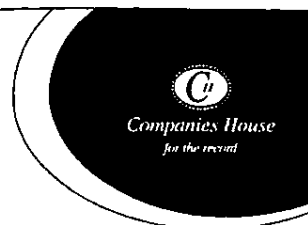


640748/13
MG01

Particulars of a mortgage or charge



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
use form MG01s

THURSDAY



LD4 13/05/2010 54
COMPANIES HOUSE

Please return
via
CH London Counter

1	Company details	175 For official use
Company number	9 3 6 5 6 9	→ Filling 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	CHC Scotia Limited (the Assignor)	
2	Date of creation of charge	
Date of creation	d 0 7 m 0 5 y 2 0 y 1 0	
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 dated 07 May 2010 made between the Assignor and Capital Aviation Services B V (the Assignee) in relation to one (1) Eurocopter EC225 helicopter with United Kingdom registration mark G-PNEO and msn 2681 (the Aircraft) (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 whatsoever (whether actual or contingent, whether or not for the payment of money and including, without limitation, all moneys, debts, liabilities and all obligations and liabilities to pay damages) which are on the date of the Assignment, or at any time thereafter may be, due, owing, payable or outstanding or expressed to be due, owing, payable or outstanding by the Assignor pursuant to any Transaction Document to which it is a party (Secured Obligations) For terms not defined see MG01 Continuation Page	
		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

Name	Capital Aviation Services B V
Address	Parellaan 9, 2132 WS Hoofddorp
	The Netherlands
Postcode	2 1 3 0
Name	
Address	
Postcode	

Continuation page

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

6

Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

See the MG01 Continuation Sheet attached

The Assignor with full title guarantee as security for the full payment and performance of the Secured Obligations assigned and agreed to assign absolutely to the Assignee the Assigned Property

Negative Pledge

The Assignor has undertaken not to create or attempt to create or permit to subsist any Encumbrance in respect of the Assigned Property or claims, assets, rights, remedies, benefits and interests thereby assigned on or after the date of the Assignment or any part thereof or interest therein or sell, assign, transfer or otherwise dispose of the Assigned Property or attempt or agree so to do

MG01

Particulars of a mortgage or charge

<div data-bbox="98 322 151 369">7</div> <div data-bbox="98 705 335 772">Commission allowance or discount</div>	<div data-bbox="335 322 1141 369">Particulars as to commission, allowance or discount (if any)</div> <div data-bbox="335 369 1141 705"> <p>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</p> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered</p> </div> <div data-bbox="335 705 1141 1198">NIL</div>	
<div data-bbox="98 1198 151 1243">8</div>	<div data-bbox="335 1198 1141 1243">Delivery of instrument</div> <div data-bbox="335 1243 1141 1724"> <p>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)</p> <p>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)</p> </div>	
<div data-bbox="98 1724 151 1769">9</div> <div data-bbox="98 1836 335 1881">Signature</div>	<div data-bbox="335 1724 1141 1769">Signature</div> <div data-bbox="335 1769 1141 1971"> <p>Please sign the form here</p> <div data-bbox="335 1825 1141 1971"> <div data-bbox="335 1825 406 1870">Signature</div> <div data-bbox="335 1870 1141 1971"> X Denden Wilke Sapte LLP X </div> </div> </div> <div data-bbox="335 1971 1141 2056"> <p>This form must be signed by a person with an interest in the registration of the charge</p> </div>	

MG01

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 **SZ/MJH/77917 00001/8789465**

Company name **Denton Wilde Sapte LLP**

Address **One Fleet Place**

Post town **London**

County/Region **Greater London**

Postcode **E C 4 M 7 W S**

Country **England**

DX **DX 242**

Telephone **020 7246 7418**



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 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

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

Definitions

Assigned Property means all of the Assignor's rights, title, benefit and interest (present of future) in and to (i) the Insurances and (ii) the Requisition Compensation and references to Assigned Property include references to any part of the Assigned Property

BTMU means BTMU Capital Corporation

CHCI means CHC Helicopters International Inc

Compulsory Acquisition means requisition of title or other compulsory acquisition, requisition, appropriation, expropriation, deprivation or confiscation for any reason of the Aircraft by any Governmental Entity or other competent authority, whether de jure or de facto but shall exclude requisition for use or hire not involving requisition of title

Encumbrance means any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, trust arrangement or security interest of any kind securing any obligation of any person or any other type of preferential arrangement (including without limitation, title transfer and/or retention arrangement having a similar effect)

Governmental Entity has the meaning given to it in the Novated Lease Agreement

Insurances means the insurance proceeds from any and all policies and contracts of insurance from time to time taken out or maintained in respect of, or in relation to, the Aircraft in accordance with the Novated Lease Agreement

Lease Agreement means the lease agreement between CHCI and BTMU dated 30 April 2008

Novated Lease Agreement means the Lease Agreement as novated by a deed of novation dated 22 May 2008 made between CHCI, the Assignee, CHC Helicopter Corporation and BTMU

Requisition Compensation means all moneys or other compensation from time to time payable in respect of the Compulsory Acquisition of the Aircraft

Transaction Documents has the meaning given to it in the Novated Lease Agreement



FILE COPY

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

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

**COMPANY NO. 936569
CHARGE NO. 175**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF INSURANCES
DATED 7 MAY 2010 AND CREATED BY CHC SCOTIA LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE COMPANY TO CAPITAL AVIATION SERVICES B.V 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 13 MAY 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 MAY 2010



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES