

# Global aircraft trading system (GATS) - preparing to go live

Modernising aircraft transfers



#### Why is GATS important?

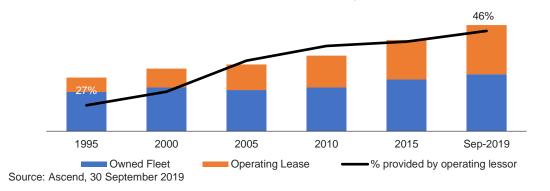


- 96% growth in new aircraft deliveries between 2000-2018; expected to rise by 31% over the next two years
- Installed fleet likely to double over the next 20 years
- Lessor market share has grown almost 20 percentage points to 46% over the last 20+ years
- c.35% of new aircraft deliveries traded via sale and leaseback
- Secondary market trades understood to exceed 1,000 per year

#### >22,000 new aircraft delivered since 2000

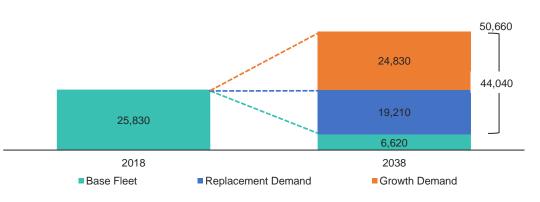


### Operating lessors' share has grown significantly over the last 20+ years



#### >44,000 new aircraft needed over the next 20 years

Number of aircraft



Source: Boeing CMO 2019-2038



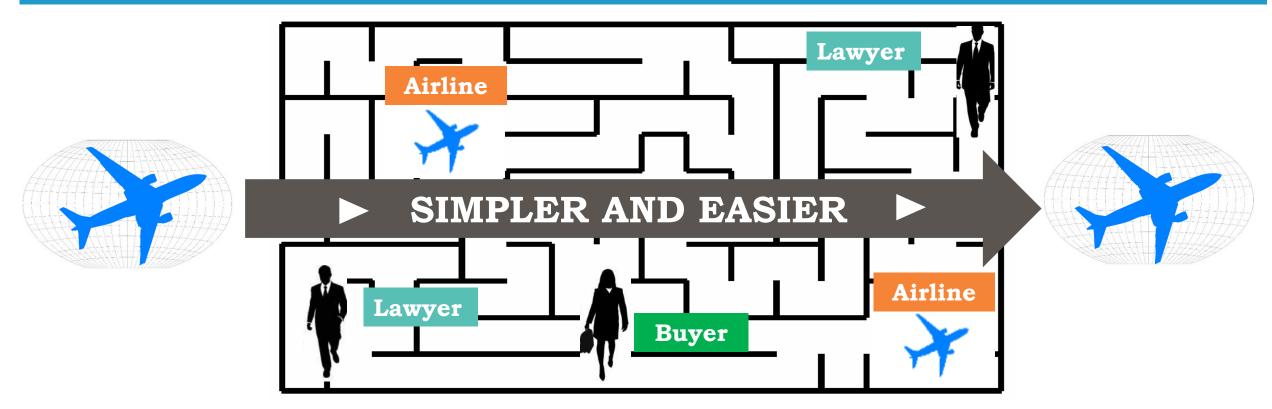
# How has AWG worked to improve aircraft ownership transfers?



### Aircraft Ownership Transfers

Standard Novation Forms

Global Aircraft Trust System (GATS)









- Initial transactions using GATS transitional forms have been completed
- Over a dozen airlines have signed GATS-compliant leases, from Asia-pacific, Europe, North America, Middle East, and Latin America
- Many other airlines, across all regions, in final assessment and expected to be supportive
- Nearly 100 GATS trust numbers already requested and allocated by the GATS system
- FAA opinion confirming compliance of the GATS forms with US federal law and FAA requirements
- GATS forms are compliant for use in ABS
- User testing of beta version of GATS begins in January 2020
- Simulated Transaction Period 1-31 March 2020







#### What is GATS?

- A global aircraft trading system developed by the Aviation Working Group
- Fully electronic, with e-signatures, e-delivery of documents, and use of a secure e-ledger to record transactions
- Makes the buying, selling, and financing of aircraft and engines on lease simpler and more efficient
- Reducing touch points with, and burdens on, airlines while enhancing their lease rights and protections
- Future electronic applications of GATS platform to include subleasing approvals and other functions directly beneficial to airlines





#### How does GATS work?

- Each aircraft is owned by a trust created online in a US, Irish or Singapore branch. Trust structures have been used for decades covering a substantial part of the industry, and have proved efficient
  - The trusts are designed to be transparent for tax purposes, though transactional advice on that is required
- Sales of aircraft equipment are effected by an electronic transfer of the beneficial interest in a trust rather than a metal transfer, leaving the lease and other basic transaction documents in place
  - No need for a lease novation, thus significantly reducing time and cost burdens
- Select transfer and related documents are standardized, simple, and executed and delivered electronically
  - Lease documents not effected (form of transfer clause suggested, as negotiated by parties)
  - Conditions to transfer are as negotiated and are not standardized
- Any 'advanced requirement' to a transfer or financing, agreed between the airline and its lessor, may be integrated into an electronic GATS transaction, preserving all rights and protecting all parties
- Voluntary system open to all industry players

### GATS Support





- The GATS Platform will have a Legal Advisory Board and a Tax Advisory Panel each formed under the auspices of the Aviation Working Group.
- The GATS Platform Legal Advisory Board functions are to:
  - > assist and advise on queries related to GATS platform
  - > suggest modifications to informational and educational materials on the platform
  - > provide general assistance and advice relating to GATS matters and its platform
- All work of the GP-LAB is purely advisory in nature and not transaction-specific. AWG may accept or follow the foregoing or not in its sole discretion
- The initial administrator of the GP-LAB is Dominic Pearson of WFW

**A&L Goodbody** 

Milbank

**ALLEN & GLEDHILL** 



### GATS Support



- The GATS Platform Tax Advisory Board functions are to:
  - > assist and advise on general tax issues related to GATS platform
  - > ensure a consistent view on core taxation items, for AWG's general planning relating to the Platform and for the benefit of the industry
- All such work is purely advisory in nature and not transaction-specific.
   AWG may accept or follow the foregoing or not in its sole discretion.
- The initial chair of the GP-TAB is Tom Woods, and its initial administrative coordinator is Joe O'Mara, each of KPMG. That firm is the first member of the GP-TAB. Other major firms will be invited to join the GP-TAB prior the its effective date of 1 March 2020.
- Each of the GATS Advisory Boards is coordinated by an administrative Coordinator appointed by AWG.









#### **Documentation**

- Best in class mechanical instruments
- No edits permitted
- Greater transparency
- Feedback on exposure drafts
- Rating Agency compliant for use in ABS
- Reflect FAA requirements
- No standardisation of lease agreements or finance documents





#### **Platform**

Timing on track to meeting original estimates

02

'Go live' at 11:59pm (GMT) on 31 March 2020

Mock- up version being tested by GATS Legal Advisory Panel

04

Beta version to be tested by expanded group of industry professionals in January / February

05

Simulated Transaction period in March 2020



#### Getting GATS-ready / migration of pre-GATS trusts

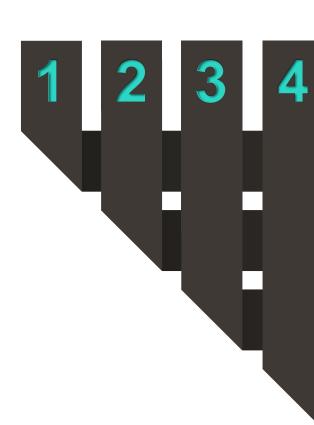
- Updates to precedent form Lease Agreements
- Examining portfolio to identify good candidates for GATS
- Transfer of off-lease and new delivery aircraft into trusts
- Use of Transition Period GATS Form instruments
- Reservation of Unique Identification Numbers (UINs)
- Migration of existing trusts into GATS Trusts
  - > Transition Period GATS Form trusts or any other existing trust
  - > GATS specifically designed to accommodate migration
  - > Migration Fee is 50% lower than Establishment Fee
- GATS-ready leases entered into by SMBC Aviation Capital







#### **Airlines**



Over a dozen airlines have signed GATS-compliant leases

Many other airlines expected to be supportive

Addressing items which have been raised by airlines

Benefits, future uses and features attractive to airlines





#### Tax

01

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Core tax features of GATS Trusts (tax depreciation, tax treaties, transfer taxes) 02

OECD submission seeking authoritative support of fiscal transparency of trusts 03

4000000 MINUS

Update on KPMG global tax analysis for AWG







Global recognition of trusts

Cape Town Convention jurisdictions

AWG addressing the few major leasing and financing jurisdictions where not recognised







#### Simulated Transaction Period 1-31 March 2020

01

Commences on 1 March 2020

02

GATS Platform available to create 'fictional' transactions 03

ARTHUR MARKET

Opportunity to get comfortable with look and feel before effecting transactions

**)4** 

Helpdesk function available

#### Fees

Designated Transaction	Platform Fee	Trustee Fee**
Establishment/Migration of a GATS Trust	2500 (1250 for migration)	0
Annual fee	0	2,500
Beneficial Interest Transfer	2500	1,500
Beneficial Interest Transfer (Partial)	1250	
Beneficial Interest Transfer (Residual)	1250	
Successor Trustee Transaction	500	
Permitted Amendment (Trust Instrument)	0	
Trust branch Transfer	500	
Termination of a GAT Trust	500	2,500 (only if before 5 <sup>th</sup> anniversary)
Security Interest Grant	500	2,000*
Security Interest Transfer	500	
Permitted Amendment (Security Instrument)	0	
Permitted Amendment (Security Instrument (Version upgrade)	0	
Security Interest Release	500	
Security Interest Release (Partial)	500	
Unilateral Notice of Non-GATS Security Interest Release	250	



\* If materially more work is required than customarily required in similar transactions, the GATS Trustee and Beneficiary may agree a separate fee.

\*\* Any Designated
Transactions not listing a
Trustee Fee are for the
GATS Trustee and
Beneficiary to agree.





#### **Step 1 – Individual Identity Verification**

- In order to create a user account, an individual must first have completed a one-time\* identity verification process
- Identity verification is a two-step process using a newly developed app:
  - 1) take a photograph of your passport or other government issued photo I.D.
  - 2) take a 'selfie'
- The GATS Platform uses face recognition technology to verify
- Once verified, the individual signs-up the GATS Platform's terms of use
- The GATS Platform then issues the user with a unique digital certificate

\*Please note that annual updates of this identity verification will be required.



#### Step 2 – Application to become a GATS Entity

- Through the GATS Platform, an entity can apply to become a GATS Entity
- The GATS Platform prompts the applicant to provide certain information including:
  - 1) Name of the entity applying to become a GATS Entity
  - 2) The type of GATS Entity it wishes to become (GATS Participant/GATS Trustee/GATS Professional User Entity)
  - The names of its 'Administrators' (at least two) each of whom has completed the identity verification process
  - 4) If the entity is applying to become a GATS Participant (i.e. a leasing company or a bank), the name of the GATS Trustee who will 'clear' it
- The applying entity needs to be 'cleared' for KYC and other purposes by either the relevant GATS Trustee or AWG (as applicable)
- Once cleared, the applicant signs-up electronically to the GATS e-Terms through one of its Administrators
- The entity then becomes a GATS Entity and will appear on the e-Ledger











#### Step 3 – Edits to GATS Entity profile

- Once an entity has been established as a GATS Entity, any administrator can edit the profile to add or remove Administrators, Signatories and/or Users (each of whom must have first completed the individual identity verification process)
- A GATS Entity can have up to 99 Administrators but must have at least 2 in order to effect any Designated Transactions
- Administrators are permitted to:
  - add/remove other Administrators, Signatories and/or Users
  - execute GATS Instruments
  - release signatures from escrow and manage Advance Requirements
- Signatories are permitted to:
  - execute GATS Instruments
  - release signatures from escrow and manage Advance Requirements
- Users are permitted to:
  - release signatures from escrow and manage Advance Requirements

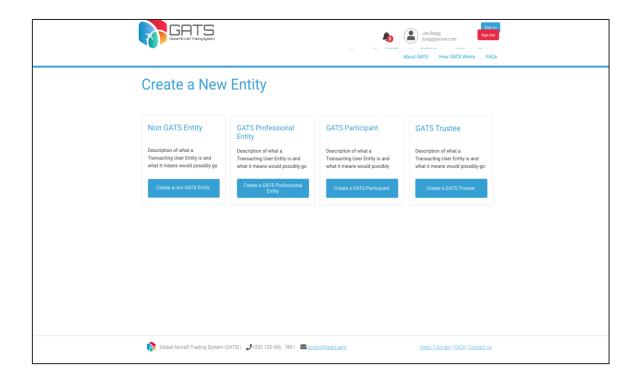


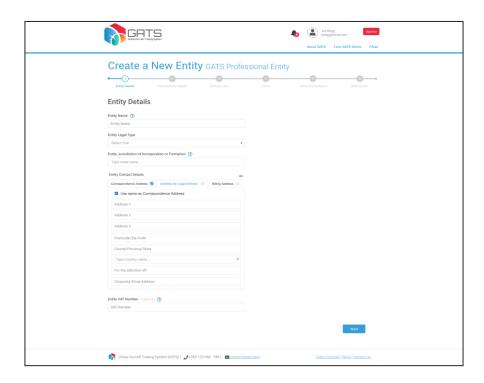


#### **Step 4 – Appointing a GATS Professional Entity**

- A GATS Professional Entity (e.g. law firm) can be created on the GATS Platform
- Must be 'cleared' by a GATS Trustee, GATS Participant or AWG
- Like other GATS Parties, GATS Professional Entities will have Administrators, Signatories and Users associated with them
- GATS Professional Entities can act as Escrow Coordinators on any Escrow Facility
- Any GATS Entity can add a GATS Professional Entity as its Administrator, Signatory and/or User if it so choses
- If a GATS Professional Entity is appointed as an Administrator of another GATS Entity, each Administrator of that GATS Professional Entity will be permitted to act as an Administrator of the appointing GATS Entity
- GATS Professional Entities are appointed on a <u>per GATS Entity basis</u> and not per piece of aircraft equipment (distinguished from PUE on the IR)\*

\*May develop further









#### **Step 5 - Controlled Entities**

Similar to the IR, the GATS
Platform permits a streamlined
process for appointing SPC
subsidiaries as controlled entities

02

This feature is available only to GATS Participants and not to GATS Trustees or GATS Professional Entities

03

The relevant GATS Trustee still needs to 'clear' each subsidiary (KYC etc.)

04

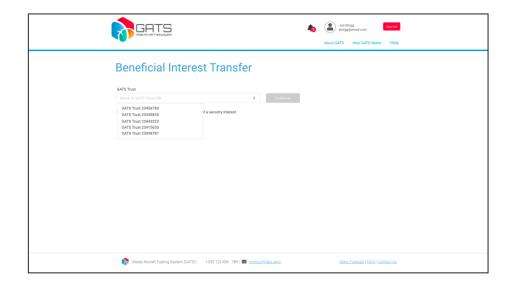
The parent company's
Administrators, Signatories and
Users are automatically inherited
by the controlled entity

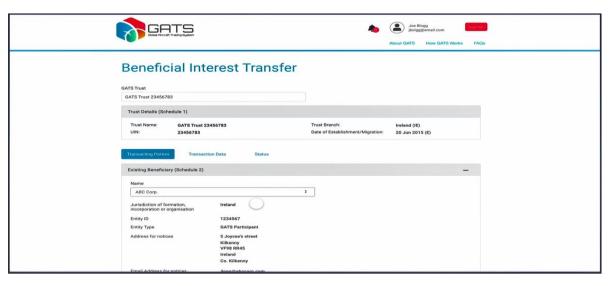




### Populating a GATS Instrument

- Select the type of Designated Transaction to be effected
- If creating a new GATS Trust, select the GATS Participant and the GATS Trustee
- If working on an existing GATS Trust, find the relevant GATS Trust by name or Unique Identification Number (UIN)
- Select the parties to the Designated Transaction from a dropdown list of GATS Parties



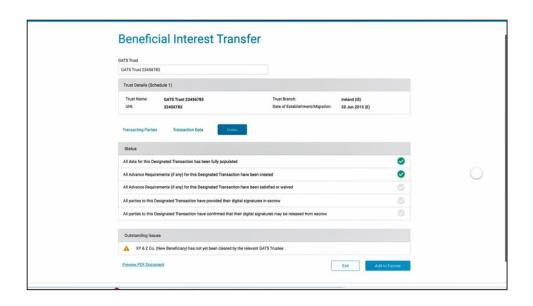






### Populating a GATS Instrument

- GATS Platform tracks status of Advance Requirements
- Through an Administrator or Signatory each party signs digitally <u>in escrow</u>
- Each digitally signed counterpart is held in an Escrow Facility pending closing





### Using an Escrow Facility

- Every Designated Transaction (DT) is effected through the GATS Platform using an Escrow Facility
- Any GATS Entity (a GATS Participant, a GATS Trustee or a GATS Professional Entity) can act as Escrow Coordinator
- The Escrow Coordinator:
  - > creates the Escrow Facility
  - > is authorised to act as such by each transacting GATS Entity being notified by the Escrow Coordinator of its identity and role and subsequently electronically executing its signature page
  - > populates and orders each Designated Transaction in the Escrow Facility
  - > monitors the progress and status of the Escrow Facility
  - releases signature pages and is responsible for all DTs in the Escrow Facility going live
- Advance Requirements (ARs) are <u>not</u> visible to Escrow Coordinator, but only visible to, for each Designated Transaction, the AR Organiser, the AR Beneficiary and any AR Observer







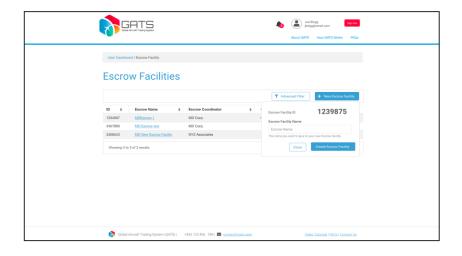
## Using an Escrow Facility



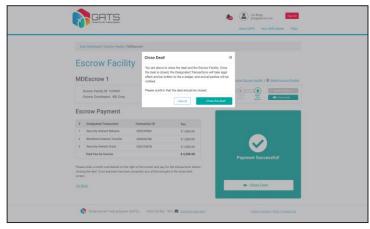


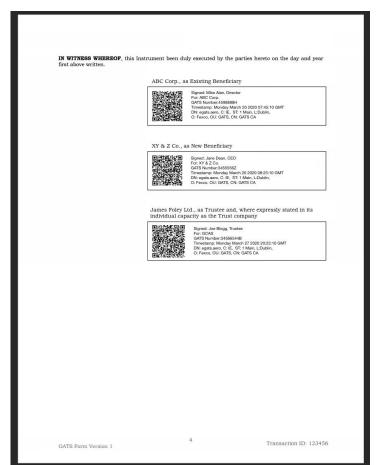
Steps to creating an Escrow Facility			
Steps 1	<ul><li>Escrow Coordinator:</li><li>Populates each Designated Transaction (DT)</li><li>Orders or re-orders DTs as required</li></ul>		
Steps 2	<ul> <li>Each transacting GATS Entity and each AR Organiser notified of Escrow Facility</li> <li>Pre-populated Advance Requirements (ARs) added automatically</li> <li>AR Organiser for each DT any additional ARs</li> </ul>		
Steps 3	<ul> <li>Each transacting GATS Entity:</li> <li>Electronically executes each document</li> <li>Electronically consents to release of its signature page</li> <li>(Both actions can be done together or sequentially)</li> </ul>		
	Each AR Beneficiary confirms satisfaction of its ARs		
Steps 4	Escrow coordinator releases signature pages / DTs effective / entry onto e-Ledger		

### Using an Escrow Facility









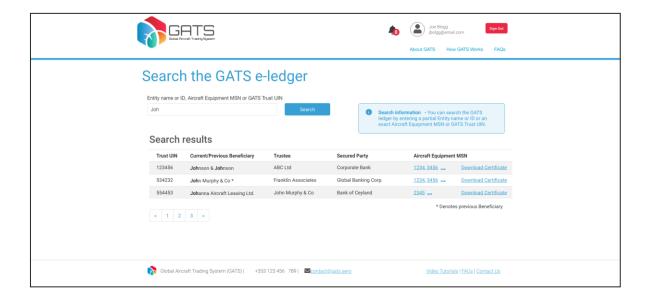
#### Search Function





- Any person with a GATS account can search the e-Ledger
- Do not need to have completed the identity verification process to open a GATS account
- In order to open a GATS account, an individual is required to provide certain information, including:
  - > name
  - > email address
- The e-Ledger can be searched by:
  - ➤ GATS Trust Unique Identification number
  - aircraft equipment MSN (exact matches only)
  - > the name of the current (or any previous) GATS Participant who is or was the beneficiary of a GATS Trust
- For a fee, the GATS Platform will issue a search certificate describing every DT effected in relation to that GATS Trust

#### Search Function













Certificate Number: 134568

Issued by the Global Aircraft Trading Syste (GATS) platform



Summary of GATS Trust UIN: 123456

Trustees: ARC, Ltd

Johnson & Johnson, XY & Z (Previous),

Aircraft Equipment: MSN 2346, Airbus A320, EI-3455 (IE) AA

ESN 3459, RollsRoyce SPEY 512, Linked to MSN 2346 ESN 4599, RollsRoyce SPEY 512, Linked to MSN 2346 ESN 4234, RollsRoyce SPEY 512, AE

13th August 2010 at 14:34:33 GMT	File Number:1234567
Trust Creation/Migration	
Type: Trust Name: Trustee: Beneficiaries: Aircraft Equipment	Establishment of trust UIN 123456 under IE trust branch. Af Torst Ltd. AGO Ltd. XY 6 Z MSN 226A Arbun A520, E19455 (EE) AA, ESN 3459, Rollsfloyce SPEY S1Z, Linked to MSN 2346, ESN 4599, Rollsfloyce SPEN 352, Linked to MSN 2346.

Beneficial Interest Transfer	
Type: Fractional or Partial Interest: Existing Beneficiary: New Beneficiary: Ownership of Alicraft equipment representation: Permitted Encumbrances:	Beneficial Ownership Transfer 100%. X7 6. Z. Johnson B. Johnson Representation and warranty in section 123456 DOES NOT APPLY. Name condimenture, Iovern ut displays fermentum, purus nulla ports metus, et vehicula velit lectus at lectus.

21th May 2014 at 14:34:33 GMT File Number:123		
	Amendment	
	Type: Previous Aircraft Equipment:	GATS Amendment MSN 2346, Airbus A320, E13455 (IE) AA, ESN 3459, Rollsfloyce SPEY 512, Linked to MSN 2346, ESN 4599, Rollsfloyce SPEY 512, Linked to MSN 2346, ESN 4234, Rollsfloyce SPEY 512, AE
	New Aircraft Equipment:	MSN 2346, Airbus A320, EI-3455 (IE) AA, ESN 3459, RollsRoyce SPEY 512, Linked to MSN 2346, ESN 4599, RollsRoyce SPEY 512, Linked to MSN 2346, ESN 4234, RollsRoyce SPEY 512, AE

04th July 2019 at 14:34:33 GMT	File Number:1234345
Release & Discharge	
Type:	Release & Discharge
Fractional or Partial Interest:	100.00%
Named Parties:	Morbi a nisi malesuada, porttitor sapien eu, finibus mauris.
Holder of the pre-existing right of Nam condimentum, lorem ut dapibus fermentum, purus nulla porta metus, et vehicula velit lectus at lectus.	
Right to discharge holder:	Donec vitae magna sed justo vulputate

#### End of List

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Phasellus magna enim, viverra non pretium ac, viverra ac lacus. Fusce vehicula efficitur aliquam. Maecenas tristique nibh in gravida suscipit. Nunc id enim vel leo exismod placerat. Proin ut est arcu. Donec elementum orci massa, et commodo felis faucibus nec. Aliquam ut tempus dui, ut vehicula velit. Mauris a sodales felis. Nulla ultricies, purus iaculis eleifend bibendum, sapien ex laoreet nisi, vel posuere velit enim id odio. Nullam dui turpis, eleifend quis nisl id, mollis euismod mi.

#### Name Change History

Entity Reference	Old Name	New Name	Date changed on GATS
4560987	ACC Co Ltd	XY & Z	02-Apr-2014
1238799	Wilson & Stanley Assoc.	Johnson & Johnson	05-Apr-2015
2349877	Astrad Leasing	AA Airline Leasing	12-May-2017

This document has been digitally signed by the GATS Platform and the signature has been filed.



