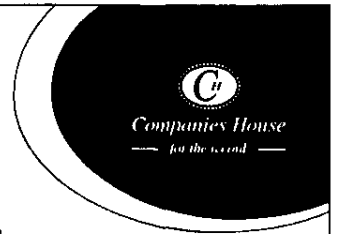


MG01

Particulars of a mortgage or charge



V013033/13

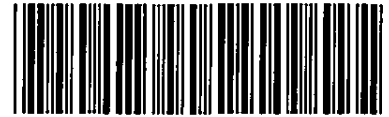
A fee is payable with this form

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a charge for a Scott
company To do this, please use
form MG01s

WEDNESDAY



LD2 07/04/2010 54
COMPANIES HOUSE

1 Company details

Company number 1 7 7 7 7 7 7

Company name in full BRITISH AIRWAYS PLC, a public limited liability company
incorporated and existing under the laws of England (the "Company")

6 4 6 For official use

→ Filing in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d 2 d 6 m 0 m 3 y 2 y 0 y 1 y 0

3 Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description An assignment of insurances dated 26 March 2010 between the Company and FO Next Leasing
Ltd (the "Assignee") in respect of one (1) Airbus A318-112 Aircraft, with Manufacturer's Serial No
4039 and Registration Mark G-EUNB (the "Assignment")

4 Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured 7 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

Please see Continuation Page 1 for definitions

Continuation page
Please use a continuation page if
you need to enter more details

MG01

Particulars of a mortgage or charge

5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details.

Name FO Next Leasing Ltd

Address 3-3-23, Misaki-cho, Chiyoda-ku, Tokyo, 101-8380, JAPAN

Postcode

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

All of the Company's present and future rights, title and interest in and to (1) 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

Note the Company covenants not to further assign, pledge or charge its right, title and interest in and to the Relevant Insurances or the Requisition Compensation assigned by the Assignment or any proceeds thereof to anyone other than the Assignee

MG01

Particulars of a mortgage or charge

7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

Not applicable

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 866)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 870) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature
X Slaughter and May X
SLAUGHTER AND MAY (ON BEHALF OF BRITISH AIRWAYS PLC)

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Richard Jones

Company name Slaughter and May

Address One Bunhill Row

Post town London

County/Region

Postcode E C 1 Y 8 Y Y

Country United Kingdom

DX

Telephone 020 7090 4733



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following.

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
First Floor, Waterfront Plaza, 8 Laganbank Road,
Belfast, Northern Ireland, BT1 3BS
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

MG01 - continuation page

Particulars of a mortgage or charge

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

Continuation Page 1; British Airways PLC; Company Number: 1777777

"Aircraft" means the one (1) Airbus A318-112 Aircraft bearing manufacturer's serial number 4039 together with two (2) CFM 56-5B aircraft engines bearing the manufacturer's serial numbers 699541 and 699542 respectively, as more particularly described in the Aircraft Lease Agreement,

"Aircraft Lease Agreement" means the aircraft lease agreement in relation to the Aircraft dated 23 March 2010 and made between the Assignee, as lessor and the Assignor, as lessee, as the same may be amended, modified, supplemented or superseded from time to time,

"Insurances" means any and all contracts or policies of insurance required to be effected and maintained under the Aircraft Lease Agreement,

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

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

MG01 - continuation page
Particulars of a mortgage or charge

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 1777777
CHARGE NO. 646**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT AN ASSIGNMENT OF INSURANCES
DATED 26 MARCH 2010 AND CREATED BY BRITISH AIRWAYS
PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE
FROM THE COMPANY TO FO NEXT LEASING LTD UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE
7 APRIL 2010

GIVEN AT COMPANIES HOUSE, CARDIFF THE 12 APRIL 2010



Companies House
— for the record —

PO/DT



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES