

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 for**

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

TUESDAY



LD3

"LLXLNLK"  
13/07/2010  
COMPANIES HOUSE

70

1

**Company details**

Company number 03780306

Company name in full OMEGA 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 01/07/2010

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 Charge over Deposit (the "Charge")

4

**Amount secured**

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

Amount secured

a) all moneys and liabilities whatsoever which are due, owing or payable by the Company and/or the other Obligors to any of the Noteholders and/or the Collateral Agent in any currency, actually or contingently, solely and/or jointly and/or severally with another or others, as principal or surety on any account whatsoever under or pursuant to the UK Lessor Guaranty (as such term is defined in the Note Purchase Agreements), the Notes, the Note Purchase Agreements, the Charge or any other Financing Document or as a consequence of any breach, non-performance, disclaimer or repudiation by any Obligor of any of its obligations under or pursuant to the UK Lessor Guaranty, the Notes, the Note Purchase Agreements, the Charge or any other Financing Document, and

(See continuation sheet 1)

**Continuation page**

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

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## 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

#### Continuation page

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

Name WILMINGTON TRUST FSB (the "Collateral Agent")

Address 166 Mercer Street - Suite 2 R

New York, NY10012 - 3983

Postcode

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

All sums (whether principal, interest or otherwise) now or hereafter standing to the credit of the account of the Company with the branch of JPMorgan Chase Bank, N A., at 60 Victoria Embankment, London EC4Y 0JP (the "Account Bank") with account number 23339901 or to the credit of any substitute account

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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

### 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 866).

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).

### 9 Signature

Please sign the form here

Signature

Signature

X *Norden Rose LLP* 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 Barnabas Finnigan

Company name Norton Rose LLP

Address 3 More London Riverside

Post town London

County/Region

Postcode S E 1 2 A Q

Country

DX 85 London

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](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto: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](http://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>b) all moneys and liabilities whatsoever which are due, owing or payable by Omega Leasing (US) (No 2) LLC (the "Issuer") to any of the Noteholders in any currency, actually or contingently, solely and/or jointly and/or severally with another or others, as principal or surety on any account whatsoever under or pursuant to the Notes and/or the Note Purchase Agreements or any other Financing Document (as such term is defined in the Note Purchase Agreements) or as a consequence of any breach, non-performance, disclaimer or repudiation by any Obligor of any of its obligations under or pursuant to the Notes, the Note Purchase Agreements or any other Financing Document</p> <p>"Notes" means the 3 52% Senior Secured Notes due 2017 issued or to be issued by the Issuer to the Note holders, as are more particularly defined in the Note Purchase Agreements,</p> <p>"Note Purchase Agreement" means each note purchase agreement dated as of 28 June 2010 between the Issuer the Company and a purchaser listed in Schedule A thereto (a "Noteholder") relating to the issue of Notes to such Noteholder, as from time to time varied in any manner or respect whatsoever, and in particular by alterations which increase or otherwise affect (inter alia) the liability of the Issuer and "Note Purchase Agreements" means all such Note Purchase Agreements collectively,</p> <p>"Obligor" means any party to a Financing Document (as such term is defined in the Note Purchase Agreement) other than the Collateral Agent, the Account Bank, GATX Corporation and the Noteholders</p>	



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

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

**COMPANY NO. 3780306  
CHARGE NO. 6**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES  
HEREBY CERTIFIES THAT A CHARGE OVER DEPOSIT DATED  
12 JULY 2010 AND CREATED BY OMEGA LEASING LIMITED  
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM  
THE COMPANY AND/OR THE OTHER OBLIGORS TO ANY OF  
THE NOTEHOLDERS AND/OR WILMINGTON TRUST FSB (THE  
"COLLATERAL AGENT") 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 JULY 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19 JULY 2010

OK



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES