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Particulars of a mortgage or charge

395

CHFP019 A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For official use — Companies House

444

1777777

* Insert full name
of Company

Name of company

*

BRITISH AIRWAYS PLC

Date of creation of the charge

6TH NOVEMBER 2002

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

SECURITY OVER CASH AGREEMENT

Amount secured by the mortgage or charge

All obligations owing to Barclays Bank PLC by the Company under a counter indemnity for the issue of a Letter of Credit dated 1st March 2002 issued by Barclays Bank PLC in favour of Airport Commission City & County of San Francisco.

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

BARCLAYS BANK PLC

54 LOMBARD STREET
LONDON EC3P 3AH

Presentor's name, address and
reference (if any): 20- -

LLSC 61412-7380628

BARCLAYS LOAN SERVICING CENTRE
P.O. BOX 299
BIRMINGHAM
B1 3PF

Time critical reference

For official use

Mortgage section

Post room



The Company Account number 78975100 which is for the time being maintained with the Bank by the Company including any account from time to time containing a cash deposit representing the renewal or replacement of or for the deposit ("the Account") and the cash deposit place to the credit of the account ("the Deposit").

The Charge contains the following provisions:

That the Company may not withdraw any moneys standing to the credit of the Account except with the prior consent of the Bank.

That save with the prior written consent of the Bank, no right, title or interest in relation to any Account or Deposit shall be (a) capable of assignment, sale, transfer, licence lease or other disposal or (b) the subject of (and the Company shall not permit to exist) any security interest other than as may be created pursuant to the Agreement or as may be granted in favour of the Bank as account bank.

Particulars as to commission, allowance or discount (note 3)

FOR **BARCLAYS BANK PLC**

Signed

Date

25 NOV 2002

† delete as
appropriate

On behalf of [Company][mortgagee/xxxxxxx] †

MANAGER

Designation of position in relation to the company: **BARCLAYS LOAN SERVICING CENTRE**

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, or 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 SECURITY OVER CASH AGREEMENT DATED THE 6th NOVEMBER 2002 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK 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 26th NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th NOVEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Handwritten signature/initials