

212567/13

In accordance with  
Section 860 of the  
Companies Act 2006.

# MG01

## Particulars of a mortgage or charge

FRIDAY



A03 13/11/2009 297  
COMPANIES HOUSE

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.

For further information, please  
refer to our guidance at  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

<b>1 Company details</b>		125 <small>for official use</small>	
Company number	0 1 6 0 0 1 1 7	<b>→ Filling in this form</b> Please complete in typescript or in bold black capitals.  All fields are mandatory unless specified or indicated by *	
Company name in full	Virgin Atlantic Airways Limited		
<b>2 Date of creation of charge</b>			
Date of creation	d 0 4 m 1 1 y 2 0 y 0 9		
<b>3 Description</b>			
Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'.			
Description	Security Assignment Agreement between Virgin Atlantic Airways Limited (as Assignor) and Celestial Aviation Trading 8 Limited (as Assignee) relating to one Boeing 747-400 aircraft with manufacturer's serial number 32339 and UK Registration G-VROM.		
<b>4 Amount secured</b>			
Please give us details of the amount secured by the mortgage or charge.		<b>Continuation page</b> Please use a continuation page if you need to enter more details.	
Amount secured	All amounts due pursuant to an Aircraft Lease Agreement dated 26th January 2001, as novated and amended by a novation and amendment agreement dated 13th December 2004, and as further amended on 18th January 2008 between Celestial Aviation Trading 8 Limited (as Lessor) and Virgin Atlantic Airways Limited (as Lessee) and which incorporates the terms of a common terms agreement dated 8th January 1999		

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<b>5</b>	<b>Mortgagee(s) or person(s) entitled to the charge (if any)</b>		<b>Continuation page</b> Please use a continuation page if you need to enter more details.
Please give the name and address of the mortgagee(s) or person(s) entitled to the charge.			
Name	Celestial Aviation Trading 8 Limited		
Address	c/o GE Commercial Aviation Services Limited, Aviation House,		
	Shannon, County Clare, Ireland		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
Name			
Address			
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
<b>6</b>	<b>Short particulars of all the property mortgaged or charged</b>		<b>Continuation page</b> Please use a continuation page if you need to enter more details.
Please give the short particulars of the property mortgaged or charged.			
Short particulars	<p>"Assigned Property" means</p> <p>(a) the Assigned Sub-Lease Property; and</p> <p>(b) all other proceeds relating to or arising from any of the above and all cash and other property at any time and from time to time receivable or distributable in respect of or in exchange therefor.</p> <p>"Assigned Sub-Lease Property" means all monies, and/or proceeds of whatsoever nature payable to or for the benefit of the Assignor under the Sub-Lease, and/or the Consent and Subordination Agreement and all other rights and benefits whatsoever accruing to the Assignor under the Sub-lease and/or the Consent and Subordination Agreement, including, without limitation, all monies of whatsoever nature payable under any Deposit provided under clause 5.1 of the Sub-Lease together with all other rights and benefits, present or future in respect of such Deposit, all other rights and benefits, present or future in respect of any letter of credit provided under clause 5.1.8 of the Sub-Lease, the rights to compel performance by the Sub-Lessee of its obligations in relation thereto and all claims for damages in respect of any breach by the Sub-Lessee under the Sub-Lease and/or the Consent and Subordination Agreement, but excluding the Excepted Rights and Payments.</p> <p>(as defined in the Security Assignment 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

Not applicable.

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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 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).

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### Signature

Please sign the form here.

Signature

Signature

X  X

COMPANY SECRETARY

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 Liane Slaughter

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

DX

Telephone



### 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,  
First Floor, Waterfront Plaza, 8 Laganbank Road,  
Belfast, Northern Ireland, BT1 3BS.  
DX 481 N.R. Belfast 1.



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://www.companieshouse.gov.uk)



## **CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE**

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

**COMPANY NO. 1600117  
CHARGE NO. 125**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT  
AGREEMENT DATED 4 NOVEMBER 2009 AND CREATED BY  
VIRGIN ATLANTIC AIRWAYS LIMITED FOR SECURING ALL  
MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO  
CELESTIAL AVIATION TRADING 8 LIMITED 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  
13 NOVEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 NOVEMBER  
2009

*D. Sel.*



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES