



# VA Borrower 19 2 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. 2 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**

Each 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 Castl lake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

1. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castl lake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.



2. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.

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3. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.

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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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5. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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6. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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7. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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8. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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9. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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10. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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11. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.

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12. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 8 January 2020.

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13. Airframe Warranties Assignment between Short Haul 16 2 as assignor, VAA as lessee, VA Borrower 19 2 as assignee and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 9 January 2020.

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14. Post-Delivery Sale with Lease and Security Letter signed by Short Haul 16 2, VA Borrower 19 2, VAA, and BNP Paribas (acting through its Singapore branch) and the Boeing Company dated 9 January 2020.

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15. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 7 January 2020.

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16. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 7 January 2020.

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**MSN 38708**

Each 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 Castlake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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17. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.
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18. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.
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19. 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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20. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.
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21. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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22. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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23. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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24. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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25. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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26. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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27. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.

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28. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 13 January 2020.

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29. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

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30. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

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**MSN 38709**

Each 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 Castlake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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31. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.

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32. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.

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33. 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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34. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.

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35. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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36. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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37. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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38. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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39. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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40. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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41. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.

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42. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 13 January 2020.

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43. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

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44. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

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**MSN 38710**

Each 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 Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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45. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlelake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.

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46. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.

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47. 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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48. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.

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49. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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50. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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51. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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52. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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53. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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54. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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55. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.

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56. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 13 January 2020.

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57. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

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58. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

**MSN 38711**

Each 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 Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.



59. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlelake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.

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60. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.

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61. 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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62. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.

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63. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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64. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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65. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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66. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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67. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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68. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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69. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.

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70. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 13 January 2020.

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71. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

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72. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.

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**MSN 38712**

Each 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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73. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castllake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.
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74. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.
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75. 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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76. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.
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77. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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78. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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79. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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80. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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81. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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82. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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83. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.
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84. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 13 January 2020.
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85. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.
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86. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 13 January 2020.
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**MSN 38713**

Each 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 Castlake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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87. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.
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88. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.
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89. 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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90. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.
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91. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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92. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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93. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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94. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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95. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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96. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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97. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.
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98. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 14 January 2020.
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99. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.
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100. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.
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**MSN 38714**

Each 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 Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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101. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlelake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.
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102. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.
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103. 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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104. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.
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105. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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106. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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107. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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108. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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109. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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110. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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111. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.
- 
112. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 14 January 2020.
- 
113. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.
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114. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.
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**MSN 38715**

Each 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 Castlelake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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115. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlelake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.
- 
116. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.
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117. 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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118. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.
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119. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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120. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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121. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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122. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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123. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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124. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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125. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.
- 
126. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 14 January 2020.
- 
127. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.
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128. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.
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**MSN 38716**

Each 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 Castlake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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129. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.
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130. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.
- 
131. 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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132. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.
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133. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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134. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
- 
135. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.
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136. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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137. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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138. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.
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139. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.

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140. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 14 January 2020.

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141. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.

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142. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.

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**MSN 38717**

Each 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 Castlake Aviation Holdings (Ireland) Limited occurring on the date of Completion of the Subsidiary DOCA.

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143. Loan Note Subscription Agreement between VA Borrower 19 2, VAA, VAH, each person listed in Part 1 of Schedule 2 therein as original senior subscribers, each person listed in Part 2 of Schedule 2 therein as original junior subscriber, each person listed in Part 3 of Schedule 2 therein as original fixed rate provider, BNP Paribas (acting through its Singapore branch) as MLAB, facility agent and registrar, BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee and Castlake Aviation Holdings (Ireland) Limited as facility manager dated 19 December 2019.

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144. Security Trust Deed between, amongst others, VA Borrower 19 2, VAA and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 17 December 2019.

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145. 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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146. Loan Note Deed Poll executed by VA Borrower 19 2 dated 10 January 2020.

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147. Senior Upfront Fee Letter for BNP Paribas (acting through its Singapore branch) from BNP Paribas (acting through its Singapore branch) and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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148. Senior Upfront Fee Letter for Goldman Sachs Lending Partners LLC, as Original Senior Subscriber from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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149. Junior Upfront Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 dated 19 December 2019.

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150. Senior Subscriber Prepayment Fee Letter from BNP Paribas and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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151. Senior Subscriber Prepayment Fee Letter from Goldman Sachs Lending Partners LLC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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152. Prepayment Fee Letter from AS Air Lease Holdings 9T DAC and confirmed and agreed by VA Borrower 19 2 and VAA dated 19 December 2019.

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153. Borrower General Security Deed signed, sealed and delivered by VA Borrower 19 2 as grantor and BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 19 December 2019.

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154. Specific Security Deed (Aircraft Mortgage and Lease Security) granted by VA Borrower 19 2 in favour of BNP Paribas (acting through its Singapore branch), not in its individual capacity but solely as security trustee dated 14 January 2020.

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155. Virgin Australia Airlines Aircraft Lease Agreement (chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.

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156. Virgin Australia Airlines Aircraft Lease Agreement (non-chattel paper) between VA Borrower 19 2 as lessor and VAA as lessee dated 14 January 2020.

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