

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

**SECURITIES AND EXCHANGE
COMMISSION**

Plaintiff

V.

**STANFORD INTERNATIONAL BANK,
LTD., et al.,**

Defendants

§
§
§
§
§
§
§
§
§
§
§
§

CASE NO. 3-09CV0298-L

**APPENDIX IN SUPPORT OF JOINT SUBMISSION
CONCERNING RETURN OF COLLATERAL, ENTRY OF
STIPULATION AND AGREED ORDER, REQUEST FOR EXPEDITED
CONSIDERATION, AND MEMORANDUM BRIEF IN SUPPORT THEREOF**

Respectfully submitted,

BAKER BOTTS L.L.P.

Kevin M. Sadler, Lead Attorney
Texas Bar No. 17512450
Kevin.sadler@bakerbotts.com
Robert I. Howell
Texas Bar No. 10107300
Robert.howell@bakerbotts.com
David T. Arlington
Texas Bar No. 00790238
david.arlington@bakerbotts.com
1500 San Jacinto Center
98 San Jacinto Blvd.
Austin, Texas 78701-4078
Telephone: (512) 322-2500
Facsimile: (512) 322-2501

**ATTORNEYS FOR RECEIVER,
RALPH S. JANVEY**

WEIL, GOTSHAL & MANGES LLP

Stephen A. Youngman
Texas Bar No. 22226600
stephen.youngman@weil.com
Vance L. Beagles
Texas Bar No. 00787052
vance.beagles@weil.com
Michelle Hartmann
Texas Bar No. 24032402
michelle.hartmann@weil.com
Margaret Hope Allen
Texas Bar No. 24045397
margaret.allen@weil.com
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

**ATTORNEYS FOR VFS FINANCING,
INC.'S ATTORNEY IN FACT, GENERAL
ELECTRIC CAPITAL CORPORATION**

Receiver and VFS Financing, Inc. (“VFS”), through its attorney in fact, General Electric Capital Corporation (“GECC”), file this Appendix in Support of their Joint Motion Concerning Return of Collateral, Entry of Stipulation and Agreed Order, Request for Expedited Consideration, and Memorandum Brief in Support Thereof.

Exhibit	Appendix Pages	Description
1	1-6	Letter of Credit Agreement, dated December 4, 2006, by and among Stanford Aviation, LLC, Stanford Aviation III, LLC and VFS Financing, Inc.; and Irrevocable Letter of Credit No. 4654-30, dated November 22, 2006, issued by Comerica Bank for the benefit of VFS Financing, Inc., in the amount of \$2,500,000.00 (Global Aircraft and 1997 Hawker Aircraft)
2	7-12	Promissory Note, dated December 4, 2006, made by Stanford Aviation, LLC in favor of VFS Financing, Inc., in the principal amount of \$26,647,930.41 (Global Aircraft)
3	13-18	Promissory Note, dated December 4, 2006, made by Stanford Aviation III, LLC in favor of VFS Financing, Inc., in the principal amount of \$7,754,200.00 (1997 Hawker Aircraft)
4	19-22	Promissory Note, dated May 4, 2007, made by Stanford Aviation III, LLC in favor of VFS Financing, Inc., in the principal amount of \$1,040,154.17 (1997 Hawker Aircraft)
5	23-34	Aircraft Security Agreement, dated December 4, 2006, by and between VFS Financing, Inc. and Stanford Aviation, LLC (Global Aircraft)
6	35-50	Aircraft Security Agreement, dated December 4, 2006, by and between VFS Financing, Inc. and Stanford Aviation III, LLC (1997 Hawker Aircraft)
7	51-52	Amendment to Aircraft Security Agreement, dated May 4, 2007, by and between Stanford Aviation III, LLC and VFS Financing, Inc. (1997 Hawker Aircraft)
8	53-56	Corporate Guaranty, dated December 4, 2006, made by Stanford Group Holdings, Inc. in favor of VFS Financing, Inc. (Global Aircraft and 1997 Hawker Aircraft)

Exhibit	Appendix Pages	Description
9	57-61	Letter of Credit Agreement, dated August 8, 2007, by and between Stanford Aircraft, LLC and VFS Financing, Inc.; and Irrevocable Letter of Credit No. 3455-31, dated August 8, 2007, issued by Comerica Bank for the benefit of VFS Financing, Inc., in the amount of \$3,200,000.00 (1989 G-IV Aircraft)
10	62-65	Promissory Note, dated August 8, 2007, made by Stanford Aircraft LLC in favor of VFS Financing, Inc., in the principal amount of \$17,000,000.00 (1989 G-IV Aircraft)
11	66-78	Aircraft Security Agreement, dated August 8, 2007, by and between Stanford Aircraft, LLC and VFS Financing, Inc. (1989 G-IV Aircraft)
12	79-83	Corporate Guaranty, dated August 8, 2007, made by Stanford Group Holdings, Inc. in favor of VFS Financing, Inc. (1989 G-IV Aircraft)
13	84-85	Security Deposit Pledge Agreement, dated August 8, 2007, by and between Stanford Aircraft, LLC and VFS Financing, Inc., depositing and pledging \$400,000.00 as collateral (1989 G-IV Aircraft)
14	86-90	Letter of Credit Agreement, dated August 8, 2007, by and between Stanford Aviation 5555, LLC and VFS Financing, Inc.; and Irrevocable Letter of Credit No. 3456-31, dated August 8, 2007, issued by Comerica Bank for the benefit of VFS Financing, Inc., in the amount of \$3,200,000.00 (1991 G-IV Aircraft)
15	91-94	Promissory Note, dated August 8, 2007, made by Stanford Aviation 5555, LLC in favor of VFS Financing, Inc., in the principal amount of \$17,000,000.00 (1991 G-IV Aircraft)
16	95-105	Aircraft Security Agreement, dated August 8, 2007, by and between Stanford Aviation 5555, LLC and VFS Financing, Inc. (1991 G-IV Aircraft)
17	106-111	Corporate Guaranty, dated August 8, 2007, made by Stanford Group Holdings, Inc. in favor of VFS Financing, Inc. (1991 G-IV Aircraft)
18	112-113	Security Deposit Pledge Agreement, dated August 8, 2007, by and between Stanford Aviation 5555, LLC and VFS Financing, Inc., depositing and pledging \$400,000.00 as collateral (1991 G-IV Aircraft)
19	114-118	Letter of Credit Agreement, dated August 8, 2007, by and between Stanford Aviation II, LLC and VFS Financing, Inc.; and Irrevocable Letter of Credit No. 3454-31, dated August 8, 2007, issued by Comerica Bank for the benefit of VFS Financing, Inc., in the amount of \$1,600,000.00 (1996 Hawker Aircraft)

Exhibit	Appendix Pages	Description
20	119-121	Promissory Note, dated August 8, 2007, made by Stanford Aviation II, LLC in favor of VFS Financing, Inc., in the principal amount of \$7,000,000.00 (1996 Hawker Aircraft)
21	122-134	Aircraft Security Agreement, dated August 8, 2007, by and between Stanford Aviation II, LLC and VFS Financing, Inc. (1996 Hawker Aircraft)
22	135-139	Corporate Guaranty, made by Stanford Group Holdings, Inc. in favor of VFS Financing, Inc. (1996 Hawker Aircraft)
23	140-142	Security Deposit Pledge Agreement, dated August 8, 2007, by and between Stanford Aviation II, LLC and VFS Financing, Inc., depositing and pledging \$200,000 as collateral (1996 Hawker Aircraft)
24	143-146	Cross-Collateral and Cross-Default Agreement, dated August 8, 2007, by and among Stanford Aircraft, LLC, Stanford Aviation 5555, LLC, and Stanford Aviation II, LLC (1989 G-IV Aircraft, 1991 G-IV Aircraft, and 1996 Hawker Aircraft)
25	147-149	Declaration of Scott Forsberg
26	150-298	Declaration of Ralph S. Janvey
27	299-344	Settlement Agreement

Date: June 15, 2009

Respectfully submitted,

By: /s/ David T. Arlington
Kevin M. Sadler, Lead Attorney
Texas Bar No. 17512450
Kevin.sadler@bakerbotts.com
Robert I. Howell
Texas Bar No. 10107300
Robert.howell@bakerbotts.com
David T. Arlington
Texas Bar No. 00790238
david.arlington@bakerbotts.com

BAKER BOTTS L.L.P.
1500 San Jacinto Center
98 San Jacinto Blvd.
Austin, Texas 78701-4078
Telephone: (512) 322.2500
Facsimile: (512) 322.2501

**ATTORNEYS FOR RECEIVER,
RALPH S. JANVEY**

By: /s/ Michelle Hartmann
Stephen A. Youngman
Texas Bar No. 22226600
stephen.youngman@weil.com
Vance L. Beagles
Texas Bar No. 00787052
vance.beagles@weil.com
Michelle Hartmann
Texas Bar No. 24032402
michelle.hartmann@weil.com
Margaret Hope Allen
Texas Bar No. 24045397
margaret.allen@weil.com

WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

**ATTORNEYS FOR VFS FINANCING,
INC.'S ATTORNEY IN FACT,
GENERAL ELECTRIC CAPITAL
CORPORATION**

CERTIFICATE OF SERVICE

I hereby certify that on June 15, 2009, I electronically submitted the foregoing document with the clerk of the court of the U.S. District Court, Northern District of Texas, using the electronic case filing system of the court. I hereby certify that I have served all counsel and/or pro se parties of record electronically or by another manner authorized by Federal Rule of Civil Procedure 5(b)(2).

/s/ Michelle Hartmann

Michelle Hartmann