



Walkers

Overview of Walkers Asset Finance

October 2021



Walkers Asset Finance Practice

Walkers' asset finance team offers legal and fiduciary advice in relation to asset finance transactions on a global basis. We advise on transactions involving a wide range of assets, including the sale and purchase of aircraft, ships, rolling stock, telecommunications systems and other 'big ticket' items, and have experience establishing and advising on both on and off-balance sheet vehicles.

Aviation Finance Legal Services

Walkers has a leading aircraft finance practice backed by a deep bench of aviation specialists across our global office network.

Our aviation finance team provides Bermuda, BVI, Cayman Islands, Guernsey, Irish and Jersey law advice on a broad range of aircraft finance transactions. Our team of specialist lawyers drawn mainly from the leading international law firms provide extensive experience in complex asset finance matters. We bring both onshore and offshore perspectives to asset finance deals.

Our extensive experience in the aviation industry includes:

- » Purchase and leasing transactions for both commercial and private aircraft;
- » Registration and deregistration of aircraft with the Civil Aviation Authority of the Cayman Islands;
- » PDP financing;
- » Delivery financing;
- » AFIC and export credit financing;
- » Setting up leasing platforms and aviation funds;
- » Aircraft securitisations;
- » Non-US EETC;
- » Islamic aircraft financing and sales; and
- » Financing restructuring and enforcement

Representative Experience:

- » Acting as Cayman Islands counsel on a number of loyalty programme financings including:

- » American Airlines' US\$10 billion loyalty programme financing, the world's largest financing using an airline's loyalty programme as security to date.
- » Delta Air Line's US\$9 billion loyalty programme financing
- » United Airlines' US\$6.8 billion loyalty programme financing
- » Acting for a major private jet lessor on a variety of transactions including numerous aircrafts financings, debt restructurings and general corporate matters.
- » Acting as Bermuda counsel for a private jet leasing company in connection with the leasing and registration of a Dassault Falcon 7X aircraft on the Bermuda register.
- » Acting as British Virgin Islands counsel for a major private jet lessor on an aircraft lease agreement.
- » Acting as Bermuda counsel for a Middle Eastern bank in connection with the financing of two Boeing business jet aircraft registered on the Bermuda register.
- » Acting as Cayman counsel to an export credit agency in connection with the export credit financing of CS300 aircraft.
- » Acting as Cayman counsel to the financiers in respect of the financing of the purchase of Bombardier aircraft leased to a Middle East airline.
- » Acting as Cayman counsel to the lessor in respect of PDP and delivery financing for its airline customers.
- » Acting as Cayman counsel to the financiers in connection with the change of operator in respect of a Bombardier aircraft employed in the oil and gas industry.
- » Acting as Cayman counsel on Norwegian Air Shuttle's AFIC backed-bonds financing six Boeing 737 aircraft. This was the first AFIC transaction in the Cayman Islands.
- » Acting as Cayman counsel on a number of aircraft securitizations including:
 - » MACH 1 Cayman Limited in respect of the \$477m ABS with 24 aircraft purchased from Aviation Capital Group.



- › Air Lease Corporation on Thunderbolt I, Thunderbolt II and Thunderbolt III.
- › Airborne Capital in its US\$637 million Tailwind 2019-1 and Tailwind 2019-1 USA asset-backed securitisations.
- › JP Lease's asset backed securitisation of a portfolio of 15 aircraft arranged and serviced by Stratos.
- » Acting as Cayman counsel to Carlyle Aviation on its AASET ABS platform since its inception.

Maritime Finance Legal Services

Walkers has one of the largest maritime finance practices of any offshore law firm and can field expert shipping teams across multiple legal jurisdictions.

We provide market leading expert legal advice on Bermuda, British Virgin Islands, Cayman Islands, Guernsey, Irish and Jersey law to arrangers, financiers, owners, charterers, brokers and managers active in the shipping market on a wide range of shipping, offshore vessel and yacht matters including:

- » The establishment of shipping funds and private equity lending platforms;
- » Off-balance sheet structures;
- » Joint ventures in the shipping sector;
- » Secured financings for the construction and / or purchase of private and commercial vessels;
- » Sale and purchase of vessel owning companies;
- » Shipping restructuring, enforcement and workouts;
- » Registration of vessels;
- » The registration and discharge of mortgages;
- » Deletion of vessels; and
- » Construction and financing of yachts.

Representative Experience:

- » Acting as Cayman counsel to a European Islamic bank in relation to the enforcement of Cayman vessel security, court sale and priority of maritime liens in relation to a Cayman flagged yacht.
- » Acting as Cayman counsel to a European Islamic bank in relation to the Shariah compliant financing of a 40m Princess yacht.
- » Acting as Cayman counsel to the owners of a yacht owning company in relation to the migration out of the Cayman Islands.
- » Acting as Cayman Islands counsel to a private equity joint venture ship finance lending platform in its establishment and lending deals structured through Cayman Islands vehicles.
- » Acting as Bermuda counsel to a syndicate of nine international banks in relation to a US\$684.5 million non-recourse project loan facility to BW Gas JuJu LNG Limited, a joint venture partnership between BW Group and Marubeni.
- » Acting as British Virgin Islands counsel to China Development Bank in connection with the financing of crude carriers.
- » Acting as British Virgin Islands and Cayman Islands counsel to DVB Group Merchant Bank Ltd. in the refinancing of shipping sector debt.
- » Acting as Cayman Islands counsel to Carlyle in connection with its investment in Interlink Maritime Corporation.
- » Acting as Cayman Islands counsel for Oaktree Capital Management in relation to its investment in General Maritime Corporation.

Widely acknowledged as a dominant Cayman firm, regularly taking lead roles on some of the highest profile matters in the jurisdiction.

Chambers



Professional Services

Walkers Professional Services provides specialised corporate, fiduciary and administration services to SPVs that participate in all forms of asset finance transactions.

Walkers Professional Services (WPS) has a dedicated asset finance director bench and professional services team located in Cayman, Dubai & Ireland allowing for full time zone coverage to Walkers' clients. Each director has been handpicked on the basis of their industry experience and background.

Our team consists of professionals with legal, accounting and tax backgrounds who have extensive knowledge and experience of different financing and leasing structures which enables a quick turnaround on documentation. Their work does not end at the closing of a transaction and the team is well equipped to support clients through the life of a deal.

WPS' core fiduciary services include:

- » Providing experienced independent directors;
- » Providing registered office services;
- » Maintaining the company's minute book, statutory registers and other corporate records;
- » Acting as share trustee on "orphan" and off-balance sheet structures;
- » Acting as agent for service of process in the Cayman Islands;
- » Ensuring compliance with corporate governance standards and industry best practice;
- » Accounting services;
- » Cape Town registration services;
- » FATCA/CRS compliance and reporting;
- » Preparing and maintaining beneficial ownership registers;
- » providing standalone share trustee services to hold the voting shares of funds and other vehicles, including by way of charitable trusts and STAR trusts;
- » preparing financial statements (through our partnership with Walkers Professional Services Ireland); and
- » Assisting with liquidations following the end of a transaction.

Managing Agent Services

As well as our general services, WPS offers managing agent services for aircraft and aircraft engine securitizations through WPS Ireland.

Our securitization managing agent services include:

- » Bank account management and calculation agent services;
- » Accounting services and assistance with budgets;
- » Monitor and report on the performance of service providers' compliance with agreement;
- » Prepare and coordinate reports to investors; and
- » Coordinate board meetings, prepare and collate board papers and draft board minutes.





Walkers Global Services Overview

Walkers is a leading international law firm. We provide legal, corporate, compliance and fiduciary services to global corporations, financial institutions, capital markets participants and investment fund managers. Walkers comprises highly qualified and experienced lawyers, many with international experience in major global law firms, who are held in high regard by clients for their ability to deliver innovative legal advice.

Walkers is consistently ranked in the top tier of the leading global legal directories. Recognised for being a 'dynamic team that is very user friendly', a regular comment by clients is that Walkers is the "go-to" firm for offshore legal advice.

Walkers is a member of the independent law firm network Lex Mundi and one of the founding members of the International Financial Centres Forum (IFC Forum).

Laws Practised

Bermuda Law, British Virgin Islands Law, Cayman Islands Law, Irish Law, Guernsey and Jersey (Channel Islands) Law.

Core Practice Areas

Corporate, Finance, Investment Funds, Private Equity, Insolvency & Dispute Resolution, Regulatory & Risk Advisory and Private Capital & Trusts.

Our Global Locations

With over 900 staff, including over 500 fee earners, across ten offices, covering six time zones, Walkers is well-positioned to provide time zone friendly service to its clients.





Key Contacts

Aviation Finance



James Burch, Partner

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James Burch joined Walkers' Cayman Islands office in 2015 where he is a partner in the Global Finance and Corporate Group. James specialises in debt capital markets and structured finance with extensive experience in CLO's, securitisation and secured note programme structures as well as bespoke structured products. James also advises on a variety of banking and finance transactions including leveraged and acquisition financing, fund subscription financings and general secured lending.

James regularly acts for asset managers, leading investment banks, financial institutions, public and private companies and leading on-shore law firms advising on a variety of finance transactions.



Joanne Ziegler, Partner

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Joanne Ziegler is a partner in the Finance & Corporate Group at Walkers in the Cayman Islands office.

She specialises in structured finance transactions and has extensive experience in CDO/CLO and other securitisation transactions, including restructurings and re-financings, CRE CDOs, middle-market CLOs and NIM transactions. Joanne also advises upon a wide variety of corporate, banking and regulatory matters, including venture financings and CSX listings.



Sarah Humpleby, Senior Counsel

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Sarah Humpleby joined Walkers' Cayman Islands office in 2018 where she is Senior Counsel in the Finance and Corporate Group. She specialises in all aspects of asset finance with a particular focus on aviation.

Sarah has extensive experience in aircraft and ship financing transactions for a full range of clients across the industry, including major operating lessors, aircraft/ship owners, financiers, airlines and operators. She works closely with leading on-shore law firms advising on a variety of transactions including securitisations and ABS transactions, establishment of joint venture vehicles, PDP and delivery financing and leasing for both private and commercial aircraft, commercial vessel and yacht acquisitions and financings, export credit supported financing, sale and leaseback transactions, loyalty programme financings, EETCs and distressed matters including repossessions, restructurings and transitional aircraft registrations.



Maritime Finance



David Collins, Partner

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David Collins is a partner in Walkers' Finance & Corporate Group and is based in the Cayman Islands office. He has extensive experience advising financial institutions, hedge funds, private equity funds, multinational corporations, issuers and institutional investors on complex finance and corporate transactions. His finance experience includes bilateral and syndicated lending, acquisition financings, investment fund financings, derivatives, corporate financings, margin lending, repackaging and other structured transactions. David also has significant expertise advising on corporate matters, including mergers and acquisitions, joint ventures, preference share issues, corporate restructurings and investment fund downstream activities.



Liam Woodward, Associate

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Liam Woodward joined Walkers' Cayman Islands office in 2019 where he is an associate in the Finance and Corporate Group. Liam specialises in asset finance with a particular focus on ship finance and aviation finance.

Liam advises on matters of Cayman Islands law and regularly acts for multinational banks, owners, lessors and funds, advising on a variety of complex financing structures and sale and purchase transactions in relation to both commercial and private vessels and aircraft. Having worked in the Caribbean, Europe and the Middle East, Liam has a breadth of knowledge and experience working with clientele in a wide range of jurisdictions.

Professional Services



Nicholas Swartz, Director

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Nic Swartz is a director at Walkers Professional Services in the Cayman Islands where he is the head of the Fiduciary team.

Nic acts as director on several structured finance special purpose vehicles and his experience includes a portfolio of funds, asset finance and structured finance vehicles, including BSL and middle market CLOs, CRE CLOs, TRS vehicles, risk retention financing vehicles, green bond and PACE Issuers, and various bespoke structures. He meets regularly with asset managers, banks, counsel and trustees to help clients navigate the everchanging regulatory environment. Nic is well-versed in Cayman Islands Companies Law and corporate governance regulations.



Elaine Anderson, Senior Vice President

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Elaine is a Senior Vice President at Walkers Fiduciary Limited where she acts as a director on SPVs involved in asset and structured finance transactions. Elaine was a member of the finance and corporate legal team in Walkers' Cayman prior to joining Walkers Fiduciary Limited and she has extensive experience in a broad range of finance and corporate matters.

Elaine specialises in aircraft and other asset finance transactions and works with a range of financial institutions, export credit agencies, leasing companies, manufacturers and operators. Elaine joined Walkers' Cayman Islands law office in 2013 where she worked in the Corporate and Finance Group. She moved across to Walkers Professional Services as Vice President of Fiduciary in 2016.



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