

MG01

Particulars of a mortgage or charge

V/ 05 0 343/13



irIS[™]
LASERFORM

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
particulars of a charge for a
company. To do this, please
form MG01s

TUESDAY



L4WWIX40

LD7

30/08/2011

40

COMPANIES HOUSE

1

Company details

Company number

0 2 6 7 0 5 1 8

Company name in full

RRPF Engine Leasing Limited (the **Company**)

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

d1 d9 m0 m8 y2 y0 y1 y1

3

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

Collateral Supplement (the **Agreement**)

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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
which are due, owing or payable from or by the
Obligors under or in connection with the Relevant
Documents

See continuation paper

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						
Name	U S Bank National Association (the Security Trustee)						
Address	300 Delaware Avenue, 9th Floor						
	Wilmington, United States of America						
Postcode	D	E	1	9	8	0	1
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>The Company's right, title and interest in the Additional Collateral</p> <p>"Additional Collateral" means</p> <p>(a) the civil aircraft engine bearing manufacturer's serial number 41314 (type Trent 772), including its essential accessories as supplied by the manufacturer of such engine and all modules and parts from time to time belonging to, installed in or appurtenant to such engine, legally and beneficially or beneficially owned or to be owned by the Company (the Engine);</p> <p>(b) all Parts, equipment, attachments, accessories, replacement and added Parts and components now or hereafter placed thereon, installed therein or attached thereto, whether or not any of such Parts, equipment, attachments, accessories, replacements or added parts or components may from time to time no longer be installed on any such Engine and/or Rotable or may be installed in any other aircraft engine, including, in the case of the Engine, any Rotables owned by the Company,</p> <p>(c) all of the Company's rights, title and interest in the Manuals and the Technical Records that relate to such Engine and/or Rotables and all the Company's rights, title and interest, present and future, therein and thereto and any sale or other transfer agreement relating to any such Engine and/or Rotable, any acceptance certificates and/or bills of sale relating to any such Engine and/or Rotable, and any other certificates and instruments relating to any such Engine and/or Rotable,</p> <p>(c) all rights, claims and causes of action, if any, which the Company may have against any person in respect of the foregoing,</p> <p>See continuation paper</p>	

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

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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

**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 **Charlotte Hillyard**

Company name
Norton Rose LLP

Address **Collect London Counters**

Post town

County/Region

Postcode **S E 1 2 A Q**

Country

DX **85 London**

Telephone **+44 (0)207 444 3105**

**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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Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

(d) all other tangible or intangible property of the Company, including all proceeds, products and accessions thereof and thereto, relating to any of the property of the Company described in clauses 3 1(a) to 3 1(d) of the Agreement, to the extent related to any property described in clauses 3 1(a) to 3 1(d) of the Agreement or such proceeds, products and accessions, and all books, correspondence, credit files, records, invoices and other papers relating to the foregoing,

(e) all and any products, accessions and Proceeds of all of the foregoing in whatever form

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4	Amount secured
	Please give us details of the amount secured by the mortgage or charge
Amount secured	<p>"Asset Security Documents" means, together, the Mortgage, the Agreement, each other collateral supplement to the Mortgage, each Owner supplement to the Mortgage, a master engine lease assignment dated 18 May 2011 between, <i>inter alia</i>, the Company and the Security Trustee and share security granted by each Owner Parent in favour of the Security Trustee,</p> <p>"Facility Agent" 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,</p> <p>"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,</p> <p>"Initial Permitted Financing" means the Permitted Financings described in Recital (E) of the Intercreditor Agreement,</p> <p>"Intercreditor Agreement" means an intercreditor agreement dated 13 May 2011 made between, <i>inter alia</i>, the Company, each other Owner, the Owner Parents, the Facility Agent and the Security Trustee,</p> <p>"Mortgage" means a Master Engine Mortgage and Security Trust Agreement dated 18 May 2011 made between the Owners in favour of the Security Trustee;</p> <p>"Obligor" means, together, the Owners and the Owner Parents;</p> <p>"Original Owners" means collectively the Company and RRPF Engine Leasing (US) LLC,</p> <p>"Owner" means the Original Owners and any person acceding to the Intercreditor Agreement as an additional owner in accordance with the terms thereof and Owner means any of them,</p> <p>"Owner Parent" means Rolls-Royce & Partners Finance Limited, Rolls-Royce & Partners Finance (US) LLC and any person who accedes to the Intercreditor Agreement as an additional owner parent with the terms thereof,</p> <p>"Permitted Financing" means Initial Permitted Financings and the financings which comply with the requirements set out in the Intercreditor Agreement;</p> <p>"Relevant Documents" means the Security Documents and the Transaction Documents,</p> <p>"Security Documents" means, together, the Intercreditor Agreement and the Asset Security Documents,</p> <p>"Security Trustee" means U S Bank National Association,</p>

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Amount secured

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

Amount secured

"**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. 2670518
CHARGE NO. 8**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A COLLATERAL SUPPLEMENT
DATED 19 AUGUST 2011 AND CREATED BY RRP ENGINE
LEASING LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE OBLIGORS 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
AUGUST 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 31 AUGUST 2011

4/c



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES