

M

Please do not  
write in  
this margin

CHA 116

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

\* Insert full name  
of company

**COMPANIES FORM No. 395**  
**Particulars of a mortgage or charge**

395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use Company number

M20  
[Signature]

2403252

Name of company

\* Euro-Hub (Birmingham) Limited

Date of creation of the charge

14 July 1994

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

Fixed Charge dated 14 July 1994 and made between the Company (1) and European Investment Bank (2) ("the Bank").

Amount secured by the mortgage or charge

69  
A  
T the Finance  
Contracts  
in document  
or under  
the Fixed  
Charge

All obligations, covenants, undertakings and agreements and all monies and liabilities whatsoever which now are or at any time may become due, owing or payable, in any currency, to the Bank by the Company, actually or contingently under 3 finance contracts dated 25 September 1990, 28/29 January 1991 and 5/8 July 1991 and made between the Bank and the Company ("the Finance Contracts") including all amounts which may become payable or for which the Company may become liable under the Fixed Charge and/or commission, discount and all banking, legal and other costs, charges and expenses whatsoever (on a full indemnity basis) and also all losses and damages that may be sustained, suffered or incurred by the Bank arising out of or in connection with any act, matter or thing done or omitted to be done by the Company under the Finance Contracts or under the Fixed Charge or any document, arrangement or agreement between the Company and

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

European Investment Bank whose head office is at 100 Boulevard Konrad Adenauer, Luxembourg - Kirchberg, Grand Duchy of Luxembourg

Postcode

Presenter's name address and  
reference (if any);

Macfarlanes  
10 Norwich Street  
London  
EC4A 1BD

FAR

Time critical reference

For official use  
Mortgage Section

Post room

REGISTERED

2 AUG 1994



KLO \*K3Z053GA\* 2857  
COMPANIES HOUSE 02/08/94

Please do not  
write in  
this margin

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

First Fixed Charge over the property and rights listed in Schedule A:

Schedule A

- 1.1 All sums payable to the Company by Birmingham International Airport plc pursuant to an agreement dated 1 August 1989 by way of Passenger Related Airport Charges, Fixed Passenger Charges and Variable Passenger Charges as therein defined.
- 1.2 The benefit of the assignment dated 19 August 1993 created by Birmingham International Airport plc in favour of the Company pursuant to Clause 4.3(c) of the Agreement referred to in 1.1 above and comprising an assignment of the right, title and interest in and to the account of Birmingham International Airport plc no. 01023772 at National Westminster Bank plc, 117 Colmore Row, Birmingham.
2. All sums payable to the Company by British Airways plc pursuant to a Charges Undertaking dated 1 August 1989.

Particulars as to commission allowance or discount (note 3)

Nil

Signed

*MacFarlane*

Date

*2. August 1994*

On behalf of ~~company~~ (mortgagee/chargee)†

† delete as  
appropriate

- 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Please do not  
write in this  
binding margin

**Particulars of a mortgage or charge  
(continued)**

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

CHA 116

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

Company Number

2403252

Name of Company

Euro-Hub (Birmingham) Limited

Limited\*

\* delete if  
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)
--

Amount due or owing on the mortgage or charge (continued)

Please do not  
write in this  
binding margin

the Bank or any disclaimer of any of its contracts, agreements or arrangements or any of its liabilities or obligations to the Bank and also interest on the foregoing and any charges arising from any payment being overdue to the date of payment.

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

3. All sums payable to the Company by British Airways plc pursuant to 10 Underleases each dated 2 January 1992 of certain office and other accommodation at terminal 2 Birmingham Airport.
4. All of the Company's interest in and right and title to the benefit of policy no. 3L 20476 issued by Chubb Insurance Co of Europe and referred to as Commercial Insurance Programme.
5. The credit balance of account no. 80862355 of the Company at Barclays Bank plc together with interest accrued thereon from time to time.

The Charges created by the Fixed Charge are a continuing security.

It is a term of the Fixed Charge and the Fixed Charge contains a covenant that the Company shall not:

- (a) create or permit to exist any security interest in, over or effecting any of the Charged Property (save for a lien arising by operation of law or in the ordinary course of trading which does not secure overdue amounts) which ranks or may come to rank in priority to or pari passu with Charges created by the Fixed Charge; and
- (b) except with the prior written consent of the Bank (which shall not be unreasonably withheld or delayed in any case where unencumbered property of equivalent capital value and income generating capacity is offered as replacement Charged Property) not to transfer, sell, lend, lease, licence or otherwise dispose of any of the Charged Property referred to in paragraph 3 of Schedule A.

The Fixed Charge also contains a covenant by the Company if and when required by the Bank to execute any document or do any or thing which the Bank may reasonably specify with a view to perfecting any charge or security created by the Fixed Charge or which the Bank or any receiver appointed by the Bank may reasonably specify with a view to facilitating the exercise or the proposed exercise of any of their powers.

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02403252

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE DATED THE 14th JULY 1994 AND CREATED BY EURO-HUB (BIRMINGHAM) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO EUROPEAN INVESTMENT BANK UNDER THE TERMS OF THE FINANCE CONTRACTS (AS DEFINED) OR UNDER THE FIXED CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd AUGUST 1994.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th AUGUST 1994.

A handwritten signature in dark ink, appearing to read 'M. Saha'.

**M. SAHA**

for the Registrar of Companies



L-  
13/94