

MG01

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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 reg
particulars of a charge for a Sco
company To do this, please use
form MG01s

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A09 06/08/2011 307
COMPANIES HOUSE

1	Company details		For official use
Company number	0 3 7 7 6 0 3 4		2 0
Company name in full	Bond Air Services Limited		→ 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	d 2 8 m 0 7 y 2 0 y 1 1		
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	Standard Security		
4	Amount secured		
	Please give us details of the amount secured by the mortgage or charge		
Amount secured	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) from time to time owing to any of the Secured Parties by any Obligor under the Senior Finance Documents, the Working Capital Finance Documents or the Vendor Note Documents, in each case as amended, replaced, supplemented or novated from time to time Please see continuation page for definitions		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 Lombard North Central PLC, as security trustee for the Finance

Address Parties as defined in the Intercreditor Agreement (the "Security Trustee"), 3 Princess Way, Redhill, Surrey

Postcode R H 1 1 N P

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 tenant's interest in ALL and WHOLE the subjects known as 110 Stobcross Road, Glasgow being the subjects registered in the Land Register of Scotland under Title Number GLA38114

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

n/a

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

FOR MORTON FRASER LLP

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

REF CF/ASM/LO497X017

Company name

MORTON FRASER LLP

Address

QUARTERMILE TWO

2 LISTER SQUARE

Post town

EDINBURGH

County/Region

Postcode

E H 3 9 G L

Country

DX

DX ED 119 EDINBURGH

Telephone

0131 247 1000

**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

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

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Amount secured

Please give us details of the amount secured by the charge

Amount secured

See 1 in Addendum

Addendum 1/3

- 1 "Additional Borrower" means a person who becomes an Additional Borrower in accordance with Clause 26.8 of the Senior Loan Agreement

"Additional Guarantor" means a person who becomes an Additional Guarantor in accordance with Clause 26.11 of the Senior Loan Agreement including, immediately after the first Drawdown Date in respect of the Tranche A Loan, Bond Aviation Group Limited, Bond Air Services Limited, Bond Offshore Helicopters Limited, Bond European Aviation Leasing Limited, Bond Aviation Leasing Limited, Bond Air Services Ireland Limited, International Aviation Leasing Limited and Bond Dormant Limited

"Agent" means each of the Facility Agent and the Working Capital Agent.

"Borrower" means the Original Borrower and or an Additional Borrower unless it has ceased to be a Borrower in accordance with Clause 26.10 of the Senior Loan Agreement

"Charged Property" means all of the assets which from time to time are, or are expressed to be, the subject of the Transaction Security.

"Delegate" means any delegate, agent, attorney or co-trustee appointed by the Security Trustee.

"Drawdown Date" means a date on which the Facilities (or any part of them) are utilised

"Facility Agent" means Lombard North Central plc, a financial institution organised and existing under the laws of England, in its capacity as facility agent for the Lenders.

"Facilities" means the Tranche A Facility and the Tranche B Facility

"Guarantor" means an Original Guarantor or an Additional Guarantor unless it has ceased to be a Guarantor in accordance with Clause 26 10

"Holdco" means Bruno Aviation Holdings II Limited

"Intercreditor Agreement" means the intercreditor agreement dated 21 April 2011 between, inter alia, Bruno Aviation Holdings III Limited, the Lenders (as therein defined) and the Security Trustee.

"Lenders" means the Tranche A and Tranche B Lenders.

"Obligor" means a Borrower or a Guarantor

"Original Borrower" means Bruno Aviation Holdings III Limited.

"Original Guarantor" Bruno Aviation Holding II Limited and Bruno Aviation Holding

Addendum 2/3

III Limited

"Original Lender" means Lombard North Central plc, Lloyds TSB Bank plc and others to be agreed from time to time.

"Primary Creditors" means the Senior Creditors and the Working Capital Creditors

"Receiver" means a receiver or receiver and manager or administrative receiver of the whole or any part of the Charged Property.

"Secured Parties" means the Security Trustee, any Receiver or Delegate and each of the Agents, the Primary Creditors and the Vendor from time to time but, in the case of each Agent, Primary Creditor or Vendor from time to time a party to the Intercreditor Agreement or (in the case of an Agent, a Primary Creditor or a Vendor) has acceded to the Intercreditor Agreement, in the appropriate capacity, pursuant to Clause 17.10 of the Intercreditor Agreement

"Senior Finance Documents" has the meaning given to the term "Finance Documents" in the Senior Loan Agreement.

"Senior Lenders" means each Lender (as defined in the Senior Loan Agreement) and which executed the Intercreditor Agreement as a Senior Lender or become a party to the Intercreditor Agreement as a Senior Lender pursuant to Clause 17.10 of the Intercreditor Agreement.

"Senior Loan Agreement" means the £180,000,000 loan agreement dated 8 April 2011 made between the Holdco, the Senior Lenders, the Security Trustee and others.

"Tranche A Facility" means the term loan facility in an aggregate amount not exceeding one hundred and fifty million pounds sterling (£150,000,000) made available under paragraph (a) of Clause 21 of the Senior Loan Agreement.

"Tranche B Facility" means the term loan facility in an aggregate amount not exceeding thirty million pounds sterling (£30,000,000) made available under paragraph (b) of Clause 21 of the Senior Loan Agreement

"Tranche A Lender" means any Original Lender or any person which becomes a Tranche A Lender after the date of the Senior Loan Agreement, pursuant to a transfer under Clause 26 of the Senior Loan Agreement.

"Tranche B Lender" means any Original Lender or any person which becomes a Tranche B Lender after the date of the Senior Loan Agreement, pursuant to a transfer under Clause 26 of the Senior Loan Agreement.

"Transaction Security" means the Security created or evidenced or expressed to be created or evidenced under or pursuant to the Security Documents (as defined in the Intercreditor Agreement)

Addendum 3/3

"Vendor" means Peter Bond and Stephen Bond.

"Vendor Note Documents" means documentation governing and constituting loan notes in an aggregate amount of £15,000,000 with a 7 year bullet maturity at the rate of the 5 year swap plus 4.125% issued or to be issued by Holdco in favour of Mr Peter Bond and Mr Stephen Bond on or about the first Drawdown Date

"Working Capital Agent" means the Agent under and as defined in the Working Capital Facility Agreement

"Working Capital Facility Agreement" means the revolving credit facility agreement to be entered into between the Holdco, the Bruno Aviation Holding III Limited, the Working Capital Lenders and others after the date of the Senior Loan Agreement.

"Working Capital Finance Documents" bears the meaning ascribed to the term "Finance Documents" in the Working Capital Facility Agreement.

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction

✓ **What this form is for**
You may use this form to give notice
of a certificate of registration of a
charge comprising property situated
in another UK jurisdiction

✗ **What this form is NOT for**
You cannot use this form as a
certificate of registration of a
charge for a company registered
in Scotland

SA

A09

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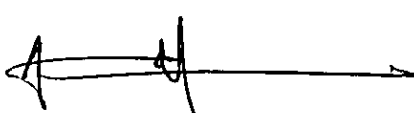
06/08/2011

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COMPANIES HOUSE

1	Company details	For official use
Company number	0 3 7 7 6 0 3 4	→ Filling 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	BOND AIR SERVICES LIMITED	

2	Date charge presented	
Date of, and parties to, the charge	It is hereby certified that the charge ① STANDARD SECURITY BY BOND AIR SERVICES LIMITED IN FAVOUR OF LOMBARD NORTH CENTRAL PLC DATED 25 JULY 2011 was presented for registration on d 2 d 8 m 0 m 7 y 2 y 0 y 1 y 1	① As described on form MG01 'Particulars of a mortgage or charge' ② Please tick as appropriate
Jurisdiction	in ② <input checked="" type="checkbox"/> Scotland <input type="checkbox"/> England and Wales <input type="checkbox"/> Northern Ireland	

3	Signature	
	Please sign the form here	
Signature	Signature ✗  ✗ FOR MORTON FRASER LLP This form must be signed by a person with an interest in the registration of the charge	

MG09

Certificate of registration of a charge comprising property situated in another UK jurisdiction



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. The contact information you give will be visible to searchers of the public record.

Contact name

CF/ASM/LO497X017

Company name

MORTON FRASER LLP

Address

QUARTERMILE TWO

2 LISTER SQUARE

Post town

EDINBURGH

County/Region

Postcode

E H 3 9 G L

Country

DX

DX ED 119 EDINBURGH

Telephone

0131 247 1000



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 shown the date of, and parties to, the charge in Section 2.
- ☐ You have declared where the charge was presented for registration.
- ☐ You have enclosed the form MG01 and a verified copy of the deed.
- ☐ You have signed the form.



Important information

Please note that all information on this form will appear on the public record.



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



FILE COPY

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

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

COMPANY NO. 3776034

CHARGE NO. 20

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A STANDARD SECURITY EXECUTED
ON 25 JULY 2011 WHICH WAS PRESENTED FOR REGISTRATION
IN SCOTLAND ON 28 JULY 2011 AND CREATED BY BOND AIR
SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM ANY OBLIGOR TO THE SECURED PARTIES
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 6 AUGUST 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 AUGUST 2011



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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