

**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.**

25 FEB 2003

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

4770

1777777

Name of company

\* British Airways Plc (the "Assignor")

Date of creation of the charge

19 February 2003

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

Deed of Assignment (Insurances) (the "Deed") dated 19 February 2003 and made between the Assignor and the Assignee.

Amount secured by the mortgage or charge

All amounts due from the Assignor to the Assignee under the Aircraft Lease Agreement.

"Aircraft Lease Agreement" means the aircraft lease agreement in relation to the Aircraft dated 14 February 2003 and made between (1) the Assignee, as lessor, and (2) the Assignor, as lessee, as the same may be amended, modified, supplemented or superseded from time to time; and

"Aircraft" means the one (1) Airbus A320-200 Aircraft bearing manufacturer's serial number 1708 together with any one or both of the two (2) IAE V2527-A5 aircraft engines bearing the manufacturer's serial numbers V11340 and V11341 respectively, as more particularly described in the Aircraft Lease Agreement.

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

BI Saphir Lease Co., Ltd. 3-29-1, Kanda-Jimbocho, Chiyoda-Ku, Tokyo, Japan (the "Assignee").

Postcode

Presentor's name address and  
reference (if any):Norton Rose  
Kempson House  
Camomile Street  
London  
EC3A 7AN

PGT/AA51259/395s/395-Ass-Ins

Time critical reference

For official Use  
Mortgage Section

Post room

LD5  
COMPANIES HOUSE

\*LR26TIRM\*

0368  
25/02/03**M**

CHFP025

Please do not  
write in  
this marginPlease complete  
legibly, preferably  
in black type, or  
bold block lettering\*insert full name  
of Company

The Assignor has assigned and agreed to assign absolutely to the Assignee all of its present and future rights, title and interest in and to (1) all policies and contracts in respect of the Insurances, other than Insurances in respect of liabilities to third parties (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. For the avoidance of doubt such assignment does not constitute an assignment of any policy of insurance but only of the benefit, rights, title, interest and proceeds thereunder insofar as the same relates to the Aircraft.

The Assignor has covenanted that it will from time to time at the request of the Assignee do all such things and execute all such documents as the Assignee may reasonably consider necessary or desirable for giving full effect to the Deed or for securing the rights of the Assignee thereunder.

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

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

Signed *Norton Rose*

Date 24 February 2003

On behalf of [company] [mortgagee/chargee] †

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

"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.

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

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 (INSURANCES) DATED THE 19th FEBRUARY 2003 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BI SAPHIR LEASE CO., LTD 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 25th FEBRUARY 2003.

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



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —