

# M

COMPANIES FORM No. 395

£88. 008846. £10

## Particulars of a mortgage or charge

# 395

A fee of £10 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

[2] [ ] [ ] [ ]

BR001160

FC004087

(See letter)

Name of company

\* EL AL ISRAEL AIRLINES LIMITED (the "Depositor")

Date of creation of the charge

30 April 2001

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

DEPOSIT AGREEMENT AND CHARGE ON CASH DEPOSIT (the "Charge")

Amount secured by the mortgage or charge

As collateral security for the discharge of all the Depositor's obligations to the Lending Bank pursuant to the Facility Agreement, the Depositor has agreed to pledge and assign by way of charge to the Lending Bank the Deposit.

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

BANK HAPOLIM B.M., 41-45 Rothschild Boulevard, Tel-Aviv, 65784, Israel  
(the "Lending Bank")

Postcode

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

DLA  
3 Noble Street  
London  
EC2V 7EE

For official Use  
Mortgage Section

Post room



A13 \*ALNSHRYM\* 0817  
COMPANIES HOUSE 18/05/01

Time critical reference

An amount, deposited on 10 April 2001 by the Depositor in the Depository Account, designated by the Lending Bank as not being more than 55% of the aircraft purchase price of the third of three Aircraft of which the Depositor has taken delivery as specified in the relevant Boeing Invoice (as defined in the Facility Agreement) less the total amount of principal repaid to the Lending Bank by the Depositor over the period commencing 18 October 2000 and ending 3 April 2001 on account of all loan and credit facilities granted by the Lending Bank to the Depositor for the purpose of financing the purchase of aircraft (including the Aircraft) including by way of purchase of participations in similar loans and credit facilities granted to the Depositor by other banks and any other sum or sums standing to the credit of the Depository Account, notwithstanding that for any intermediate period or periods no sum or sums may be standing to the credit of the Depository Account, and whether in United States dollars or any other currency and whether in addition to or by way of renewal of or replacement for any sums previously deposited or otherwise, and, subject to clause 4(b) of the Charge, all interest accruing from time to time in respect thereof and all rights to repayment and accretions thereto (the "Deposit").

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)

Signed



Date

18 May 2001

On behalf of [company] ~~(mortgagee/chargee)†~~

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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 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

Please do not  
write in this  
binding margin

**Particulars of a mortgage or charge  
(continued)**

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

CHFP025

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

Company Number

BR001160

Name of Company

EL AL ISRAEL AIRLINES LIMITED (the "Depositor")

Limited\*

\* delete if  
inappropriate

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

[Empty box for description of the instrument]

NOTE

In this form:-

"Facility Agreement" means the agreement between the Depositor and the Lending Bank whereby the Lending Bank granted the Depositor a long term credit facility (the "Facility") for the purpose of financing the purchase of three Boeing 777-258 ER aircraft (the "Aircraft");

"Depository Account" means the account with the Depository Bank with account number 20485 407 in the name of the Depositor;

"Depository Bank" means Bank Hapoalim B.M. acting through its London Branch at 8/12 Brook Street, London W1Y 1AA;

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

Please do not  
write in this  
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

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

[Empty rectangular box for providing short particulars of all the property mortgaged or charged.]

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 DEPOSIT AGREEMENT AND CHARGE ON CASH DEPOSIT DATED THE 30th APRIL 2001 AND CREATED BY "EL AL" ISRAEL AIRLINES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BANK HAPOALIM BM (THE LENDING BANK) PURSUANT TO THE FACILITY AGREEMENT (AS DEFINED) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th MAY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd MAY 2001.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

*P. Row*