CHFP041

Please do not write in this margin

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

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

065206/13

Pursuant to section 395 of the Companies Act 1985

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

Name of company

For official use Company number

04478686

Date of creation of the charge

VULCAN TO THE SKY TRUST

24 February 2009

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

AIRCRAFT MORTGAGE

Amount secured by the mortgage or charge

All money, whether principal, interest or otherwise and all other obligations and liabilities whatever, actual or contingent, which are now or at any time hereafter become, due or owing to the Mortgagee by the Company either alone or jointly with any other person, including under or in connection with the Aircraft Mortgage or in any other way whatever.

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

C. WALTON LIMITED (company number 00559275) of Bruntingthorpe Airfield, Proving Ground, Bruntingthorpe, near Lutterworth, Leicestershire

Postcode LE17 5QS

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

Harvey Ingram LLP

20 New Walk

Leicester LEI OTX

DX 17014 Leicester 2

Time critical reference

For official use (02/2006) Mortgage Section

Post room

A75

26/02/2009 **COMPANIES HOUSE**

J395/1

Short particulars of all the property mortgaged or charged

Avro Vulcan B2 manufactured by AV Roe of Woodford, Cheshire, bearing serial number XH 558, and bearing the registration mark G-VLCN ("the Aircraft") and all replacements, renewals and additions made to it, together with:

Please do not write in this margin

1. four Rolls-Royce Bristol-Siddeley Olympus 202 Engines and any other engine from time to time installed on the Aircraft and any other engine which, having been removed from the Aircraft, remains subject to the Aircraft Mortgage, together with all Equipment (as defined below) and accessories from time to time belonging to, installed on or relating to such engines;

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

2. all appliances, parts, spare parts, instruments, appurtenances, accessories, replacements, furnishings and equipment of any kind whatever which are or become installed in or attached to or used with or for the Aircraft ("Equipment"); and

3. all such records, logs, manuals, technical data and other materials and documents relating to the Aircraft as were delivered to the Company at the time of the purchase of the Aircraft or as have since been or shall be acquired by the Company or as shall from time to time be required to comply with the regulations and requirements of the United Kingdom Civil Aviation Authority and/or any other person or authority from time to time having supervision, control or jurisdiction over such aircraft or its operation.

Particulars as to commission allowance or discount (note 3)

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

(See Note 5) +Delete as

appropriate

HARVEY INGRAM CLF Signed 20 NEW WALK On behalf of [company) [mortgage= OFS EFR LE1 6TX

Notes

N/A

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.

Date

- 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 are to be made payable to Companies House.
- The address of the Registrar of Companies is:- Companies House, Crown Way, Cardiff CF4 3UZ.

○V⊖Z 7 Spa Road, London SE16 3QQ.

2006 Edition 2,2006

Companies M395

COM395/2



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 4478686 CHARGE NO. 2

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN AIRCRAFT MORTGAGE DATED 24 FEBRUARY 2009 AND CREATED BY VULCAN TO THE SKY TRUST FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO C. WALTON 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 26 FEBRUARY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 MARCH 2009



