



Amanda L. Darling

Partner

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OVERVIEW

Amanda Darling is a partner based primarily in the firm's Charleston office. For more than a decade Amanda's practice has focused on asset and project finance (with an emphasis on aircraft and shipping). Amanda has represented a broad range of clients such as leasing companies, trading houses, airlines, shipping companies, borrowers, international banks, and financial institutions and has a wealth of experience working on cross-border transactions.

Amanda may render professional legal advice on the law of England and Wales. However she may not render advice with respect to the law of the State of New York, State of South Carolina, any other state of the United States or the District of Columbia, United States.

Amanda is licensed as a Foreign Legal Consultant in South Carolina.

PROFESSIONAL BACKGROUND

Prior to joining K&L Gates, Amanda worked in the asset finance and project finance practices of global law firms in Tokyo, Singapore, and London. She has experience drafting, negotiating, and reviewing documentation in connection with financing, security, intercreditor arrangements, shipbuilding contracts, common terms agreements, purchase agreements, aircraft component financing and leasing, charters, O&M contracts, portfolio purchases, and leasing in support of the aviation and shipping industries. She also has experience assisting lenders, lessors, lessees, owners, airlines, shipping companies, and energy providers on a range of financing, leasing, sale and purchase and restructuring transactions.

ACHIEVEMENTS

- Listed as a "Rising Star" in 2017 by *AirFinance Journal*
- Listed as a JOLCO specialist in Japan by *Asia-Pacific Legal 500 Directory 2018*

PROFESSIONAL / CIVIC ACTIVITIES

- Queensland Law Society
- Law Institute of Victoria
- England and Wales Law Society

EDUCATION

- Graduate Diploma in Legal Practice, College of Law, Sydney, 2009
- LL.B., Queensland University of Technology, 2008
- B.S., Deakin University, 2003

ADMISSIONS

- Licensed in South Carolina as a Foreign Legal Consultant
- Not Admitted in New York
- Not Admitted in South Carolina
- Solicitor of the Senior Courts of England and Wales
- Supreme Court of New South Wales
- Supreme Court of South Australia

THOUGHT LEADERSHIP *POWERED BY HUB*

- August 2018, Cleared for Landing (*Alerts/Updates*)

OTHER PUBLICATIONS

- “Drone Operations Near U.S. Airports and Commercial Aircraft,” *New York City Bar - Committee on Aeronautics Newsletter* Volume 2, No. 4, Spring 2018

NEWS & EVENTS

- 1 July 2020, K&L Gates Aviation Finance Practice Recognized with Multiple Deal of the Year Honors During *AirFinance Journal Awards (Rankings & Recognitions)*
- 2 March 2018, K&L Gates Names 34 New Partners Across Global Platform (*Press Release*)

AREAS OF FOCUS

- Aviation Finance
- Maritime

INDUSTRIES

- Aviation
- Transportation and Logistics

REPRESENTATIVE EXPERIENCE

- Assisted an Irish leasing company backed by a Korean Investor Fund with the purchase, finance and leasing of one Boeing 777-300ER on lease to Air Canada. The financing was provided by Nonghyup Bank, Kookmin Bank and CMIG Aviation Capital Holding Ireland DAC through a series of Junior and Mezzanine Notes and a Senior Loan.
- Represented a Japanese trading company in a joint venture with a Japanese constructor to purchase an LNG vessel from said constructor for charter to a Spanish utility. Retained to complete the negotiation of project and finance documents for construction, chartering, management, ownership, and financing of the vessel.
- Represented Kawasaki Kisen Kaisha and their joint venture partner Chubu Electric in the formation of a joint venture to acquire, own, operate and charter two (2) newbuild LNG ships and project financing of their acquisition. The representation included negotiating the Shipbuilding Contracts, negotiating and drafting the Bareboat Charter Agreements, Corporate Service Agreements, Ship Management Agreements, Technical Services Agreements, and the entire suite of financing documents including, but not limited to the Common Terms Agreement, Commercial Loan Agreement, JBIC Loan Agreement, Deeds of Covenant, Share Mortgages, Account Charges, and Insurance Assignments.
- Represented Yamasa Sangyo with the financing of a container vessel m.v. "OOCL KOREA" using a Japanese Operating Lease (JOL) structure on charter to Orient Overseas Container Line.
- Represented Seaspan International in a JOL financing of four (4) container vessels each on an eight year Time Charter to MOL
- Assisted MCAP Europe with the financing of three (3) A320 Aircraft under the JOLCO structure on lease and sub-lease across the Asia Pacific region.
- Represented as preferred Lender counsel to ANZ Bank, Commonwealth Bank of Australia, Development Bank of Japan, The Bank of Tokyo Mitsubishi for financing of A320s and ATR Aircraft to Air New Zealand under the JOLCO structure
- Advised CIT on a transaction for a new Airbus A320 Aircraft registered Japan and leased to Skymark subject to a conditional sale arrangement.

- Represented a large Japanese corporate with respect to the purchase, finance, and JOLCO leasing of two (2) Boeing 737-800 aircraft on lease to China Southern Airlines. The syndicate of lenders was led by BNP Paribas, Tokyo who also acted in the capacities of Mandated Lead Arranger and Facility Agent and BNP Paribas, Singapore acted in the capacity of Security Trustee.
- Represented a Chinese based company to purchase, finance and lease two (2) Airbus A330 aircraft on lease to China Airlines Limited. BNP Paribas, Singapore acted in the capacity of Senior Lender, Senior Swap Bank, Agent, and Security Trustee.
- Represented a syndicate of lenders, led by BNP Paribas, Singapore for the JOLCO financing of three (3) A320 Aircraft to ICBC Leasing on long-term lease to the Garuda Indonesia group
- Represented BNP Paribas, Paris in the capacities of Security Trustee, Facility Agent, ECA Agent and French Lender; BNP Paribas, London in the capacity of British Lender, BNP Paribas, Frankfurt in the capacity of German Lender and BNP Paribas Bank & Trust Cayman Limited in the capacity of Trustee in relation to the termination, release, and unwind of the financing for one (1) Airbus A340-600 aircraft on lease to China Eastern Airlines, with export credit backing.
- Represented a syndicate of lenders, led by BNP Paribas, Singapore for the JOLCO financing of three A320 Aircraft to ICBC Leasing on long-term lease to the Garuda Indonesia group, this transaction was awarded Global Transport Finance's "Aircraft Leasing Deal of the Year 2014 - Asia."
- Represented Minsheng Commercial Aviation Limited with two (2) separate aircraft portfolio purchases across multiple jurisdictions, we provided support from the due diligence phase through to closing the sale and purchase and post-closing financing. One of the deals was named "China Deal of the Year" which was awarded by AirFinance Journal in 2014.
- Assisted Hanshin Juken Co., Ltd. as buyer's/borrower's counsel with the purchase, financing and JOL leasing of one (1) Boeing 737-800 aircraft with MSN 44423. The aircraft is on lease to Oman Air SAOC
- Assisted MUFG Bank, Ltd. as lender's counsel with the purchase, finance and JOL leasing of two (2) Boeing 777-300ER aircraft with MSNs 41073 and 42319. The aircraft are on lease to Emirates.
- Assisted Yoshino Gypsum Co., Ltd. as buyer's counsel with the purchase, finance and JOL leasing of one (1) Airbus A320-216 with MSN 8317. The aircraft is on lease to AirAsia Berhad.
- Represented a Japanese based operating Lessor in relation to two (2) JOLCOs involving Pegasus Airlines. This was the first JOLCO for Pegasus and was named "Aircraft Lessor JOLCO Deal of the Year" at the Global Transport Finance Awards in 2016.
- Assisted IBJ Leasing Co., Ltd. as lender's counsel with the loan repayments and security release of one (1) Boeing 737-800 aircraft with MSN 29650 on lease to Transavia France S.A.S.
- Assisting Deutsche Bank AG, Tokyo Branch with a loan extension and partial security release in connection with one (1) Boeing 737-800 Aircraft with MSN 37253 on lease to the TUI Group.
- Assisted Deutsche Bank and BOT Lease Co., Ltd. as lenders' counsel with the loan repayment and security release of one (1) Boeing 737-800 aircraft with MSN 37247. The aircraft is on lease to TUIfly.

- Acting for Deutsche Bank AG in relation to the JOLCO finance of two (2) Boeing 737-800 aircraft on lease to a subsidiary of Financial Products Group and subleased to TUIFly GmbH
- Represented TCC as junior lender with respect to a portfolio purchase and financing transaction between AerCap (as seller and continuing servicer) and subsidiaries of DVB and KKR. The syndicate of senior lenders were lead by BNP Paribas, Paris. The portfolio comprises aircraft on lease to the following airlines: Norwegian Air International, Westjet, Air Europa, KLM, Air France, Nouvelair, Aerolineas Argentinas, Aegean, Free Bird, T'Way, Garuda Indonesia, Finnair, Air Berlin, Air Transat, Royal Jordanian, SwissAir, Brussels Airlines, Boliviana, Xiamen Airlines, P.T. Sriwijaya Air, Comair, Iberia, TAME, Air Asia, Jet2.com, VECA, Hainan Airlines, and EuroAtlantic.
- Represented Tokyo Century Corporation (formerly Century Tokyo Leasing Corporation) ("TCC") as senior lender to a US-based Borrower in connection with Boeing 777 Components on lease to LATAM. The transaction was the first Component Financing in South America and is backed by a Letter of Credit issued by Deutsche Bank AG, New York Branch.
- Represented TCC in their capacity as a bidder in relation to the purchase of the aircraft-leasing business of CIT Group ("CIT"), the CIT fleet includes in excess of 350 commercial aircraft. We completed due diligence on both the lease and loan portfolio including the provision of a detailed due diligence report with a summary of our findings. The portfolio is estimated to be worth US\$10 billion
- Represented TCC with its acquisition of 20% U.S. based aircraft leasing company Aviation Capital Group ("ACG"). Prior to the 20% acquisition by TCC, ACG was a 100% subsidiary of Pacific Life Insurance. ACG's current portfolio is around 270 aircraft (mostly narrow-body planes) with plans to increase this to a portfolio of around 440. This deal was awarded 'Equity Deal of the Year Award' by Airline Economics in 2017
- Acted for TCC in relation to the refinancing of a mezzanine loan previously maintained as notes by the outgoing lender. The loan was made to a subsidiary of KV Aviation with respect to one (1) Boeing 777-300ER aircraft operated by EVA Air.
- Advised TCC and TCC USA on multiple financing structures relating to Boeing Dreamliner spare part components on Lease to a prominent and established Airline Group from GAT and being used by LOT Airlines, Air New Zealand, Virgin Atlantic, Kenyan Airlines, Xiamen Airlines, Vietnam Airlines Thai Airways, Air Canada and Austral Air. The transaction involves a Sale and Leaseback Agreement between GAT (UK), GAT, and the Airline Group. This is believed to be the first spare part financing and leasing transaction involving a global manufacturer.
- Represented TCC as junior lender with respect to a portfolio purchase and financing transaction between AerCap (as seller and continuing servicer) and subsidiaries of Magnetar. The syndicate of senior lenders were lead by BNP Paribas, Paris. The portfolio comprises aircraft on lease to the following airlines: Air France, Etihad, Air Seychelles, Air Berlin, and Emirates.
- Represented the owner/lessor of a Boeing 787-9 aircraft in respect of the first (and subsequent) JOLCO financing for Virgin Atlantic Airlines

- Assisted SMFL as lessor's/borrower's counsel with the purchase, finance and JOLCO leasing of one (1) Boeing 737-8 aircraft with MSN 60011. The aircraft is on lease to Royal Air Maroc and the financing was provided by SMBC Europe.
- Assisted Sumitomo Mitsui Finance and Leasing Company, Limited as seller's/existing lessor's counsel with the purchase, finance and JOL leasing release of one (1) Boeing 737-800 with MSN 34685. The aircraft is on lease to TUIfly GmbH.
- Assisted SMFL as lessor's/borrower's counsel with the purchase, finance and JOLCO leasing of two (2) Airbus A320-251N aircraft with MSNs 8792 and 8956 and two (2) Airbus A321-251NX aircraft with MSNs 8936 and 8979. The aircraft are on lease to Pegasus Hava Tasimaciligi A.S. and the financing was provided by SMBC Europe.
- Assisted SMFL as lessor's/borrower's counsel with the purchase, finance and JOLCO leasing of two (2) Boeing 737-800 aircraft with MSNs 64441 and 64442. The aircraft are on lease to Dart Group Plc and the financing was provided by SMBC
- Assisted Sumitomo Mitsui Financing and Leasing Company, Limited ("SMFL") as lessor's/borrower's counsel with the purchase, finance and JOLCO leasing of five (5) Boeing 737-MAX9 aircraft with MSNs 44161, 44162, 44163, 44164 and 44165. The aircraft are on lease to Copa Airlines and the financing was provided by SMBC Europe.
- Assisted SMFL as lessor's/borrower's counsel with the JOLCO unwind of one (1) Airbus A320-232 aircraft with MSN 3721. The aircraft is operated by British Airways and financing was provided by The Royal Bank of Scotland plc and Crédit Agricole Corporate and Investment Bank.
- Assisted Republic Airways Inc. as purchaser's counsel in relation to the sale of one (1) Embraer ERJ 170-200LR with MSN 17000231. The aircraft is on lease to Republic Airways.
- Assisted Republic Airways Holdings, Inc. as lessee's counsel with the refinance of three (3) Embraer ERJ170-200LR aircraft with MSNs 17000168, MSN 17000172 and MSN 17000173. The aircraft are on lease to Republic Airlines and the financing was provided by Wells Fargo.
- Assisted Republic Airways Inc. as purchaser's counsel with the sale of two (2) Embraer 170 SU aircraft with MSNs 17000042 and 17000046. The aircraft are on lease to Republic Airways Inc.
- Assisted JAMBB, LLC as purchaser's counsel with the purchase and FAA registration for three (3) Sikorsky HH-60L helicopters with MSNs 84-23941, 87-24668 and 87-24660.