

**CERTIFIED COPY
TO BE RECORDED**

000286653

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

FORM APPROVED
OMB NO. 2120-0042

AIRCRAFT BILL OF SALE

CONVEYANCE RECORDED

FOR AND IN CONSIDERATION OF \$ 1.00 ~~ONLY~~ THE
UNDERSIGNED OWNER(S) OF THE FULL LEGAL
AND BENEFICIAL TITLE OF THE AIRCRAFT DES-
CRIBED AS FOLLOWS:

2007 DEC 13 PM 2 10

FEDERAL AVIATION
ADMINISTRATION

UNITED STATES
REGISTRATION NUMBER

N636BR

AIRCRAFT MANUFACTURER & MODEL

Bombardier CL-600-2B19

AIRCRAFT SERIAL No.

7307

DOES THIS 21st DAY OF November, 2007
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, LLC
5400 NW 35th Avenue
Ft. Lauderdale, Florida 33309
Attention: Abdol Moabery

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 WE

HAVE SET OUR

HAND AND SEAL THIS

21st

DAY OF Nov, 2007.

SELLER

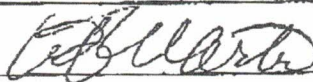
NAME(S) OF SELLER
(TYPED OR PRINTED)

SIGNATURE(S)

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

TITLE
(TYPED OR PRINTED)

Wells Fargo Bank Northwest, National
Association, not in its individual
capacity but solely as owner trustee



G. Brad Martin
Asst. 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

orig to DFPN+J

AC Form 8050-2 (9/92) (NSN 0052-00-829-0003) Supersedes Previous Edition

073261007672

\$ 5.00 11/21/2007

AIRCRAFT LEASE AGREEMENT

Dated as of February 23, 2009

between

GA TELESIS CRJ MSN 7307, LLC

as
Lessor

and

FELIX AIRWAYS LTD.

as
Lessee

in respect of

Aircraft:	Bombardier CL-600-2B19
Serial No:	7307
Aircraft Registration Mark:	70-FAI
Make and Model of Engines:	General Electric CF34-3B1

THIS AIRCRAFT LEASE AGREEMENT (this "**Lease**") is made as of February 23, 2009 between:

GA TELESIS CRJ MSN 7307, LLC, a Delaware limited liability company whose address and principal place of business is at 5400 NW 35th Avenue, Fort Lauderdale, Florida 33309 ("**Lessor**"); and

FELIX AIRWAYS LTD., a limited liability company incorporated and existing under the laws of the Republic of Yemen with its principal place of business at Airport Road, Al-Hasaba-PO Box 8140, Sana'a, Republic of Yemen ("**Lessee**").

(Lessor and Lessee sometimes referred to herein as the "**Parties**").

WHEREAS:

- (A) The Lessor owns the Aircraft.
- (B) Lessor wishes to lease to Lessee and Lessee is willing to lease from Lessor the Aircraft subject to the terms and conditions of this Agreement.

IT IS AGREED as follows:

1. INTERPRETATION

1.1 Definitions

In this Agreement the following expressions have the meanings set out opposite:

"**Acceptance Date**" means the date on which the Aircraft is tendered for inspection and Delivery by Lessor for Lessee's acceptance of its technical condition and performance, in accordance with this Agreement.

"**Additional Term**" has the meaning ascribed thereto in the definition of "**Expiry Date**".

"**Additional AD Cost**" shall have the meaning given to it in paragraph 1.6(a) of Schedule 2 Part 2 of this Agreement.

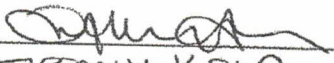
"**Additional ADs**" shall have the meaning given to it in paragraph 1.6(a) of Schedule 2 Part 2 of this Agreement.

"**Affiliate**" means with respect to any Person, any other Person directly or indirectly controlling or controlled by, or under direct or indirect common control with, such Person. A Person shall be deemed to control another Person if such Person possesses directly or indirectly the power to direct or cause the direction of the management and policies of such other Person whether through the ownership of voting securities, by contract or otherwise. Without limiting the

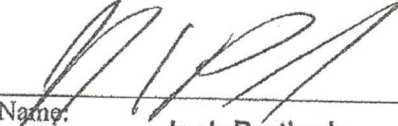
IN WITNESS WHEREOF, the Parties have executed this Lease on the date first
hereinbefore written.

LESSOR

GA TELESIS CRJ MSN 7308, LLC

Witness 
Name: TIFFANY KOLB

Per


Name: Jack Portlock
Title: Senior Vice President
Chief Financial Officer

LESSEE

FELIX AIRWAYS LTD.

Witness
Name:

Per

Name:
Title:

IN WITNESS WHEREOF, the Parties have executed this Lease on the date first hereinbefore written.

LESSOR

GA TELESIS CRJ MSN 7307, LLC

Witness

Name:

Per

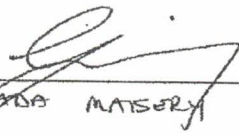
Name:

Title:

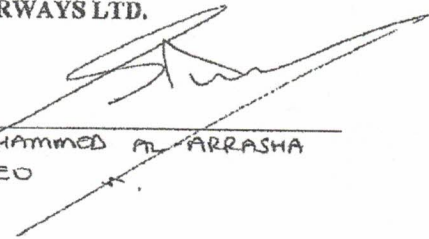
LESSEE

FELIX AIRWAYS LTD.

Witness

Name:  GHADA MASYRY

Per

 Name: MOHAMMED AL ARRASHA

Title: CEO

SCHEDULE 1

DESCRIPTION OF AIRCRAFT

AIRFRAME

MANUFACTURER: Bombardier
MODEL: CL600-2B19
SERIAL NUMBER: 7307
REGISTRATION MARK: 70-FAI

ENGINES

ENGINE TYPE: CF34-3B1
SERIAL NOS: 872498 and 872496 (engine serial numbers are subject to change prior to Delivery subject to any replacement engine(s) meeting the delivery conditions)

APU

APU MODEL: GTCP36-150
SERIAL NO.: P-893



QUALITY ASSURANCE DEPARTMENT

Ref: 002/ESN872498/10/11

16 Oct, 2011

TO WHOM SO EVER IT MAY CONCERN
NON INCIDENT STATEMENT

Sub: FELIX AIRWAYS CF34-3B1 ENGINE SN 872498

THIS IS TO CONFIRM AND CERTIFY THE FOLLOWING TO THE BEST OF OUR KNOWLEDGE ON THE BELOW IDENTIFIED CF34-3B1:

- 1) THE ENGINE **SN 872498** WAS OPERATED BY FELIX AIRWAYS FROM ORIGINAL DELIVERY OF AIRCRAFT CRJ 200
- 2) THE ENGINE **SN 872498** WAS OPERATED BY FELIX AIRWAYS AND NOT INVOLVED IN ANY ACCIDENT OR INCIDENT.
- 3) THIS ENGINE **SN 872498** WAS REMOVED ON **06/05/2009**.
- 4) THIS ENGINE ESN 872498 **TSN OF 15607.1 HOURS** AND **CSN OF 13882 CYCLES** AS ON 06/05/2011.
- 5) THIS ENGINE **SN 872498** HAVE NOT OPERATED BY THE MILITARY, HAVE NOT BEEN SUBJECTED TO ANY EXTREME HEAT OR OTHER FORM OF EXTREME STRESS, EG., MAJOR ENGINE FAILURE, FIRE OR INVOLVED IN AN INCIDENT OR ACCIDENT AS DEFINED BY THE RELEVANT AUTHORITY, AND HAVE NOT BEEN IMMERSED IN SALT WATER OR OTHERSIE EXPOSED TO CORROSIVE AGENTS OUTSIDE NORMAL OPERATION.


ENG. REYAD ABDUL RAHMAN
Manager, Quality Assurance

طريق المطار - الحصة - ص.ب. 8104 صنعاء - اليمن
هاتف: 252560 - 1 - 967 • فاكس: 565082 - 1 - 967
Airport Road Al-Hasaba P.O. Box: 8104 Sana'a - Yemen
Tel.: + 967 - 1 - 252560 - Fax: + 967 - 1 - 565082