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*insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number



2020381

Name of company

* London Luton Airport Limited (the "Company")

Date of creation of the charge

Debenture dated 31.3.89 (the "Debenture") as amended by the Supplemental Debenture.

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

Supplemental Debenture dated 20.8.98 and made between (1) the Company and (2) the Chargee expressed to be supplemental to the Debenture (the "Supplemental Debenture").

Amount secured by the mortgage or charge

The Debenture stated that the amount secured was the principal sum of £8,561,000 (less any amount thereof already repaid). The Supplemental Debenture was entered into in order to amend the repayment date relating to the debt secured by and referred to in the Debenture. The Supplemental Debenture created no additional security and secured no additional amounts. This registration is being filed for information purposes only and in order to confirm the registration made on 18.4.89.

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

The Council of the Borough of Luton, Town Hall, Luton, Bedfordshire, LU7 2BT and its successors, transferees and assigns (the "Chargee")

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

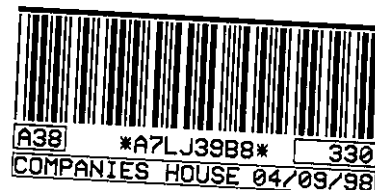
Pinsent Curtis (DS)
Dashwood House
69 Old Broad Street
London
EC2M 1NR

Doc: 3077890

Time critical reference

For official use
Mortgage Section

Post room



The Debenture specified that the Company as beneficial owner charged by way of first floating charge all its undertaking and property whatsoever and wheresoever both present and future including its uncalled capital. The Supplemental Debenture created no additional security. This registration is being filed for information purposes only and in order to confirm the registration made on 18.04.89.

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Particulars as to commission allowance or discount (note 3)

Nil

Signed

Piersent Curtis

Date *3rd September 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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02020381

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SUPPLEMENTAL DEBENTURE DATED THE 20th AUGUST 1998 AND CREATED BY LONDON LUTON AIRPORT LIMITED FOR SECURING THE DEBENTURE STATED THAT THE AMOUNT SECURED WAS THE PRINCIPAL SUM OF £8,561,000 (LESS ANY AMOUNT THEREOF ALREADY REPAID). THE SUPPLEMENTAL DEBENTURE WAS ENTERED INTO IN ORDER TO AMEND THE REPAYMENT DATE RELATING TO THE DEBT SECURED BY AND REFERRED TO IN THE DEBENTURE DATED 31 MARCH 1989 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 4th SEPTEMBER 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th SEPTEMBER 1998.

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

J. M. EVANS

for the Registrar of Companies



COMPANIES HOUSE