



Registration of a Charge

Company name: **CIT CAPITAL AVIATION (UK) LIMITED**

Company number: **03235833**



X72CYSM1

Received for Electronic Filing: **23/03/2018**

Details of Charge

Date of creation: **16/03/2018**

Charge code: **0323 5833 0010**

Persons entitled: **MORGAN STANLEY SENIOR FUNDING, INC (THE "COLLATERAL AGENT"). 1300 THAMES STREET, 4TH FLOOR THAMES STREET WHARF BALTIMORE, MARYLAND 21231**

Brief description:

Contains fixed charge(s).

Contains negative pledge.

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by:

CLIFFORD CHANCE LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 3235833

Charge code: 0323 5833 0010

The Registrar of Companies for England and Wales hereby certifies that a charge dated 16th March 2018 and created by CIT CAPITAL AVIATION (UK) LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 23rd March 2018 .

Given at Companies House, Cardiff on 24th March 2018

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



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

COLLATERAL SUPPLEMENT

Morgan Stanley Senior Funding, Inc., as the Collateral Agent
1300 Thames Street, 4th Floor
Thames Street Wharf
Baltimore, Maryland 21231
Attention: Christina Ames
Fax: +1 (212) 507-6680
Email: agency.borrowers@ms.com

March 16, 2018

Re: Aircraft Mortgage and Security Agreement, dated as of April 3, 2017

Ladies and Gentlemen:

Reference is made to the Aircraft Mortgage and Security Agreement, dated as of April 3, 2017 (the "Aircraft Mortgage and Security Agreement"), among the Grantors named on the signature pages thereto and the Additional Grantors who become grantors under the Aircraft Mortgage and Security Agreement from time to time (collectively, the "Grantors") and Morgan Stanley Senior Funding, Inc., as the Collateral Agent. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to them in the Aircraft Mortgage and Security Agreement.

The undersigned hereby delivers, as of the date first above written, the attached Annex I pursuant to Section 2.09 of the Aircraft Mortgage and Security Agreement.

The undersigned Grantor hereby confirms that the property included in the attached Annex constitutes part of the Collateral and hereby makes each representation and warranty set forth in Section 2.03 of the Aircraft Mortgage and Security Agreement (as supplemented by the attached Annex).

THIS COLLATERAL SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, INCLUDING ALL MATTERS OF CONSTRUCTION, VALIDITY AND PERFORMANCE.

[Signature page follows]

Very truly yours,

CIT CAPITAL AVIATION (UK) LIMITED

By:

Name: ED RILEY

Title: DIRECTOR

Acknowledged and agreed to as of the date first above written:

MORGAN STANLEY SENIOR FUNDING, INC.,
not in its individual capacity, but
solely as the Collateral Agent

By: 

Name: Chance Moreland

Title: Authorized Signatory

ANNEX I
COLLATERAL SUPPLEMENT

AIRCRAFT OBJECTS

<u>Airframe Manufacturer and Model</u>	<u>Airframe MSN</u>	<u>Engine Manufacturer and Model</u>	<u>Engine MSNs</u>
AIRBUS Model A330-200	1094	CFM International CF6-80E1A4	811540 and 811541
AIRBUS Model A321-200	3899	IAE V2533-A5	V15127 and V15113
AIRBUS Model A321-200	3916	IAE V2533-A5	V15133 and V15135