

M

COMPANIES FORM No. 395

Particulars of a mortgage or charge**395**Please do not
write in
this margin

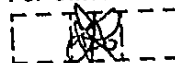
Pursuant to section 395 of the Companies Act 1985

For official use

Company number

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

To the Registrar of Companies



2112839

Name of company

* BAKER AVIATION FUELS LIMITED

* Insert full name
of company

Date of creation of the charge

5th February 1991

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

MORTGAGE DEBENTURE

Amount secured by the mortgage or charge

The sum of One pound and all monies obligations and liabilities
which may now or at any time hereafter may be or become due owing
or incurred by the Company to National Westminster Bank Plc

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

National Westminster Bank Plc - Ottery St. Mary Branch ✓
Silver Street

Ottery St. Mary Devon

Postcode

EX11 1DF

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

Messrs Dunn & Baker
21 Southernhay East
Exeter
Devon EX1 1QQ

(REF: DMK/BAKER)

For official Use
Mortgage Section**REGISTERED**

- 6 FEB 1991

Post room

COMPANIES HOUSE

6 FEB 1991

M

65

Time critical reference

Please do not
write in
this margin

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

- OK*
- (i) by way of specific equitable charge all estates or interests in any freehold and leasehold property (except the legally mortgaged property) now and at any time during the continuance of this security belonging to or charged to the Company (the equitably charged property) and/or the proceeds of sale thereof
 - (ii) by way of specific charge all stocks shares and/or other securities now and at any time during the continuance of this security belonging to the Company in any of its subsidiary companies or any other company and all dividends and other rights in relation thereto
 - (iii) by way of specific charge all book debts and other debts now and from time to time due or owing to the Company
 - (iv) by way of specific charge its goodwill and the benefit of any licences
 - (v) by way of floating security its undertaking and all its property assets and rights whatsoever and wheresoever present and/or future including those for the time being charged by way of specific charge pursuant to the foregoing paragraphs if and to the extent that such charges as aforesaid shall fail as specific charges but without prejudice to any such specific charges as shall continue to be effective

Particulars as to commission allowance or discount (note 3)

Signed

DUNN & BAKER

Date 5th February 1991

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.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 5th FEBRUARY 1991
and created by BAKER AVIATION FUELS LIMITED

for securing all moneys now due, or hereafter to become due, or from time
to time accruing due from the company to NATIONAL WESTMINSTER BANK PLC

on any account whatsoever

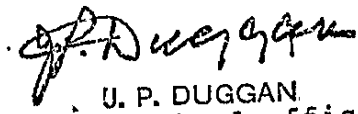
was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 6th FEBRUARY 1991

Given under my hand at the Companies Registration Office,

Cardiff the 14th FEBRUARY 1991

No. 2112839

P
14/2


U. P. DUGGAN
an authorised officer

C.69a



COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

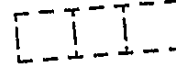
5196C

**FULLY
SATISFIED**

To the Registrar of Companies

For official use

Company number



2112839 N

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

* Insert full name
of company

† delete as
appropriate

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

§ the date of
registration may be
confirmed from the
certificate

§ Insert brief
details of
property

Name of company

* BAKER AVIATION FUELS LIMITED

I, DUNCAN JOHN BAKER BAKER

of BUILDING 68 EXETER AIRPORT CLYST HONITON EXETER DEVON

a director/~~the secretary~~ of the above company, do solemnly and sincerely declare that the debt for
which the charge described below was given has been paid or satisfied in ~~[full]~~ [part]†

Date and Description of charge‡ MORTGAGE DEBENTURE MADE 5th FEBRUARY 1991

Date of Registration§ 6th FEBRUARY 1991

Name and address of [chargee][trustee for the debenture holders] NATIONAL WESTMINSTER
BANK PLC, OTTERY ST. MARY BRANCH, SILVER STREET, OTTERY ST. MARY, DEVON

Short particulars of property charged§ BUILDING 68 EXETER AIRPORT CLYST HONITON
DEVON

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at EXETER

Declarant to sign below

the 29th day of AUGUST
one thousand nine hundred and NINETY NINE
before me G.A. J. Owen.

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

DUNK AND BAKER
21/22 SOUTHERNHAY EAST
EXETER EX1 1QQ
(REF: GAFO)

Cat. No. CO 403A
London:
SHAW & SONS Ltd.,
Shaway House,
Lower Sydenham,
SE26 5AE
LLY 1165

For official Use
Mortgage Section

REGISTERED

31 AUG 1991

Post room

COMPANIES HOUSE

31 AUG 1991

74

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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not
write in
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Pursuant to section 395 of the Companies Act 1985

Please complete
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bold block lettering

* insert full name
of company

To the Registrar of Companies

For official use

Company number

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2112839

Name of company

* BAKER AVIATION FUELS LIMITED

Date of creation of the charge

6-1-92

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

MORTGAGE DEBENTURE

Amount secured by the mortgage or charge

The sum of Five hundred thousand pounds and all monies obligations and liabilities which may now or at any time hereafter may be or become due owing or incurred by the Company to Western Aviation Leasing Inc.

69
B of 500,000 - - -
E - - - the Company to

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

WESTERN AVIATION LEASING INC.

P.O. BOX 631 WILMINGTON

DELAWARE 19899 U.S.A.

Postcode

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

MESSRS. DUNN AND BAKER
21/22 SOUTHERNHAY EAST
EXETER EX1 1QQ
(Ref: GAFO/VHS)

For official Use
Mortgage Section

REGISTERED

18 JAN 1992

Post room

COMPANIES HOUSE

18 JAN 1992

22

Time critical reference

Short particulars of all the property mortgaged or charged

- (i) by way of specific equitable charge all estates or interests in any freehold and leasehold property (except the legally mortgaged property) now and at any time during the continuance of this security belonging to or charged to the Company and/or the proceeds of sale thereof
- (ii) by way of specific charge all stocks shares and/or other securities now and at any time during the continuance of this security belonging to the Company in any of its subsidiary companies or any other company and all dividends and other rights in relation thereto
- (iii) by way of specific charge all book debts and other debts now and from time to time due or owing to the Company
- (iv) by way of specific charge its goodwill and the benefit of any licences
- (v) by way of floating security its undertaking and all its property assets and rights whatsoever and wheresoever present and/or future including those for the time being charged by way of specific charge pursuant to the foregoing paragraphs if and to the extent that such charges as aforesaid shall fail as specific charges but without prejudice to any such specific charges as shall continue to be effective

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Particulars as to commission allowance or discount (note 3)

ed

Date

6.1.92

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

† delete as appropriate

Notes

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 - (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.
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**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

I hereby certify that a mortgage or charge dated the 6th JANUARY 1992
and created by BAKER AVIATION FUELS LIMITED

for securing £500,000.00 and all other moneys due or to become due from
the Company to WESTERN AVIATION LEASING INC.

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 18th JANUARY 1992

Given under my hand at the Companies Registration Office,
Cardiff the 27th JANUARY 1992

No. 2112839

N. S. Berkley

N. S. BERKLEY
an authorised officer

C.69