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Please complete legibly, preferably in black type, or bold block lettering

*insert full name of Company

COMPANIES FORM No. 395

004 00074

Particulars of a mortgage or charge

395

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use: 6 2 1

Company number: 1777777

Name of company

* British Airways plc, a public limited company incorporated under the laws of England and Wales, having its registered office at Waterside, PO Box 365, Harmondsworth UB7 0GB, England (the **Company**)

Date of creation of the charge

19 June 2009

Description of the instrument (if any) creating or evidencing the charge (note 2)

Deed of Assignment of Insurances in respect of one (1) Airbus A320-232 Aircraft with manufacturer's serial number 3912 and UK registration mark G-EUYE (the **Aircraft**) (the **Assignment**)

Amount secured by the mortgage or charge

All the obligations of the Company to the Assignee under the Aircraft Lease Agreement and the payment of all amounts due thereunder from time to time.

For defined terms see Addendum 2/2

Names and addresses of the mortgagees or persons entitled to the charge

Yamasa Aircraft BAW3 Kumiai, a *nin-i-kumiai* with its principal place of business at 362-1, Takao, Niimi City, Okayama, Japan (the **Assignee**).

Postcode

Presenter's name address and reference (if any):

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

MKEE/LN27808/BD#9602762

Time critical reference

For official Use (02/06)

Mortgage Section | Post room

WEDNESDAY

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

The Company assigns and agrees to assign absolutely to the Assignee, with full title guarantee, all of its present and future rights, title and interest in and to:

1) the Relevant Insurances;

2) all the benefits of such policies and contracts in respect of the Relevant Insurances (including all claims of whatsoever nature thereunder and returns of premiums in respect thereof); and

(3) all Requisition Compensation.

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Signed Norton Rose LLP Date 1|07|09

On behalf of [XXXXXXX XXXXXXXX/chargee] †

†delete as appropriate

Notes

1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the Registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.

2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as the case may be, should be given.

3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
(a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
(b) procuring or agreeing to procure subscriptions, whether absolute or conditional,
for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.

4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House.**

6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

Company number

1777777

Name of company

*insert full name of Company

* British Airways plc, a public limited company incorporated under the laws of England and Wales, having its registered office at Waterside, PO Box 365, Harmondsworth UB7 0GB, England (the Company)

Addendum 1/4

1. Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Addendum 2/4

2. Amount due or owing on the mortgage or charge (continued)

Aircraft Lease Agreement means the aircraft operating lease agreement in relation to the Aircraft dated 16 June 2009 and made between, inter alia, the Assignee, as lessor and the Company, as lessee, as the same may be amended, modified, supplemented or superseded from time to time.

Addendum 3/4

3. Names, addresses and descriptions of the mortgages or persons entitled to the charge (continued)

Addendum 4/4

4. Short particulars of all the property mortgaged or charged (continued)

Insurances means any and all contracts or policies of insurance required to be effected and maintained under this Agreement.

Relevant Insurances means all policies and contracts in respect of the Insurances, other than Insurances in respect if all liabilities to third parties.

Requisition Compensation means all moneys or other compensation from time to time receivable by the Company or any other person in respect of the requisition for hire, title, acquisition, capture, deprivation, detention, condemnation, confiscation or seizure of the Aircraft;

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY NO. 1777777
CHARGE NO. 621

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT OF INSURANCES DATED 19 JUNE 2009 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO YAMASA AIRCRAFT BAW3 KUMIAI UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 1 JULY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 6 JULY 2009

Companies House
— for the record —

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REGISTRAR OF COMPANIES FOR ENGLAND AND WALES

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES