

395

[[[48]]]



LXBGCUET

LDS

05/11/2007

COMPANIES HOUSE

286

Short particulars of all the property mortgaged or charged

The cash amounts paid or to be paid by the Company to the Mortgagee, in accordance with Clause 5.1 of the Lease Agreement and all rights of the Company to payments thereof, the debt represented thereby and/or all interest of the Company therein

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Simmons & Simmons*

Date *05 November 2007*

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

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

† delete as appropriate

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his,
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional,for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**.

Name of Company: British Midland Airways Limited

Company Number: 00464648

Continuation Sheet

Schedule 1

Definitions

In this Form 395

"Government Entity" has the meaning given to it in the Lease Agreement

"Lease Agreement" means the aircraft operating lease agreement no 44-004 dated 16 November 2000 between (1) debis Aircraft Leasing VII B V , as lessor (the **"Original Lessor"**), and (2) British Mediterranean Airways Limited (the **"Original Lessee"**) in relation to the Aircraft, as amended, supplemented and novated by (i) the lease amendment agreement no LEAA 001 dated 21 December 2001 between the Original Lessor and the Original Lessee, (ii) the side letter dated 18 April 2002 between the Original Lessor and the Original Lessee (iii) a novation and amendment agreement dated 07 July 2005 between the Original Lessor, the Mortgagee and the Original Lessee (iv) a novation and amendment agreement dated 26 October 2007 between the Mortgagee, the Original Lessee and the Company and (v) as further amended, supplemented and novated for the time being and from time to time

"Operative Documents" means the Lease Agreement and the other documents specified therein

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 00464648

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEASE NOVATION AND AMENDMENT AGREEMENT DATED THE 26th OCTOBER 2007 AND CREATED BY BRITISH MIDLAND AIRWAYS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ALS IRISH AIRCRAFT LEASING MSN 1690 LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 5th NOVEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th NOVEMBER 2007

PO
NA



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —