

# MR04

## Statement of satisfaction in full or in part of a charge



Companies House

You can use the WebFiling service to file this form online  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to register a statement of satisfaction in full or in part of a mortgage or charge against a company

☐ **What this form is NOT for**  
You may not use this form to register a statement of satisfaction in full or in part of a mortgage charge against an LLP. Use form LL MR04



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\*A336JDYA\*  
07/03/2014  
COMPANIES HOUSE  
#181

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### 1 Company details

Company number 1 6 0 0 1 1 7  
Company name in full VIRGIN ATLANTIC AIRWAYS LIMITED (the "Company")

**Filing in this form**  
Please complete in typescript or in bold black capitals  
All fields are mandatory unless specified or indicated by \*

### 2 Charge creation

When was the charge created?  
→ Before 06/04/2013 Complete **Part A and Part C**  
→ On or after 06/04/2013 Complete **Part B and Part C**

**Property acquired**  
If section 859C of the Companies Act 2006 applies, this is the date that the property was acquired

## Part A Charges created before 06/04/2013

### A1 Charge creation date

Please give the date of creation of the charge  
Charge creation date 1 6 0 3 2 0 0 0

**Property acquired**  
If section 859C of the Companies Act 2006 applies, this is the date that the property was acquired

### A2 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is created or evidenced  
Instrument description First Priority Mortgage dated 16 March 2000 granted by (1) the Company in favour of (2) the Mortgagee in respect of one Boeing 747-219B Aircraft msn 22725 UK Registration Mark G-VPUF (the "First Mortgage")

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

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**Short particulars of the property or undertaking charged**

	Please give the short particulars of the property or undertaking charged	
Short particulars	<p>1 All the Company's interest, present and future, in the Aircraft</p> <p>2 All the Company's right, title and interest, present and future in the benefits and proceeds of the Insurances (relating to the Aircraft but specifically excluding third party liability Insurances) and the Requisition Compensation and all the moneys which shall become payable to the Company under such Insurances (including without limitation claims and return of premiums) and by virtue of the payment of any Requisition Compensation</p> <p>3 To the extent that the same are capable of assignment, all the Company's rights, title and interest (present and future) in all contracts or other agreements in existence from time to time containing warranties or undertakings directly relating to the purchase, condition, operation, use, repair or sale by the Company of the Aircraft or any part thereof including, but without limitation, revenues arising thereunder</p> <p>4 All Company's right, title and interest in and to all Approved Leases to the extent that the Mortgagee is entitled to an assignment thereof, including, but without limitation, revenues arising thereunder</p> <p>Defined terms used in this MR04 are set out below</p> <p>"Aircraft" means the Airframe and Engines</p> <p>"Airframe" means the Boeing 747-219B airframe bearing manufacturer's serial number 22725 and current UK registration G-VPUF as more particularly described in the First Schedule of the First Mortgage and its Technical Records and all Parts from time to time installed thereon (excluding complete Engines or engines and excluding Excluded Equipment)</p> <p>"APU" means the Garrett GTCP 660-4 auxiliary power unit bearing serial number 38110 or any other auxiliary power unit that may from time to time be installed in the Airframe or which, having been removed therefrom, remains subject to this First Mortgage together with its Technical Records and all Parts relating to such auxiliary power unit</p> <p>"Approved Lease" means any contract for the lease, hire or bailment of the Aircraft to which the Mortgagee has consented in accordance with clause 8.3 of the First Mortgage or, as the case may be, into which the Company is entitled to enter without such consent in accordance with the terms of clause 8.3 of the First Mortgage</p> <p>"Aviation Authority" means the CAA (Civil Aviation Authority) and each person who shall from time to time be vested with the control and supervision of, or have jurisdiction over, the registration, airworthiness and operation of aircraft or other matters relating to civil aviation in the United Kingdom or such other country where the Aircraft may be registered with prior consent of the Mortgagee</p>	<p><b>Continuation page</b> Please use a continuation page if you need to enter more details</p>

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## Statement of satisfaction in full or in part of a charge

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### Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

"Engines" means (a) each of the four Rolls Royce RB211-524D4 engines bearing serial numbers 12639, 12640, 12648 and 12667 respectively together with its Technical Records and Parts thereof or installed thereon at the date hereof or, if removed from the engine, to which the Company retains title and which remains subject to the First Mortgage and all Parts replacing the same to which title passes to the Company in each case pursuant to the terms of the First Mortgage or (b) any Replacement Engine but excluding any such engines or any such Parts to which the Company concedes title pursuant to the terms of the First Mortgage

"Excluded Equipment" means the in-flight entertainment system installed on the Aircraft which is subject to the conditional sales agreement between the Company and Matsushita Avionics System Corporation dated 13 October 1999

"Insurances" means the insurances required pursuant to clause 6 of the First Mortgage

"Manufacturer" means in relation to (a) the Airframe, the Boeing Company, (b) the Engines, Rolls Royce plc and (c) the APU, Garrett

"Parts" means all appliances, accessories, computers, instruments, assemblies, modules, components and other items of equipment which are part of or installed on the Aircraft (other than any Engine but including any APU) and to which the Company has title or to which upon installation on the Aircraft the Company will have title, or if removed from the Aircraft, to which the Company retains title in all cases pursuant to the terms of the First Mortgage, together, in each case, with their Technical Records

"Purchase Agreement" means the Aircraft Sale and Purchase Agreement described as document No NZ/VS 98/1 dated as of 13 May 1998 between the Company and the Seller for the purchase of the Aircraft by the Company

"Replacement Engine" means an engine of the same type and model (or an improved version thereof) and of the same Manufacturer as the Engines together with the Technical Records relating thereto suitable for installation on the Aircraft and which replaces an Engine pursuant to Schedule 3 of the First Mortgage

"Requisition Compensation" means all payments or other compensation received or receivable by the Company or the Mortgagee in respect of the Aircraft following the requisition of title or other compulsory acquisition, requisition, capture, seizure, deprivation, confiscation or detention for any reason of the Aircraft by any government or other competent authority, whether de jure or de facto, but excluding requisition for use or hire not involving requisition of title

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### Short particulars of the property or undertaking charged

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Short particulars

"Guarantor" means Virgin Travel Group Limited, a company incorporated in England and Wales with company number 2274332 whose registered office is at 120 Campden Hill Road, London, W8 7AR

"Outstanding Indebtedness" means the aggregate of the Senior Loan, accrued interest thereon and all and any other monies whatsoever and whensoever payable to the Mortgage and/or the Senior Lenders under the Senior Facility Agreement and/or the Senior Security Documents

"Senior Facility" means the senior secured aircraft loan facility granted to the Company under the Senior Facility Agreement

"Senior Facility Agreement" means the senior secured aircraft loan facility agreement dated 16 March 2000 between the Senior Lenders, the Company, the Guarantor and the Mortgagee as the Senior Facility Agent

"Senior Loan" means at any time the principal amount drawn and then outstanding under the Senior Facility

"Senior Lenders" means those financial institutions listed as Senior Lenders in the First Schedule to the Senior Facility Agreement and each Transferee and assignee of a Senior Lender which has rights and/or obligations under the Senior Facility Agreement but shall exclude any such person on such person ceasing to have any rights or obligations under the Senior Facility Agreement pursuant to an assignment or transfer of the whole of its rights pursuant to clause 21 of the Senior Facility Agreement

"Senior Transaction Documents" means the Senior Facility Agreement and a Supplement to the Recognition of Rights Agreement executed by the Mortgagee as Representative Creditor Party on behalf of the Senior Lenders and the Company in respect of the interests of the Senior Lenders and the Company in the Aircraft, the Senior Security Documents being the Senior Security Trust and Agency Deed dated 16 March 2000 made between the Mortgagee, the Senior Lender, the Company and the Guarantor, the First Mortgage dated 16 March 2000 made between the Company and the Mortgagee, a Deed of First Assignment and Charge dated 16 March 2000 made between the Company and the Mortgagee, a first priority assignment of any lease of the Aircraft in effect on the Drawdown Date (being the date on which the Senior Facility is drawn down following a draw down request from the Company) if required under clause 8.3 of the First Mortgage and all documents subsequently created pursuant thereto and/or the Senior Facility Agreement and/or providing security of the Mortgage and/or the Senior Lenders for the repayment of the Outstanding Indebtedness

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### Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

"Transferee" means a person reasonably acceptable to the Company to which a Senior Lender has transferred has transferred the whole or any part of its rights and obligations hereunder pursuant to an in accordance with clause 21.2 of the Senior Facility Agreement

**Statement of satisfaction in full or in part of a charge**

<b>B1</b>	<b>Charge code</b>
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Charge code ①

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This is the unique reference code allocated by the registrar

C1	Satisfaction
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☒ In full  
☐ In part

## Forename(s)

lan

Surname

de Sousa

Please give the address of the person delivering this statement

Building name/number

## The Office

**Street**

**Manor Royal**

Post town

Crawley

County/Region

## West Sussex

Postcode

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Please give the person's interest in the charge (e.g. chargor/chargee etc)

Person's interest in the charge

Company Secretary (not in his personal capacity but as an officer of the Company)

Please sign the form here

Signature \_\_\_\_\_

Signature \_\_\_\_\_

x Land Rover

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**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. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Virgin Atlantic Airways Limited

Address

The Office

Manor Royal

Post town

Crawley

County/Region

West Sussex

Postcode

R H 1 0 9 N U

Country

U K

DX

Telephone

**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

**Part A Charges created before 06/04/2013**

- ☐ You have given the charge date  
☐ You have completed the Description of instrument and Short particulars in Sections A2 and A3

**Part B Charges created on or after 06/04/2013**

- ☐ You have given the charge code

**Part C To be completed for all charges**

- ☐ You have ticked the appropriate box in Section C1  
☐ You have given the details of the person delivering this statement in Section C2  
☐ You have signed the form

**Important information**

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

**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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)