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* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985



395

To the Registrar of Companies

For official use

Company number

Name of company

* Gloucestershire Airport Limited

Date of creation of the charge

21 December 1999

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

Debenture

Amount secured by the mortgage or charge

All monies and all obligations and liabilities whether actual or contingent now or hereafter due or owing or incurred to the Council of the City of Gloucester (the "Council") by the Company together with interest and other expenses costs and charges incurred by the Council in relation to the debenture.

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

The Council of the City of Gloucester, North Warehouse, The Docks,
Gloucester GL1 2EP

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

Edwards Geldard
Dumfries House
Dumfries Place
Cardiff
CF10 3ZF

Ref: BL

Time critical reference

For official use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

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(a) By way of fixed charge:

(i) all freehold leasehold and other immoveable property now or in the future belonging to the Company together with all buildings, trade and other fixtures, fixed plant and machinery of the Company from time to time thereon;

(ii) all plant and machinery now or in the future belonging to the Company other than fixed plant and machinery;

(iii) all book debts and other debts now or in the future due or owing to the Company;

(iv) all stocks shares and other securities now or in the future belonging to the Company together with all dividends and other rights deriving therefrom;

Continued

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date

22nd December 1999

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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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Company Number

2774189

Name of Company

Gloucestershire Airport Limited

~~Limited~~*

* delete if
inappropriate

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

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Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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(v) the goodwill of the Company and its uncalled capital for the time being;

(vi) all patents trade marks service marks designs and other intellectual property rights choses in action and claims and all fees, royalties and other rights of every kind deriving therefrom now or in the future belonging to the Company;

(b) By way of floating charge the whole of the Company's undertaking and all its property and assets whatsoever and wheresoever present and future other than the property and assets from time to time effectively charged to the Council by way of legal mortgage or fixed charge.

The Company shall not without the prior consent of the Council create or permit to subsist any mortgage charge pledge hypothecation lien (other than a lien arising by operation of law) or other security interest on any of its assets ranking in priority or pari passu with the fixed and floating charges created by the Debenture.

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FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02774189

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 21st DECEMBER 1999 AND CREATED BY GLOUCESTERSHIRE AIRPORT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE COUNCIL OF THE CITY OF GLOUCESTER ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 23rd DECEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th JANUARY 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E