



# VA Borrower 19 1 DOCA Excluded Contracts Designation Notice

This is the Excluded Contracts Designation Notice for the purposes of, and as defined in, the Deed of Company Arrangement dated 25 September 2020 in relation to VA Borrower 2019 No. 1 Pty Ltd (**Subsidiary DOCA**).

The Deed Proponent delivers this notice to the Deed Administrators pursuant to clause 10.1 of the Subsidiary DOCA.

Capitalised terms used in this notice and not otherwise defined have the meaning given to them in the Subsidiary DOCA.

A reference to a contract in this notice is a reference to that contract as amended, supplemented, novated or restated prior to or on the date of Completion of the Subsidiary DOCA, including any amendment or supplement entered into after the Commencement Date.

This notice is divided into the following parts:

- **Part 1:** N/A
- **Part 2:** N/A
- **Part 3:** N/A
- **Part 4:**

Part 4 of this notice sets out the contracts (including any lease) relating to an aircraft leasing or financing transaction that were listed in Part 4 of Schedule 3 (Excluded Contracts) to the Subsidiary DOCA and in respect of which the relevant Deed Company has entered into an amendment agreement with the relevant counterparties, and any conditions to the effectiveness of the amendments contemplated by the amendment agreement have been satisfied (or are to be satisfied on the date of Completion of the Subsidiary DOCA).

Contracts listed in Part 4 of this notice are Aircraft Excluded Contracts under the Subsidiary DOCA, provided that any conditions to the designation of that contract as an Aircraft Excluded Contract identified in Part 4 of this notice for that contract are satisfied by no later than the date of Completion of the Subsidiary DOCA.



## Part 1

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N/A

## Part 2

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N/A

## Part 3

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N/A

## Part 4

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### **MSN 41037**

The contract described below in relation to MSN 41037 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

1. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.



**MSN 38708**

The contract described below in relation to MSN 38708 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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2. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.

**MSN 38709**

The contract described below in relation to MSN 38709 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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3. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.

**MSN 38710**

The contract described below in relation to MSN 38710 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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4. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.
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**MSN 38711**

The contract described below in relation to MSN 38711 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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5. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.

**MSN 38712**

The contract described below in relation to MSN 38712 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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6. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.

**MSN 38713**

The contract described below in relation to MSN 38713 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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7. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.
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**MSN 38714**

The contract described below in relation to MSN 38714 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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8. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.

**MSN 38715**

The contract described below in relation to MSN 38715 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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9. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.

**MSN 38716**

The contract described below in relation to MSN 38716 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castllake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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10. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.
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**MSN 38717**

The contract described below in relation to MSN 38717 is an Aircraft Excluded Contract under the Subsidiary DOCA subject to the 'Effective Date' under the Global Amending Deed in respect of eleven (11) Boeing 737-800 aircraft bearing manufacturer's serial numbers 38708, 38709, 38710, 38711, 38712, 38713, 38714, 38715, 38716, 38717 and 41037 dated 24 September 2020 between, among others, BNP Paribas (acting through its Singapore branch), VA Borrower 19 2, VAA, VAH, VAIA, VA Borrower 19 2, AS Air Lease Holdings 9T Designated Activity Company, AS Air Lease 113 (Ireland) Designated Activity Company, CLA III Investment Holding Company (Offshore) LP and Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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11. Side Letter executed as a deed by BNP Paribas (acting through its Singapore branch) as MLAB, AS Air Lease Holdings 9T DAC as original junior subscriber, AS Air Lease 113 (Ireland) Limited as related junior subscriber, VA Borrower 19 1 as previous borrower, VA Borrower 19 2 as new borrower, VAA and VAH dated 19 December 2019.
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