

MG01

Particulars of a mortgage or charge

VO20698/13



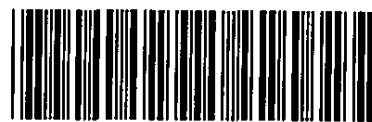
A fee is payable with this form

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**
You cannot use this form
particulars of a charge for
company. To do this, please
form MG01s

FRIDAY



LD2 17/09/2010 164
COMPANIES HOUSE

1	Company details	<input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> For official use
Company number	0 0 3 2 9 4 3 5	→ Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by
Company name in full	ROLLS-ROYCE LEASING LIMITED (the "Assignor")	
2	Date of creation of charge	
Date of creation	01 09 2010	
3	Description	
Description	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge' Assignment of Insurances (the "Assignment")	
4	Amount secured	
Amount secured	Please give us details of the amount secured by the mortgage or charge All moneys, liabilities and obligations now or hereafter due, owing or incurred to the Assignee under or in connection with the Lease and the other Relevant Documents when they become due for payment or discharge "Lease" means the master engine lease agreement dated 3 September 2010 made between the Assignor and the Assignee pursuant to which the Assignee agreed to lease to the Assignor and the Assignor agreed to lease for the period and upon the terms and conditions therein contained the 14 Rolls-Royce Trent aircraft engines more particularly described in Schedule 2 of the Lease (the "Engines")	Continuation page Please use a continuation page if you need to enter more details

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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	✓	Lloyds Engine Capital (No 1) U S , LLC (the "Assignee")
Address		Corporation Services Company, 2711 Centreville Road Suite 400, Wilmington, Delaware
Postcode		1 9 8 0 8
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	<p>All of the Assignor's present and future right, title and interest (whether contractual, proprietary or of any other kind and including the right to sue for damages and any returned premium) under or in connection with the Insurance Proceeds and/or any Requisition Compensation</p> <p>"Insurance Proceeds" means all proceeds of claims under the Insurances and all other amounts payable to the Assignor under or in respect of the Insurances, including damages for breach and return of premium</p> <p>"Insurances" means all policies of insurances from time to time effected or required to be maintained under paragraph 2 1 (other than sub-paragraph 2 1(a)) of Schedule 5 of the Lease</p> <p>"Requisition Compensation" means all moneys or other compensation payable by reason of any requisition for title or other compulsory acquisition or requisition for hire of the Engines or any part thereof</p>
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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

N/A

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 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).

9 Signature

Please sign the form here

Signature

Signature

X Norton Rose LLP X

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 Barnabas Finnigan

Company name Norton Rose LLP

Address 3 More London Riverside

Post town

County/Region

Postcode S E 1 2 A Q

Country

DX 85 London

Telephone +44 (0)20 7283 6000



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



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

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

**COMPANY NO. 329435
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF INSURANCES
DATED 10 SEPTEMBER 2010 AND CREATED BY ROLLS-ROYCE
LEASING LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO LLOYDS ENGINE
CAPITAL (N0.1) U.S., LLC 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 17 SEPTEMBER
2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 SEPTEMBER
2010

L.C.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES