

M

COMPANIES FORM No. 395

395

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

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)

Company number

2739537

9/c
00400026

Name of company

* Channel Express (Air Services) Limited

Date of creation of the charge

19th March 2003

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

Aircraft Mortgage

Amount secured by the mortgage or charge

(US\$11,400,000) and all other sums due from Dart Group PLC under the provisions of the Mortgage

US\$ 11,400,000

(amount confirmed by fax 21/03/03)

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

Barclays Bank Plc c/o Barclays Mercantile Business
Finance Limited, Churchill Way, Basingstoke

Hampshire

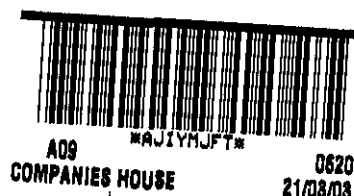
Postcode RG21 7GP

Presentor's name address and
reference (if any) :Alan Robson
Legal Services
Barclays Mercantile
DX 3009 Basingstoke

Time critical reference

For official Use
Mortgage Sectionamended
by fax
21/03/03

Post room



Please see attached schedule

Please do not
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this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date

19/03/03

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:-

The Schedule

All the Company's right, title and interest in certain insurances and compensation rights relating to the aircraft particulars of which are as follows:-

Type	Registration Marks	Manufacturer's No.
Airbus A300B4-203	G-CEXH	MSN 117
Airbus A300B4-203	G-CEXI	MSN 121
Boeing 737-300	G-CELS	MSN 23660
Boeing 737-300	G-CELU	MSN 23657
Boeing 737-300	G-CELV	MSN 23661
Boeing 737-300	G-CELX	MSN 23654

Together with in each case the Company's right, title and interest in and to any lease of the aircraft.

The mortgage contains a covenant by the Company not to sell or give any security or charge upon the income arising from any lease of the aircraft.



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 AN AIRCRAFT MORTGAGE DATED THE 19th MARCH 2003 AND CREATED BY CHANNEL EXPRESS (AIR SERVICES) LIMITED. FOR SECURING US\$11,400,000 DUE OR TO BECOME DUE FROM DART GROUP PLC TO BARCLAYS BANK PLC 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 21st MARCH 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MARCH 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —