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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

395

713999/13

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

For official use

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Company number

02190393

Name of company

* The Royal Air Force Charitable Trust Enterprises

Date of creation of the charge

04 FEBRUARY 2005

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

Mortgage Debenture

Amount secured by the mortgage or charge

- (a) all sums of money which have been or are now or may hereafter from time to time be advanced to the Company by AIB Group (UK) Plc ("the Bank")
- (b) all other indebtedness and/or liability whatsoever of the Company to the Bank present, future, actual and/or contingent and whether incurred solely, severally, jointly and as principal or surety
- (c) all costs, charges, expenses and other sums expended paid incurred or debited to any account in relation to the realisation enforcement protection or perfection of rights under the mortgage debenture or recovery of any indebtedness or other liabilities of the Company by the Bank or any receiver and
- (d) interest and charges upon or relating to all such advances, indebtedness, liabilities, costs, expenses and any other monies

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

AIB Group (UK) Plc whose registered office is at 40 Queen Square Belfast

Postcode BT1 3DJ

Presentor's name address and
reference (if any):
Charles Russell
Compass House
Lypiatt Road Cheltenham
GL50 2QJ

Ref: LBM/6016/60

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

- (1) Freehold property known as Douglas Bader House Horcott Hill Fairford Gloucestershire GL7 4RB registered at the Land Registry under title no. GR216234 and all buildings, fixtures and fixed plant and machinery owned by or charged to the Company and from time to time on or in the freehold property
- (2) All estates or interests in any freehold or leasehold property now and at any time during the continuance of the security belonging to or charged to the Company and the benefit of all other agreements relating to land and all buildings fixtures and fixed plant and machinery from time to time on any such freehold or leasehold property.
- (3) All balances standing to the credit of any current, deposit or other account of the Company with the Bank or with other bankers, financial institutions or similar third parties
- (4) All stocks, shares and/or other securities
- (5) The goodwill and the uncalled for capital of the Company now or at any time hereafter in existence and future calls and any licences, patents, patent applications, trade names and rights in trade marks, copyrights and all other intellectual property rights
- (6) All plant, machinery, vehicles, computers and office and other equipment and
- all of its other property, assets and rights whatsoever and wheresoever present and all future.

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Particulars as to commission allowance or discount (note 3)

Not applicable

Signed

Charles Russell

Date 08/02/05.

On behalf of company†

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See note 5)

NOTES

† delete as appropriate

- 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. 02190393

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DEBENTURE DATED THE 4th FEBRUARY 2005 AND CREATED BY THE ROYAL AIR FORCE CHARITABLE TRUST ENTERPRISES FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO AIB GROUP (UK) PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 11th FEBRUARY 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th FEBRUARY 2005.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

R. P. Pow