

TELEGRAPHIC MESSAGE

NAME OF AGENCY FEDERAL AVIATION ADMINISTRATION MIKE MONRONEY AERONAUTICAL CENTER OKLAHOMA CITY, OKLAHOMA 73125		PRECEDENCE ACTION: PRIORITY INFO:	SECURITY CLASSIFICATION UNCLASSIFIED
ACCOUNTING CLASSIFICATION	DATE/TIME PREPARED 4/10/2013 1:18:25 PM		FILE
FOR INFORMATION CALL			
NAME RONALD B WARCUP	AFS-752	PHONE NUMBER 405-954-3116	TYPE OF MESSAGE SINGLE ADDRESS
<i>THIS SPACE FOR USE OF COMMUNICATION UNIT</i>			
MESSAGE TO BE TRANSMITTED <i>(Use double spacing and all capital letters)</i>			

TO:

SBRJYAYX
REGISTRO AERONAUTICO BRASILEIRO
NATIONAL CIVIL AVIATION AGENCY
RIO DE JANEIRO, BRAZIL

THIS CONFIRMS DEREGISTRATION OF N162AD SIKORSKY S-76C SERIAL NUMBER 760472 FROM THE UNITED STATES CIVIL AIRCRAFT REGISTER EFFECTIVE 1:00 PM CDT APRIL 10 2013. OUR RECORDS SHOW NO UNRELEASED RECORDED LIENS AGAINST THE AIRCRAFT. THE LAST REGISTERED OWNER WAS GREENWICH AEROGROUP BRAZIL LEASING INC.



for

WALTER L. BINKLEY
MANAGER, FAA AIRCRAFT REGISTRY AFS-750
FEDERAL AVIATION ADMINISTRATION

CC: DFPH&J SHEILA SUDIK	SECURITY CLASSIFICATION	
	PAGE NO. 1	NO. OF PGS 1

AFS-750-FAX-1 (04/07)

SDNY_GM_02754782

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241704

EFTA01326828

SDNY_GM_02754783

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241705

EFTA01326829

DEREGISTRATION OF UNITED STATES CIVIL AIRCRAFT

U.S. Registration N-162AD	Temp Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	I.R. Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Manufacturer SIKORSKY	Model S-76C	Serial Number 760472
Last Registered Owner <u>GREENWICH AEROGROUP BRAZIL LEASING INC</u>					
GENEVA CONVENTION – Lien/Lease Information on File					
<input checked="" type="checkbox"/> None					
<input type="checkbox"/> Lien Conveyance No. _____ Lien holder: _____					
<input type="checkbox"/> Lien Conveyance No. _____ Lien holder: _____					
<input type="checkbox"/> Lease Conveyance No. _____ Lessee: _____					
<input type="checkbox"/> Lease Conveyance No. _____ Lessee: _____					
CAPE TOWN TREATY - Lien Information on File					
<input type="checkbox"/> Written certification was received from IDERA authorized party that all registered interests ranking in priority to authorized party have been discharged or the holders of such interests have consented to the export. Conveyance No. _____ IDERA Authorized Party: _____					
<input checked="" type="checkbox"/> Written certification was received from the owner that all outstanding interests in the FAA aircraft record have been discharged or the holders of such interests have consented to the export.					
<input checked="" type="checkbox"/> None					
<input type="checkbox"/> Lien Conveyance No. _____ Lien holder: _____					
<input type="checkbox"/> Lien Conveyance No. _____ Lien holder: _____					
<input type="checkbox"/> Lease Conveyance No. _____ Lessee: _____					
<input type="checkbox"/> Lease Conveyance No. _____ Lessee: _____					
The above registration is to be cancelled for the reason checked below:					
<input type="checkbox"/> Expired					
<input checked="" type="checkbox"/> Exported to: <u>BRAZIL</u>					
<input type="checkbox"/> Totally destroyed or scrapped					
<input checked="" type="checkbox"/> At the request of: <input checked="" type="checkbox"/> Registrant <input type="checkbox"/> Owner <input type="checkbox"/> IDERA Authorized Party (Export only)					
<input type="checkbox"/> Other (Specify) _____					
Official approving the cancellation: Name: SHEILA SUDIK			TIME: 1:00 PM CDT	DATE: April 10, 2013	
CONFIRM TO: <u>BRAZIL</u> FOREIGN MARKINGS: _____			COPY TO: <input checked="" type="checkbox"/> WIRE <input type="checkbox"/> MAIL DFPH&J		
The above registration has been cancelled and records adjusted accordingly.				DATE: April 10, 2013	
					

AFS-750-17 (01/12)

SDNY_GM_02754784

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241706

EFTA01326830

SDNY_GM_02754785

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241707

EFTA01326831

GREENWICH AEROGROUP BRAZIL LEASING, INC.
4200 SUMMIT BRIDGE ROAD
MIDDLETOWN, DE 19709-9340
April 9, 2013

Federal Aviation Administration
FAA Aircraft Registry
P. O. Box 25504
Oklahoma City, Oklahoma 73125

Re: Request to Deregister Aircraft

Ladies and Gentlemen:

Greenwich AeroGroup Brazil Leasing, Inc., as registered owner of one (1) Sikorsky S-76C aircraft bearing manufacturer's serial number 760472 and U.S. Registration No. N162AD (the "Aircraft"), hereby requests immediate cancellation of its U.S. Registration, as the Aircraft is being exported to Brazil.

We certify that there are no registered interests ranking in priority that have not been discharged.

Please identify the last registered owner of the Aircraft in your deregistration telex to the Brazilian Aeronautic Registry.

Upon cancellation of U.S. registration, please notify your counterpart in the Brazilian Aeronautic Registry and send a copy of your Standard Form 14 to the attention of DFPH&J in your public documents room.

Very truly yours,


John Kohler
Vice President

FILING COPY

SDNY_GM_02754786

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

OKLAHOMA CITY
OKLAHOMA
2013 APR 10 AM 11 39
FILED WITH FAA
CRAFT REGISTRATION BR

SDNY_GM_02754787

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241709

EFTA01326833

UNITED STATES OF AMERICA DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION-MIKE MONROE AERONAUTICAL CENTER AIRCRAFT REGISTRATION APPLICATION			CERT. ISSUE DATE _____
UNITED STATES REGISTRATION NUMBER N162AD			FOR FAA USE ONLY
AIRCRAFT MANUFACTURER & MODEL SIKORSKY S-76C			
AIRCRAFT SERIAL No 760472			
TYPE OF REGISTRATION (Check one box)			
<input type="checkbox"/> 1. Individual <input type="checkbox"/> 2. Partnership <input checked="" type="checkbox"/> 3. Corporation <input type="checkbox"/> 4. Co-owner <input type="checkbox"/> 5. Gov't <input type="checkbox"/> 8. Non-Citizen Corporation			
NAME OF APPLICANT (Person(s) shown on evidence of ownership. If individual, give last name, first name, and middle initial.) Greenwich Aerogroup Brazil Leasing, Inc.			
TELEPHONE NUMBER: (203) 629-3008			
ADDRESS (Permanent mailing address for first applicant listed.) (If P.O. BOX is used, physical address must also be shown.) Number and street: 4200 Summit Bridge Road			
Rural Route: _____		P.O. Box: _____	
CITY Middletown	STATE DE	ZIP CODE 19709	
<input type="checkbox"/> CHECK HERE IF YOU ARE ONLY REPORTING A CHANGE OF ADDRESS ATTENTION! Read the following statement before signing this application. This portion MUST be completed. A false or dishonest answer to any question in this application may be grounds for punishment by fine and / or imprisonment (U.S. Code, Title 18, Sec. 1001).			
CERTIFICATION			
I/WE CERTIFY:			
(1) That the above aircraft is owned by the undersigned applicant, who is a citizen (including corporations) of the United States. (For voting trust, give name of trustee: _____), or: CHECK ONE AS APPROPRIATE: a. <input type="checkbox"/> A resident alien, with alien registration (Form 1-151 or Form 1-551) No. _____ b. <input type="checkbox"/> A non-citizen corporation organized and doing business under the laws of (state) _____ and said aircraft is based and primarily used in the United States. Records or flight hours are available for inspection at _____			
(2) That the aircraft is not registered under the laws of any foreign country; and (3) That legal evidence of ownership is attached or has been filed with the Federal Aviation Administration.			
NOTE: If executed for co-ownership all applicants must sign. Use reverse side if necessary.			
TYPE OR PRINT NAME BELOW SIGNATURE			
EACH PART OF THIS APPLICATION MUST BE SIGNED IN INK.	SIGNATURE JFK John F. Kohler	TITLE Vice President	DATE 02/09/2012 HJK
	SIGNATURE _____	TITLE _____	DATE _____
	SIGNATURE _____	TITLE _____	DATE _____
NOTE Pending receipt of the Certificate of Aircraft Registration, the aircraft may be operated for a period not in excess of 90 days, during which time the PINK copy of this application must be carried in the aircraft.			

AC Form 8050-1 (5/03) (0052-00-628-9007)

FILING COPY

SDNY_GM_02754788

T TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241710

Faint, illegible text from a document, possibly a flight log or registration form, with two hole-punch marks on the right side.

FILED WITH FAA
AIRCRAFT REGISTRATION BR
2012 FEB 9 AM 10 13
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754789

T TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241711

EFTA01326835

DOCUMENT LEVEL ANNOTATIONS

CPY APP RET'D TO DFPH&J DOC ID 5336, 2/9/2012

SDNY_GM_02754790

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241712

EFTA01326836

SDNY_GM_02754791

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241713

EFTA01326837

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

FOR AND IN CONSIDERATION OF \$ 1,000,000 THE UNDERSIGNED OWNER(S) OF THE FULL LEGAL AND BENEFICIAL TITLE OF THE AIRCRAFT DESCRIBED AS FOLLOWS:

UNITED STATES REGISTRATION NUMBER **N162AD**

Sikorsky S-76C

AIRCRAFT SERIAL NUMBER **760472**

DOES THIS 4 DAY OF February, 2012,
 HEREBY SELL, GRANT, TRANSFER AND DELIVER ALL RIGHTS, TITLE, AND INTERESTS IN AND TO SUCH AIRCRAFT UNTO:

PURCHASER

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

GREENWICH AEROGROUP Brazil Leasing, Inc.
 4200 Summit Bridge Road
 Middletown, Delaware 19709

DEALER CERTIFICATE NUMBER

AND TO ITS SUCCESSORS 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 4 DAY OF February, 2012.

SELLER	NAME(S) OF SELLER (TYPED OR PRINTED)	SIGNATURE(S) (IN INK) (IF EXECUTED FOR CO-OWNERSHIP, ALL MUST SIGN.)	TITLE (TYPED OR PRINTED)
	FREEDOM AIR INTERNATIONAL, INC.	<i>Darren K. Indyke</i> Darren K. Indyke	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

CERTIFIED COPY TO BE RECORDED

120401025102
 \$5.00 02/09/2012



CM004969 Conveyance Recorded Feb/29/2012 01:40 PM FAA

A

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

SDNY_GM_02754792

EFTA_00241714

EFTA01326838

COMPARISON CERTIFICATE
I have compared the foregoing instrument with the original and
the same is a true and correct copy thereof in all respects.



FILED WITH FAA
AIRCRAFT REGISTRATION BR
2012 FEB 9 AM 10 13
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754793

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241715

EFTA01326839

DOCUMENT LEVEL ANNOTATIONS

ORIG B/S RET'D TO DFPH&J DOC ID 5333, 2/9/2012

SDNY_GM_02754794

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241716

EFTA01326840

SDNY_GM_02754795

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241717

EFTA01326841

405-681-9299

FILED WITH FAA
AIRCRAFT REGISTRATION BR
2011 AUG 26 PM 1 56
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754797

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241719

EFTA01326843



Insured Aircraft Title Service, Inc.



P.O. Box 19527 Oklahoma City, Ok 73144 (405) 681-6663
 4848 SW 36th Street Oklahoma City, Ok 73159 (800) 654-4882
 e-mail address: iats@earthlink.net FAX (405) 681-9299
 web site: www.insuredaircraft.com

ACTION
2 INCG

FEDERAL AVIATION ADMINISTRATION
 CENTRAL RECORDS DIVISION
 OKLAHOMA CITY, OKLAHOMA

Date: July 26, 2011

Dear Sir/Madam:

Please Reserve N _____ in NAME ONLY for:

N# Change Request

Please Reserve N 162AD and assign for the following aircraft:

N 162AE Make Sikorsky Model S-76C Serial # 760472

Which is (1) being purchased by XX (2) registered to _____:

Freedom Air International, Inc.

Payment of the required \$10.00 fee per number to reserve/assign is attached. If the preferred N number is not available, please contact the undersigned for a selection of a new number. Please send the confirmation of reservation/8050-64 form to Insured Aircraft Title Service, Inc. in the Public Documents room of the FAA.

Additional Information: _____

Requested by: Angie Risley
 Angie Risley

112071356013
 \$20.00 07/26/2011

20

SDNY_GM_02754798

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

FILED WITH FAA
AIRCRAFT REGISTRATION BR
2011 JUL 26 PM 1 50
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754799

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241721

EFTA01326845

UNITED STATES OF AMERICA DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION-MIKE MONROEY AERONAUTICAL CENTER AIRCRAFT REGISTRATION APPLICATION			CERT: ISSUE DATE FOR FAA USE ONLY
UNITED STATES REGISTRATION NUMBER N162AE			
AIRCRAFT MANUFACTURER & MODEL Sikorsky S-76C			
AIRCRAFT SERIAL No. 760472			
TYPE OF REGISTRATION (Check One box)			
<input type="checkbox"/> 1. Individual <input type="checkbox"/> 2. Partnership <input checked="" type="checkbox"/> 3. Corporation <input type="checkbox"/> 4. Co-Owner <input type="checkbox"/> 5. Government <input type="checkbox"/> 8. Non-Citizen Corporation <input type="checkbox"/> 9. Non-Citizen Corporation Co-Owner			
NAME OR APPLICANT (Person(s) shown on evidence of ownership. If individual, give last name, first name, and middle initial.) Freedom Air International, Inc.			
TELEPHONE NUMBER: ()			
ADDRESS (Permanent mailing address for first applicant on list) (If P.O. Box is used, physical address must also be shown.) Number and street: 103 Faulk Road, Suite 202			
Rural Route:		P.O. Box:	
CITY Wilmington	STATE DE	ZIP CODE 19803	
<input type="checkbox"/> CHECK HERE IF YOU ARE ONLY REPORTING A CHANGE OF ADDRESS ATTENTION! Read the following statement before signing this application. This portion MUST be completed. A false or dishonest answer to any question in this application may be grounds for punishment by fine and/or imprisonment (U.S. Code, Title 18, Sec. 1001).			
CERTIFICATION			
I/WE CERTIFY:			
(1) That the above aircraft is owned by the undersigned applicant, who is a citizen (including corporations) of the United States. (For voting trust, give name of trustee: _____), or: CHECK ONE AS APPROPRIATE:			
a. A resident alien, with alien registration (Form 1-151 or Form 1-551) No. _____			
b. A non-citizen corporation organized and doing business under the laws of (state) _____ and said aircraft is based and primarily used in the United States. Records or flight hours are available for inspection at _____			
(2) That the aircraft is not registered under the laws of any foreign country; and (3) That legal evidence of ownership is attached or has been filed with the Federal Aviation Administration.			
NOTE: If executed for co-ownership all applicants must sign. Use reverse side if necessary.			
TYPE OR PRINT NAME BELOW SIGNATURE			
EACH PART OF THIS APPLICATION MUST BE SIGNED IN INK.	SIGNATURE	TITLE	DATE
	Darren K. Indyka	Vice President	7-26-11
	SIGNATURE Darren K. Indyka	TITLE	DATE
SIGNATURE	TITLE	DATE	
NOTE Pending receipt of the Certificate of Aircraft Registration, the aircraft may be operated for a period not in excess of 90 days, during which time the PINK copy of this application must be carried in the aircraft.			

AC Form 8050-1 (1/09) (NSN 0052-00-628-9007) Supersedes Previous Edition

SDNY_GM_02754800

T TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241722

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FILED WITH FAA
AIRCRAFT REGISTRATION BR
2011 JUL 26 PM 12 09
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754801

T TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241723

WARRANTY BILL OF SALE

The undersigned, ("Seller"), is the owner of the full legal and beneficial title in and to that certain used Sikorsky S-76C helicopter (sometimes referred to as a S-76C+) bearing Manufacturer's Serial No. 760472 and U.S. Registration No. N162AE, with two (2) Turbomeca Arriel 2S1 engines bearing Manufacturer's Serial Nos. 20040 and 20533TEC, together with all avionics, equipment (including loose equipment), systems, furnishings and accessories installed on, contained in or attached to said helicopter and engines, all as is more particularly described in that certain Aircraft Purchase Agreement dated as of July 18, 2011, between Seller and Purchaser, and also including all airframe, engine and accessory logbooks, flight and operation manuals, maintenance and overhaul records, checklists, drawings, any issued FAA Form 337's, warranty documents, and all other records and paperwork relating to the above-described helicopter and engines in Seller's possession (collectively, the "Aircraft"); provided, that the term Aircraft as used herein does not include airframe maintenance manuals and airframe illustrated parts catalogs as the same are being retained by Seller.

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby grant, bargain, sell, convey, transfer and deliver unto Freedom Air International, Inc. ("Purchaser"), all of Seller's right, title and interest in and to the Aircraft.

Seller hereby warrants to Purchaser, its successors and assigns, that Seller is the lawful owner of the Aircraft and that there is hereby conveyed to Purchaser good and marketable title to the Aircraft, free and clear of any and all liens, claims and encumbrances whatsoever, and Seller will warrant and defend such title forever, at the sole expense of Seller, against all claims and demands whatsoever. EXCEPT FOR THE WARRANTIES OF SELLER SET FORTH IN THE PRECEDING SENTENCE, THE AIRCRAFT IS HEREBY SOLD TO PURCHASER IN ITS "AS IS, WHERE IS" CONDITION AND "WITH ALL FAULTS."

IN WITNESS WHEREOF, Seller has caused this Warranty Bill of Sale to be executed by its duly authorized officer, as of this 26 day of July, 2011.

ASI WINGS, LLC

By: Aetna Inc., Managing Member

By: Melinda Westbrook
 Name: Melinda Westbrook
 Title: Assistant Corporate Secretary
 Date: _____

112071213412
 \$5.00 07/26/2011

SDNY_GM_02754802

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

FILED WITH FAA
AIRCRAFT REGISTRATION BR
2011 JUL 26 PM 12 09
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754803

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241725

EFTA01326849

CAP FAX



151 Farmington Avenue
Hartford, CT 06158

John Keating
Aircraft Maintenance
860-293-1291
860-293-1318 Fax

Date March 2, 2011

FAA Aircraft Registration Branch

ACTION
2 / 1 Dup

Dear Sirs,

I am writing to ask for replacement Aircraft Registration Certificates. The aircraft are:

- ① Sikorsky S76C N152AE Serial Number 760714
- ② Sikorsky S76C N162AE Serial Number 760472

The Aircraft Registrations have been lost.
A \$2.00 replacement fee will be mailed for each aircraft.

Please provide a Temporary Certificate of Registration by fax to 860-293-1318.

Please mail originals to:
ASI Wings, LLC
151 Farmington Ave.
Hartford, CT 06156
Attention Coreen Marcroft
Mail Stop RT32

Sincerely,

John Keating
John Keating Member

OKLAHOMA CITY
OKLAHOMA
2011 MAR 4 PM 12 48

SDNY_GM_02754805

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241727

EFTA01326851



CAR FAX

151 Farmington Avenue
Hartford, CT 06156

John Keating
Aircraft Maintenance
860-293-1291
860-293-1318 Fax

Date March 2, 2011

FAA Aircraft Registration Branch

ACTION
2 10up

Dear Sirs,

I am writing to ask for replacement Aircraft Registration Certificates. The aircraft are:

- \ Sikorsky S76C N152AE Serial Number 760714
- ② Sikorsky S76C N162AE Serial Number 760472

The Aircraft Registrations have been lost.
A \$2.00 replacement fee will be mailed for each aircraft.

Please provide a Temporary Certificate of Registration by fax to 860-293-1318.

Please mail originals to:
ASI Wings, LLC
151 Farmington Ave.
Hartford, CT 06156
Attention Coreen Marcroft
Mail Stop RT32

Sincerely,

John Keating

SDNY_GM_02754806

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241728

EFTA01326852

OKLAHOMA CITY
OKLAHOMA
2011 MAR 2 PM 1 11

SDNY_GM_02754807

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241729

EFTA01326853

DOCUMENT LEVEL ANNOTATIONS

DUP DOC ID 0965 FFR 3/2/11 APPENDED TO DUP W/TITLE DOC ID 9233
PF 3/4/11
DUP FAX #9233 FFR 03/04/2011 (no fee)
DUP REQ #9233 FFR 03/04/2011 (no fee)

SDNY_GM_02754808

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241730

EFTA01326854

SDNY_GM_02754809

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241731

EFTA01326855



U.S. Department
of Transportation

**Federal Aviation
Administration**

Flight Standards Service
Aircraft Registration Branch,
AFS-750

P.O. Box 25504
Oklahoma City, Oklahoma 73125-0504
(405) 954-4206
Toll Free: 1-866-704-4715
WEB Address: <http://registry.faa.gov>

Date of Issue: March 2, 2011

ASI WINGS LLC
151 FARMINGTON AVE
HARTFORD, CT 06156-0001
|||

Fax 860-293-1318

ATTENTION: COREEN MARCROFT

T111173 This facsimile must be carried in the Aircraft as a Temporary Certificate of
Registration for

N162AE SIKORSKY S-76C Serial 760472 and is valid until Apr 01, 2011.

This is not an airworthiness certificate. For airworthiness information, contact the nearest
Federal Aviation Administration Flight Standards District Office.

for

Walter Binkley
Manager, FAA Aircraft Registry, AFS-750
Federal Aviation Administration

AFS-750-FAX-4 (03/10)

SDNY_GM_02754810

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241732

EFTA01326856

SDNY_GM_02754811

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241733

EFTA01326857

Accepted MC Dec/22/2009

UNITED STATES OF AMERICA DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION-MIKE MONROE AERONAUTICAL CENTER AIRCRAFT REGISTRATION APPLICATION			CERT. ISSUE DATE FOR FAA USE ONLY
UNITED STATES REGISTRATION NUMBER N 162AE			
AIRCRAFT MANUFACTURER & MODEL Sikorsky S-76C			
AIRCRAFT SERIAL No. 760472			
TYPE OF REGISTRATION (Check one box)			
<input type="checkbox"/> 1. Individual <input type="checkbox"/> 2. Partnership <input checked="" type="checkbox"/> 3. Corporation <input type="checkbox"/> 4. Co-owner <input type="checkbox"/> 5. Gov't <input type="checkbox"/> 6. Non-Citizen Corporation			
NAME OF APPLICANT (Person(s) shown on evidence of ownership. If individual, give last name, first name, and middle initial.) ASI Wings, LLC			
TELEPHONE NUMBER: (860) 273-1948			
ADDRESS (Permanent mailing address for first applicant listed.) (If P.O. BOX is used, physical address must also be shown.) Number and street: 151 Farmington Avenue			
Rural Route:		P.O. Box:	
CITY Hartford	STATE CT	ZIP CODE 06156	
<input type="checkbox"/> CHECK HERE IF YOU ARE ONLY REPORTING A CHANGE OF ADDRESS ATTENTION! Read the following statement before signing this application. This portion MUST be completed. A false or dishonest answer to any question in this application may be grounds for punishment by fine and / or imprisonment (U.S. Code, Title 18, Sec. 1001).			
CERTIFICATION			
I/WE CERTIFY:			
(1) That the above aircraft is owned by the undersigned applicant, who is a citizen (including corporations) of the United States. (For voting trust, give name of trustee: _____), or: CHECK ONE AS APPROPRIATE:			
a. <input type="checkbox"/> A resident alien, with alien registration (Form 1-151 or Form 1-551) No. _____			
b. <input type="checkbox"/> A non-citizen corporation organized and doing business under the laws of (state) _____ and said aircraft is based and primarily used in the United States. Records or flight hours are available for inspection at _____			
(2) That the aircraft is not registered under the laws of any foreign country; and (3) That legal evidence of ownership is attached or has been filed with the Federal Aviation Administration.			
NOTE: If executed for co-ownership all applicants must sign. Use reverse side if necessary.			
TYPE OR PRINT NAME BELOW SIGNATURE			
EACH PART OF THIS APPLICATION MUST BE SIGNED IN INK	SIGNATURE <i>Melinda Westbrook</i>	TITLE Assistant Corporate Secretary of Aetna Inc.	DATE 12-10-09
	SIGNATURE Melinda Westbrook	TITLE Managing Member of ASI Wings, LLC	DATE
	SIGNATURE	TITLE	DATE
NOTE Pending receipt of the Certificate of Aircraft Registration, the aircraft may be operated for a period not in excess of 90 days, during which time the PINK copy of this application must be carried in the aircraft.			

AC Form 8050-1 (5/03) (0052-00-628-9007)

SDNY_GM_02754812

T TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241734

[Faint, mostly illegible text and markings, possibly bleed-through from the reverse side of the page.]

FILED WITH FAA
AIRCRAFT REGISTRATION BR
2009 DEC 10 PM 1:03
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754813

TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241735

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

FOR AND IN CONSIDERATION OF \$ 10,600 THE
UNDERSIGNED OWNER(S) OF THE FULL LEGAL
AND BENEFICIAL TITLE OF THE AIRCRAFT DES-
CRIBED AS FOLLOWS:

UNITED STATES
REGISTRATION NUMBER N 162AE
AIRCRAFT MANUFACTURER & MODEL
SIKORSKY S-76C
AIRCRAFT SERIAL No.
760472

DOES THIS 10th DAY OF December 2009

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

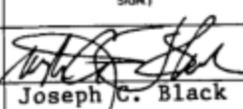
PURCHASER

NAME AND ADDRESS
(IF INDIVIDUAL(S), GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL.)
ASI Wings, LLC
151 Farmington Ave.
Hartford, CT 06156

DEALER CERTIFICATE NUMBER

AND TO its successors
SINGULARLY THE SAID AIRCRAFT FOREVER, AND WARRANTS THE TITLE THEREOF.

IN TESTIMONY WHEREOF WE HAVE SET OUT HAND AND SEAL THIS 10th DAY OF Dec. 2009

SELLER	NAME (S) OF SELLER (TYPED OR PRINTED)	SIGNATURE (S) (IN INK) (IF EXECUTED FOR CO-OWNERSHIP ALL MUST SIGN)	TITLE (TYPED OR PRINTED)
		<u>Aetna Life Insurance Company</u>	 <u>Joseph C. Black</u>

093441312032
\$5.00 12/10/2009

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

COMPARISON CERTIFICATE

I have compared the foregoing instrument with the original and
the same is a true and correct copy thereof in all respects.

Nick Wilson



SDNY_GM_02754814

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

FILED WITH FAA
AIRCRAFT REGISTRATION DE
2009 DEC 10 PM 1 02
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754815

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241737

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DOCUMENT LEVEL ANNOTATIONS

ORIG #9288 RET'D TO FSBB

SDNY_GM_02754816

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SDNY_GM_02754817

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241739

EFTA01326863

U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION CROSS-REFERENCE-RECORDATION		SEE CONVEYANCE NO FILING DATE:	
This form is to be used in cases where a conveyance covers several aircraft and engines, propellers, or locations. File original of this form with the recorded conveyance and a copy in each aircraft folder involved.			
TYPE OF CONVEYANCE AMENDMENT NO. 12 TO LEASE AGREEMENT (UU013896)		DATE EXECUTED 8-1-2002	
FROM STATE STREET BANK AND TRUST COMPANY		DOCUMENT NO. T 070498	
TO OR ASSIGNED TO AETNA LIFE INSURANCE COMPANY		DATE RECORDED August 29, 2002	
THE FOLLOWING COLLATERAL IS COVERED BY THE CONVEYANCE:			
AIRCRAFT (List by registration number)		TOTAL NUMBER INVOLVED 2	
N151AE N152AE			
ENGINES		TOTAL NUMBER INVOLVED 4	
MAKE(S) CFE ENGINE COMPANY CFE 738-1-1B TURBOMECCA ARRIEL 2S1		SERIAL NO. P105141 P105144 20040 20045	
PROPELLERS		TOTAL NUMBER INVOLVED	
MAKE(S)		SERIAL NO.	
SPARE PARTS --LOCATIONS		TOTAL NUMBER INVOLVED	
LOCATION			
RECORDED CONVEYANCE FILED IN: N151AE BASSAULT AVIATION FALCON 2000 SERIAL 30 N101FC NAD263 HAWKER SIDDELEY HS125 SERIES 700A			

AC FORM 8050-23 (1-96) (0052-00-582-6000)

SDNY_GM_02754818

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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INFORM AND... I... 2011

SDNY_GM_02754819

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241741

EFTA01326865

Federal Aviation Administration

Date 9-29-2002 Time

Conveyance Number 7070498

Don Laffin

THIS AMENDMENT NO. 12 TO LEASE AGREEMENT HAS BEEN MANUALLY EXECUTED IN NINE COUNTERPARTS NUMBERED CONSECUTIVELY FROM 1 TO 9 OF WHICH THIS IS COUNTERPART NO. 2. TO THE EXTENT, IF ANY, THAT THIS AMENDMENT CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION) NO SECURITY INTEREST IN THIS AMENDMENT MAY BE CREATED OR PERFECTED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART WHICH SHALL BE THE COUNTERPART IDENTIFIED AS COUNTERPART NO. 1.

AMENDMENT NO. 12 TO AMENDED AND RESTATED LEASE AGREEMENT

THIS AMENDMENT NO. 12 TO AMENDED AND RESTATED LEASE AGREEMENT, dated as of Amended 11-2-2002 (this "Amendment") is made by and between State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under the Declaration of Trust by it, dated as of September 29, 1995 (the "Lessor"), and Acina Life Insurance Company (the "Lessee").

WITNESSETH

WHEREAS, the Lessee and the Lessor entered into that certain Amended and Restated Lease Agreement, dated as of September 29, 1995 (Amendment No. 1 thereto, dated as of November 2, 1995, and Amendment No. 2 thereto, dated as of December 1, 1995, all of which were recorded as one document by the Federal Aviation Administration (the "FAA") on February 29, 1996 as Conveyance No. UJ013896; Amendment No. 3 thereto, dated as of June 10, 1996, which was recorded by the FAA on August 22, 1996 as Conveyance No. PO7922; Amendment No. 4 thereto, dated as of July 1, 1996, which was recorded by the FAA on August 22, 1996 as Conveyance No. PO7925; Amendment No. 5 thereto, dated as of August 2, 1996, which was recorded by the FAA on September 9, 1996 as Conveyance No. YY018495; Amendment No. 6 thereto, dated as of December 4, 1996 (which Amendment was not filed with the FAA for recordation); Amendment No. 7 thereto, dated as of March 13, 1997, which was recorded by the FAA on March 18, 1997 as Conveyance No. P10144; Amendment No. 8 thereto, dated as of October 21, 1997, which was recorded by the FAA on January 21, 1998 as Conveyance No. H1017462; Amendment No. 9 thereto, dated as of September 17, 1999, which was recorded by the FAA on December 13, 1999 as Conveyance No. EE020859; Amendment No. 10 thereto, dated as of February 2, 2001, which was recorded by the FAA on March 14, 2001 as Conveyance No. H101820; and Amendment No. 11 thereto, dated as of September 18, 2001, which was recorded by the FAA on October 15, 2001 as Conveyance No. L075093 (as so amended, the Lease, capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Lease).

WHEREAS, Aircraft No. 1 (Mfg. Serial No. 760407, US Reg. No. N167AB, together with the two engines described hereunder) Aircraft

This is a certified copy taken from FAA document index of 7070498

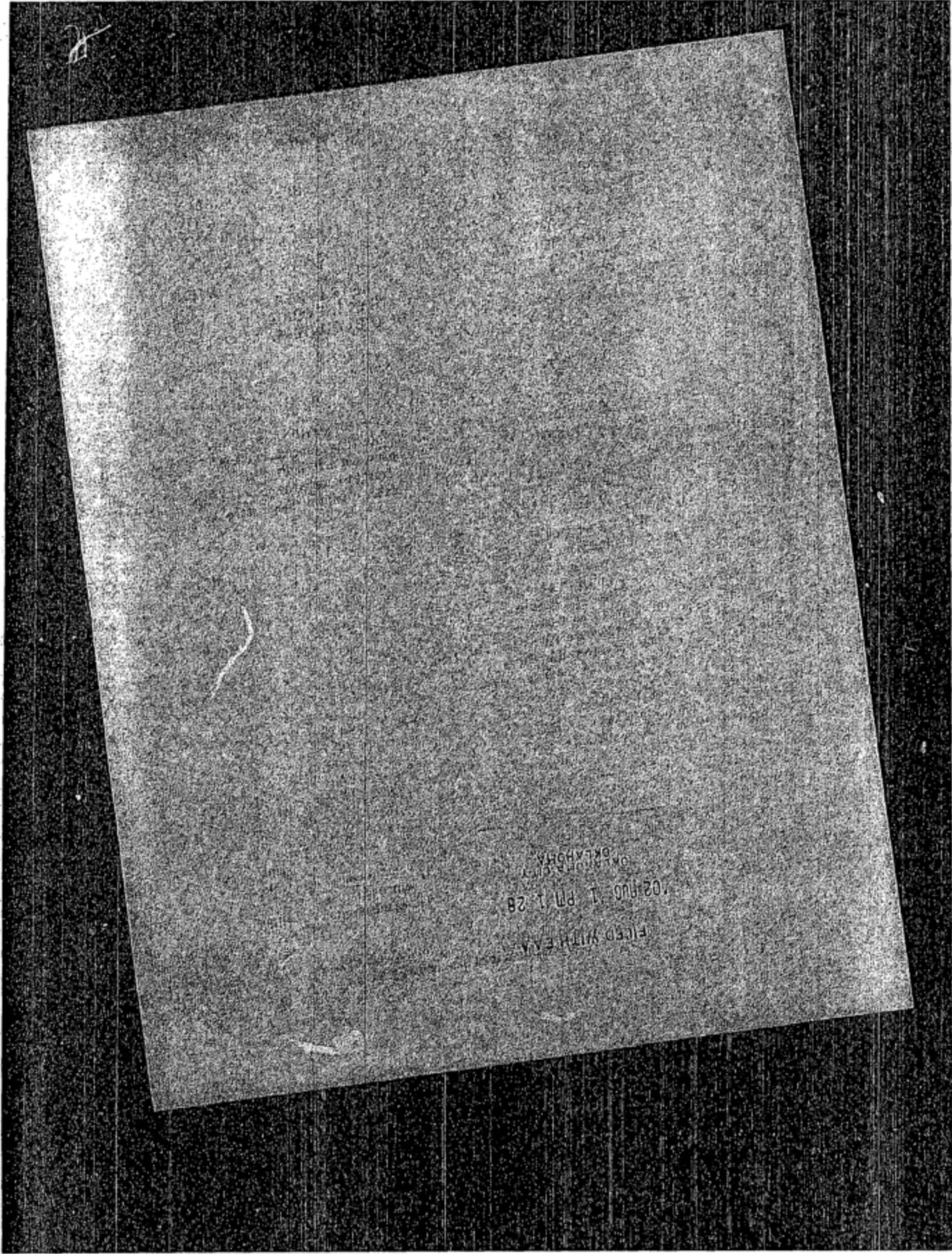
Don Laffin Date 3-6-02

SDNY_GM_02754820

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SDNY_GM_02754821

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241743

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Number 760407 identified on Exhibit B to the Lease is being sold on the date hereof,
and

WHEREAS, the parties hereto wish to further amend the Lease to revise Exhibit B thereto to the extent provided herein whereby said Aircraft Number 760407 will no longer be subject to the Lease

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that the Lease shall be amended as follows:

Amendment of Exhibit B. Exhibit B to the Lease shall be amended to read as set forth on Schedule A to this Amendment.

2. Waiver. By its execution and delivery hereof, Lessor waives, in respect of the sale of Aircraft Number 760407, the requirement of Section 13 of the Lease that ninety (90) days notice of a purchase tender be given by the Lessee, and that such purchase occur on a Basic Rent Payment Date, and any requirement under Section 13 of the Lease that the sale price of Aircraft Number 760407 exceed the Adjusted Acquisition Cost thereof.

3. Effect on Original. Except as modified by this Amendment, the Lease shall continue to be in full force and effect, and the Lease is in all respects ratified and confirmed. References in the Lease to the "Lease" shall be interpreted to mean the Lease as amended by this Amendment.

4. Governing Law. This Amendment is delivered in the State of Connecticut and shall be governed by, and construed in accordance with the laws of the State of Connecticut (without giving effect to principles of conflict of laws).

5. Counterparts. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

[signature page follows]

SDNY_GM_02754823

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the day and year first above written.

STATE STREET BANK AND TRUST COMPANY, not in its individual capacity but solely as Trustee, as Lessor.

By Earl W. Dennis Jr.
Name: Earl W. Dennis Jr.
Title: Vice President

AETNA LIFE INSURANCE COMPANY
as Lessee

By _____
Name:
Title:

6705 105

SDNY_GM_02754824

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241747

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IN WITNESS WHEREOF the parties hereto have caused this
Amendment to be duly executed and delivered as of the day and year first above written

STATE STREET BANK AND TRUST
COMPANY, not in its individual capacity
but solely as Trustee, as Lessor

By _____
Name _____
Title _____

AETNA LIFE INSURANCE COMPANY
as Lessee

By Alan M. Bennett
Name: Alan M. Bennett
Title: Senior Vice President and Chief
Financial Officer

HEREBY CERTIFY THIS TO BE A TRUE
AND EXACT COPY OF THE ORIGINAL

BY: Candy Linn
A/C TITLE SERVICE

SDNY_GM_02754826

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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Schedule A

EXHIBIT B

Description of Aircraft

Aircraft No. 1

Airframe: One (1) Dassault Aviation Falcon 2000 Aircraft bearing manufacturer's serial number 39 and U.S. Federal Aviation Administration Registration No. N151AE (formerly N2061).

Engines: Two (2) CFE Engine Company CFE 738-1-1B engines bearing manufacturer's serial numbers P105141 and P105144, each of said engines being 750 or more rated take-off horsepower or the equivalent thereof (whether or not such engines shall be installed in or attached to such airframe or any other airframe).

Aircraft No. 2

Airframe: One (1) Sikorsky Model S-76C Helicopter bearing manufacturer's serial number 760472 and U.S. Federal Aviation Administration Registration No. N132AE.

Engines: Two (2) Turbomeca Arriel 2S1 engines bearing manufacturer's serial numbers 20040 and 20045, each of said engines having 750 or more rated takeoff horsepower or the equivalent thereof (whether or not such engines shall be installed on or attached to such airframe or any other airframe).

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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AIRCRAFT REGISTRATION BR
2008 AUG 26 PM 11 56
OKLAHOMA CITY
OKLAHOMA

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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AIRCRAFT TITLE SEARCHES
RECORDING SERVICES
AIRMEN RECORD INFORMATION



Aero Records & Title Co.
P.O. Box 19246
Oklahoma City, OK 73144
(405) 239-2507 • 1-800-654-7202
FAX: (405) 681-2047

Accepted JS Sep/05/2008

May 22, 2008
Hand Delivered

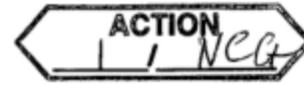
To: FAA
Oklahoma City, Oklahoma

Attention: Central Records

Gentlemen:

On behalf of our client:

AETNA LIFE INSURANCE CO.
151 Farmington Ave.
Hartford, CT 06156-0001



Please initiate the following action:

- ① 1. Please **ASSIGN** special registration number **N162AE**, which is reserved for our client, to the following aircraft which is registered in their name:

SIKORSKY S-76C SERIAL NUMBER 760472
CURRENTLY N152AE

PLEASE HAND THE ORIGINAL FORM 8050-64 TO ARTC - P.D. ROOM.

2. When registration number N152AE is removed from above aircraft, please **RESERVE N152AE** for our client, at the address shown above.

PLEASE HAND THE CONFIRMATION OF RESERVATION LETTER TO ARTC IN THE PUBLIC DOCUMENTS ROOM.

Thank you.

081441216228
\$10.00 05/23/2008

- PLEASE HAND CONFIRMATION OF RESERVATION LETTER TO ARTC - PUBLIC DOCUMENTS ROOM.
 PLEASE HAND ORIGINAL FORM 8050-64 TO ARTC - PUBLIC DOCUMENTS ROOM.

Thank you,

AERO RECORDS & TITLE CO.

By: *Lisa Gaskin*
LISA THOMAS GASKIN/Senior Administrator, Special Services
/lg

Fee Attached: \$ 10.00

CC: Ken Bates
Sikorsky Aircraft

SDNY_GM_02754832

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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FILED WITH
DRAFT REGISTRATION BR
2008 MAY 23 PM 12 00
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754833

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241755

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0000000888

FORM APPROVED
OMB No. 2120-0042

UNITED STATES OF AMERICA DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION-MIKE MONROHEY AERONAUTICAL CENTER AIRCRAFT REGISTRATION APPLICATION		CERT. ISSUE DATE
UNITED STATES REGISTRATION NUMBER N 152AE	R DEC 05 2003	
AIRCRAFT MANUFACTURER & MODEL Sikorsky Model S-76C	FOR FAA USE ONLY-	
AIRCRAFT SERIAL No. 760472		

TYPE OF REGISTRATION (Check one box)

1. Individual 2. Partnership 3. Corporation 4. Co-owner 5. Gov't. 8. Non-Citizen Corporation

NAME OF APPLICANT (Person(s) shown on evidence of ownership. If individual, give last name, first name, and middle initial.)

Aetna Life Insurance Company

TELEPHONE NUMBER: **(860) 273-5668**

ADDRESS (Permanent mailing address for first applicant listed.)

Number and street: **151 Farmington Avenue**

Rural Route: _____ P.O. Box: _____

CITY Hartford	STATE CT	ZIP CODE 06156
-------------------------	--------------------	--------------------------

CHECK HERE IF YOU ARE ONLY REPORTING A CHANGE OF ADDRESS
ATTENTION! Read the following statement before signing this application.
This portion MUST be completed.

A false or dishonest answer to any question in this application may be grounds for punishment by fine and / or imprisonment (U.S. Code, Title 18, Sec. 1001).

CERTIFICATION

I/WE CERTIFY:

(1) That the above aircraft is owned by the undersigned applicant, who is a citizen (including corporations) of the United States.
(For voting trust, give name of trustee: _____), or:
CHECK ONE AS APPROPRIATE:
a. A resident alien, with alien registration (Form 1-151 or Form 1-551) No. _____
b. A non-citizen corporation organized and doing business under the laws of (state) _____ and said aircraft is based and primarily used in the United States. Records or flight hours are available for inspection at _____

(2) That the aircraft is not registered under the laws of any foreign country; and
(3) That legal evidence of ownership is attached or has been filed with the Federal Aviation Administration.

\$5.00
030681130027
9/15/03

NOTE: If executed for co-ownership all applicants must sign. Use reverse side if necessary.

TYPE OR PRINT NAME BELOW SIGNATURE

EACH PART OF THIS APPLICATION MUST BE SIGNED IN INK.	SIGNATURE <i>[Signature]</i>	TITLE VP, Finance and Treasurer	DATE Sept. 15, 2003
	SIGNATURE	TITLE	DATE
	SIGNATURE	TITLE	DATE

NOTE: Pending receipt of the Certificate of Aircraft Registration, the aircraft may be operated for a period not in excess of 90 days, during which time the PINK copy of this application must be carried in the aircraft.

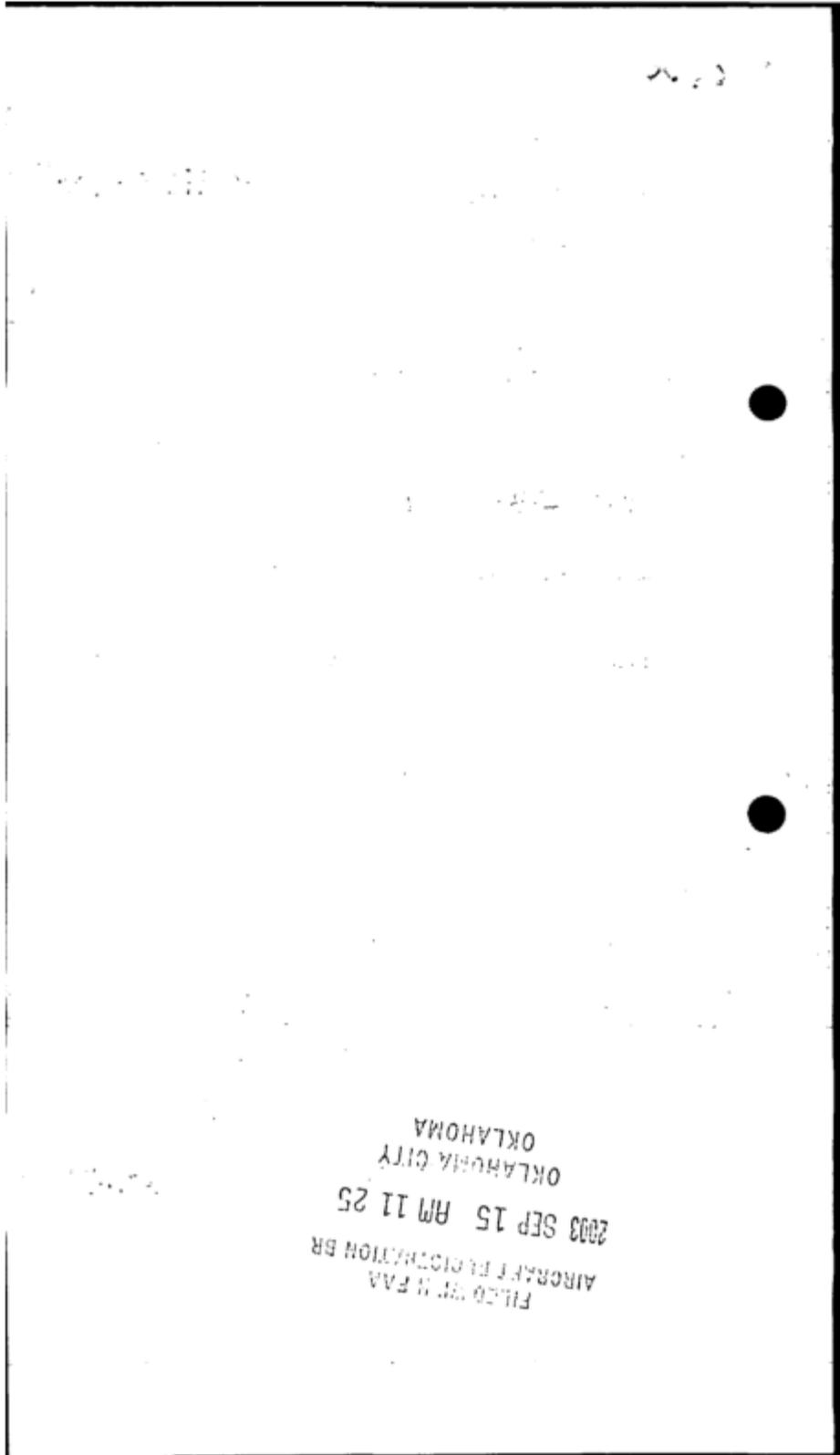
AC Form 8050-1 (12/90) (0052-00-628-9007) Supersedes Previous Edition

SDNY_GM_02754834

IT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241756

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SDNY_GM_02754835

IT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241757

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BILL OF SALE (AIRCRAFT)

to

CONVEYANCE
RECORDED

AETNA LIFE INSURANCE COMPANY

2003 DEC 5 PM 2 37

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, U.S. BANK NATIONAL ASSOCIATION (as successor-in-interest to State Street Bank and Trust Company), not in its individual capacity, but solely as Trustee of AML Leasing Trust (the "Seller"), for and in consideration of the sum of Ten Dollars (\$10.00), paid by AETNA LIFE INSURANCE COMPANY, a Connecticut corporation (the "Purchaser"), to the Seller on or before the execution and delivery of this Bill of Sale (Aircraft) and of other good and valuable consideration, the receipt and sufficiency of which are acknowledged by the Seller, hereby conveys, transfers, sells, and sets over unto the Purchaser one (1) Sikorsky Helicopter Model S-76C, Manufacturer's Serial No. 760472, FAA Registration Number N152AE (the "Airframe"), and the two (2) Turbomecca Arriel 2S1 engines bearing Manufacturer's Serial Nos. 20040 and 20045 and affixed thereto (the "Engines"), each as more fully described in Schedule A attached hereto and made a part hereof (the Airframe and Engines being hereinafter collectively referred to as the "Aircraft"), and by this Bill of Sale (Aircraft) does hereby grant, bargain, sell, transfer, and deliver the Aircraft unto the Purchaser, to have and to hold the same, for itself, its successors, and assigns, forever.

The Aircraft is being transferred to the Purchaser (i) "AS IS, WHERE IS" and in its now present physical condition and (ii) without representation or warranty, except as to the absence of liens created by the Seller.

NY1 777856v5

Original JSBBTJ

SDNY_GM_02754836

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241758

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FILED WITH FAA
AIRPORT REGISTRATION BR
2003 SEP 15 AM 11 24
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754837

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241759

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IN WITNESS WHEREOF, the Seller has caused this Bill of Sale
(Aircraft) to be duly executed and delivered as of this 15 day of September, 2003.

U.S. BANK NATIONAL ASSOCIATION (as
successor-in-interest to State Street Bank and Trust
Company), not in its individual capacity, but solely
as Trustee of AML Leasing Trust

By:



Name: Earl W. Dennison Jr.

Title: Vice President

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

SDNY_GM_02754839

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241761

EFTA01326885

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SCHEDULE A
to Bill of Sale

DESCRIPTION OF AIRCRAFT

Airframe: One (1) Sikorsky Helicopter Model S-76C, Manufacturer's Serial No. 760472 and U.S. Federal Aviation Administration Registration No. N152AE.

Engines: Two (2) Turbomecca Arriel 2S1 engines bearing Manufacturer's Serial Nos. 20040 and 20045, each of said engines having 750 or more rated take-off horsepower or the equivalent thereof (whether or not such engines shall be installed in or attached to such airframe or any other airframe).

NY1 777856v5

SDNY_GM_02754840

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241762

EFTA01326886

00

OKLAHOMA CITY
2003 SEP 15 AM 11 24
FILED WITH FAA
AIRCRAFT REGISTRATION OR

COMPARISON CERTIFICATE
I have compared the foregoing instrument with the original and
the same is a true and correct copy thereof in all respects.
Nick Wilson

SDNY_GM_02754841

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241763

EFTA01326887

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R 0 6 3 4 0 9

SEE RECORDED CONVEYANCE

PARTIAL LEASE TERMINATION AGREEMENT

NUMBER UU013896 et al

(the "Agreement")

CONVEYANCE

DOC ID CO14

PAGE 3

RECORDED

This Agreement relates to that certain Amended and Restated Lease

Agreement dated as of September 29, 1995, between U.S. Bank National Association (as
 successor-in-interest to State Street Bank and Trust Company), not in its individual
 capacity, but solely as Trustee of AML Leasing Trust, as lessor, and Aetna Life Insurance
 Company, as lessee, as amended by Amendment No. 1 thereto dated as of November 2,
 1995, and Amendment No. 2 thereto, dated as of December 1, 1995, which lease and said
 Amendment Nos. 1 and 2 thereto were recorded as one document by the Federal Aviation
 Administration ("FAA") on February 29, 1996 and assigned Conveyance No. UU013896,
 Amendment No. 3 thereto, dated as of June 10, 1996, which was recorded by the FAA on
 August 22, 1996 as Conveyance No. PO7922, Amendment No. 4 thereto, dated as of July
 1, 1996, which was recorded by the FAA on August 22, 1996 as Conveyance No.
 PO7925, Amendment No. 5 thereto, dated as of August 2, 1996, which was recorded by
 the FAA on September 9, 1996 as Conveyance No. YY015495, Amendment No. 6
 thereto, dated as of December 4, 1996 (which Amendment was not filed with the FAA
 for recordation), Amendment No. 7 thereto dated as of March 13, 1997, which was
 recorded by the FAA on March 18, 1997 as Conveyance No. P10144, Amendment No. 8
 thereto, dated as of October 21, 1997, which was recorded by the FAA on January 21,
 1998 as Conveyance No. HH017462, Amendment No. 9 thereto, dated as of September
 17, 1999, which was recorded by the FAA on December 13, 1999 as Conveyance No.
 EE020859, Amendment No. 10 thereto, dated as of February 2, 2001, which was
 recorded by the FAA on March 14, 2001, as Conveyance No. H101520, Amendment
 No. 11 thereto, dated as of September 18, 2001, which was recorded by the FAA on

NY1 777856v5

Original 258842

SDNY_GM_02754842

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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FILED WITH FAA
AIRCRAFT REGISTRATION BR
2003 SEP 15 PM 11 23
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754843

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241765

EFTA01326889

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October 15, 2001 as Conveyance No. L075093, Amendment No. 12 thereto, dated as of August 1, 2002, which was recorded by the FAA on August 29, 2002 as Conveyance No. T070498, and Amendment No. 13 thereto, dated as of September 6, 2002, which was recorded by the FAA on October 16, 2002 as Conveyance No. UU033363 (said Amended and Restated Lease Agreement, as so amended being hereinafter referred to as the "Lease").

The undersigned hereby agree and confirm that the Lease, covering, among other collateral, one Sikorsky Helicopter Model S-76C, FAA Registration Number N152AE, bearing Manufacturer's Serial No. 760472 (the "Airframe"), and two (2) Turbomecca Arriel 2S1 engines bearing Manufacturer's Serial Nos. 20040 and 20045, each of said engines having 750 or more rated takeoff horsepower or the equivalent thereof (the "Engines") has been, and is hereby terminated with respect to said Airframe and Engines, as of the date indicated below.

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SDNY_GM_02754845

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241767

EFTA01326891

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This Agreement may be executed in one or more counterparts.

Dated: September 15, 2003

U.S. BANK NATIONAL ASSOCIATION (as
successor-in-interest to State Street Bank and Trust
Company), not in its individual capacity, but solely
as Trustee

By: 

Name: Earl W. Dennison Jr.
Title: Vice President

AETNA LIFE INSURANCE COMPANY

By: _____

Name:
Title:

SDNY_GM_02754847

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241769

EFTA01326893

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This Agreement may be executed in one or more counterparts.

Dated: September 15, 2003

U.S. BANK NATIONAL ASSOCIATION (as
successor-in-interest to State Street Bank and Trust
Company), not in its individual capacity, but solely
as Trustee

By: _____
Name:
Title:

AETNA LIFE INSURANCE COMPANY

By: Kathleen M. Keegan
Name: Kathleen M. Keegan
Title: Vice President

FILED WITH FAA
AIRCRAFT REGISTRAR
2003 SEP 15 PM 11
OKLAHOMA CITY
OKLAHOMA

COMPARISON CERTIFICATE
I have compared the foregoing instrument with the original and
the same is a true and correct copy thereof in all respects.

Nick Wilson

SDNY_GM_02754849

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241771

EFTA01326895

**INSTRUMENT OF ACKNOWLEDGMENT OF
SUCCESSION OF TRUSTEE**

This Instrument of Acknowledgment of Succession of Trustee is dated as of September 15, 2003 by and between State Street Bank and Trust Company, a Massachusetts trust company ("State Street"), individually and as the trustee under the hereafter defined Trust Agreement (the "Trustee"), and U.S. Bank National Association, a national banking association ("U.S. Bank"), individually and as the successor trustee under such Trust Agreement (the "Successor Trustee").

WHEREAS, State Street has served as Trustee under a Declaration of Trust dated as of September 29, 1995 (as supplemented and amended, the "Trust Agreement"); and

WHEREAS, the Trustee holds title to the Trust Estate (as defined in the Trust Agreement), including a certain Sikorsky Helicopter Model S-76C aircraft, bearing U.S. registration mark N152AE and manufacturer's serial number 760472, and the related engines, as more particularly described on Annex II hereto (collectively, the "Aircraft"); and

WHEREAS, U.S. Bank has acquired substantially all of the corporate trust business of State Street, including its interests under the Trust Agreement; and

WHEREAS, the Trust Agreement provides that any corporation to which substantially all the corporate trust business of the Trustee shall be transferred shall, subject to satisfaction of certain trustee qualification requirements, be the Trustee under the Trust Agreement without further act; and

WHEREAS, the trustee qualification provisions under the Trust Agreement provide that any successor Trustee shall be a bank or trust company organized under the laws of the United States or any state thereof having a certain minimum combined capital and surplus.

NOW, THEREFORE, the parties hereto agree as follows:

1. Each of the Successor Trustee and the Trustee hereby acknowledges that the Successor Trustee has succeeded to all of the Trustee's right, title and interest in and to the Trust Estate, including, but not limited to, all of the Trustee's right, title and interest in the Aircraft and the interest of the Trustee as lessor under the Amended and Restated Lease Agreement dated as of September 29, 1995, between the Trustee and Aetna Life Insurance Company, as supplemented and amended and as more particularly described on Annex I attached hereto (the "Lease"), and under the other relevant Transaction Documents (as that term is defined in the Trust Agreement).

2. U.S. Bank satisfies the trustee qualification requirements under the Trust Agreement for a successor Trustee.

FILED WITH FAA
AIRCRAFT REGISTRATION BR
2003 SEP 15 PM 11 22
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754851

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241773

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3. State Street and U.S. Bank each represents that U.S. Bank has acquired substantially all of the corporate trust business of State Street.

IN WITNESS WHEREOF, the parties hereto have set forth their hands and seals as of the date set forth above.

STATE STREET BANK AND TRUST
COMPANY, individually and as Trustee

By 
Name: EARL W. DENNISON JR.
Title: Attorney-in-Fact

U.S. BANK NATIONAL ASSOCIATION,
individually and as Successor Trustee

By 
Name: EARL W. DENNISON JR.
Title: VICE PRESIDENT

SDNY_GM_02754852

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241774

EFTA01326898

SDNY_GM_02754853

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241775

EFTA01326899

Annex I

Description of Lease

Amended and Restated Lease Agreement dated as of September 29, 1995, between U.S. Bank National Association (as successor-in-interest to State Street Bank and Trust Company), not in its individual capacity, but solely as Trustee of AML Leasing Trust, as lessor, and Aetna Life Insurance Company, as lessee, as amended by Amendment No. 1 thereto dated as of November 2, 1995, and Amendment No. 2 thereto, dated as of December 1, 1995, which lease and said Amendment Nos. 1 and 2 thereto were recorded as one document by the Federal Aviation Administration ("FAA") on February 29, 1996 and assigned Conveyance No. UU013896, Amendment No. 3 thereto, dated as of June 10, 1996, which was recorded by the FAA on August 22, 1996 as Conveyance No. PO7922, Amendment No. 4 thereto, dated as of July 1, 1996, which was recorded by the FAA on August 22, 1996 as Conveyance No. PO7925, Amendment No. 5 thereto, dated as of August 2, 1996, which was recorded by the FAA on September 9, 1996 as Conveyance No. YY015495, Amendment No. 6 thereto, dated as of December 4, 1996 (which Amendment was not filed with the FAA for recordation), Amendment No. 7 thereto dated as of March 13, 1997, which was recorded by the FAA on March 18, 1997 as Conveyance No. P10144, Amendment No. 8 thereto, dated as of October 21, 1997, which was recorded by the FAA on January 21, 1998 as Conveyance No. HH017462, Amendment No. 9 thereto, dated as of September 17, 1999, which was recorded by the FAA on December 13, 1999 as Conveyance No. EE020859, Amendment No. 10 thereto, dated as of February 2, 2001, which was recorded by the FAA on March 14, 2001, as Conveyance No. H101520, Amendment No. 11 thereto, dated as of September 18, 2001, which was recorded by the FAA on October 15, 2001 as Conveyance No. L075093, Amendment No. 12 thereto, dated as of August 1, 2002, which was recorded by the FAA on August 29, 2002 as Conveyance No. T070498, and Amendment No. 13 thereto, dated as of September 6, 2002, which was recorded by the FAA on October 16, 2002 as Conveyance No. UU033363.

SDNY_GM_02754854

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241776

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SDNY_GM_02754855

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241777

EFTA01326901

Annex II

Description of Aircraft

Airframe: One (1) Sikorsky Helicopter Model S-76C, Manufacturer's Serial No. 760472 and U.S. Federal Aviation Administration Registration No. N152AE.

Engines: Two (2) Turbomecca Arriel 2S1 engines bearing Manufacturer's Serial Nos. 20040 and 20045, each of said engines having 750 or more rated take-off horsepower or the equivalent thereof (whether or not such engines shall be installed in or attached to such airframe or any other airframe).

352329 v.01

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241778

EFTA01326902

OKLAHOMA
OKLAHOMA CITY
COMPARISON CERTIFICATE
I have compared the foregoing instrument with the original and
the same is a true and correct copy thereof in all respects.
2003 SEP 15 PM 1:00
Nick Wilson
FILED WITH FAA
AIRCRAFT REGISTRATION BR

SDNY_GM_02754857

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION CROSS-REFERENCE--RECORDATION		SEE CONVEYANCE NO FILING DATE:
This form is to be used in cases where a conveyance covers several aircraft and engines, propellers, or locations. File original of this form with the recorded conveyance and a copy in each aircraft folder involved.		
TYPE OF CONVEYANCE AMENDMENT NO. 13 TO LEASE AGREEMENT (SEE UU013896 IN MASTER N101FC C018 PG 1)		DATE EXECUTED 9-6-02
FROM STATE STREET BANK & TRUST CO (LESSOR)		DOCUMENT NO. UU033363
TO OR ASSIGNED TO AETNA LIFE INSURANCE CO (LESSEE)		DATE RECORDED October 26, 2002
THE FOLLOWING COLLATERAL IS COVERED BY THE CONVEYANCE:		
AIRCRAFT (List by registration number)		TOTAL NUMBER INVOLVED
N152AE		1
ENGINES		TOTAL NUMBER INVOLVED
MAKE(S) TURBOMECCA ARRIEL 2S1	SERIAL NO. 20040 20045	2
PROPELLERS		TOTAL NUMBER INVOLVED
MAKE(S)	SERIAL NO.	
SPARE PARTS --LOCATIONS		TOTAL NUMBER INVOLVED
LOCATION		
RECORDED CONVEYANCE FILED IN: N101FC HAWKER SIDDELEY HS. 125 SERIES 700A SERIAL NA0263		

AC FORM 8050-23 (1-96) (0052-00-582-6000)

SDNY_GM_02754858

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241780

EFTA01326904

SDNY_GM_02754859

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241781

EFTA01326905

U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION CROSS-REFERENCE--RECORDATION		SEE CONVEYANCE NO FILING DATE:
This form is to be used in cases where a conveyance covers several aircraft and engines, propellers, or locations. File original of this form with the recorded conveyance and a copy in each aircraft folder involved.		
TYPE OF CONVEYANCE AMENDMENT NO. 12 TO LEASE AGREEMENT (UU013896)		DATE EXECUTED 8-1-2002
FROM STATE STREET BANK AND TRUST COMPANY		DOCUMENT NO. T 070498
TO OR ASSIGNED TO AETNA LIFE INSURANCE COMPANY		DATE RECORDED August 29, 2002
THE FOLLOWING COLLATERAL IS COVERED BY THE CONVEYANCE:		
AIRCRAFT (List by registration number)		TOTAL NUMBER INVOLVED 2
N151AE N152AE		
ENGINES		TOTAL NUMBER INVOLVED 4
MAKE(S) CFE ENGINE COMPANY CFE 738-1-1B TURBOMECCA ARRIEL 2S1		SERIAL NO. P105141 P105144 20040 20045
PROPELLERS		TOTAL NUMBER INVOLVED
MAKE(S)		SERIAL NO.
SPARE PARTS --LOCATIONS		TOTAL NUMBER INVOLVED
LOCATION		
RECORDED CONVEYANCE FILED IN: N151AE DASSAULT AVIATION FALCON 2000 SERIAL 39		

AC FORM 8050-23 (1-96) (0052-00-582-6000)

SDNY_GM_02754860

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241782

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SDNY_GM_02754861

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241783

EFTA01326907

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U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION CROSS-REFERENCE--RECORDATION		SEE CONVEYANCE NO _____ FILING DATE: _____
This form is to be used in cases where a conveyance covers several aircraft and engines, propellers, or locations. File original of this form with the recorded conveyance and a copy in each aircraft folder involved.		
TYPE OF CONVEYANCE See conveyance UU013896 et al R11 Pg 25-155 Amendment No. 11 to Amended and Restated Lease Agreement		DATE EXECUTED 09/18/2001
FROM Aetna Life Insurance Co (Lessee)		DOCUMENT NO. L075093
TO OR ASSIGNED TO State Street Bank and Trust Co (Lessor / Trustee)		DATE RECORDED October 15, 2001
THE FOLLOWING COLLATERAL IS COVERED BY THE CONVEYANCE:		
AIRCRAFT (List by registration number)		TOTAL NUMBER INVOLVED 3
N154AE N151AE N152AE		
ENGINES		TOTAL NUMBER INVOLVED 4
MAKE(S) CFE CFE738-1-1B Turbomecca Arriel 2S1		SERIAL NO. P105141, P105144 20040, 20045
PROPELLERS		TOTAL NUMBER INVOLVED
MAKE(S)		SERIAL NO.
SPARE PARTS --LOCATIONS		TOTAL NUMBER INVOLVED
LOCATION		
RECORDED CONVEYANCE FILED IN: N101FC, Hawker Siddeley HS125, s/n NA0263		

AC FORM 8050-23 (1-96) (0052-00-582-6000)

SDNY_GM_02754862

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241784

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SDNY_GM_02754863

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241785

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THIS AMENDMENT NO. 11 TO LEASE AGREEMENT HAS BEEN MANUALLY EXECUTED IN NINE COUNTERPARTS NUMBERED CONSECUTIVELY FROM 1 TO 9, OF WHICH THIS IS COUNTERPART NO. 2. TO THE EXTENT ANY CONVEYANCE RECORDED THAT THIS AMENDMENT CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION) NO SECURITY INTEREST IN THIS AMENDMENT MAY BE CREATED OR PERFECTED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL EXECUTED COUNTERPART WHICH SHALL BE THE COUNTERPART IDENTIFIED AS COUNTERPART NO. 1.

2001 OCT 15 PM 4 44
FEDERAL AVIATION
ADMINISTRATION
OCT 15 2001

AMENDMENT NO. 11 TO
AMENDED AND RESTATED LEASE AGREEMENT

THIS AMENDMENT NO. 11 TO AMENDED AND RESTATED LEASE AGREEMENT, dated as of SEPT. 18, 2001 (this "Amendment"), is made by and between State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under the Declaration of Trust by it, dated as of September 29, 1995 (the "Lessor") and Aetna Life Insurance Company (the "Lessee").

WITNESSETH

WHEREAS, the Lessee and the Lessor entered into that certain Amended and Restated Lease Agreement, dated as of September 29, 1995, Amendment No. 1 thereto, dated as of November 2, 1995 and Amendment No. 2 thereto, dated as of December 1, 1995, which were recorded as one document by the Federal Aviation Administration (the "FAA") on February 29, 1996 as Conveyance No. UU013896, Amendment No. 3 thereto, dated as of June 10, 1996, which was recorded by the FAA on August 22, 1996 as Conveyance No. PO7922, Amendment No. 4 thereto, dated as of July 1, 1996, which was recorded by the FAA on August 22, 1996 as Conveyance No. PO7925, Amendment No. 5 thereto, dated as of August 2, 1996, which was recorded by the FAA on September 9, 1996 as Conveyance No. YY015495, Amendment No. 6 thereto, dated as of December 4, 1996 (which Amendment was not filed with the FAA for recordation), Amendment No. 7 thereto, dated as of March 13, 1997, which was recorded by the FAA on March 18, 1997 as Conveyance No. P10144, Amendment No. 8 thereto, dated as of October 21, 1997, which was recorded by the FAA on January 21, 1998 as Conveyance No. HH017462, Amendment No. 9 thereto, dated as of September 17, 1999, which was recorded by the FAA on December 13, 1999 as Conveyance No. EE020859 and Amendment No. 10 thereto, dated as of February 2, 2001, which was recorded by the FAA on March 14, 2001 as Conveyance No. H101520 (as so amended, the "Lease"; capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Lease); and

WHEREAS, Aircraft No. 4 (Mfg. Serial No. 560-5017, US Reg. No. N157AE, together with the two engines described thereunder) ("Aircraft Number 560-5017") identified on Exhibit B to the Lease is being sold on the date hereof; and

ORIG RETD TO FSBB ET

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#3500 9-18-01

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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APPROVED
01 SEP 18 PM 11 49
FBI NEW YORK

SDNY_GM_02754865

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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WHEREAS, the parties hereto wish to further amend the Lease to revise Exhibit B thereto to the extent provided herein whereby said Aircraft Number 560-5017 will no longer be subject to the Lease.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that the Lease shall be amended as follows:

1. Amendment of Exhibit B. Exhibit B to the Lease shall be amended to read as set forth on Schedule A to this Amendment No. 11 to Amended and Restated Lease Agreement.

2. Waiver. By its execution and delivery hereof, Lessor waives, in respect of the sale of Aircraft Number 560-5017, the requirement of Section 13 of the Lease that ninety (90) days notice of a purchase thereunder be given by the Lessee, and that such purchase occur on a Basic Rent Payment Date, and any requirement under Section 13 of the Lease that the sale price of Aircraft Number 560-5017 exceed the Adjusted Acquisition Cost thereof.

3. Effect on Original. Except as modified by this Amendment, the Lease shall continue to be in full force and effect, and the Lease is in all respects ratified and confirmed. References in the Lease to the "Lease" shall be interpreted to mean the Lease as amended by this Amendment.

4. No Event of Default. Lessee represents and warrants as of the date hereof that no Event of Default under the Lease has occurred and is continuing.

5. Governing Law. This Amendment is delivered in the State of Connecticut and shall be governed by, and construed in accordance with the laws of the State of Connecticut (without giving effect to principles of conflicts of law).

6. Counterparts. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

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SDNY_GM_02754867

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241789

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IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the day and year first above written.

STATE STREET BANK AND TRUST
COMPANY, not in its individual capacity,
but solely as Trustee, as Lessor

By: 

Name: **DONALD E. SMITH**
Title: Vice President

AETNA LIFE INSURANCE COMPANY,
as Lessee

By: _____
Name:
Title:

10-6

SDNY_GM_02754869

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241791

EFTA01326915

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the day and year first above written.

STATE STREET BANK AND TRUST COMPANY, not in its individual capacity, but solely as Trustee, as Lessor

By: _____
Name:
Title

AETNA LIFE INSURANCE COMPANY, as Lessee

By: Alan M Bennett
Name: Alan M. Bennett
Title: Vice President and Controller

10-4

SDNY_GM_02754871

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241793

EFTA01326917

Schedule A

EXHIBIT B

Description of Aircraft

Aircraft No. 1

Airframe: One (1) Sikorsky Model S-76C Helicopter bearing manufacturer's serial number 760407 and U.S. Federal Aviation Administration Registration No. N154AE.

Engines: Two (2) Arriel 1S1 engines bearing manufacturer's serial numbers 15015 and 15010 each of said engines being less than 750 rated take off horsepower or the equivalent thereof (whether or not such engines shall be installed in or attached to such airframe or any other airframe).

Aircraft No. 2

Airframe: One (1) Dassault Aviation Falcon 2000 Aircraft bearing manufacturer's serial number 39 and U.S. Federal Aviation Administration Registration No. N151AE (formerly N2061).

Engines: Two (2) CFE Engine Company CFE 738-1-1B engines bearing manufacturer's serial numbers P105141 and P105144 each of said engines being 750 or more rated take-off horsepower or the equivalent thereof (whether or not such engines shall be installed in or attached to such airframe or any other airframe).

Aircraft No. 3

Airframe: One (1) Sikorsky Model S-76C Helicopter bearing manufacturer's serial number 760472 and U.S. Federal Aviation Administration Registration No. N152AE.

Engines: Two (2) Turbomecca Arriel 2S1 engines bearing manufacturer's serial numbers 20040 and 20045 each of said engines having 750 or more rated takeoff horsepower or the equivalent thereof (whether or not such engines shall be installed on or attached to such airframe or any other airframe).

10-2

RECEIVED
OFFICE OF THE
ATTORNEY GENERAL
SEP 18 01 11 49
NEW YORK

SDNY_GM_02754873

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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I, Jap W. Blankenship, certify that I have compared the attached and foregoing instrument with the original thereof and that it is a true and correct copy of said instrument.

Dated this 18th day of September, 2001.


Jap W. Blankenship

SDNY_GM_02754875

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241797

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U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION CROSS-REFERENCE-RECORDATION		SEE CONVEYANCE NO _____ FILING DATE: _____																
This form is to be used in cases where a conveyance covers several aircraft and engines, propellers, or locations. File original of this form with the recorded conveyance and a copy in each aircraft folder involved.																		
TYPE OF CONVEYANCE Amendment No. 10 to Lease Agreement Conveyance UU013896, et al		DATE EXECUTED February 2, 2001																
FROM Aetna Life Insurance Co.		DOCUMENT NO. H101520																
TO OR ASSIGNED TO State Street Bank and Trust Company		DATE RECORDED March 14, 2001																
THE FOLLOWING COLLATERAL IS COVERED BY THE CONVEYANCE:																		
AIRCRAFT (List by registration number)		TOTAL NUMBER INVOLVED 4																
N154AE N151AE N152AE N157AE																		
<table border="0"> <tr> <td>Turbomecca</td> <td>CFE Engine Co</td> <td>Turbomecca</td> <td>Pratt & Whitney</td> </tr> <tr> <td>Arriel 1S1</td> <td>CFE738-1-1B</td> <td>Arriel 2S1</td> <td>PW545A</td> </tr> <tr> <td>15015</td> <td>P105141</td> <td>20040</td> <td>PCE-DB0030</td> </tr> <tr> <td>15010</td> <td>P105144</td> <td>20045</td> <td>PCE-DB0066</td> </tr> </table>			Turbomecca	CFE Engine Co	Turbomecca	Pratt & Whitney	Arriel 1S1	CFE738-1-1B	Arriel 2S1	PW545A	15015	P105141	20040	PCE-DB0030	15010	P105144	20045	PCE-DB0066
Turbomecca	CFE Engine Co	Turbomecca	Pratt & Whitney															
Arriel 1S1	CFE738-1-1B	Arriel 2S1	PW545A															
15015	P105141	20040	PCE-DB0030															
15010	P105144	20045	PCE-DB0066															
ENGINES MAKE(S) See List Above		SERIAL NO. See List Above TOTAL NUMBER INVOLVED 8																
PROPELLERS MAKE(S)		SERIAL NO. TOTAL NUMBER INVOLVED																
SPARE PARTS -LOCATIONS LOCATION		TOTAL NUMBER INVOLVED																
RECORDED CONVEYANCE FILED IN: N101FC Hawker Siddeley JS.125 Series 700A s/n NA0263 (See UU013896 on RII;pg25-155)																		

AC FORM 8050-23 (1-96) (0052-00-582-6000)

SDNY_GM_02754876

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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9.

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SDNY_GM_02754879

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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AEtna flight operations

ADJ
CC FEB 25 1998
Jemp T981146
dup 3/27/98

February 24, 1998

Attn: Central Priority Area

Re: N152AE Registration

To Whom it may concern,

Aircraft N152AE S/N 472 has not received its permanent registration hard copy. Your office sent out the hard copy at the end of January this year to 151 Farmington Ave, Hartford CT. AEtna employs just over 7,000 people at the Hartford branch, you can see it is very easy for the mail to have lost its way.

We are requesting a hard copy be sent directly to:
Aetna Flight Operations
Bldg 85-176 Bradley International Airport
Windsor Locks, CT. 06096
Attn: Carl Violette
Position: Chief Of Maintenance
Office # 1-860-627-3060 ext 218

We are also requesting an extension to our current extension which expires on the 27th of February.
Our Fax number is 1-860-627-6608

We thank you for your assistance in this matter.

Carl Violette
Carl Violette

Dup mailed to head add.

CPA

HANGAR 85-176 • BRADLEY INT'L AIRPORT • WINDSOR LOCKS, CT 06096 • (203) 627-3060

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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FEB 24 12 20 PM '98

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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6-1

UNITED STATES OF AMERICA DEPARTMENT OF TRANSPORTATION
FEDERAL AVIATION ADMINISTRATION-MIKE MONRONEY AERONAUTICAL CENTER
AIRCRAFT REGISTRATION APPLICATION

CERT. ISSUE DATE

UNITED STATES REGISTRATION NUMBER **N 152AE**

AIRCRAFT MANUFACTURER & MODEL
Sikorsky Model S-76C

AIRCRAFT SERIAL No. **760472**

JAN 21 1998
FOR FAA USE ONLY

TYPE OF REGISTRATION (Check one box)
 1. Individual 2. Partnership 3. Corporation 4. Co-owner 5. Gov't. 8. Non-Citizen Corporation

NAME OF APPLICANT (Person(s) shown on evidence of ownership. If individual, give last name, first name, and middle initial.)
Aetna Life Insurance Company

TELEPHONE NUMBER: **(860) 273-1948 (Robert L. Holtz)**

ADDRESS (Permanent mailing address for first applicant listed.)
 Number and street: **151 Farmington Avenue**

Rural Route: _____ P.O. Box: _____

CITY Hartford	STATE CT	ZIP CODE 06156
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CHECK HERE IF YOU ARE ONLY REPORTING A CHANGE OF ADDRESS ATTENTION! Read the following statement before signing this application. This portion MUST be completed.
 A false or dishonest answer to any question in this application may be grounds for punishment by fine and/or imprisonment (U.S. Code, Title 18, Sec. 1001).

CERTIFICATION

WE CERTIFY:

(1) That the above aircraft is owned by the undersigned applicant, who is a citizen (including corporations) of the United States.
 (For voting trust, give name of trustee: _____), or:
CHECK ONE AS APPROPRIATE:
 a. A resident alien, with alien registration (Form 1-151 or Form 1-551) No. _____
 b. A non-citizen corporation organized and doing business under the laws of (state) _____ and said aircraft is based and primarily used in the United States. Records or flight hours are available for inspection at _____

(2) That the aircraft is not registered under the laws of any foreign country; and
 (3) That legal evidence of ownership is attached or has been filed with the Federal Aviation Administration.

NOTE: If executed for co-ownership all applicants must sign. Use reverse side if necessary.

TYPE OR PRINT NAME BELOW SIGNATURE

EACH PART OF THIS APPLICATION MUST BE SIGNED IN INK.	SIGNATURE 	TITLE Director of Corporate Aviation	DATE 10-21-97
	SIGNATURE Robert L. Holtz	TITLE	DATE
	SIGNATURE	TITLE	DATE

NOTE: Pending receipt of the Certificate of Aircraft Registration, the aircraft may be operated for a period not in excess of 90 days, during which time the PINK copy of this application must be carried in the aircraft.

AC Form 8050-1 (12/90) (0052-00-628-9007) Supersedes Previous Edition

SDNY_GM_02754882

T TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241804

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FILED WITH FAA
AIRCRAFT REGISTRATION BR
'97 OCT 21 PM 12 32
OKLAHOMA CITY
OKLAHOMA

SDNY_GM_02754883

T TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15,

EFTA_00241805

U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION CROSS-REFERENCE--RECORDATION		SEE CONVEYANCE NO _____ FILING DATE: _____
This form is to be used in cases where a conveyance covers several aircraft and engines, propellers, or locations. File original of this form with the recorded conveyance and a copy in each aircraft folder involved.		
TYPE OF CONVEYANCE AMENDMENT NO 8 TO AMENDED & RESTATED LEASE AGREEMENT		DATE EXECUTED October 21, 1997
FROM STATE STREET BANK & TRUST COMPANY (LESSOR)		DOCUMENT NO. HH017462
TO OR ASSIGNED TO AETNA LIFE INSURANCE COMPANY (LESSEE)		DATE RECORDED January 21, 1998
THE FOLLOWING COLLATERAL IS COVERED BY THE CONVEYANCE:		
AIRCRAFT (List by registration number)		TOTAL NUMBER INVOLVED 1
N152AE		
ENGINES		TOTAL NUMBER INVOLVED 2
MAKE(S) TURBOMECCA ARRIEL 2S1	SERIAL NO. 20040 20045	
PROPELLERS		TOTAL NUMBER INVOLVED
MAKE(S)	SERIAL NO.	
SPAR PARTS --LOCATIONS		TOTAL NUMBER INVOLVED
LOCATION		
RECORDED CONVEYANCE FILED IN: 101FC NA0263 HAWKER SIDDELEY HS.125 SERIES 700A SEE UU013896 R-11 PG 25-155		

AC FORM 8050-23 (1-96) (0052-00-582-6000)

SDNY_GM_02754884

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SDNY_GM_02754885

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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HH017461

4-3

CONVEY TO RECD

FORM APPROVED OMB NO. 2120-0042

98 JAN 21 AM 10 24

FILED ALBANY

UNITED STATES OF AMERICA
 U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION
AIRCRAFT BILL OF SALE and OVC

FOR AND IN CONSIDERATION OF \$10,000 - THE UNDERSIGNED OWNER(S) OF THE FULL LEGAL AND BENEFICIAL TITLE OF THE AIRCRAFT DESCRIBED AS FOLLOWS:

UNITED STATES REGISTRATION NUMBER **N 152AE**
 AIRCRAFT MANUFACTURER & MODEL **Sikorsky Helicopter model S-76C**
 AIRCRAFT SERIAL No. **760472**

DOES THIS **21st** DAY OF **Oct.**, 19**97**,
 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 INDIVIDUALS, GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL.)

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee of the AML Leasing Trust Corporate Trust Department Two International Place, 4th Floor Boston, MA 02110

DEALER CERTIFICATE NUMBER

AND TO its successors ~~its successors~~ 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 **21st** DAY OF **Oct.**, 19**97**.

	NAME (S) OF SELLER <small>(TYPED OR PRINTED)</small>	SIGNATURE (S) <small>(IN INK) (IF EXECUTED FOR CO-OWNERSHIP, ALL MUST SIGN)</small>	TITLE <small>(TYPED OR PRINTED)</small>
SELLER	Sikorsky Aircraft Corporation	<i>Gregg A. Day</i>	Business Manager
		Gregg A. Day	

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 7 SBB+T

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

*972941250301
#5. 10-21-97*

SDNY_GM_02754886

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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4-2

FILED WITH FAA
AIRCRAFT REGISTRATION BR
OCT 21 PM 12 30
OKLAHOMA CITY
OKLAHOMA

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

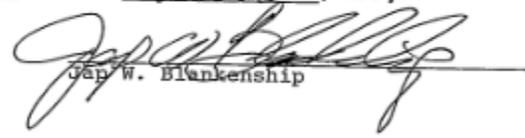
EFTA_00241809

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4-1

I, Jap W. Blankenship, certify that I have compared the attached and foregoing instrument with the original thereof and that it is a true and correct copy of said instrument.

Dated this 21st day of October, 1997.

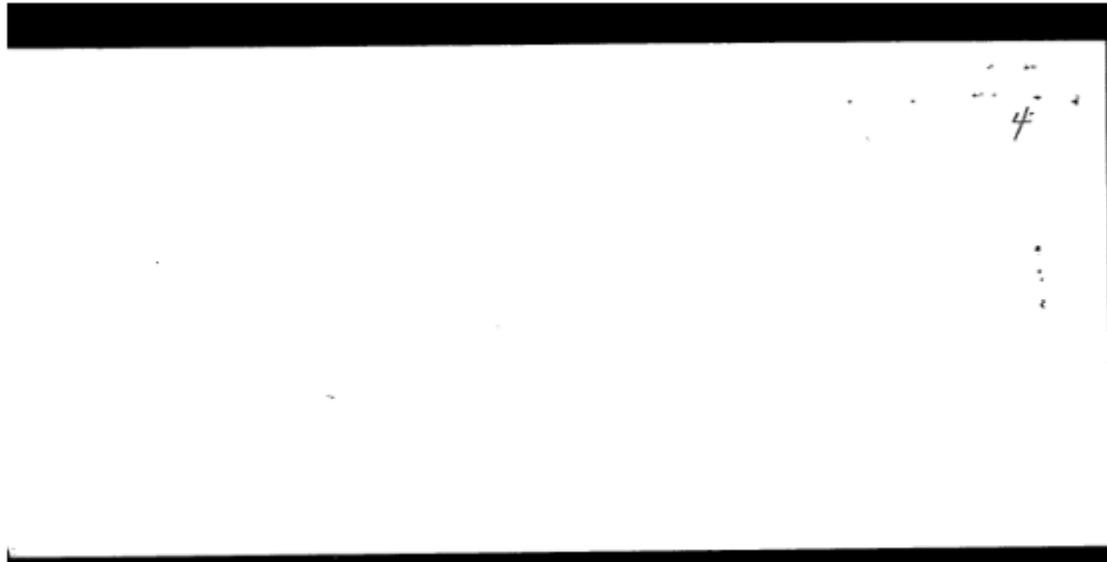

Jap W. Blankenship

SDNY_GM_02754888

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241810

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SDNY_GM_02754889

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241811



U.S. Department
of Transportation
Federal Aviation
Administration

Fight Standards Service
Civil Aviation Registry, AFS-700

P.O. Box 25504
Oklahoma City, Oklahoma 73125-0504

3-1

October 2, 1997

Mr. Tom Sullivan
United Technologies, Sikorsky Aircraft
P.O. Box 109610
West Palm Beach, FL 33410-9610

Dear Mr. Sullivan:

United States identification mark N152AE has been assigned to Sikorsky S-76C, serial number 760472, Mode S Transponder Code 50150642, as requested by you. This manufacturer's assignment of special registration number cannot be used as an authorization for a number change.

If we may be of further assistance, please contact the Aircraft Registration Branch at (405) 954-4206.

Sincerely,

Diane L. Ayers
Diane L. Ayers
Legal Applications Examiners
Aircraft Registration Branch

SDNY_GM_02754890

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SDNY_GM_02754891

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

EFTA_00241813

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MORGAN AIRCRAFT TITLE SERVICES, INC. 7 2



Mailing: P.O. Box 270653, Oklahoma City, OK 73137
Street: 1214 N. Rockwell, Oklahoma City, OK 73127 • Telephone: 405-787-4550 • Fax: 405-787-4570

2-1

Date: Sept. 24, 1997

TO: FAA Aircraft Registry
ATTENTION: Central Records

Ⓐ 152AE

16 OCT 2 1997

Please ^{ASSIGN} reserve one (1) special identification number(s) per order of choice.

<u>N152AE</u>	_____	_____	_____
1st Choice	2nd Choice	3rd Choice	4th Choice
_____	_____	_____	_____
_____	_____	_____	_____

For assignment to: Make and Model: Sikorsky A-76C
Serial No.: 760472
Registration No.: New at factory

SEND Notice AC Form 8050-64 to: United Technologies, Sikorsky Aircraft
P.O. Box 109610
West Palm Beach, Fl. 33410-9610

-7

Pink slip attached showing payment of \$ _____

Please send copy of -7 Notice to me in the Public Documents Room.

ADDITIONAL INSTRUCTIONS

* Letter releasing the number to Sikorsky attached

Thanks, Bill Morgan Jr.

972671433418
\$ 10.00 09/24/1997

verified A/c
description
with Sikorsky
16 SEP 30 1997

SDNY_GM_02754892

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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SEP 26 1994

SEP 26 1994
FBI
RECEIVED

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SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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1-1

AEtna Flight Operations

FAX Letter

Date: September 24, 1997

Total Pages Including This Page: 1

From: Carl Violette
Maintenance Manager
Hangar 85-176
Bradley International Airport
Windsor Locks, CT 06096

To: FAA Central Records Branch
C/O Mr. Bill Morgan, Jr.

Phone: 860-627-3060 ext. 218

Fax: 860-627-3070

Fax: 405-682-3779

Subject: Release Of N152AE to Sikorsky for New Aircraft

I am writing to request the release of reserved registration number N152AE. Please release this registration number to United Technologies, Sikorsky Aircraft for their assignment to S-76 C+ serial number 760472. Thank you for your assistance.

Sincerely,

Carl Violette

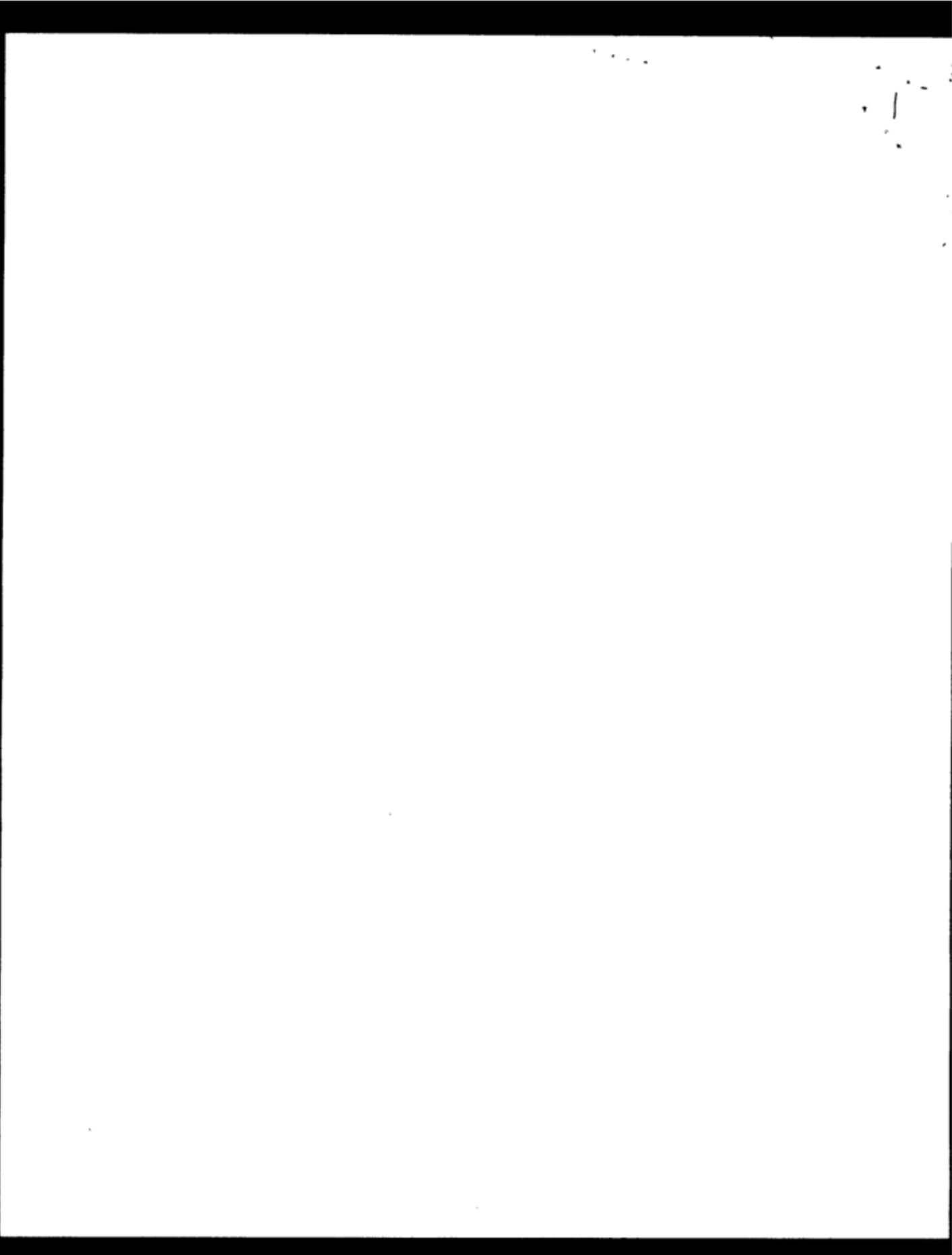
Carl Violette
Maintenance Manager

SDNY_GM_02754894

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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EFTA01326940



SDNY_GM_02754895

SUBJECT TO PROTECTIVE ORDER PARAGRAPHS 7, 8, 9, 10, 15, and 17

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