

511336/13

**M**

CHFP041

COMPANIES FORM No. 395

**395****Particulars of a mortgage or charge****A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.**Please do not  
write in  
this marginPlease complete  
legibly, preferably  
in black type or  
bold block  
lettering\* Insert full name  
of company

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

14

01991018

Name of company

\*Gatwick Airport Limited

Date of creation of the charge

12 January 2009

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

The legal charge (the "Legal Charge"), dated 12 January 2009 by Gatwick Airport Limited in favour of Deutsche Trustee Company Limited as trustee for each of the Borrower Secured Creditors (the "Borrower Security Trustee")

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) (i) of each Obligor to any Borrower Secured Creditor (a) under each Finance Document to which such Obligor is a party and (b) in respect of the Non-Mitigated Bond Guarantees, except for any obligation which, if it were so included, would result in the Security Agreement or a Legal Charge contravening section 151 of the Companies Act 1985 and (ii) of each Obligor and BAA to the BAA Pension Trustee in respect of the BAA Pension Liabilities in an amount up to the Maximum Pension Liability Amount (the "Secured Liabilities").

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

Deutsche Trustee Company Limited of Winchester House, 1 Great Winchester Street, London (the "Borrower Security Trustee") as trustee for each of the Borrower Secured Creditors.

Postcode EC2N 2DB

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

Mark Smith  
Dx 28  
London

Time critical reference

AB12682

For official use (02/2006)

Mortgage Section

Post room

SATURDAY



\*AIXQZ6L5\*

A42

17/01/2009

331

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

PLEASE SEE SCHEDULE ATTACHED

Please do not  
write in  
this margin

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

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

† Delete as  
appropriate

Particulars as to commission allowance or discount (note 3)

None

Signed

Date 12/01/2009

On behalf of [company] [mortgagee/chargee] †

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. 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 CF4 3UZ.

**SCHEDULE**  
**Gatwick Airport**

<b>Tab No.</b>	<b>Title Number</b>	<b>Freehold/ Leasehold</b>	<b>Registered Proprietor</b>	<b>Property Description</b>
1.	WSX245307	Freehold	Gatwick Airport Limited	Unit 1, Gatwick Gate Estate, Old Brighton Road, Crawley
2.	WSX216155	Freehold	Gatwick Airport Limited	The Renaissance Hotel, Povey Cross Road, Gatwick
3.	WSX216154	Freehold	Gatwick Airport Limited	The Travel Inn, Longbridge Road, Gatwick
4.	WSX216148	Freehold	Gatwick Airport Limited	The Gatwick Hilton Hotel, Eastway, Gatwick
5.	WSX173653	Freehold	Gatwick Airport Limited	Land lying to the South East of Church Road, Charlwood (Tinsley House)
6.	WSX216159	Freehold	Gatwick Airport Limited	Viking House, Perimeter Road South, Gatwick
7.	WSX172261	Freehold	Gatwick Airport Limited	Le Meridien Hotel, Northway, Gatwick Airport
8.	SY198727	Freehold	Gatwick Airport Limited	Land on the back of 108 to 114 (even numbers) The Crescent, Horley (small piece of land to north of A23)



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

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

**COMPANY NO. 1991018  
CHARGE NO. 14**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A LEGAL CHARGE DATED 12  
JANUARY 2009 AND CREATED BY GATWICK AIRPORT  
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME  
DUE FROM EACH OBLIGOR TO ANY BORROWER SECURED  
CREDITOR ON ANY ACCOUNT WHATSOEVER UNDER THE  
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING  
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT  
TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE  
17 JANUARY 2009**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 20 JANUARY  
2009**

*MH BX*



*Companies House*  
— for the record —



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