsimile 599-9-869-4082

Errol Fasioen, Esq. Facsimile 599-9-465-6678

Wouter Groenewold, Esq. Facsimile 5999 465 5720



CERTIFICATION STATEMENT

NON-INCIDENT / ACCIDENT

AIRFRAME

Operator, *Dutch Caribbean Airline N.V.*, certifies that, to the best of its knowledge that,

Aircraft PJ-SEH, manufacturer's serial Number 49661, including it's Engines, APU and Components has not been involved in a major incident/accident and in any military or governmental operation or use for the period that the aircraft was in it's operation from 05/1991 till the 6th of October 2004.

Engine serial No: 708442.

Engine serial No: 708495.

APU serial No: P-1115.

Aircraft has the following times/cycles:

Aircraft TTSN: 38783:05 Hours.

Aircraft TCSN: 30727 Cycles.

EXECUTED THIS 10 / 06 / 2004
Month Day Year

By: Mauriello Hermina

Signature: 

Title: Manager Quality Assurance