

500611 / 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 state the particulars of a charge for a company. To do this, please use form MG01s.

WEDNESDAY



17CSH118F

LD3

18/05/2011

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COMPANIES HOUSE

1 Company details

Company number

0	0	9	3	6	5	6	9
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Company name in full

CHC Scotia Limited

For official use

► Filing 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

σ	2	σ	8	m	0	m	4	y	2	y	0	y	1	y	1
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3	Description
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Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

A security assignment dated 28 April 2011, between the Company, as assignor and Heli-One leasing (Norway) AS (the "Assignee"), as assignee (the "Security Assignment")

Amount secured

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

Amount secured

any and all moneys, liabilities and obligations whatsoever which are now, or at any time hereafter maybe, due, owing, payable or outstanding by the Company to the Assignee pursuant to any 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	Heli-One Leasing (Norway) 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 Company'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 EC225 helicopter with manufacturer's serial number 2675 and UK registration mark G-CHCM (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>and to all moneys, proceeds and payments in connection with any of the same, and all other rights and benefits thereby accruing to the Company, including (without prejudice to the generality of the foregoing) the right to sue for damages and any returned premiums.</p>							

Continuation page

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

MG01

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).

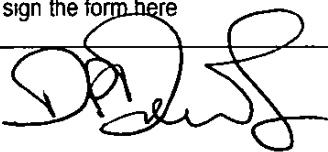
We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate 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

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

David Daws

Company name

Blake Lapthorn

Address

Watchmaker Court, 33 St John's Lane

Post town
London

Country/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

MG01 - continuation page

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>"Aircraft" means one Eurocopter EC225 helicopter serial number 2675 and UK registration mark G-CHCM;</p> <p>"Aircraft Purchase Deed" means the purchase novation and termination deed dated 28 April 2011 made between Trinity Helicopters (No. 2) Limited ("Trinity"), the Lessor, Santander Asset Finance plc, Heli-One leasing Inc. ("Heli-One") (as outgoing lessee), Heli-One (as outgoing junior lender), Eurocopter SAS (Manufacturer), Heli-One (as outgoing remarketing agent) and CHC Helicopter SA ("Guarantor") pursuant to which the Lessor purchased the Aircraft;</p> <p>"Assignment of Insurances" means the assignment of insurances dated 28 April 2011 between the Company and the Lessee</p> <p>"De-registration Power of Attorney" means the de-registration power of attorney granted by the Company in favour of the Lessor relating to the Aircraft</p> <p>"Guarantees" means (i) the on demand guarantee dated 28 April 2011 granted by the Guarantor guaranteeing, inter alia, the Lessee's obligations under the Head Lease Agreement, and (ii) the on demand guarantee dated 28 April 2011 granted by the Guarantor guaranteeing, inter alia, the obligations of Heli-One under the Remarketing Agreement;</p> <p>"Head Lease Agreement" means an aircraft lease agreement dated 22 April 2008 as novated, amended and restated on 28 April 2011 and now between between Heli-One Leasing (Norway) AS ("Lessee") and Sparebank 1 SR-Finans AS ("Lessor") (as amended from time to time).</p> <p>"Junior Loan Agreement" means the junior loan agreement dated on or about 22 April 2008 made between CHC Helicopters International Inc. ("CHCI") and Trinity as novated on or about 30 September 2008, as further novated on 28 April 2011 and now between CHC Ireland (Leasing) Limited ("CHC Ireland") and the Lessor;</p> <p>"Manufacturer Support Agreement" means the agreement dated on or about 22 April 2008 between the Manufacturer and CHCI as novated on or about 2 April 2008, further novated on 30 September 2008, further novated under the terms of the Aircraft Purchase Deed and as novated amended and restated on 28 April 2011 and now between the Manufacturer and the Lessor</p> <p>"Netting Letter" means a netting instructions letter between the Lessor, CHC Ireland, Heli-One and the Lessee;</p>	

MG01 - continuation page

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	Sparebank 1 SR-Finans AS									
Address	stavanger Lufthavn, Sola, N-4055 Stavanger, Norway									
Postcode	N	-	4	0	5	5				
Name										
Address										
Postcode										
Name										
Address										
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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

"Novation Agreements" means the novation, amendment and restatement agreement relating to the original head lease agreement dated 28 April 2011 and made between Trinity, Heli-One, the Lessee and the Lessor, the novation amendment and restatement agreement relating to the Junior Loan Agreement dated 28 April 2011 and made between Heli-One, CHC Ireland and the Lessor and the novation amendment and restatement agreement relating to the Manufacturer Support Agreement dated 28 April 2011 and made between the Manufacturer, the Lessor, Heli-One and the Lessee;

"Proceeds Agreement" means the agreement dated 28 April 2011 between the Lessor (1), the Lessee (2), CHC Ireland (as junior lender) (3), CHC Ireland (as remarketing agent) (4) and the Manufacturer (5)

"Relevant Documents" means the Aircraft Purchase Deed, the Novation Agreements, the Head Lease Agreement (as novated, amended and restated), the Junior Loan Agreement (as novated), the Remarketing Agreement, the Proceeds Agreement, the Manufacturer Support Agreement (as novated), the RVI Policy, the Guarantees, the Security Assignment, the Assignment of Insurances, the Sublease Agreement, any other sublease to a permitted sub-lessee in respect of the Aircraft, the Netting Letter and the De-registration Power of Attorney,.

"Remarketing Agreement" means the agreement dated 28 April 2011 between CHC Ireland (as remarketing agent), the Lessor, Ironshore Specialty Insurance Company ("RV Insurer"), the Manufacturer, and CHC Ireland (as junior lender) relating to the appointment of CHC Ireland as agent for the sale of the Aircraft

"RVI Policy" means the Residual Value Insurance policy dated on or about the same date as the Effective Date and made between the RV Insurer (1) and the Lessor (2);

"Security Assignment" means the security assignment agreement entered into on 28 April 2011 between Lessor and Lessee;

"Sublease Agreement" means the sublease agreement between the Lessee (as sublessor) and the Company (as sublessee).



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. 187**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECURITY ASSIGNMENT DATED
28 APRIL 2011 AND CREATED BY CHC SCOTIA LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO HELI-ONE LEASING (NORWAY) AS 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
18 MAY 2011**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 MAY 2011

De



Companies House
— for the record —



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