

185572/13

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.

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MG01s.

WEDNESDAY



lease
/uk

1 Company details

Company number 0 6 9 8 6 5 3 7

Company name in full TUI Travel Aviation Finance Limited
("the Chargor")

For official use

→ **Filling in this form**
Please complete in typescript or
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d1 d9 m1 m1 y2 y0 y1 y0

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

An Aircraft Lease Novation and Amendment Agreement dated 19 November 2010
("the Agreement") between the Chargor, TUI AG (the "Existing Lessee") and
ACG Trust 28229, a trust acting by and through Wells Fargo Bank
Northwest, National Association not in its individual capacity but solely
in its capacity as owner trustee (the "Lessor")

4 Amount secured

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

Amount secured

The obligations and liabilities of the Chargor
under the Agreement, the Novated Lease and any
other agreement between the Chargor and the Lessor
(or any affiliate or associate of the Lessor)

(For definitions of capitalised terms please see
the continuation sheet number 2 of the short
particulars of all the property mortgaged or
charged)

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.

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

Name ACG Trust 28229 - please see continuation page 1

Address please see continuation page 1

Postcode

Name

Address

Postcode

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

1. Property Charged

With effect from the Effective Time, to the fullest extent permitted by law and by way of continuing security for the obligations described below, the Chargor, with full title guarantee, charged and granted a security interest in the Security Deposit and all rights of the Chargor to payment thereof, the debt represented thereby and/or any and all interest of the Chargor therein (the "Charged Monies") to the Lessor by way of first priority fixed charge.

2 Negative Pledge

The Chargor has agreed that it will not assign, transfer or otherwise dispose of all or any part of its rights in the Charged Monies.

(For definitions of capitalised terms please see the continuation sheet number 2 of the short particulars of all the property mortgaged or charged).

MG01 - continuation page

Mortgagee(s) or person(s) entitled to the charge (if any)

Continuation page 1

ACG Trust 28229, a trust acting by and through Wells Fargo Bank Northwest, National Association not in its individual capacity but solely in its capacity as owner trustee.

c/o Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC. U1228-120
Salt Lake City, Utah 84111
United States of America
Attention: Corporate Trust Department

with a copy to:

Aviation Capital Group Corp
800 Newport Drive
Suite 425
Newport Beach
California 92660
United States of America
Attention: Managing Director

MG01 - continuation page

Continuation page 2

1. Definitions

In this form MG01, the following words and expressions have the following meanings:

"Effective Time" means the time on the date on which the novation effected by clause 2 of the Agreement occurred, as evidenced by the Effective Time Notice

"Effective Time Notice" means a completed effective time notice executed by the Existing Lessee and the Chargor and acknowledged by the Lessor in the form of Schedule 2 to the Agreement

"Lease" means an aircraft lease agreement dated 3 December 1998, originally between Britannia Airways Limited and International Lease Finance Corporation, as amended and novated from time to time, including but without limitation pursuant to the documents set out in Schedule 1 of the Agreement

"Novated Lease" means the Lease as amended and novated by the Agreement

"Security Deposit" means the monies represented by the balance of the security deposit referred to in clause 3.1 of the Lease.

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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

None

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 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).

9 Signature

Please sign the form here.

Signature

Signature

X *Guinness & Guinness* 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 Asset Finance (Stuart Miller)

Company name Simmons & Simmons LLP

Address Citypoint

One Ropemaker Street

Post town London

County/Region

Postcode EC2Y 9SS

Country

DX DX Box No 12 Chancery Lane London

Telephone 020 7628 2020



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 9FJ
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. 6986537
CHARGE NO. 3**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN AIRCRAFT LEASE NOVATION
AND AMENDMENT AGREEMENT DATED 19 NOVEMBER 2010
AND CREATED BY TUI TRAVEL AVIATION FINANCE LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO ACG TRUST 28229 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 1
DECEMBER 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2 DECEMBER
2010

DX

