

MG01

Particulars of a mortgage or charge

108742/39



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LASERFORM

**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 for**

You cannot use this form to register particulars of a mortgage or charge in Scotland. To do this, use form MG01s

FRIDAY



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09/11/2012

#1

COMPANIES HOUSE

please

gov.uk

for official use

1

**Company details**

Company number 01777777

Company name in full BRITISH AIRWAYS PLC (the "Borrower")

**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 08/11/2012

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

Aircraft mortgage in relation to one Airbus A319-100 aircraft with manufacturer's serial number 1594 entered into on 08 November 2012 between the Borrower and DBJ EUROPE LIMITED as agent (the "Agent") and DBJ EUROPE LIMITED as security agent (the "Security Agent") (the "Mortgage")

4

**Amount secured**

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

Amount secured

The capitalised terms in this form MG01, unless defined elsewhere in this form MG01, are defined in the schedule of definitions on the continuation pages to this entry 4

The Mortgage secures the "**Secured Indebtedness**", which means all moneys owing, whether actually or contingently, by the Borrower from time to time to the Beneficiaries or any of them by the Borrower pursuant to the Transaction Documents

**Continuation page**

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

# MG01 – continuation page

## Particulars of a mortgage or charge

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### Amount secured

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

Amount secured

#### Schedule of Definitions

"Agency Parties" means the Agent Group, the Agent and the Security Agent or, as the context requires, any or all of them and, in relation to the terms of the Loan Agreement, shall include references to the directors, officers, employees and agents of each such person

"Agent" means DBJ Europe Limited acting through its office in London, its successors or such other person as may be appointed as agent for (among others) the Lenders pursuant to the terms of the Loan Agreement.

"Agent Group" means the Agent and the Security Agent

"Aircraft" means one Airbus Model A319-100 aircraft, with manufacturer's serial number 1594 together with the Associated Engines, any other equipment or parts of whatever nature from time to time installed upon or attached to such aircraft and belonging to the Borrower and any of the same which remain subject to the Mortgage after removal from such aircraft, all Manuals and Technical Records and, insofar as the same belong to the Borrower, all substitutions, replacements or renewals from time to time made in or to such aircraft, the Associated Engines and any such other equipment or parts or to any part thereof but Aircraft excludes any item of equipment installed on the Aircraft pursuant to the terms of the Loan Agreement and, unless the context otherwise requires, references to the "Aircraft" include any part thereof

"Associated Engines" means each of the two IAE V2522-A5 engines with engine serial numbers V11080 and V11078, each Suitable Replacement Engine and, insofar as the same belong to the Borrower, any and all appliances, spare parts, instruments, accessories or other equipment or parts of whatever nature from time to time forming part thereof and any of the same which remain subject to the Mortgage when no longer installed on or attached to such engine (excluding any such engine which has been replaced by a Suitable Replacement Engine).

"Aviation Authority" means all and any of the authorities, government departments, committees or agencies which under applicable law of the State of Registration may from time to time:

- (a) have control or supervision of civil aviation in that state, or
- (b) have jurisdiction over the registration, airworthiness or operation of, or other matters relating to, an Aircraft

"Beneficiaries" and "Beneficiary" means all or, as the case may require, any of the Lenders and the Agency Parties.

"Fee Letter" means the fee letter dated on or around the date of the Loan Agreement and between the Agent and the Borrower.

"Insurances" means any and all policies and contracts of insurance relating to the Aircraft and required to be effected and maintained pursuant to the terms of the Loan Agreement.

"Lease" means any lease, charter, hire or other similar arrangement whereby the Borrower parts with possession and/or operational control of the Aircraft.

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## Particulars of a mortgage or charge

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### Amount secured

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

Amount secured

"Lender" means the Original Lender and each other institution which, after the date of the Loan Agreement, shall become a transferee of a Lender in accordance with the terms of the Loan Agreement and their respective successors in title but excludes any such person who at the relevant time has transferred all its rights and obligations under the Transaction Documents.

"Lessee" means any person to whom the Borrower leases, charters or hires the Aircraft in such a way as to part with possession and/or operational control of the Aircraft

"Loan Agreement" means the loan agreement dated 17 July 2012 between, amongst others, the Borrower, the Agent and the Security Agent.

"Manuals and Technical Records" means all technical data, manuals, logbooks and other records (whether kept or to be kept in compliance with any regulation of the Aviation Authority or otherwise) relating to an Aircraft or any part thereof.

"Original Lender" means DBJ EUROPE LIMITED, a limited company incorporated under the laws of England and Wales with registered number 6925256 and its registered office at Level 20, 125 Old Broad Street, London EC2N 1AR.

"Requisition Compensation" means all monies or other compensation from time to time receivable by the Borrower, any Lessee or any other person in respect of the requisition for hire, title, acquisition, capture, deprivation, detention, condemnation, confiscation or seizure of the Aircraft

"Security Agent" means DBJ EUROPE LIMITED, a limited company incorporated under the laws of England and Wales with registered number 6925256 and its registered office at Level 20, 125 Old Broad Street, London EC2N 1AR, in its capacity as security agent for the Beneficiaries

"State of Registration" means the United Kingdom or any other state or territory from time to time with whose aviation authority an Aircraft is registered in accordance with the provisions of the terms of the Loan Agreement.

"Suitable Replacement Engine" means in relation to an Associated Engine, any engine which is for the time being substituted therefor pursuant to the terms of the Loan Agreement or any part thereof but excluding any engine installed on the Aircraft pursuant to the terms of the Loan Agreement

"Transaction Document" means the Loan Agreement, the Fee Letter, the Mortgage, each mortgage relating to certain other aircraft, and any notices of assignment and acknowledgements required to be given or received under the foregoing documents and any further documentation relating to the use and/or possession of an Aircraft and/or constituting security or further security for the obligation of any of the parties to the same or such further documentation and any other document which the parties agree should be a Transaction Document

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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		<b>Continuation page</b> Please use a continuation page if you need to enter more details
Name	DBJ EUROPE LIMITED	
Address	Level 20, 125 Old Broad Street, LONDON	
Postcode	E C 2 N 1 A R	
Name		
Address		
Postcode		

### 6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged		<b>Continuation page</b> Please use a continuation page if you need to enter more details
Short particulars	<p>The capitalised terms in this form MG01, unless defined elsewhere in this form MG01, are defined in the schedule of definitions on the continuation pages to entry 4.</p> <p>The Borrower</p> <p>1) with full title guarantee has mortgaged and charged by way of first fixed charge all its present and future right and title to, and interest in, the Aircraft and assigns and agrees to assign and charges by way of first fixed charge all its present and future right and title to, and interest in, the proceeds of sale of the Aircraft, in each case, to and in favour of the Security Agent</p> <p>2) with full title guarantee has assigned and agreed to assign, and charged by way of first fixed charge, to and in favour of the Security Agent</p> <p>(a) all its right, title and interest, present and future, to and in respect of proceeds arising, under:</p> <p>(1) all Insurances in respect of all risks of physical loss or damage (including, but not limited to, war risks) effected in relation to the Aircraft (but for the avoidance of doubt the Mortgage does not constitute an assignment of any policies of insurance but only of the benefit, rights, title, interest and proceeds thereunder insofar as the same relate to the Aircraft);</p> <p>(11) any Requisition Compensation relating to the Aircraft,</p> <p>and all benefits thereof (including, without limiting the generality of the foregoing, the benefit of all powers and remedies for enforcing all claims relating to such Insurances and to such Requisition Compensation), and</p>	

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**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>(b) all its right, title and interest, present and future, in all warranties, contracts or other agreements relating to the condition, operation, use or repair of the Aircraft or any part thereof including, without limitation, any right, title or interest which the Borrower may have under any Lease or any further sub-lease or charter (or any assignment thereof);</p> <p>3) without limitation to 1) and 2) above, grants the Security Agent a first priority purchase money security interest in the Aircraft and in any proceeds from the sale of the Aircraft</p>	

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## Particulars of a mortgage or charge

### 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 Harry Phillips

Company name Clifford Chance LLP

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 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](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. 1777777  
CHARGE NO. 713

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT AN AIRCRAFT MORTGAGE DATED 8  
NOVEMBER 2012 AND CREATED BY BRITISH AIRWAYS PLC  
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM  
THE COMPANY TO THE BENEFICIARIES OR ANY OF THEM 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 9 NOVEMBER  
2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 NOVEMBER  
2012

DX



**Companies House**



**THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES**