

MG01

Particulars of a mortgage or charge



V. 028261

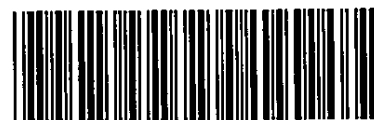
A fee is payable with this form

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 register
particulars of a charge for a Scottish
company. To do this, please use
form MG01s

TUESDAY



LD2 04/01/2011 105
COMPANIES HOUSE

1 Company details

Company number 0 0 0 0 2 0 6 5
Company name in full Lloyds TSB Bank plc (the **Assignor**)

24 For official use
→ **Filling 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 d2 d1 m1 m2 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 A Security Assignment relating to seven Cape Town Security Agreements in respect of seven
Boeing 737-400 Aircraft (the **Assignment**)

4 Amount secured

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

Amount secured All moneys, liabilities and obligations now or hereafter due, owing or
incurred to the Export Credit Lenders under or in connection with the
Special A Instalment in accordance with the Export Credit Loan
Agreements, when they become due for repayment, payment or discharge
(the **Secured Obligations**)

See continuation pages for definitions

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	Lloyds TSB Bank plc						
Address	10 Gresham Street, London						
	(the Security Trustee)						
Postcode	E	C	2	V		7	A E
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	<p>All the Assignor's rights, title, benefit, and interest (present or future) in and to the Assigned Property including (without limitation) all moneys, proceeds and payments in connection with any of the same, and all other rights (including, without prejudice to the generality of the foregoing, the right to sue for damages)</p> <p>Assigned Documents means the Security Agreements and the Assignment of Reinsurances,</p> <p>Assigned Property means the Collateral and references to Assigned Property include any references to any part of the Assigned Property,</p> <p>Assignment of Reinsurances means the assignment executed, or as the case may be, to be executed by Primary Insurers in favour of G I E Sumatera and G I E Sulawesi in respect of certain of their rights under the Insurances,</p> <p>Collateral means all moneys of whatsoever nature payable to the Assignor under the Assigned Documents and all other rights and benefits of whatsoever nature accruing to the Assignor under the Assigned Documents (including without limitation, the rights to compel performance by any party (other than the Assignor) of its obligations in relation thereto and all claims for damages in respect of any breach by any such party thereof),</p> <p>Garuda means PT Garuda (Persero), a company incorporated under the laws of Indonesia whose registered office is at Jln Kebon Sirih No 44 Kel Gambir, Jakarta Pusat, Indonesia,</p> <p>Insurances means any and all contracts or policies of insurance and/or reinsurance required to be effected and maintained under the Security Agreements,</p> <p>Primary Insurers means any and all insurers with whom the Insurances are placed by Garuda from time to time in accordance with the Security Agreements, and</p> <p>Security Agreements means each of the Cape Town security agreements entered into between Garuda and the Assignor as agent dated 21 December 2010 in respect of each of the seven Boeing 737-400 aircraft with manufacturer's serial numbers 25713, 25714, 25715, 25716, 25717, 25718 and 25719</p>
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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 Nil

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 *Norton Rose LLP* 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 Anna Bugden (AA48268)

Company name Norton Rose LLP

Address 3 More London Riverside

Post town London

County/Region

Postcode S E 1 2 A Q

Country

DX 85 London

Telephone +44 (0)20 7444 5018



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 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

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Amount secured

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

Amount secured

Export Credit Loan Agreement means each loan agreement as amended and restated on 22 December 2010 between, amongst others, the Security Trustee and the lenders set out therein in respect of each of the 6 Airbus A330-300 aircraft with manufacturer's serial numbers 138, 140, 144, 148, 153 and 165,

Special A Instalment means the aggregate of the Special British A Instalment, the Special French A Instalment and the Special German A Instalment,

Special British A Instalment has the meaning given to such term in each Export Credit Loan Agreement,

Special French A Instalment has the meaning given to such term in each Export Credit Loan Agreement, and

Special German A Instalment has the meaning given to such term in each Export Credit Loan Agreement



FILE COPY

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 2065
CHARGE NO. 24

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED
21 DECEMBER 2010 AND CREATED BY LLOYDS TSB BANK PLC
FOR SECURING ALL MONIES DUE OR TO BECOME DUE TO THE
EXPORT CREDIT LENDERS 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 4 JANUARY
2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 JANUARY 2011

DX



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES