

318619/23

In accordance with
Section 860 of the
Companies Act 2006.

MG01

Particulars of a mortgage or charge



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



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03/08/2017

#199

COMPANIES HOUSE

1	Company details		0009 For official use
Company number	0	5 2 1 1 9 9 6	→ 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	Airline Services Holdings Limited		
2	Date of creation of charge		
Date of creation	d2 d3	m0 m3	y2 y0 y1 y2
3	Description		
Description	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'. Debenture ("the Debenture")		
4	Amount secured		
Amount secured	Please give us details of the amount secured by the mortgage or charge. All obligations which any Company may have from time to time to the Security Trustee or any of the other Secured Parties under or pursuant to the Secured Documents including any advances made under the Loan Note Instruments whether present or future actual or contingent and whether solely or jointly and whether as principal or as surety.		Continuation page Please use a continuation page if you need to enter more details.

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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.	
Name	Lloyds Development Capital (Holdings) Limited	
Address	One Vine Street, London	
Postcode	W 1 J 0 A H	
Name		
Address		
Postcode		

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

6	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged.
Short particulars	<p>1. The Company charged with full title guarantee in favour of the Security Trustee as trustee for the Secured Parties as security for the payment and discharge of the Secured Obligations, by way of first fixed charge all the Company's right, title and interest from time to time in and to each of the following assets in each case both present and future: the Real Property; the Tangible Moveable Property; the Accounts; the Charged Intellectual Property; any goodwill and rights in relation to the uncalled capital of the Company; the Investments and all Related Rights; the Shares, all dividends, interest and other monies payable in respect of the Shares and all other Related Rights (whether derived by way of redemption, bonus, preference, option, substitution, conversion or otherwise); all Monetary Claims other than any claims which are otherwise subject to a fixed charge or assignment (at law or in equity) pursuant to the Debenture and all Related Rights.</p> <p>2. The Company charged with full title guarantee in favour of the Security Trustee as trustee for the Secured Parties as security for the payment and discharge of the Secured Obligations by way of first floating charge all present and future assets and undertaking of the Company, other than any asset which is situated in England and Wales and which is validly and effectively charged under the laws of England and Wales by way of fixed security created under the Debenture in favour of the Security Trustee as security for the Secured Obligations.</p> <p>See continuation sheet</p>

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

6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged.	
Short particulars	<p>"AA Loan Note Instrument" means the instrument constituting the AA Loan Notes.</p> <p>"AA Loan Notes" means the £5,000,000 secured senior loan notes 2018 issued by Hamsard 3255 Limited on or about the date of the Debenture (together with any other loan notes issued under the AA Loan Note Instrument).</p> <p>"A Loan Note Instrument" means the instrument constituting the A Loan Notes.</p> <p>"A Loan Notes" means the £15,020,959 secured senior loan notes 2018 issued by Hamsard 3255 Limited on or about the date of the Debenture (together with any other loan notes issued under the A Loan Note Instrument).</p> <p>"Account" means any credit balance from time to time on any account opened or maintained by a Company (and any replacement account or subdivision or sub-account of that account) and all Related Rights.</p> <p>"B Loan Note Instrument" means the instrument constituting the B Loan Notes.</p> <p>"B Loan Notes" means the £10,049,707 secured senior loan notes 2019 issued by Hamsard 3255 Limited on or about the date of the Debenture on the terms of the B Loan Note Instrument.</p> <p>"Charged Intellectual Property" means any and all Intellectual Property owned by a Company now or in the future.</p> <p>"Insurance Policy" means any policy of insurance (including life insurance or assurance) in which a Company may from time to time have an interest.</p> <p>"Intellectual Property" means all patents, rights in inventions, trade marks, service marks, designs, business names, domain names, geographical indications, copyrights (including rights in computer software), registered designs, design rights, moral rights, database rights, rights in confidential information and know how, trade names, trade dress, formulas, trade secrets and other intellectual property rights and interests, whether registered or unregistered and including all applications for and the right to apply for the same, and any interests (including by way of licence or covenant not to sue) which may subsist anywhere in the world.</p> <p>"Investments" means:</p> <ul style="list-style-type: none"> (a) any stocks, shares, debentures, securities and certificates of deposit (but not including the Shares); (b) all interests in collective investment schemes; and (c) all warrants, options and other rights to subscribe or acquire any of the investments described in (a) and (b) above, <p>in each case whether held directly by or to the order of a Company or by any trustee, nominee, fiduciary or clearance system on its behalf and all Related Rights (including all rights against any such trustee, nominee, fiduciary or clearance system).</p> <p>"LDC Parallel" means LDC Parallel 1 LP a limited partnership established in Scotland under the Limited Partnership Act 1907 under partnership number SL010104.</p> <p>"Loan Note Instruments" means together the A Loan Note Instrument, the AA Loan Note Instrument, the B Loan Note Instrument and any loan note instrument constituting</p>	

MG01 - continuation page

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged
	Please give the short particulars of the property mortgaged or charged.
Short particulars	<p>loan notes issued in favour of the Secured Parties (or any of them) by any member of the Group after the date of this Debenture.</p> <p>"Loan Notes" means together the A Loan Notes, the AA Loan Notes, the B Loan Notes and any loan notes issued in favour of the Secured Parties (or any of them) by any member of the Group after the date of the Debenture.</p> <p>"Monetary Claims" means any book and other debts and monetary claims (other than Accounts) owing to a Company and any proceeds of such debts and claims (including any claims or sums of money deriving from or in relation to any Intellectual Property, any Investment, the proceeds of any Insurance Policy, any court order or judgment, any contract or agreement to which a Company is a party and any other assets, property, rights or undertaking of a Company).</p> <p>"Noteholders" mean the holders of any Loan Notes from time to time.</p> <p>"Real Property" means:</p> <ul style="list-style-type: none"> (a) any freehold, leasehold or immovable property; and (b) any buildings, fixtures, fittings, fixed plant or machinery from time to time situated on or forming part of such freehold or leasehold property, <p>and includes all Related Rights.</p> <p>"Related Rights" means, in relation to any asset:</p> <ul style="list-style-type: none"> (a) the proceeds of sale of any part of that asset; (b) all rights under any licence, agreement for sale or agreement for lease in respect of that asset. <p>"Secured Documents" means the Loan Note Instruments, the Loan Notes, this Debenture, the Security Trust Deed, any Mortgage and any other document designated a Secured Document by the Security Trustee and Hamsard 3255 Limited.</p> <p>"Secured Parties" means the Security Trustee, LDC Parallel, any Receiver and the Noteholders.</p> <p>"Shares" means all of the shares in the capital of any limited liability company incorporated in England and Wales, in each case held by, to the order or on behalf of a Company from time to time.</p> <p>"Tangible Moveable Property" means any plant, machinery, office equipment, computers, vehicles and other chattels (excluding any for the time being forming part of a Company's stock in trade or work in progress) and all Related Rights.</p>

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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

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 

X

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

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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 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 **Anne-Louise Lawrence**

Company name **Eversheds Sutherland (International)**

LLP

Address **115 Colmore Row**

Post town **Birmingham**

County/Region

Postcode

B 3 3 A L

Country **UK**

DX **13004 Birmingham**

Telephone **0121 232 1415**



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 mortgage 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

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
BIRMINGHAM DISTRICT REGISTRY

BEFORE DISTRICT JUDGE SALMON

TUESDAY 1ST AUGUST 2017



IN THE MATTER OF AIRLINE SERVICES LIMITED (company number: 01685094)

AIRLINE SERVICES HOLDINGS LIMITED (company number: 05211996)

AIRLINE SERVICES COMPONENTS LIMITED (company number: 01503647)

AIRLINE SERVICES AND COMPONENTS GROUP LIMITED (company number: 07652548)

AND IN THE MATTER OF THE COMPANIES ACT 2006

BETWEEN:-

(1) LLOYDS DEVELOPMENT CAPITAL (HOLDINGS) LIMITED

Claimant

- and -

- (1) THE REGISTRAR OF COMPANIES
- (2) AIRLINE SERVICES LIMITED
- (3) AIRLINE SERVICES HOLDINGS LIMITED
- (4) AIRLINE SERVICES COMPONENTS LIMITED
- (5) AIRLINE SERVICES AND COMPONENTS GROUP LIMITED

Defendants

ORDER

UPON THE APPLICATION by Part 8 Claim Form issued on 15th June 2017 of the
above named Lloyds Development Capital (Holdings) Limited

AND UPON hearing Miss Longstaff, counsel for the Claimant

AND UPON reading the witness statement of Ms Anne-Louise Lawrence, dated 22nd February 2017 and filed on 23rd February 2017 and the exhibit thereto

AND UPON the court being satisfied that the failure to register the debenture, dated 23rd March 2012 (made between Claimant on the one part and the Second to Fifth Defendants on the other part) ("the Debenture"), before the end of the period allowed for registration, was accidental or due to inadvertence or to some other sufficient cause or it is not of a nature to prejudice the position of creditors or shareholders of the Second to Fifth Defendants or upon the court being satisfied on other grounds that it is just and equitable to grant relief

AND UPON it being recorded that Shawbrook Bank Limited and the Claimant and the Second, Third and Fourth Defendants entered into a Deed of Priority on 13th April 2016, as evidenced by Ms Lawrence's witness statement, the instrument being exhibited thereto

AND UPON it being recorded that Shawbrook Bank Limited and Close Leasing Limited consent to this application, as evidenced by Ms Lawrence's witness statement

IT IS ORDERED THAT:

1. The time for registration, in the manner required by sections 860 and 870 of the Companies Act 2006, of the Debenture dated 23rd March 2012 made between the Claimant on the one part and the Second, Third, Fourth and Fifth Defendants on the other part, be extended to 21 days from the date of this order. ✓
2. The Claimant shall deliver a sealed copy of this order to the Registrar of Companies. ✓
3. This order is without prejudice to the rights of any person acquired between the date of the creation of the Debenture, 23rd March 2012, and the date of its actual registration.


D.J. Salway
12/1/17

4.No order for costs.

Service of this order

To:

1. The Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ
2. AIRLINE SERVICES LIMITED, Canberra House, Robeson Way, Sharston Green Business Park, Manchester, M22 4SX
3. AIRLINE SERVICES HOLDINGS LIMITED, Canberra House, Robeson Way, Sharston Green Business Park, Manchester, M22 4SX
4. AIRLINE SERVICES COMPONENTS LIMITED, Canberra House, Robeson Way, Sharston Green Business Park, Manchester, M22 4SX
5. AIRLINE SERVICES AND COMPONENTS GROUP LIMITED, Canberra House, Robeson Way, Sharston Green Business Park, Manchester, M22 4SX



FILE COPY

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

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

**COMPANY NO. 5211996
CHARGE NO. 9**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 23 MARCH
2012 AND CREATED BY AIRLINE SERVICES HOLDINGS
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO THE SECURITY TRUSTEE OR
ANY OF THE OTHER SECURED PARTIES ON ANY ACCOUNT
WHATSOEVER 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 3 AUGUST 2017

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 AUGUST 2017

DP



Companies House



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