

MG01

Particulars of a mortgage or charge

631638/13



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 for

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

WEDNESDAY



L14 30/03/2011 92
COMPANIES HOUSE

1	Company details	For official use 184
Company number	0 0 9 3 6 5 6 9	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	CHC Scotia Limited	
2	Date of creation of charge	
Date of creation	09 03 2011	
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'	
	A security assignment dated 9 March 2011, between the Company, as assignor and CHC Helikopter Service AS (the "Assignee"), as assignee (the "Security Assignment")	
4	Amount secured	
Amount secured	Please give us details of the amount secured by the mortgage or charge	
	any and all moneys, liabilities and obligations (whether actual or contingent, whether now existing or hereafter arising, whether or not for the payment of money and including, without limitation, any obligation or liability to pay damages) which are now or which may at any time and from time to time hereafter be due, owing, payable or incurred or be expressed to be due, owing, payable or incurred from or by the Assignor to the Assignee under the Sub-sublease and any other Relevant Document (as defined in the Head Lease Agreement)	
	Please see definitions set out in the 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	CHC Helikopter Service AS									
Address	Stavanger Lufthavn, Sola, N-4055 Stavanger, Norway									
Postcode	N	-	4	0	5	5				
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	<p>all of the mortgagee's right, title and interest (present and future) in and to</p> <p>(a) the benefits of the insurance proceeds from any and all policies and contracts of insurance (other than third party liability insurance) from time to time taken out or maintained in respect of, or in relation to, one Eurocopter AS332L2 Super Puma helicopter with manufacturer's serial number 2617 and UK registration mark G-CHCU (the "Aircraft");</p> <p>(b) all moneys or other compensation from time to time payable in respect of the requisition of title or other compulsory acquisition, requisition, appropriate, expropriation, deprivation or confiscation for any reason of the Aircraft by any government entity or other competent authority, whether de jure or de facto excluding requisition for use or hire not involving requisition of title;</p> <p>(c) 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>									

Continuation page

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

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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

Nil

8 Delivery of instrument

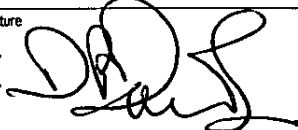
You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), 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  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

David Daws

Company name

Blake Laphorn

Address

Watchmaker Court, 33 St John's Lane

Post town
London

County/Region
London

Postcode

E C 1 M 4 D B

Country

UK

DX

53323 Clerkenwell

Telephone

020 7814 6871



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

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Particulars of a mortgage or charge



4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>"Head Lease Agreement" means an aircraft lease agreement dated 28 July 2004 between SG Finans AS (formerly Elcon Finans AS) ("Owner") and Heli-One Leasing (Norway) AS (formerly Heliwest AS) ("Lessee") (as amended from time to time)</p> <p>"Relevant Document" means the Head Lease Agreement, the notices to which the Lessee is a party, the remarketing and option agreement ("Remarketing and Option Agreement") dated 28 July 2004 entered into between CHC Helicopters (Barbados) Limited ("Remarketing Agent") and the Owner, the sub-Lease agreement ("Sublease") dated 28 July 2004 entered into between the Lessee and CHC Helicopter Service AS (the "Assignee"), the sub-lease assignment dated 9 March 2011 between the Lessee (as assignor) and the Owner (as assignee), the Sub-sublease (defined below), the sub-sublease assignment dated 9 March 2011 between the Assignee (as assignor) and the Lessee (as assignee), the assignment of insurances dated 9 March 2011 between CHC Scotia Limited ("Assignor") and the Assignee and all notices, consents, certificates and other documents and agreements issued or, as the case may be, to be issued pursuant to any of the foregoing, the sale and purchase agreement dated 9 July 2004 between the Assignee (as seller) and the Owner (as buyer) in respect of one AS 332 L2 Super Puma helicopter manufacturer's serial number 2617 (the "Aircraft"), the on demand guarantee issued by CHC Helicopter SA in favour of the Owner of the obligations of the Lessee under the Head Lease Agreement and of the remarketing obligations of the Remarketing Agent under the Remarketing and Option Agreement and all notices, consents, certificates and other documents and agreements issued or, as the case may be, to be issued pursuant to any of the foregoing.</p> <p>"Sub-sublease" means the sub-sublease agreement dated 9 March 2011 between the Assignee (as sub-sublessor) and the Assignor (as sub-sublessee).</p>	

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Particulars of a mortgage or charge



5 Mortgagee(s) or person(s) entitled to the charge

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Name

Address

Postcode

Name

Address

Postcode

Name

Address

Postcode

Name

Address

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Name

Address

Postcode

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Address

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Name

Address

Postcode

Name

Address

Postcode

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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



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. 184

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED 9
MARCH 2011 AND CREATED BY CHC SCOTIA LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
ASSIGNOR TO CHC HELIKOPTER SERVICE AS 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 30 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5 APRIL 2011



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES