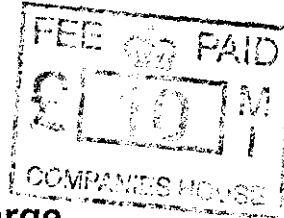


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COMPANIES FORM No. 395



NWB 20
000 863

395

Particulars of a mortgage or Charge

Pursuant to section 395 of the Companies Act 1985

Please do not write in this margin

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

____/____

52-0017446

FC4087

Name of company

El Al Israel Airlines Ltd

Date of creation of the charge

28th March, 2001

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

Legal Charge over Credit Balances

Amount secured by the mortgage or charge

- 1) By way of fixed charge all monies from time to time held or hereafter may be held to the credit of the Company by Israel Discount Bank Limited (the "Bank") on any account or accounts which the Company may now or hereafter hold with the Bank
- 2) All other indebtedness and/ or liabilities whatsoever of the Company to the Bank whether present, future, actual and/or contingent
- 3) On a full indemnity basis all costs, charges, expenses and other sums expended, paid, incurred or debited to any account (including advances to be made) in relation to the enforcement of rights, or the recovery of any indebtedness or other liabilities of the Company, by the Bank
- 4) Interest on the foregoing (as well after as before any demand or judgement)

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

Israel Discount Bank Limited, Nightingale House, 65 Curzon Street, London

Postcode **W1J 8PE**

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

**Israel Discount Bank Limited
Nightingale House,
65 Curzon Street
London,
W1J 8PE**

Time critical reference

For Official use
Mortgage Section

Post room



LD5
COMPANIES HOUSE

LND19201

0449
12/04/01

Short particulars of all property mortgaged or charged


By way of fixed Charge all monies from time to time held to the credit of the Company with the Bank on any current deposit or other account or accounts that the Company may now or hereafter have with the Bank or under any deposit receipt.

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed  Date 11th April, 2001
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 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 that 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 e.g. "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 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. The address of the Registrar of Companies is Companies House, Crown Way, Cardiff, CF4 3TS.

FILE COPY



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

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

COMPANY No. FC004087

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE OVER CREDIT BALANCES DATED THE 28th MARCH 2001 AND CREATED BY "EL AL" ISRAEL AIRLINES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ISRAEL DISCOUNT BANK LIMITED ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17th APRIL 2001.

[Handwritten signature]



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —