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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

00400024.✓

Particulars of a mortgage or charge

395

A fee of £13 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)

For official use

Company number

11115

03034606

Name of company

* easyJet Airline Company Limited (the "Lessee")

Date of creation of the charge

30 March 2008

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

Novation and Amendment Agreement dated 21 March 2008 made between ACG Acquisition 31 LLC (the "Lessor"), GB Airways Limited (the "Previous Lessee") and the Lessee, as new Lessee amending and novating a Lease Agreement dated 23 January 2003 made between the Lessor and the Previous Lessee relating to one Airbus A320-232 Aircraft bearing manufacturer's serial number 1918 The Effective Time under such Agreement being 30 March 2008

Amount secured by the mortgage or charge

The obligations and liability of the Lessee under the Lease

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

ACG Acquisition 31 LLC, of 610 Newport Center Drive, Suite 1400, Newport Beach, California 92660-6465, USA (the "Lessor")

Postcode

Presentor's name address and
reference (if any)

Addleshaw Goddard LLP
150 Aldersgate Street
London
EC1A 4EJ

Ref SHERJ/306792 493

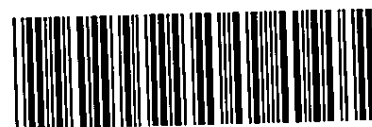
Time critical reference

For official Use (06/2005)

Mortgage Section

Post room

WEDNESDAY



LPA03YJS

LD4

02/04/2008

55

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

A security deposit in the sum of one month's Rent payable by the Lessee to the Lessor pursuant to clause 7 1 of the Lease and all rights of the Lessee to payment thereof, the debt represented thereby and all interest thereon and/or any and all interest of the Lessee therein

By clause 7 5(b) of the Lease, the Lessee agrees that
Except as expressly permitted under the Lease, the Lessee will not be entitled to payment of the Lessor's Moneys The Lessee will not assign, transfer or otherwise dispose of all or part of its rights or interest in the Lessor's Moneys and the Lessee agrees that it will enter into any additional documents and instruments necessary or reasonably requested by Lessor to evidence, create or perfect the Lessor's rights to the Lessor's Moneys

For the purposes of this Form 395, the following further definitions shall apply

"Lessor's Moneys" means the security deposit payable by the Lessee to the Lessor pursuant to clause 7 1 of the Lease

"Rent" means the instalments of rent payable by the Lessee pursuant to clause 7 2 of the Lease

"Effective Time" means the date the Agreement became effective as determined by the parties pursuant to clause 8 thereof

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Addleshaw Goddard

Date *2 April*, 2008

On behalf of [company] [mortgagee/chargee] †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)*

Notes

*† delete as
appropriate*

- 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**
- 6 The address of the Registrar of Companies is **Companies House, Crown Way, Cardiff CF14 3UZ**

Name of company

*insert full name
of Company

* easyJet Airline Company Limited (the "Lessee")

Addendum 1/4

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

Addendum 2/4

2 Amount due or owing on the mortgage or charge (continued)

Addendum 3/4

3 Names, addresses and description of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4 Short particulars of all the property mortgaged or charged (continued)



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 3034606
CHARGE NO. 115

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A NOVATION AND AMENDMENT
AGREEMENT DATED 21 MARCH 2008 AND EFFECTIVE TIME
DATED 30 MARCH 2008 AND CREATED BY EASYJET AIRLINE
COMPANY LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO ACG ACQUISITION 31
LLC 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 2 APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 10 APRIL 2008

D. Sale.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES