

MG01

Particulars of a mortgage or charge



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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 NO**
You cannot use this for
particulars of a charge
company To do this, p
form MG01s

COMPANIES HOUSE



LD5 04/10/2011 55

TUESDAY

1 **Company details**

Company number 0 4 9 8 5 5 8 4

Company name in full RBS AEROSPACE (UK) LIMITED ("Chargor")

For official use

Filing 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 26 09 2011

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 account charge dated 26 September 2011 ("Account Charge") between the
Chargor and VB Leaseco No.2 Pty Ltd ("Lessee") and The Royal Bank of
Scotland PLC ("Account Bank")

4 **Amount secured**

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

Amount secured
Y All liabilities and obligations of the Chargor to
pay Maintenance Event Payments to Lessee in
accordance with clause 9.3 (Maintenance Event
Payments) and Schedule 8 of the Lease Agreement,
irrespective of whether the liabilities or
obligations are present or future or are actual,
prospective, contingent or otherwise (the "Secured
Obligations").

Continuation page

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

MG01**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

VB Leaseco No.2 Pty LTD

Address

56 Edmonstone Road, Bowen Hills, Queensland

Australia

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

The Chargor, with full title guarantee, agreed to assign by way of security and charges all of its right, title and interest in and to the MR Account as security for the Secured Obligations.

The Account Charge contains a negative pledge and covenant for further assurance

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

MG01 - continuation page

Particulars of a mortgage or charge

6	Short particulars of all the property mortgaged or charged
Short particulars	<p data-bbox="349 376 1043 409">Please give the short particulars of the property mortgaged or charged</p> <p data-bbox="349 427 520 454">Definitions</p> <p data-bbox="349 495 1495 551">"Acceptance Certificate" means a certificate of acceptance of the Aircraft in the Agreed Form</p> <p data-bbox="349 584 1449 640">"Aircraft" means one (1) Boeing 737-800 aircraft bearing manufacturer's serial number 39921, together with the Engines.</p> <p data-bbox="349 674 1321 707">"Agreed Form" means the form agreed between Chargor and Lessee.</p> <p data-bbox="349 741 1449 797">"Delivery" means delivery of the Aircraft on lease by Chargor to Lessee under the Lease Agreement.</p> <p data-bbox="349 831 1198 864">"Delivery Date" means the date on which Delivery occurs</p> <p data-bbox="349 898 1369 954">"Engine" means, whether or not for the time being installed on the Aircraft.</p> <p data-bbox="421 987 1461 1043">(a) the engines specified in Schedule 5 (<i>Description of Aircraft</i>) of the Lease Agreement and/or the Acceptance Certificate, or</p> <p data-bbox="421 1077 1490 1133">(b) any engine which has replaced that engine, title to which has, or should have, passed to Owner in accordance with the Lease Agreement,</p> <p data-bbox="349 1167 1401 1290">and in each case includes all modules and Parts from time to time belonging to or installed in that engine but excludes any properly replaced engine title to which has, or should have, passed to Lessee pursuant to this Agreement</p> <p data-bbox="349 1323 1495 1379">"Lease Agreement" means the lease agreement dated 30 June 2010 and entered into between Lessee and the Chargor in respect of the Aircraft</p> <p data-bbox="349 1413 1385 1491">"Maintenance Event Payment" shall have the meaning given to it in paragraph 1 of Schedule 8 (<i>Maintenance Event Payments</i>) of the Lease Agreement</p> <p data-bbox="349 1525 1477 1648">"MR Account" means a dollar deposit account opened by the Chargor in its name with the Account Bank designated as the 'MR Account', having account name RBS AEROSPACE (UK) LTD VB MR A/C, account number RBSAERUK-USD-A, sort code 161613 and IBAN GB29 RBOS 1663 0000 5773 28.</p> <p data-bbox="349 1682 1477 1715">"Part" means, whether or not for the time being installed on the Aircraft</p> <p data-bbox="421 1749 1426 1805">(a) any component, furnishing or equipment (other than a complete Engine) furnished with the Aircraft on the Delivery date, or</p> <p data-bbox="421 1839 1469 1917">(b) any other component, furnishing or equipment (other than a complete Engine) title to which has, or should have, passed to Owner pursuant to the Lease Agreement,</p> <p data-bbox="349 1951 1477 2018">but excludes any such items title to which has, or should have, passed to Lessee pursuant to the Lease Agreement.</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>"Owner" means Chargor or such party as notified by Chargor to Lessee from time to time as being the owner of the Aircraft in accordance with clause 22 2 (<i>Lessor Transfer</i>) of the Lease Agreement</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

None

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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)

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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

CHFP025

03/11 Version 5.0

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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 Harriet Slack

Company name Clifford Chance LLP
Ref: 70-40468194

Address 10 Upper Bank Street

Post town London

County/Region

Postcode E 1 4 5 J J

Country United Kingdom

DX 149120 Canary Wharf 3

Telephone 020 7006 4696

 **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



DX

CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 4985584
CHARGE NO. 9**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ACCOUNT CHARGE DATED 26
SEPTEMBER 2011 AND CREATED BY RBS AEROSPACE (UK)
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY TO VB LEASECO NO.2 PTY LTD ON
ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE
4 OCTOBER 2011**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 OCTOBER 2011

**THIS CERTIFICATE HAS BEEN
AMENDED BY AN AMENDING
CERTIFICATE DATED**

19/10/2011





CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 7793106
CHARGE NO. 1**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARE CHARGE DATED 7
OCTOBER 2011 AND CREATED BY ADIEMUS CARE (2) LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY, THE OPERATOR OR ANY OBLIGOR TO ANY
FINANCE PARTY 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 11 OCTOBER 2011**

**GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 OCTOBER
2011**



