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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £10 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

004000761

395

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

For official use

Company number

		52
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01777777

Name of company

* British Airways Plc (the "Company")

Date of creation of the charge

8 December 2004

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

Assignment (the "Assignment") of certain rights under an aircraft lease agreement relating to one Boeing 767-336ER aircraft with manufacturer's serial number 24333 and UK Registration Mark G-BNWA (the "Aircraft")

Amount secured by the mortgage or charge

All monies, debts, liabilities and obligations (whether actual or contingent whether now existing or hereafter arising, whether or not for the payment of money, and including, without limitation, any obligation or liability to pay damages) which are now or which may at any time and from time to time hereafter be or become due, owing payable or incurred or be expressed to be due, owing, payable or incurred from or by the Company to the Assignee (as defined below) under or in connection with:

- (i) the Assignment;
- (ii) the letter of credit facility letter dated 23 November 2004 from the Assignee to the Company, and the acceptance thereof by the Company dated 23 November 2004; or
- (iii) the two first priority aircraft mortgages over two Boeing 777-236 aircraft with manufacturer's serial numbers 30317 and 28840 granted in favour of the Assignee by British Airways Leasing Limited and the Company respectively.

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

HSBC Bank Plc (the "Assignee") whose registered office is at 8 Canada Square, London.

Postcode E14 5HQ

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN
AKW/AA77048

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

All rights under the Lease (as defined below) to terminate the leasing of the Aircraft in the circumstances more particularly described in clause 3.5 of the Lease (the "Assigned Rights").

"Lease" means the aircraft lease agreement no. 7671 relating to the Aircraft (including the schedules and appendices thereto) originally between LBI Leasing Limited and the Company dated 23 December 1998, as amended and novated by a deed of aircraft lease novation and amendment dated 14 July 2004 between LBI Leasing Limited, LBI Holdings Limited (now known as Wings Limited) and the Company, as further amended by a deed of amendment dated 23 November 2004 between LBI Holdings Limited, Bank of America N.A., London Branch (the "Owner") and the Company, and as further novated and amended pursuant to a lease deed of novation dated 30 November 2004 between Wings Limited, the Company and the Owner.

Note: the Assignment contains a provision that the Company shall not sell, assign or otherwise dispose of the Assigned Rights or create or permit to subsist any lien upon or in respect of the Assigned Rights except for the Assignment.

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Norton Rose

Date 14 / 12 / 04

On behalf of Assignee[†]

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See note 5)

NOTES

[†] delete as appropriate

- 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01777777

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT RELATING TO BOEING 767-336ER AIRCRAFT WITH S/NO 24333 AND UK REG MARK G-BNWA DATED THE 8th DECEMBER 2004 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO HSBC BANK PLC (THE ASSIGNEE) ON ANY ACCOUNT WHATSOEVER 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 15th DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th DECEMBER 2004.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

MRP