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Particulars of a mortgage or charge

395

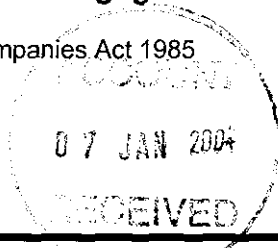
A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

CHFP025

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

Pursuant to section 395 of the Companies Act 1985

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



For official use

Company number

2111

02850499

Name of company

\*insert full name of Company

\* EUROPEAN AVIATION AIR CHARTER LIMITED (the "Company")

Date of creation of the charge

23 December 2003

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

An engine lease agreement (the "Engine Lease Agreement") made between the Company and Foxtrot Limited (the "Lessor") relating to one (1) Rolls-Royce RB211-524D4 Engine ESN 12785

Amount secured by the mortgage or charge

All obligations of the Company under or pursuant to:  
a) the Engine Lease Agreement  
b) the Ferry Flight Lease Agreement dated 31 October 2003 and made between the Lessor and the Company in relation to three Rolls-Royce RB211-524D4 engines with serial numbers 12207, 12785 and 12017;  
c) the Assignment of Insurances dated 23 December 2003 made between the Lessor and the Company;  
d) any acknowledgements (in respect of the Assignment of Insurances and/or the Assignment and/or the General Assignment) and all notices, consents, certificates and other documents and agreements to which the Company is a party to be issued pursuant to or in connection with any of the foregoing;

See continuation sheet 1 page 2 for definitions

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

Foxtrot Limited  
Clarendon House, 2 Church Street, Hamilton, Bermuda

Postcode

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

Norton Rose  
Kempson House  
Camomile Street  
London EC3A 7AN

For official Use  
Mortgage Section



LD2  
COMPANIES HOUSE

0181  
07/01/04

AKS/63914/leasesecurity12785

Time critical reference

Short particulars of all the property mortgaged or charged

The sum of one hundred thousand dollars (\$ 100,000) to be paid to the Lessor pursuant to the Engine Lease Agreement.

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

Particulars as to commission allowance or discount (note 3)

Signed NORTON ROSE  
On behalf of ~~[company]~~ [mortgagee/chargee] ✓

Date 6/01/2004

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:-  
Companies House, Crown Way, Cardiff CF14 3UZ

CHFP025

# Particulars of a mortgage or charge (continued)

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binding margin

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

Please complete  
legibly, preferably  
in black type, or  
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Company Number

02850499

Name of Company

EUROPEAN AVIATION AIR CHARTER LIMITED (the "Company")

Limited\*

\* delete if  
inappropriate

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

**"Agent"** means any person acting in the capacity of agent and/or security trustee for the Finance Parties and includes any successors thereto;

**"Assignment"** means any assignment of the Lessor's rights, title and interest in and under the Engine Lease Agreement granted or, as the context may require, to be granted by the Lessor in favour of any Finance Party or Agent;

**"Engine"** means the Rolls-Royce RB211-524D4 engine with engine serial number 12785, or any engine substituted therefor together with all appliances, parts, accessories, modules, components and other item of equipment from time to time belonging to, installed in or appurtenant to the relevant engine and, where the context permits, reference to the "Engine" shall include the Manuals and Technical Records;

**"Finance Parties"** means, in relation to the Engine, any person who, from time to time, the Lessor shall notify the Company as having an interest in the Engine (whether such person is providing financing for its acquisition, ownership, or leasing or otherwise);

**"General Assignment"** means any document entered into between the Lessor and the Agent pursuant to which the Lessor assigns its rights and interests in and to the Insurances and the Assignment of Insurances to the Agent;

**"Insurances"** means any and all contracts or policies of insurances and reinsurances required to be effected and maintained under the Engine Lease Agreement;

**"Manual and Technical Records"** means in respect of the Engine, all records, logs, manuals, technical data and other materials howsoever stored and maintained (and, including without limitation any such maintained on computers) relating to the Engine.

Please complete  
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in black type, or  
bold block lettering

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binding margin

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

Please complete  
legibly, preferably  
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bold block lettering



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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02850499

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ENGINE LEASE AGREEMENT DATED THE 23rd DECEMBER 2003 AND CREATED BY EUROPEAN AVIATION AIR CHARTER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FOXTROT LIMITED 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 7th JANUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9th JANUARY 2004.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

*Matl P*