

# M

CHFP025

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

\*insert full name  
of Company

## COMPANIES FORM No. 395

### Particulars of a mortgage or charge

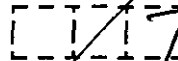
A fee of £10 is payable to Companies House in respect  
of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



1996687

Name of company

\* BRITISH AEROSPACE (OPERATIONS) LIMITED (the "Company")

Date of creation of the charge

6 December 1999

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

Deed of Assignment made between (1) British World Airlines Limited  
("BWA") as assignor and (2) the Company as assignee

Amount secured by the mortgage or charge

All moneys, liabilities and obligations which are now or which may at  
any time and from time to time hereafter be due, owing, payable or  
incurred, or be expressed to be due, owing, payable or incurred from or  
by BWA to the company under or pursuant to an Aircraft Lease Agreement  
dated 12 September 1997 (as amended, supplemented and novated by a  
novation and amendment agreement dated 6 December 1999) (the "Aircraft  
Lease Agreement") in relation to one British Aerospace Advanced  
Turboprop aircraft having manufacturers serial number 2058 (the  
"Aircraft")

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

British Aerospace (Operations) Limited  
Warwick House, PO Box 87, Farnborough Aerospace Centre  
Farnborough, Hants GU14 6YU

Postcode

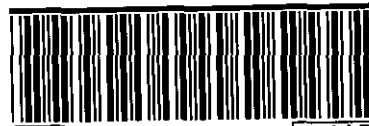
Presenter's name address and  
reference (if any):

Sue Jones  
British Aerospace Asset  
Management, 1 Bishop  
Square, St Albans Road  
West, Hatfield, Herts,  
AL10 9NE

Time critical reference

For official Use

Mortgag



PMO \*PHE9100B\* 118  
COMPANIES HOUSE 22/12/99

COMPANIES HOUSE  
COMPANIES HOUSE

05/01/00  
22/12/99

Now  
PART  
FIRST  
DATE

Short particulars of all the property mortgaged or charged

BWA's present and future rights, title and interest in and to the benefits under the relevant insurances insofar as the same relate to the Aircraft, where:

"Relevant Insurances" means Insurances, other than Insurances in respect of liability; and

"Insurances" means any and all contracts and policies of insurance and reinsurance required to be effected and maintained by BWA under the Aircraft Lease Agreement.

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)

Signed *Smith Aerospace (Overseas) Limited* Date *17/12/99*

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

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 CF4 3UZ

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01996687

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ASSIGNMENT DATED THE 6th DECEMBER 1999 AND CREATED BY BRITISH AEROSPACE (OPERATIONS) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRITISH AEROSPACE (OPERATIONS) LIMITED UNDER OR PURSUANT TO AN AIRCRAFT LEASE AGREEMENT DATED 12th SEPTEMBER 1997 (AS AMENDED, SUPPLEMENTED AND NOVATED BY A NOVATION AND AMENDMENT AGREEMENT DATED 6th DECEMBER 1999) IN RELATION TO ONE BRITISH AEROSPACE ADVANCED TURBOPROP AIRCRAFT HAVING MANUFACTURERS SERIAL NUMBER 2058 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4th FEBRUARY 2000.

*P. J. J.*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S   H O U S E