

MG01

Particulars of a mortgage or charge

#13

Oyez

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 for

You cannot use this form to  
particulars of a charge for a  
company. To do this, please  
form MG01s

FRIDAY



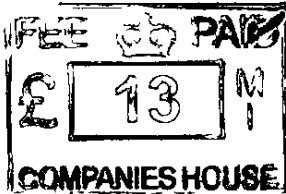
\*L98Y5SC9\*

LD3

11/03/2011

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COMPANIES HOUSE



1 Company details

Company number

1 6 0 0 1 1 7

Company name in full

Virgin Atlantic Airways Limited

1 2 8

For official use

Filing in this form

Please complete in typescript or in  
bold black capitals

All fields are mandatory unless  
specified or indicated by \*

2 Date of creation of charge

Date of creation

2 8 0 2 2 0 1 1

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 of insurances relating to one Airbus  
A330-300 aircraft bearing manufacturer's serial number 1201 and  
registration mark G-VKSS.

4 Amount secured

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

Amount secured

The amount secured is the Secured Obligations  
Capitalised terms in this section 4 have the  
meaning given to them in Schedule 1 to this  
Particulars of Charge

Continuation page

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

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## Particulars of a mortgage or charge

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### 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
Name	Streamline Aircraft Leasing Limited
Address	4450 Atlantic Avenue, Westpark, Shannon, Co Clare, Ireland
Postcode	
Name	
Address	
Postcode	

#### Continuation page

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

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### Short particulars of all the property mortgaged or charged

	Please give the short particulars of the property mortgaged or charged
Short particulars	<p>As security for the payment, performance, satisfaction and discharge in full by VIRGIN ATLANTIC AIRWAYS LIMITED (the "Assignor") to STREAMLINE AIRCRAFT LEASING LIMITED (the "Assignee") of the Secured Obligations, the Assignor with full title guarantee assigned and agreed to assign absolutely to the Assignee the Collateral provided that the Collateral will be payable in accordance with the Lease until such time as an Event of Default has occurred which is continuing or Lessor exercises any of its rights pursuant to Clause 25.3 of the Lease upon which the security constituted by the Assignment shall become enforceable in accordance with the terms of the charge</p> <p>All capitalised terms used and not defined in this section 6 are defined in Schedule 1 to this Particulars of Charge</p>

#### Continuation page

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

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## Particulars of a mortgage or charge

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### 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

Not applicable

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### 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 866)

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 870). 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)

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### Signature

Please sign the form here

Signature

Signature

X  X

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

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## Particulars of a mortgage or 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

Richard Williams

Company name

FRESHFIELDS BRUCKHAUS DERINGER LLP

Address

65 FLEET STREET

LONDON

ENGLAND

Post town

UNITED KINGDOM

County/Region

Postcode

E C 4 Y 1 H S

Country

DX

DX 23 LONDON/CHANCERY LANE

Telephone

020 7936 4000



### 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](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)

**Schedule 1 to the Particulars of Charge (the *Particulars of Charge*) for the Assignment of Insurances (the *Charge*) relating to one Airbus A330-300 aircraft bearing manufacturer's serial number 1201 and registration mark G-VKSS, between, Virgin Atlantic Airways Limited (the *Assignor*) a company organised under the laws of the United Kingdom whose registered address is at The Office, Manor Royal, Crawley, West Sussex, RH10 9NU, United Kingdom and Streamline Aircraft Leasing Limited (the *Assignee*) a company incorporated and existing under the laws of Ireland whose registered and principal place of business is at 4450 Atlantic Avenue, Westpark, Shannon, Co Clare, Ireland**

In the Particulars of Charge, the following terms have the following meaning

***Aircraft*** means the Airbus A330-300 aircraft bearing manufacturer's serial number 1201, as the same is more particularly defined in the Lease,

***Collateral*** means all of the Assignor's rights, title, interest and benefit (present and future, actual and contingent) in, to, under and pursuant to the Insurances and any and all Requisition Compensation,

***Compulsory Acquisition*** means requisition of title or other compulsory acquisition, requisition, appropriation, expropriation, deprivation or confiscation involving divestiture of title for any reason of the Aircraft or any part thereof by any Government Entity, whether de jure or de facto, but shall exclude requisition for use or hire not involving requisition of title,

***Event of Default*** means any of the events referred to in Clause 25.2 of the Lease,

***Government Entity*** means,

- (a) any national government, political subdivision thereof or local jurisdiction therein,
- (b) any instrumentality, board commission, authority, court or agency of any of the foregoing, however constituted, and
- (c) any association, organisation or institution of which any of the foregoing is a member or to whose jurisdiction any thereof is subject or in whose activities any of the above is a participant,

***Insurances*** means (i) the proceeds of any and all contracts or policies of insurance and reinsurance (other than third party liability insurance) payable to the Assignor and required to be maintained by the Assignor pursuant to the Lease in respect of, or in relation to, the Aircraft or any part thereof, and (ii) all the benefits of, and all claims under, and the right to make all claims under, any and all contracts or policies of insurance and reinsurance (other than in respect of third party liability insurance) required to be maintained by the Assignor pursuant to the Lease in

respect of, or in relation to, the Aircraft or any part thereof For the avoidance of doubt, it is agreed that this is only an assignment of the benefits and proceeds of the insurances and reinsurances and does not amount to an assignment of the policies themselves,

***Lease*** means the aircraft operating lease agreement dated 30 December 2009 between Assignee as lessor, and the Assignor, as lessee, relating to the Aircraft, as novated, amended or supplemented from time to time,

***Requisition Compensation*** means all moneys (if any) or other compensation from time to time payable in respect of the requisition for hire and the Compulsory Acquisition of the Aircraft, and

***Secured Obligations*** means any and all moneys, liabilities and obligations (whether actual or contingent, whether now existing or hereafter arising, whether or not for the payment of money and including, without limitation, any obligation or liability to pay damages) owing from time to time by the Assignor to the Assignee under or pursuant to the Lease



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

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

**COMPANY NO. 1600117  
CHARGE NO. 128**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN ASSIGNMENT BY WAY OF  
SECURITY OF INSURANCES DATED 28 FEBRUARY 2011 AND  
CREATED BY VIRGIN ATLANTIC AIRWAYS LIMITED FOR  
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE  
COMPANY TO STREAMLINE AIRCRAFT LEASING LIMITED  
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 11 MARCH 2011**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 MARCH 2011**



**Companies House**  
— for the record —

*P*



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**