COMPANIES FORM No. 395

M Particulars of a mortgage or charge

395

CHFP019

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A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

FEE PAID

102219/390

Pursuant to section 395 of the Companies Act 1985

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

For official use | Company number | FC008937

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

* Insert full name of Company

Name of company

* CYPRUS TURKISH AIRLINES

("THE CHARGOR")

Date of creation of the charge

26 FEBRUARY 2007

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

DEED OF CHARGE OVER CREDIT BALANCES

Amount secured by the mortgage or charge

All monies now due or hereafter to become due or from time to time accruing due from the Company to Barclays Bank PLC ("the Bank") upon any account and in any manner whatsoever

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

BARCLAYS BANK PLC
1 CHURCHILL PLACE
LONDON E14 5HP

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

REF. 2002307-7622031
BARCLAYS BANK PLC
UK BANKING SERVICE CENTRE
P.O. BOX 299
BIRMINGHAM, B1 3PF

Time critical reference

For official use

Mortgage sectio

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A49 03/03/2007 488
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

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The attached Schedule contains certain covenants by and restrictions on the Chargor which protect and further define the Charge and which must be read as forming part of the Security.

PLEASE SEE ATTACHED 2 CONTINUATION SHEETS

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)

FOR **BARCLAYS BANK PLC**

Signed

Date 1 MAR 2007

† delete as appropriate

On behalf of [Company][mortgagee/xxxxxxx] †

Designation of position in relation to the company: MANAGER UK BANKING SERVICE CENTRE

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,
   or 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 CF14 3UZ

Please do not write in this margin

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

Continuation Sheet No: 1

Particulars of a charge continued

Company number

FC008937

Name of company

CYPRUS TURKISH AIRLINES

("THE CHARGOR")

Short particulars of all the property mortgaged or charged

The charge creates a fixed charge over all the "Deposit(s)" referred to in the schedule (including all or any part of the money payable pursuant to such Deposit(s) and the debts represented thereby), together with all interest from time to time accruing thereon.

It also creates an assignment by the Chargor, for the purposes of and to give effect to the security, over the right of the Chargor to require repayment of such Deposit(s) and interest thereon.

Schedule

Details of the Charged Deposit(s)

In the security the expression "Deposit(s)" is defined to mean all sums of money in any currency:

(a) deposited or paid by the Chargor now or at any time after the date of the charge to the credit of the account(s) (if any) with the Bank specified below and/or (where the context permits) any additional and/or substitute account(s) hereafter opened with the Bank for the deposit or holding of all or part of the money or interest subject to the security; and

(b) deposited or paid by the Chargor with or to the Bank or held by the Bank on behalf of the Chargor pursuant to the deposit contract(s) (if any), short particulars of which are given below; and

(c) deposited or paid by the Chargor with or to the Bank or held by the Bank on behalf of the Chargor (whether in an account or otherwise) now or at any time during the currency of the security, unless the Bank agrees in writing before such deposit or payment is made that it shall not be subject to the security (provided that this paragraph shall not extend to any money in any current account); and

(d) representing the renewal or replacement of or for any sums deposited or paid or held as set out in the foregoing paragraph(s).

DETAILS OF CHARGED ACCOUNT(S)

BARCLAYS BANK PLC RE CYPRUS TURKISH AIRLINES
BUSINESS BASE RATE TRACKER ACCOUNT
ACCOUNT NUMBER 80798118

CONTINUED

Please do not write in this margin

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

Particulars of a charge continued

Company number

FC008937

Name of company

CYPRUS TURKISH AIRLINES

("THE CHARGOR")

Short particulars of all the property mortgaged or charged (continuation)

Covenants and Restrictions

The Chargor has agreed, under clause 3 of the security, that during the currency of the security and notwithstanding any term (express or implied) pursuant to which any of the deposit(s) is or may be deposited with the Bank or paid to it or held by it, such deposit(s) shall only be repayable upon written request or demand and the Chargor shall not be entitled to make any request or demand upon the Bank for repayment of such deposit(s) or for payment of interest thereon, unless the Bank shall first have agreed to release the security insofar as it concerns such deposit(s).

The chargor is prohibited under clause 6 of the security from assigning, transferring, charging or otherwise alienating, dealing with or encumbering any or all money or interest subject to the security or its right, title or interest therein, or agreeing so to do.

Without prejudice to the Bank's other rights and as a separate and independent stipulation, the Chargor has agreed under clause 9 of the security that the Bank may at any time or times without notice to the Chargor combine or consolidate any or all sums of money (or part(s) thereof) now standing or after the date of the charge from time to time standing to its credit upon current account, deposit account or any other account or otherwise in whatever currency in any part of the world (whether opened with the Bank or opened by it on behalf of the Chargor with some third party and whether opened in the Chargor's name or in the Bank's name or otherwise) with all or such part of the secured sums as the Bank may determine (whether presently payable or not).

FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. FC008937

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT DEED OF CHARGE OVER CREDIT BALANCES DATED THE 26th FEBRUARY 2007 AND CREATED BY CYPRUS TURKISH AIRLINES FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8th MARCH 2007.

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

Companies House
— for the record —

HC026B