

**COMPANIES FORM No. 395****Particulars of a mortgage or charge**

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies  
(Address overleaf - Note 6)

For official use

Company number



01966273

Name of company

\* First Choice Airways Limited, with registered office address at First Choice House, London Road, Crawley, West Sussex RH10 9GX (the "Lessee")

Date of creation of the charge

30th January 2004

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

An aircraft lease agreement dated 30th January 2004 between the Lessor (as defined below) and the Lessee in respect of one Boeing 757-200 (-2B7) aircraft with manufacturer's serial number 27147 (the "Agreement").

Amount secured by the mortgage or charge

The obligations of the Lessee under the Agreement.

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

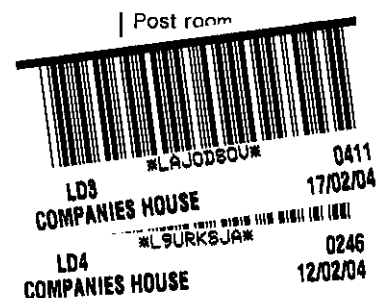
Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Lessor")  
Rodney Square North, 1100 North Market Street  
Wilmington, Delaware 19890-0001, United States of America  
Postcode

Presentor's name address and reference (if any):

Clark Ricketts  
Kingsway House  
103 Kingsway  
London  
WC2B 6QX

Time critical reference

For official Use  
Mortgage Section



of all the property mortgaged or charged

An amount equal to US\$310,000 (the "Security Amount") or an irrevocable Letter of Credit in a stated amount equal to the Security Amount.

Please do not write in this margin

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

X →

Particulars as to commission allowance or discount (note 3)

N/A

Signed

*Clark Ricketts*

Date 12 February 2004

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

Wilmington Trust Company, *not in its individual capacity, but solely as owner trustee.*

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01966273

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN AIRCRAFT LEASE AGREEMENT DATED THE 30th JANUARY 2004 AND CREATED BY FIRST CHOICE AIRWAYS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WILMINGTON TRUST COMPANY, NOT IN ITS INDIVIDUAL CAPACITY, BUT SOLELY AS OWNER TRUSTEE 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 17th FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MARCH 2004.

*P. -*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —