

"Third Parties Act" means the Contracts (Rights of Third Parties) Act 1999.

"Total Loss" has the meaning given to it in the Service Agency Agreement.

"Transaction Documents" means the Finance Documents and the Project Documents.

"Trust Agreement" means the conditioned irrevocable administration and source of payment trust agreement in Spanish under Mexican law dated 3<sup>rd</sup> June 2011 between, *inter alia*, ISO and Firstdrill as settlors and third beneficiaries, SAH as second beneficiary, MIHC I as first beneficiary and Scotiabank Inverlat S.A. as trustee (the "Trustee"), under the terms of which the settlors agreed to assign all their collection rights under the Pemex 802 Charter in favour of the trustee to distribute amounts received pursuant to provisions of the Trust Agreement.

"Trust Agreement Amendment One Agreement" means the amendment agreement in Spanish under Mexican law dated 17 August 2011 which amended the Trust Agreement by, *inter alia*, including OEDS II Limited as a beneficiary.

"Unwind Loss" means any and all monetary Losses, costs and/or expenses incurred in connection with or by reason of mobilisation and/or redeployment or reinvestment of any financing put in place with respect to the entering into, unwinding, reversal, closing out, premature termination in whole or in part, any replacement or substitute hedge or funding provider or arrangement, modification, postponement of delivery of funds, with respect to any actual or potential foreign exchange transaction and/or cross currency, interest or other swap,

"Variable Element" means [●].

"Variable Rental Amount" means the variable amount of each Lease Rental Payment calculated in accordance with paragraph 2 (*Variable Element*) of Schedule 1 (*Lease Rental Payments*).

"WHT Reserve Account" has the meaning given in Clause 17.1 (*Establishment of Project Accounts*).

## 1.2 Rules of Construction

- (a) Unless a contrary indication appears, a reference in this Agreement to:
- (i) The Lessee, the Lessor, the Asset Custodian, the Service Agent, the Ijara Agent, the Security Trustee, the Account Bank, any Ijara Participant, any Senior Ijara Participant, any Subordinated Ijara Participant, any Custodian Shareholder and any Party or any other person shall be construed so as to include its successors in title, permitted assigns and permitted transferees;
  - (ii) any Finance Document, Project Document, Security Document or Transaction Document or any other agreement or instrument is a reference to that agreement or instrument as modified (however fundamentally) or novated, supplemented or replaced from time to time in accordance with the provisions of this Agreement;
  - (iii) an "acquisition" shall be construed so as to include any purchase, taking of a lease, assignment, conveyance, transfer or gift, acquisition of any form of ownership, title, estate or interest, subscription for an investment and any option or pre-emption right to do any of the foregoing, and "acquire" shall be construed accordingly;