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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

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

For official use

Company number

Name of company

* BRITISH AIRWAYS PLC ("BA")

Date of creation of the charge

20TH DECEMBER, 2002

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

BA SECURITY ASSIGNMENT (THE "ASSIGNMENT") RELATING TO ONE (1) BOEING MODEL 747-236 AIRCRAFT WITH MANUFACTURER'S SERIAL NUMBER 23735 AND ASSIGNED UK REGISTRATION MARK G-BDXN (THE "AIRCRAFT")

Amount secured by the mortgage or charge

THE AMOUNT OWING, WHETHER ACTUALLY OR CONTINGENTLY, TO ABBEY NATIONAL TREASURY SERVICES PLC ("ANTS") BY BA UNDER THE DEED OF INDEMNITY DATED 20TH DECEMBER AND MADE BETWEEN BA AND ANTS IN RESPECT OF THE LEASE GUARANTEE PROVIDED BY ANTS TO BA (AS DEFINED IN THE LEASE AGREEMENT DATED 22ND MARCH, 1995 BETWEEN BA AND ABBEY NATIONAL MARCH LEASING (1) LIMITED (THE "OWNER"), THE "LEASE") (THE "ANTS SECURED INDEBTEDNESS").

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

ABBNEY NATIONAL TREASURY SERVICES PLC, ABBEY NATIONAL HOUSE, 2 TRITON SQUARE, REGENTS PLACE, LONDON

Postcode NW1 3AN

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

Slaughter and May
One Bunhill Row
London
EC1Y 8YY
(Ref: TAK/JXZN)

British Airways 395 23-12-02

Time critical reference

For official Use
Mortgage Section

Post room



L05
COMPANIES HOUSE

0184
24/12/02

SR 2816
£10 paid

395

CHFP025

Please do not write in this margin

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

*insert full name of Company

ASSIGNS AND AGREES TO ASSIGN AND CHARGES BY WAY OF FIRST FIXED CHARGE TO AND IN FAVOUR OF ANTS ALL ITS RIGHTS, TITLE AND INTEREST, PRESENT AND FUTURE IN AND TO, OR ARISING UNDER OR IN RESPECT OF:

- (A) ALL MONEYS WHATSOEVER (INCLUDING, WITHOUT LIMITATION, DAMAGES IN RESPECT OF ANY BREACH OTHER THAN AS PROVIDED BELOW) PAYABLE TO BA UNDER OR IN RESPECT OF SCHEDULE 8 TO THE LEASE (INCLUDING WITHOUT LIMITATION TO THE FOREGOING, ALL REBATES OF RENTAL (AS DEFINED IN THE LEASE), SALES COMMISSIONS, INSURANCE MONEYS, PROCEEDS OF SALE AND REQUISITION COMPENSATION AND WHETHER RECOVERED DIRECTLY FROM THE OWNER OR PURSUANT TO THE OWNER'S MORTGAGE (AS DEFINED IN THE LEASE) OR OTHERWISE); AND
- (B) ALL RIGHTS OF BA UNDER OR IN RESPECT OF THE BA ASSIGNED DOCUMENTS (AS DEFINED IN THE ASSIGNMENT) TO THE EXTENT ASSIGNED UNDER CLAUSE 3.1(A) ABOVE TO RECEIVE, AND TO ENFORCE PAYMENT OF, ANY MONIES WHICH BA IS ENTITLED TO RECEIVE UNDER ANY OF SUCH BA ASSIGNED DOCUMENTS,

TO HOLD THE SAME UNTO ANTS AS A CONTINUING SECURITY FOR THE PAYMENT AND DISCHARGE TO ANTS OF THE ANTS SECURED INDEBTEDNESS.

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

Date 23/12/02

On behalf of [company] [XXXXXXXXXX/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

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 BA SECURITY ASSIGNMENT IN RELATING TO 1 BOEING MODEL 747-236 AIRCRAFT SERIAL NUMBER 23735 DATED THE 20th DECEMBER 2002 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO ABBEY NATIONAL TREASURY SERVICES PLC 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 24th DECEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd JANUARY 2003.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES