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COMPANIES FORM No. 395

## Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

# 395

444359

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

\* Insert full name  
of company

To the Registrar of Companies

For official use Company number

Name of company

19

238994 444359

Freshfields *W. H. W.*

\* BRITANNIA AIRWAYS LIMITED (THE "COMPANY")

Date of creation of the charge

27 JUNE 1997

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

FOURTH AIRCRAFT GENERAL ASSIGNMENT OF SUB-LEASES DATED 27 JUNE 1997 AND MADE  
BETWEEN THE COMPANY AND ALE-FOUR, LIMITED

Amount secured by the mortgage or charge

SEE APPENDIX

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

ALE-FOUR, LIMITED

1 EARLSFORT CENTRE, HATCH STREET, DUBLIN  
2, IRELAND

Postcode

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

Freshfields  
65 Fleet Street  
London EC4Y 1HS  
DX 23 LONDON

For official use  
Mortgage section

NON  
PART

NON PART  
Post room



Time critical reference

Short particulars of all the property mortgaged or charged

SEE APPENDIX

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in black type or  
bold block  
lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed

*Frederick*

Date 8 July 1997

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.

## APPENDIX

### **Amount secured by the mortgage or charge:**

All obligations of the Company under an Aircraft Lease Agreement dated as of 27 June 1997, between ALE-Four, Limited and the Company (as amended, supplemented or otherwise modified from time to time being hereinafter referred to as the *Lease*) in respect of one Boeing 767-304ER aircraft with manufacturer's serial number 28042 (the *Aircraft*), and all other related documents.

### **Short particulars of all the property mortgaged or charged:**

All moneys of whatsoever nature paid or payable to the Company under any and all Assigned Agreements (whether entered into now or at any time in the future) and all other rights and benefits whatsoever accruing to the Company under the Assigned Agreements, including, without limitation, all claims for damages in respect of any breach by the Sub-Lessee of the Assigned Agreements and any and all moneys paid or payable to the Company in respect of the disposal or the continued possession of the Aircraft by the Sub-Lessee or any creditor of the Sub-Lessee or any administrator, liquidator, receiver or similar person appointed in relation to the Sub-Lessee or any of its assets, pursuant to any applicable bankruptcy or insolvency law or otherwise and including any moneys paid or payable in respect of the insurances (other than the third party liability insurances) effected pursuant to the Assigned Agreements.

*Assigned Agreements* means any sub-sub-lease of the Aircraft which may from time to time be, or have been, entered into by the Company in accordance with the terms of the Lease or (without prejudice to the limitations on the Company's ability to sub-sub-lease the Aircraft in the Lease) otherwise, and any agreements related to the sub-sub-leasing of the Aircraft entered into by the Company and any Sub-Lessee pursuant to such sub-sub-lease, (any reference to Assigned Agreements includes a references to all or any of them individually); and

*Sub-Lessee* means any sub lessee under any Assigned Agreements.

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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. 00444359

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FOURTH AIRCRAFT GENERAL ASSIGNMENT OF SUB-LEASES DATED THE 27th JUNE 1997 AND CREATED BY BRITANNIA AIRWAYS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ALE-FOUR, LIMITED UNDER AN AIRCRAFT LEASE AGREEMENT DATED 27TH JUNE 1997 (AS AMENDED, SUPPLEMENTED OR OTHERWISE MODIFIED FROM TIME TO TIME BEING HEREINAFTER REFERRED TO AS THE LEASE) IN RESPECT OF ONE BOEING 767-340ER AIRCRAFT WITH MANUFACTURER'S SERIAL NUMBER 28042 AND ALL OTHER RELATED DOCUMENTS WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1st JULY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JULY 1997.

A handwritten signature in black ink, appearing to read 'R. N. Owens'.

RICHARD NEIL OWENS

for the Registrar of Companies



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