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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

00600024

395

A fee of £13 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

1212

2739537

Name of company

* JET2.COM LIMITED ("Company"), a company incorporated under the laws of
England and Wales

Date of creation of the charge

* 30 November 2007

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

Lease Agreement 24793 dated 30 November 2007 ("Lease") between ACG
Acquisition XV LLC ("Lessor") and the Company relating to Boeing Model 757-
236ER Aircraft Airframe Manufacturer's Serial No 24793 ("Aircraft") and
the Aircraft Documents

Amount secured by the mortgage or charge

The obligations and liability of the Company to the Lessor under the Lease
and the other Operative Documents ("Secured Liabilities")

"Operative Documents" means the Lease, the Certificate of Acceptance, the
Certificate of Delivery Condition, the Deregistration Power of Attorney,
the Lessee Guaranty, the Lessor Guaranty and the Notice and Acknowledgment

"Certificate of Acceptance" means a certificate substantially in the form
annexed as Exhibit A to the Lease to be completed and executed by Lessor
and the Company at the time of the delivery of the Aircraft to, and
acceptance of the Aircraft by, the Company in accordance with the terms of
the Lease

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

ACG ACQUISITION XV LLC, a Delaware limited liability company having its
principal place of business at 610 Newport Center Drive, 14th Floor,
Newport Beach, California 92660, USA

Postcode

Presenter's name address and
reference (if any)

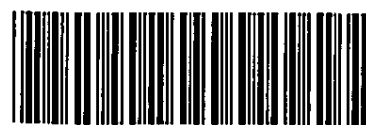
Addleshaw Goddard LLP
150 Aldersgate Street
London
EC1A 4EJ

GAREH/305936 3594 (624090)

Time critical reference

For official Use (06/2005)
Mortgage Section

THURSDAY



LUVH5V90

LD8	06/12/2007	89
COMPANIES HOUSE		
LD7	30/11/2007	109
COMPANIES HOUSE		

Short particulars of all the property mortgaged or charged

The Additional Rent and the Commitment Fee from time to time paid by the Company to the Lessor under the Lease, the debt represented thereby and all interest therein of the Company (the "Pledged Monies")

Pursuant to the Lease the parties thereto agreed that except as expressly permitted, the Company will not be entitled to payment of the Pledged Monies

Continuing Security

Pursuant to the Lease the parties thereto agreed that all security created by the Company under Section 5 5(b) of the Lease shall be a continuing security

Further Assurances

Pursuant to the Lease the parties thereto agreed that the Company will enter into any additional documents and instruments necessary or reasonably requested by Lessor to evidence, create or perfect the Lessor's rights to the Pledged Monies

Please do not write in this margin

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

T
+
95

Particulars as to commission allowance or discount (note 3)

Nil

Signed

A. M. G. Goddard

Date 30 November 2007

On behalf of [company] ~~XXXXXXXXXXXX~~ †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

Name of company

*insert full name
of Company* JET2 COM LIMITED ("Company"), a company incorporated under the laws of
England and Wales

Addendum 1/4

1 Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

"**Aircraft Documents**" means the documents, data and records identified in or pursuant to Part 2 of Schedule 1 to the Lease and all additions, renewals, revisions and replacements from time to time made in accordance with the Lease

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

"**Certificate of Delivery Condition**" means a certificate substantially in the form annexed as Exhibit B to the Lease to be completed and executed by Lessor and the Company at the time of the delivery of the Aircraft to, and the acceptance of the Aircraft by, the Company in accordance with the terms of the Lease

"**Deregistration Power of Attorney**" means an irrevocable power of attorney to be executed by Lessee in substantially the form annexed as Exhibit C to the Lease

"**Lessee Guaranty**" means Lessee Guaranty Agreement 24793 dated 30 November 2007 between Dart Group Plc and the Lessor

"**Lessor Guaranty**" means Lessor Guaranty Agreement 24793 dated 30 November 2007 between Aviation Capital Group Trust, a Delaware statutory trust, and the Company

"**Notice and Acknowledgement**" means a notice and acknowledgment to be executed between Lessor and Company in substantially the form annexed as Exhibit D to the Lease

Addendum 3/4

3 Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)

Negative Pledge

Pursuant to the Lease the parties thereto agreed that the Company shall not assign or otherwise dispose of all or any part of its rights or interests in the Pledged Monies

"**Additional Rent**" means the sums payable by the Company to the Lessor under Section 5 4 of the Lease

"**Commitment Fee**" means the sums payable by the Company to the Lessor under Section 5 1 of the Lease

Company number

2739537

Name of company

*insert full name
of Company

* JET2 COM LIMITED ("Company"), a company incorporated under the laws of
England and Wales

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 02739537

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEASE AGREEMENT DATED THE 30th NOVEMBER 2007 AND CREATED BY JET2 COM LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ACG ACQUISITION XV LLC 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 6th DECEMBER 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12th DECEMBER 2007

A handwritten signature in black ink, appearing to be 'R. Jones'.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES