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CHFP041

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write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

COMPANIES FORM No. 395

427297/13

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

17

01990920

Name of company

*STANSTED AIRPORT LIMITED

Date of creation of the charge

6TH MAY 2008

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

MORTGAGE

Amount secured by the mortgage or charge

SECURED OBLIGATIONS

Please see attached letter
for details.

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

THE ROYAL BANK OF SCOTLAND PLC OF LEVEL 7 135 BISHOPSGATE LONDON

Postcode EC2M 3TP

Presenter's name, address and
reference (if any)BLAKE LAPHORN TARLO
LYONS
19 ST PETER STREET
WINCHESTER
HAMPSHIRE SO23 8BU
REF SLC/128908/179

Time critical reference

For official use (02/2006)
Mortgage Section

Post room

WEDNESDAY



AJAR4ZIF

A15

07/05/2008

94

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

39 PARSONAGE ROAD TAKELEY BISHOPS STORTFORD HERTFORDSHIRE CM22 6RN
TITLE NO: EX661738

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legibly, preferably
in black type or
bold block
lettering

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

Particulars as to commission allowance or discount (note 3)

Signed BLAKE LAPHORN TARLO LYONS *ML* . Date 6TH MAY 2008

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
- 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**
- 6 The address of the Registrar of Companies is - Companies House, Crown Way, Cardiff CF4 3UZ

Syndicated Loans Agency
The Royal Bank of Scotland plc
Level 5
135 Bishopsgate
London EC2M 3UR

19 St Peter Street Winchester
Hampshire SO23 8BU

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E sue.cornall@bllaw.co.uk
www.bllaw.co.uk

Attention Kerry Jessop

16 April 2008

Our Ref SLC/slc/BAA plc (Stansted
Property
Acquisitions)/128Q08/178

Your Ref

Dear Sirs

Re: Stansted Airport Limited
P/O 39 Parsonage Road Takeley Bishops Stortford

A £6,970,000,000 senior facilities agreement dated 7 April 2006, as amended and restated on 29 September 2006 and as amended from time to time between, *inter alios*, Airport Development and Investment Limited (as Original Borrower and Original Guarantor), the financial institutions listed at part II Schedule I (as Original Lenders), Citigroup Global Markets Limited, Calyon Sucursal en España, The Royal Bank of Scotland plc, HSBC Bank plc and Banco Santander Central Hispano, S A, London Branch (as Mandated Lead Arrangers) and The Royal Bank of Scotland plc (as Agent and Security Trustee) (the *Senior Facilities Agreement*)

A £2,000,000,000 subordinated facility agreement dated 7 April 2006, as amended and restated on 29 September 2006 and as amended from time to time and made between, *inter alios*, ADI Finance 2 Limited (as Parent and Original Guarantor), Airport Development and Investment Limited (as the Original Borrower), the financial institutions listed therein as Original Lenders, Banco Santander Central Hispano S A, London Branch, Calyon, Sucursal en España, Citigroup Global Markets Limited, HSBC Bank PLC and The Royal Bank of Scotland plc (as Mandated Lead Arrangers) and The Royal Bank of Scotland plc (as Agent and Security Trustee) (the *Subordinated Facility Agreement*)

Pursuant to the Senior and Subordinated Facility Agreements, certain subsidiaries of Airport Development and Investment Limited have granted security over, amongst other things, their real property (the **Charge**)

Title Number	Nature of Interest (Freehold/Leasehold)	BAA entity to be Registered Proprietor	Description of land
EX661738	Freehold	Stansted Airport Limited	39 Parsonage Road Takeley Bishops Stortford Hertfordshire CM22 6RA

The above property will be the subject of a mortgage deed prepared on the same terms and conditions as the mortgage deeds entered into in favour of The Royal Bank of Scotland plc on 19 January 2007. I enclose an original mortgage deed, which has already been executed by Stansted Airport Limited and ask that you please arrange for the deed to be signed by The Royal Bank of Scotland plc and return it to me at the address above.

Once executed, we will ensure that the enclosed mortgage is registered at the Land Registry at the same time as we register BAA's acquisition of the Land.

Continued

We look forward to receiving back the enclosed mortgage duly executed by The Royal Bank of Scotland plc

Yours faithfully

A handwritten signature in black ink, appearing to be 'M' or a stylized initial.

Blake Laphorn Tarlo Lyons



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 1990920
CHARGE NO. 11

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A MORTGAGE DATED 6 MAY 2008
AND CREATED BY STANSTED AIRPORT LIMITED FOR
SECURING ALL SUMS DUE OR TO BECOME DUE 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
7 MAY 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 MAY 2008



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES