

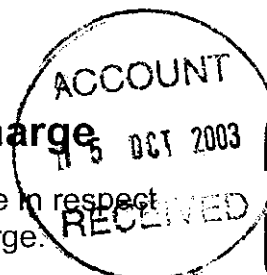
# M

## 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



# 395

A/C 00400074

CHFP025

Please do not write in this margin

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

\* insert full name of Company

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

For official use

Company number

479

01777777

Name of company

\* British Airways Plc (the "Company")

Date of creation of the charge

7 October 2003

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

Deed of Charge dated 7 October 2003 made between the Company (as chargor) and Lloyds Machinery Leasing Limited ("LMLL") and LBI Leasing Limited ("LBIL") (each as a chargee)

Amount secured by the mortgage or charge

1. All moneys and the discharge of all obligations and liabilities, now or hereafter due, owing or incurred to LMLL under or in connection with the following (being the "LMLL Secured Obligations"):

(A) an aircraft lease agreement dated 23 March, 1989 and which relates to one Boeing 747-436 aircraft with manufacturer's serial number 24056 and UK Registration Mark G-BNLN, originally between LBIL as lessor, and the Company as lessee, and which, pursuant to a deed of novation and amendment dated 7 October 2003 is currently between LMLL, as lessor, and the Company, as lessee (the "G-BNLN Lease");

(B) an aircraft lease agreement dated 23 March, 1989 and which relates to one Boeing 747-436 aircraft with manufacturer's serial number 24047 and UK Registration Mark G-BNLE, originally between LBIL as lessor, and the Company, as lessee, and which, pursuant to a deed of novation and amendment dated 7 October 2003, is currently between LMLL as lessor, and the Company, as lessee (the "G-BNLE Lease")

Cont'd on attached sheet

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

(i) Lloyds Machinery Leasing Limited, 25 Gresham Street, London EC2V 7HN; and

(ii) LBI Leasing Limited, 25 Gresham Street, London EC2V 7HN

Postcode

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

Norton Rose  
Kempson House  
Camomile Street  
London EC3A 7AN

Ref: PGT/AA52047/Charge-395

Time critical reference

For official Use

Mortgage Section

Post room



LD4  
COMPANIES HOUSE

\*L2LA7P7L\*

0411  
15/10/03

17.10.03 257

Short particulars of all the property mortgaged or charged

1. In relation to the LBIL Secured Obligations

(A) By way of first fixed charge, all the Company's right, title and interest (whether contractual, proprietary or of any other kind) to receive payment of any sum from LMLL under or in connection with the LMLL Leases and in relation to which rights of set off could be exercised by LMLL pursuant to clause 4.4 of the Security Agreement more particularly described below.

(B) Subject to the provisions of the Rebate Assignment, which is more particularly described below, by way of second fixed charge, all of the Company's right, title and interest (whether contractual, proprietary or any other kind) to receive payment of any sum from LMLL under or in connection with the G-CIVA Lease, and in relation to which rights of set off could be exercised by LMLL pursuant to clause 4.4 of the Security Agreement more particularly described below.

2. In relation to the LMLL Secured Obligations

By way of first fixed charge, all the Company's right, title and interest (whether contractual, proprietary or of any other kind) to receive payment of any sum from LBIL under or in connection with the LBIL Leases and in relation to which rights of set off could be exercised by LBIL pursuant to clause 4.4 of the Security Agreement more particularly described below.

Cont'd on attached sheet.

Please do not write in this margin

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

T  
98

Particulars as to commission allowance or discount (note 3)

Nil

Signed Norton Rose

Date 15/10/03

On behalf of chargee<sup>†</sup>

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

**Amount secured by the mortgage or charge - Cont'd**

(C) an aircraft lease agreement dated 28 March 1988 and which relates to one Boeing 747-436 aircraft with manufacturer's serial number 23908 and UK Registration Mark G-BNLA, as amended pursuant to an amendment agreement dated 27 July 1990, and originally between LBIL as lessor, and the Company, as lessee, and which, pursuant to a deed of novation and amendment dated 7 October 2003 is currently between LMLL as lessor, and the Company, as lessee (the "**G-BNLA Lease**"); and

(D) an aircraft lease agreement dated 22 March 1993 and which relates to one Boeing 747-436 aircraft with manufacturer's serial number 27092 and UK Registration Mark G-CIVA, as amended pursuant to an amendment and restatement agreement dated 14 April 2000 and originally between LBIL as lessor, and the Company, as lessee and which, pursuant to a deed of novation and amendment dated 7 October 2003 is currently between LMLL as lessor, and the Company, as lessee (the "**G-CIVA Lease**"),

(the G-BNLN Lease, the G-BNLE Lease and the G-BNLA Lease collectively being the "**LMLL Leases**").

2. All moneys and the discharge of all obligations and liabilities, now or hereafter due, owing or incurred to LBIL under or in connection with the following (being the "**LBIL Secured Obligations**"):

(A) an aircraft lease agreement dated 23 December 1998 and which relates to one Boeing 767-336 aircraft with manufacturer's serial number 24333 and UK Registration Mark G-BNWA made between LBIL, as lessor, and the Company, as Lessee;

(B) an aircraft lease agreement dated 23 December 1998 and which relates to one Boeing 767-336 aircraft with manufacturer's serial number 24334 and UK Registration Mark G-BNWB made between LBIL, as lessor, and the Company, as lessee;

(C) an aircraft lease agreement dated 23 December 1998 and which relates to one Boeing 767-336 aircraft with manufacturer's serial number 24335 and UK Registration Mark G-BNWC made between LBIL, as lessor, and the Company, as lessee;

(D) an aircraft lease agreement dated 23 December 1998 and which relates to one Boeing 767-336 aircraft with manufacturer's serial number 24336 and UK Registration Mark G-BNWD made between LBIL, as lessor, and the Company, as lessee;

(E) an aircraft lease agreement dated 26 May 1999 and which relates to one Boeing 777-236 IGW aircraft with manufacturer's serial number 29962 and UK Registration Mark G-VIIT made between LBIL, as lessor, and the Company, as lessee;

(F) an aircraft lease agreement dated 28 May 1999 and which relates to one Boeing 777-236 IGW aircraft with manufacturer's serial number 29963 and UK Registration Mark G-VIIU made between LBIL, as lessor, and the Company, as lessee; and

(G) an aircraft lease agreement dated 14 April 2000 and which relates to one Boeing 777-236 ER aircraft with manufacturer's serial number 30306 and UK Registration Mark G-YMME made between LBIL, as lessor, and the Company, as lessee.

(collectively, the "**LBIL Leases**").

**Short particulars of all the property mortgaged or charged Cont'd**

The security agreement referred to above is a security agreement (the "**Security Agreement**") dated 7 October 2003 and made between the Company, LBIL and LMLL, pursuant to which the Company has agreed to provide security, in the form of four letters of credit (or in such other form as may constitute Acceptable Security, as defined therein), for its obligations under the LMLL Leases, the G-CIVA Lease and the LBIL Leases.

The rebate assignment referred to above is a rebate assignment (the "**Rebate Assignment**") dated 7 October 2003 and made between the Company, Banca Intesa S.p.A., as the Trustee, and the other financial institutions listed therein, pursuant to which the Company has agreed to assign the benefit of the Rebate Amounts (being all amounts from time to time falling to be paid by LMLL, as the lessor, to the Company, as the lessee by way of rebate of rental or as sales commission, pursuant to the G-CIVA Lease, and all rights, remedies and benefits accruing or arising in connection therewith) to the Trustee as security for the Companies due performance of all of its secured obligations under the Rebate Assignment (and which are defined as being any and all monies, debts, liabilities and obligations (whether actual or contingent whether existing at the date of the Rebate Assignment or arising thereafter, whether or not for the payment of money, and including, without limitation, any obligation or liability to pay damages) which are or may from time to time become due, owing, payable or incurred to be expressed to be due, owing, payable or incurred from or by the Company to the financial institutions listed as being a beneficiary in connection with four reimbursement agreements).

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 CHARGE DATED THE 7th OCTOBER 2003 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS MACHINERY 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 15th OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 20th OCTOBER 2003.

*This Certificate  
has been amended  
and replaced by the  
following Certificate -  
P. Unwin  
20th October 2003*

*P. Unwin*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

**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 CHARGE DATED THE 7th OCTOBER 2003 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS MACHINERY LEASING LIMITED AND LBI 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 15th OCTOBER 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th OCTOBER 2003.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —