

MR04

Statement of satisfaction in full or in part of a charge



Companies House

You can use the WebFiling service to file this form online
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to register a statement of satisfaction in full or in part of a mortgage or charge against a company

☐ **What this form is NOT for**
You may not use this form to register a statement of satisfaction in full or in part of a mortgage or charge against an LLP
LL MR04

SATURDAY

COMPANIES HOUSE



A329B10Q

A34

22/02/2014

#62

1 Company details

Company number 1 6 0 0 1 1 7

Company name in full VIRGIN ATLANTIC AIRWAYS LIMITED

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

All fields are mandatory unless specified or indicated by *

2 Charge creation¹

When was the charge created?

→ Before 06/04/2013 Complete **Part A and Part C**

→ On or after 06/04/2013 Complete **Part B and Part C**

¹ **Property acquired**
If section 859C of the Companies Act 2006 applies, this is the date that the property was acquired

Part A Charges created before 06/04/2013

A1 Charge creation date

Please give the date of creation of the charge ²

Charge creation date 1 6 0 0 1 1 7

² **Property acquired**
If section 859C of the Companies Act 2006 applies, this is the date that the property was acquired

A2 Description of instrument (if any)

Please give a description of the instrument (if any) by which the charge is created or evidenced

Instrument description Deed of First Assignment and Charge dated 16 March 2000 granted by (1) the Company in favour of (2) the Assignee in respect of one Boeing 747-219B Aircraft, msn 22725, UK Registration Mark G-VPUF (the "Assignment")

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

MR04

Statement of satisfaction in full or in part of a charge

A3

Short particulars of the property or undertaking charged

	Please give the short particulars of the property or undertaking charged	
Short particulars	<p>The Senior Collateral being -</p> <p>All the Company's rights, title and interest in and to or, as the case may be, under (a) the benefit of all proceeds under the Insurances, (b) all Requisition Compensation, (c) all Warranties and all other warranties in respect of the Aircraft or any part thereof (including auxiliary power unit) given by Boeing and its agents or any Manufacturer (as defined in the First Mortgage) including without limitation, all warranties contained in the Product Assurance Document (being Exhibit "B") to the Purchase Agreement), together with the right to enforce such Warranties or warranties, (d) all other warranties given by any of Boeing's agents to either Boeing or the Company in connection with the Aircraft, (e) any Lease which is required to be assigned pursuant to clause 8.3 of the First Mortgage (as the same may from time to time be amended, varied or supplemented), (f) to the extent not included in the foregoing, all and any proceeds of any and all the foregoing Senior Collateral</p> <p>The Senior Secured Indebtedness being -</p> <p>(1) the due and punctual payment by any Obligor to the Assignee and/or the Senior Lenders (as any when due whether by acceleration, demand or otherwise howsoever) of all amounts due or to become due from the Company and/or any Obligor under or pursuant to the Senior Facility Agreement and/or the Senior Security Documents, and</p> <p>(2) the due and punctual performance of all the obligations to be performed by any Obligor whether actual or contingent under or pursuant to the Senior Facility Agreement and/or the Senior Security Documents</p> <p>In this MR04, terms used are defined below</p> <p>"Aircraft" means the Airframe and the Engines,</p> <p>"Airframe" means the Boeing 747-219B airframe being manufacturer's serial number 22725 and UK registration G-VPUF as more particularly described in the First Schedule of the First Mortgage dated 16 March 2000 and its Technical Records and all Parts from time to time installed thereon (excluding complete Engines or engines and excluding Excluded Equipment)</p> <p>"APU" means the Garrett GTCP 660-4 auxiliary power unit being serial number 38110 or any other auxiliary power unit that may from time to time be installed in the Airframe or which, having been removed therefrom, remains subject to the First Mortgage together with its technical Records and all Parts relating to such auxiliary power unit</p>	<p>Continuation page Please use a continuation page if you need to enter more details</p>

MR04 - continuation page

Statement of satisfaction in full or in part of a charge

A3

Short particulars of the property or undertaking charged

	Please give the short particulars of the property or undertaking charged	
Short particulars	<p>"Aviation Authority" means the CAA (Civil Aviation Authority) and each person who shall from time to time be vested with the control and supervision of, or have jurisdiction over, the registration, airworthiness and operation of aircraft or other matters relating to civil aviation in the United Kingdom or other such country where the Aircraft may be registered with the prior consent of the Assignee</p> <p>"Engines" means (a) each of the four Rolls Royce RB211-524D4 engines bearing serial numbers 12693, 12640, 12648 and 12667 respectively together Technical Records and Parts thereof installed thereon at the date hereof or, if removed from the engine, to which the Company retains title and which remains subject to the First Mortgage and all Parts replacing the same to which title passes to the Company in each case pursuant to the terms of the First Mortgage or (b) any Replacement Engine but excluding any such engines or any such Parts to which the Company concedes title to another pursuant to the terms of the First Mortgage</p> <p>"Excluded Equipment" means the inflight entertainment installed on the Aircraft which is subject to the conditional sales agreement between the Company and Matsushita Avionics System Corporation dated 13 October 1999</p> <p>"First Mortgage" means the first priority mortgage agreement dated 16 March 2000 entered into between the Company any the Senior Facility Agent on behalf of the Senior Lenders</p> <p>"Insurances" means the insurances required pursuant to clause 6 of the First Mortgage</p> <p>"Lease" means any lease of the Aircraft from time to time in existence whether now or in the future</p> <p>"Manufacturer" means in relation to (a) the Airframe, the Boeing Company, (b) the Engines, Rolls-Royce plc and (c) the APU, Garrett</p> <p>"Parts" means all appliances, accessories, computers, instruments, assemblies, modules, components, and other items of equipment which are part of or installed on the Aircraft (other than any Engine but including any APU) and to which the Company has title or to which upon installation on the Aircraft the Company will have title, or if removed from the Aircraft, to which the Company retains title in all cases pursuant to the terms of the First Mortgage, together, in each case, with their Technical Records</p> <p>"Replacement Engine" means an engine of the same type and model (or an improved version thereof) and of the same Manufacturer as the Engines together with the Technical Records relating thereto suitable for installation on the Aircraft and which replaces an Engine pursuant to Schedule 3 of the First Mortgage</p>	

MR04 - continuation page

Statement of satisfaction in full or in part of a charge

A3

Short particulars of the property or undertaking charged

	Please give the short particulars of the property or undertaking charged	
Short particulars	<p>"Requisition Compensation" means all payments or other compensation received or receivable by the Company or the Assignee in respect of the Aircraft following the requisition of title or other compulsory acquisition, requisition, capture, seizure, deprivation, confiscation, or detention for any reason of the Aircraft by any government or other competent authority, whether de jure or de facto, but excluding requisition for use or hire not involving requisition of title</p> <p>"Guarantor" means Virgin Travel Group Limited, a company incorporated in England and Wales with number 2274332 whose registered office is at 120 Campden Hill Road, London, W8 7AR</p> <p>"Obligors" means the Company and the Guarantor (and reference to an "Obligor" shall be construed accordingly)</p> <p>"Outstanding Indebtedness" means the aggregate of the Senior Loan, accrued interest thereon and all and any other monies whatsoever and whensoever payable to the Assignee and/or the Senior Lenders under the Senior Facility Agreement and/or the Senior Security Documents</p> <p>"Senior Facility" means the senior secured aircraft loan facility granted to the Company under the Senior Facility Agreement</p> <p>"Senior Facility Agreement" means the secured aircraft loan facility agreed dated 16 March 2000 made between the financial institutions set out in the First Schedule thereto names as Senior Lenders, the Company as Borrower, the Guarantor and the Assignee as Senior Facility Agent pursuant to which the Senior Lenders have agreed to make available to the Company the Senior Facility in accordance with the terms of the aforementioned Agreement</p> <p>"Senior Lenders" means those financial institutions listed as Senior Lenders in the First Schedule to the Senior Facility Agreement and each Transferee and assignee of a Senior Lender which has rights and/or obligations under the Senior Facility Agreement but shall exclude any such person ceasing to have any rights or obligations under the Senior Facility Agreement pursuant to an assignment or transfer of the whole of its rights pursuant to clause 21 of the Senior Facility Agreement</p> <p>"Senior Loan" means at any time the principal amount drawn and then outstanding under the Senior Facility</p> <p>"Transferee" means a person reasonably acceptable to the Company to which a Senior Lender has transferred the whole or any part of its rights and obligations hereunder pursuant to an in accordance with clause 21 2 of the Senior Facility Agreement</p>	

MR04 - continuation page

Statement of satisfaction in full or in part of a charge

A3

Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

"Senior Security Documents" means the Senior Security Trust and Agency Deed dated 16 March 2000 made between the Assignee, the Senior Lender, the Company and the Guarantor, the First Mortgage dated 16 March 2000 made between the Company and the Assignee, a Deed of First Assignment and Charge dated 16 March 2000 made between the Company and the Assignee, a first priority assignment of any lease of the Aircraft in effect on the Drawdown Date (being the date on which the Senior Facility is drawn down following a drawdown request from the Company) if required under clause 8.3 of the First Mortgage and all documents subsequently created pursuant thereto and/or the Senior Facility Agreement and/or providing security in favour of the Assignee and/or the Senior Lenders for the repayment of the Outstanding Indebtedness

"Technical Records" means all aircraft documents, records, logs, manuals, technical data, tags, and other materials and documents in whatever means stored relating to the Aircraft which are from time to time required (a) by the Aviation Authority and/or (b) hereunder to be kept by the Company in relation to the Aircraft, its condition, maintenance, repair and alteration including current revisions thereto and shall include those items listed in Annex A to Schedule 1 of the First Mortgage

"Warranties" means the warranties given in respect of the Airframe, the Engines, and the Auxiliary Power Unit by the Manufacturers

MR04

Statement of satisfaction in full or in part of a charge

Part B Charges created on or after 06/04/2013**B1 Charge code**

Charge code ①

Please give the charge code This can be found on the certificate

				-					-				
--	--	--	--	---	--	--	--	--	---	--	--	--	--

① Charge code

This is the unique reference code allocated by the registrar

Part C To be completed for all charges**C1 Satisfaction**

I confirm that the debt for the charge as described has been paid or satisfied
Please tick the appropriate box

- ☒ In full
☐ In part

C2 Details of the person delivering this statement and their interest in the charge

Please give the name of the person delivering this statement

Forename(s)

Ian

Surname

de Sousa

Please give the address of the person delivering this statement

Building name/number

The Office

Street

Manor Royal

Post town

Crawley

County/Region

West Sussex

Postcode

R H 1 0 9 N U

Please give the person's interest in the charge (e.g. chargor/chargee etc)

Person's interest in the charge

Company Secretary (not in his personal capacity but as an
officer of the Company)

C3 Signature

Please sign the form here

Signature

Signature
X  X

MR04

Statement of satisfaction in full or in part of a 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. The contact information you give will be visible to searchers of the public record.

Contact name

Company name **Virgin Atlantic Airways Limited**

Address **The Office**

Manor Royal

Post town **Crawley**

County/Region **West Sussex**

Postcode

R	H	1	0		9	N	U
---	---	---	---	--	---	---	---

Country **UK**

DX

Telephone



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

Part A Charges created before 06/04/2013

- ☐ You have given the charge date
☐ You have completed the Description of instrument and Short particulars in Sections A2 and A3

Part B Charges created on or after 06/04/2013

- ☐ You have given the charge code

Part C To be completed for all charges

- ☐ You have ticked the appropriate box in Section C1
☐ You have given the details of the person delivering this statement in Section C2
☐ You have signed the form



Important information

Please note that all information on this form will appear on the public record



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