

MG01

Particulars of a mortgage or charge



V 041941/13

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

You cannot use this form to register
particulars of a charge on a
company. To do this you must use
form MG01s

FRIDAY



L13 27/05/2011 57
COMPANIES HOUSE

lease
or uk

1

Company details

Company number 02159897
Company name in full Rolls-Royce & Partners Finance Limited
(the Company)

For official use
15
→ Filing in this form
Please complete in typescript or in
bold black capitals
All fields are mandatory unless
specified or indicated by *

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Date of creation of charge

Date of creation 18/05/2011

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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 Share charge (the Share Charge)

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Amount secured

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

Amount secured All obligations, liabilities and indebtedness of any kind incurred by the
Company from time to time under or in connection with the Relevant
Documents

Continued on Continuation Page

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 U S Bank National Association
 Address 300 Delaware Avenue, 9th Floor
 Wilmington, United States of America
 Postcode D E 1 9 8 0 1

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 The Company's right, title and interest present and future in shares in RRP Engine Leasing Limited (the **Shares**) and all stocks, shares, warrants, securities, rights, moneys or property (including the dividends, interest or income on them or from them) accruing or acquired at any time and from time to time by way of redemption, purchase, bonus, preference, option or otherwise to or in respect of or derived from all or any of the Shares or any derivatives from them, including the proceeds of any sale of any of the Shares (together the **Secured Property**)

The Share Charge contains an undertaking from the Company that, except for the security created by the Share Charge, no security shall exist over or in relation to the Secured Property

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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

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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).

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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 David Carter

Company name Norton Rose LLP

Address Collect London Counters

Post town

County/Region

Postcode S E 1 2 A Q

Country

DX

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

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Amount secured

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

Amount secured

"Asset Security Documents" means, together, this Share Charge, the master engine mortgage and security trust agreement dated 18 May 2011 made between each Owner as at 18 May 2011 and the Security Trustee (the "Master Engine Security Agreement"), each collateral supplement to the Master Engine Security Agreement, each owner supplement to the Master Engine Security Agreement, the master engine lease assignment dated 18 May 2011 made between each Owner as at 18 May 2011, each Owner Parent as at 18 May 2011 and the Security Trustee and share security granted by Rolls-Royce & Partners Finance (US) LLC in favour of the Security Trustee,

"Facility Agents" means J P Morgan Europe Limited and/or such a person who is a party to a Permitted Financing in the capacity as facility agent or paying agent for the Finance Parties who are a party to that Permitted Financing and who has acceded or who will accede (as the context requires) to the Intercreditor Agreement,

"Finance Parties" means, with respect to a Permitted Financing, the banks, financial institutions, trusts, funds, leasing companies or other persons who are either defined as the "Finance Parties" under a Permitted Financing or who are not so defined, but who have provided finance to one or more Owners under that Permitted Financing,

"Initial Permitted Financings" means the Permitted Financings described in Recital (E) of the Intercreditor Agreement,

"Intercreditor Agreement" means an intercreditor agreement dated 13 May 2011 made between, inter alia, the Owners, the Owner Parents, the Facility Agents and the Security Trustee,

"Obligor" means each Owner and each Owner Parent,

"Owner" means RRP Engine Leasing Limited, RRP Engine Leasing (US) LLC and any other person who accedes to the Intercreditor Agreement as an additional owner in accordance with the terms thereof,

"Owner Parent" means the Company, Rolls-Royce & Partners Finance (US) LLC and any person who accedes to the Intercreditor Agreement as an additional owner parent in accordance with the terms thereof,

"Permitted Financing" means Initial Permitted Financings and the financings which comply with the requirements set out in the Intercreditor Agreement,

"Relevant Documents" means the Security Documents and the Transaction Documents,

"Security Documents" means, together the Intercreditor Agreement and the Asset Security Documents,

"Security Trustee" means U S Bank National Institution,

"Transaction Documents" means the documents entered into by one or more of the Obligors with the relevant Finance Parties and the relevant Facility Agent containing the terms and conditions upon which a Permitted Financing has been made available to those Obligors



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 2159897
CHARGE NO. 15**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SHARE CHARGE DATED 18 MAY
2011 AND CREATED BY ROLLS-ROYCE & PARTNERS FINANCE
LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME
DUE FROM THE COMPANY 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 27 MAY 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1 JUNE 2011

LC



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES