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COMPANIES FORM No. 395

395

Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

1744955

Name of company

* insert full name
of Company

* London Flight Centre (Stansted) Limited

Date of creation of the charge

20 May 1998

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

Aircraft Mortgage

Amount secured by the mortgage or charge

All monies whether principal, interest or otherwise and all obligations and liabilities whatsoever whether present, future, actual or contingent, which are or may become payable or owing to the Mortgagee by the Owner either alone or jointly and/or severally with any other person (including under or in connection with this Mortgage) or by any person under the Loan Agreement.

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

Close Brothers Limited

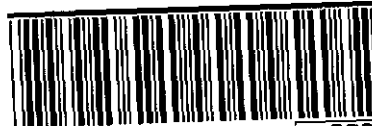
Tolworth Tower

Surbiton, Surrey

Postcode KT6 7EL

Presentor's name address and
reference (if any):Close Brothers Limited
Tolworth Tower
Surbiton
Surrey KT6 7ELFor official Use
Mortgage Section

Post room

A22 *AT0WHGK6* 360
COMPANIES HOUSE 28/05/98

Time critical reference

Short particulars of all the property mortgaged or charged

Jetstream 3102 : Registration Mark G-OAKA : Serial Number 640

Please do not
write in
this margin

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

"Aircraft" means the aircraft described in the Schedule including

- (i) all engines, radios, appliances, parts, spare parts, instruments, appurtenances, accessories, replacements, furnishings, and other equipment of any kind whatsoever which are now or hereafter become installed in or attached to or used with or for the Aircraft or which at any time form part of the property hereby charged and
- (ii) all logbooks, maintenance records, record books, manuals, handbooks, drawings, schedules and other data in the possession of the Owner relating to any such thing as aforesaid.

Particulars as to commission allowance or discount (note 3)

Signed

Date 20 May 1998

On behalf of [company][mortgagee/chargee]†

† 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 The address of the Registrar of Companies is:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01744955

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN AIRCRAFT MORTGAGE DATED THE 20th MAY 1998 AND CREATED BY LONDON FLIGHT CENTRE (STANSTED) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLOSE BROTHERS LIMITED UNDER THE MORTGAGE OR THE LOAN AGREEMENT WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th MAY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th MAY 1998.

A handwritten signature in dark ink, appearing to read 'A. J. Wakeham'.

A. J. WAKEHAM

for the Registrar of Companies

Handwritten initials in dark ink, possibly 'P' and 'X' or 'M'.



C O M P A N I E S H O U S E