

MG01

Particulars of a mortgage or charge

105306113



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
particulars of a charge
company. To do this
form MG01s

THU WEDNESDAY



LD4 *L7VCJTGR* 111 ase
20/04/2011
COMPANIES HOUSE
LD4 *L8D70T39* 70 uk
07/04/2011
COMPANIES HOUSE

1

Company details

Company number 0 0 4 6 4 6 4 8

Company name in full BRITISH MIDLAND AIRWAYS LIMITED
(the "Assignor")

1 6 5 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 d0 d1 m0 m4 y2 y0 y1 y1

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 assignment of insurances dated 1 April 2011 made between the Assignor
and MDAC 5 Pte Ltd. (the "Assignee") in respect of one (1) Airbus A321-
200 aircraft with the manufacturer's serial number 1711 (the "Assignment
of Insurances")

4

Amount secured

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

Amount secured "Collateral" means the Assignor's right to receive
proceeds of the Insurances and any and all
Requisition Compensation

Unless defined elsewhere on this form MG01, please
see the attached MG01 continuation page in section
6 (Short Particulars of all property charged) for
the defined terms which are used throughout this
MG01 (including in such continuation page).

Continuation page

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

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Particulars of a mortgage or charge

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 MDAC 5 Pte Ltd

Address 16 Raffles Quay, # 13-00, Hong Leong Building

Singapore

Postcode 0 4 8 5 8 1

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

The Assignor with full title guarantee has assigned and agreed to assign absolutely to the Assignee all of its right, title and interest in and to the Collateral, **provided always that** unless and until an Event of Default shall have occurred and be continuing, the Assignor shall be entitled to receive all moneys and to exercise all rights and benefits whatsoever accruing to the Assignor under the Collateral.

Unless defined elsewhere on this form MG01, please see the attached MG01 continuation page in section 6 (Short Particulars of all property charged) for the defined terms which are used throughout this MG01 (including in such continuation page)

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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 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 Clifford Chance LLP 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 Anton Chambers

Company name Clifford Chance LLP

Address 10 Upper Bank Street

Post town

County/Region

Postcode E 1 4 5 J J

Country

DX 149120 Canary Wharf 3

Telephone 020 7006 1000



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

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

"Aircraft" means the one Airbus 321-200 Aircraft bearing manufacturer's serial number 1711 as the same is more particularly defined in the Lease

"Compulsory Acquisition" means requisition of title or other compulsory acquisition, requisition, appropriation, expropriation, deprivation or confiscation for any reason of the Aircraft by any Government Entity (as defined in the Lease) or other competent authority, whether de jure or de facto, but shall exclude requisition for use of hire not involving requisition of title

"Deed of Novation and Amendment" means the deed of novation and amendment dated on or about the date hereof between the Assignee as new lessor, Cornelius Aircraft Leasing Limited as existing lessor and the Assignor as lessee

"Event of Default" means an event specified in clause 26 2 of the Lease

"Insurances" means (i) the benefit of any and all contracts or policies of insurance and reinsurance (other than third party liability insurance) from time to time taken out or maintained 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 all such policies and contracts of insurance (other than in respect of third party liability insurance)

"Lease" means the aircraft operating lease agreement no 44-005 dated as of 16 November 2000 between debis Aircraft Leasing VIII B V and British Mediterranean Airways Limited relating to the Aircraft as amended, supplemented, assigned and novated from time to time (including without limitation pursuant to a lease novation and amendment agreement dated 30 September 2008 between Eden Irish Aircraft Leasing MSN 1711 Limited, Cornelius Aircraft Leasing Limited and the Assignor, and the Deed of Novation and Amendment)

"Requisition Compensation" means all moneys or other compensation from time to time payable in respect of the Compulsory Acquisition of the Aircraft



DX

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 464648
CHARGE NO. 165

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF INSURANCES
DATED 1 APRIL 2011 AND CREATED BY BRITISH MIDLAND
AIRWAYS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO MDAC 5 PTE. LTD. 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 20 APRIL 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26 APRIL 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES