

MG01

Particulars of a mortgage or charge

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A fee is payable with this form

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

✓ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

✗ **What this form is NOT**
You cannot use this form to
register particulars of a charge for
a company. To do this, please use
form MG01s

THURSDAY



L16 *L11COR16* #12
27/09/2012
COMPANIES HOUSE

1	Company details	For official use
Company number	0 1 7 7 7 7 7 7	→ Filling in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	British Airways PLC (the "Company")	
2	Date of creation of charge	
Date of creation	✓ d1 d9 m0 m9 y2 y0 y1 y2	
3	Description	
	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
Description	✓ Assignment by way of security (the "Security Assignment")	
4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	Continuation page Please use a continuation page if you need to enter more details
Amount secured	<p>The moneys, liabilities and obligations which are owed by the Lessee to the Lessor (and the Security Trustee as assignee of the Lessor) under the Lease Agreement (the "Secured Obligations").</p> <p>Lease Agreement means an aircraft lease agreement dated 31 July 2008 and made between the Lessor and the Lessee;</p> <p>Lessee means BRITISH MIDLAND AIRWAYS LIMITED, a company incorporated under the laws of England whose address and principal place of business is at Donington Hall, Castle Donington, Derby, DE74 2SB,</p> <p>[Please see continuation sheet]</p>	

MG01**Particulars of a mortgage or charge****5****Mortgagee(s) or person(s) entitled to the charge (if any)**

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name	✓	Aviation Leasing OPCO 7 S À.R L
Address		9a, rue Gabriel Lippmann, L-5365, Munsbach, the Grand Duchy of Luxembourg
Postcode		<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Name		
Address		
Postcode		<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

6**Short particulars of all the property mortgaged or charged**

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

As security for the due performance by the Lessee of the Secured Obligations, the Company assigns and agrees to assign, by way of security, the Assigned Property to the Lessor absolutely (but subject to redemption upon payment and discharge in full of the Secured Obligations to the satisfaction of the Lessor)

The Company undertakes, so long as any Secured Obligation remains outstanding, it will not create or attempt to create any security interest in respect of the Sub-Lease Agreement or the debts, revenues, claims, assets, rights, remedies, benefits and interests assigned both present and future or any part thereof or interest therein or sell, assign, discount, transfer or otherwise dispose of any of the same or attempt or agree so to do

[Please see continuation sheet]

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Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

Lessor means AVIATION LEASING OPCO 7 S À.R.L , a company incorporated and existing under the laws of the Grand Duchy of Luxembourg and having its registered office at 9a, rue Gabriel Lippmann, L-5365, Munsbach, the Grand Duchy of Luxembourg.

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6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	
Short particulars	<p>Aircraft means an Airbus A321-231 aircraft having manufacturer's serial number 3512,</p> <p>Assigned Property means all the Company's present and future right, title and interest (whether contractual, proprietary or of any other kind and including the right to sue for damages and any returned premium) under or in connection with the Insurance Proceeds and/or any Requisition Compensation,</p> <p>Compulsory Acquisition means requisition of title or other compulsory acquisition, restraint, detention, forfeiture, appropriation, expropriation, deprivation or confiscation for any reason of the Aircraft, any engine, or any part by any government entity or other competent authority whether <i>de jure</i> or <i>de facto</i> but shall exclude requisition for use or hire not involving requisition or title,</p> <p>Insurance Proceeds means all proceeds of claims under the Insurances and all other amounts payable to the Company under or in respect of the Insurances, including damages for breach and return of premium,</p> <p>Insurances means all policies of insurance from time to time effected or required to be maintained pursuant to the Lease Agreement (or pursuant to the Sub-Lease Agreement) with respect to the physical loss of or damage to the Aircraft,</p> <p>Requisition Compensation means all moneys or other compensation payable by reason of any Compulsory Acquisition or requisition for hire of the Aircraft or any part thereof</p> <p>Sub-Lease Agreement means an aircraft sublease agreement dated 19 September 2012 made between the Lessee and the Company</p>	

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount Nil

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

✓

X

Norton Rose LLP

X

This form must be signed by a person with an interest in the registration of the charge

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Clive Weston/Richard Green/LN58447

Company name Norton Rose LLP

Address Collect London Counters

Companies House Executive Agency

Post town

County/Region

Postcode

Country

DX

Telephone +44 (0)207 444 5130

**Certificate**

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.

**Checklist**

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☒ The company name and number match the information held on the public Register
- ☒ You have included the original deed with this form
- ☒ You have entered the date the charge was created
- ☒ You have supplied the description of the instrument
- ☒ You have given details of the amount secured by the mortgagee or chargee
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ You have entered the short particulars of all the property mortgaged or charged
- ☒ You have signed the form
- ☒ You have enclosed the correct fee

**Important information**

Please note that all information on this form will appear on the public record.

**How to pay**

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

Make cheques or postal orders payable to 'Companies House'.

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 1777777
CHARGE NO. 711**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT BY WAY OF
SECURITY DATED 19 SEPTEMBER 2012 AND CREATED BY
BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE LESSEE TO AVIATION LEASING
OPCO 7 S.A.R.L. UNDER THE TERMS OF THE
AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING
THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1
PART 25 OF THE COMPANIES ACT 2006 ON THE 27 SEPTEMBER
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 OCTOBER 2012

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Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES