

COMPANIES FORM No. 395**Particulars of a mortgage or charge****395****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

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

For official use

Company number

[51210]

1777777

Name of company

* **BRITISH AIRWAYS PLC (the "Lessee")**

Date of creation of the charge

7th December, 2004

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

Deed of Assignment (Insurances) (the "**Deed of Assignment**") in respect of one Boeing 777-236 ER aircraft with manufacturer's serial number 30317 and UK Registration Mark G-YMMO (the "**Aircraft**")

Amount secured by the mortgage or charge

All moneys, debts, liabilities and obligations (whether actual or contingent, whether existing at the date of the Deed of Assignment or thereafter arising, whether or not for the payment of money) which are at the date of the Deed of Assignment or which may at any time and from time to time after the date of the Deed of Assignment, be or become due, payable or properly incurred or be expressed to be due, owing, payable or incurred from or by the Lessee to the Owner (as defined below) under or in connection with a lease agreement dated 12th April, 2001 (the "**Lease**") and the Deed of Assignment.

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

British Airways Leasing Limited (the "**Owner**") whose registered office is at Waterside, P.O. Box 365, Harmondsworth

Postcode UB7 0GB

Presentor's name address and
reference (if any):Slaughter and May (Ref:TAK/JPS)
One Bunhill Row
London
EC1Y 8YY **PLEASE RETURN VIA
CH LONDON COUNTER**

JPS/G-YMMO Assignment

Time critical reference

For official Use
Mortgage Section

Post room

LD3
COMPANIES HOUSE0168
10/12/04

Please do not write in this margin
Please complete legibly, preferably in black type, or bold block lettering

All of the Lessee's present and future rights, title and interest in and to:

- (i) all Insurances in respect of all risks of physical loss or damage (including, but not limited to, war risks) effected in relation to the Aircraft (excluding all insurances in respect of liabilities to third parties); and
- (ii) all Requisition Compensation

Definitions

"Insurances" means any and all policies and contracts of insurances relating to the Aircraft required to be effected and maintained in accordance with the Lease, clause 10 of the Aircraft Mortgage and schedule 1 to the Deed of Assignment.

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

"Aircraft Mortgage" means the mortgage deed to be entered into by the Owner (as mortgagor) and HSBC Bank Plc (as mortgagee) and which relates to the Aircraft.

Particulars as to commission allowance or discount (note 3)

Signed *Slaughter and May*

Date 8th December, 2004

On behalf of [company] [mortgagee/charged] Lessee

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

† 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 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 A DEED OF ASSIGNMENT DATED THE 7th DECEMBER 2004 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRITISH AIRWAYS LEASING LIMITED 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 10th DECEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14th DECEMBER 2004.

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Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES