

Particulars of a mortgage or charge

A/C
0040-107

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

[122]

01777777

Name of company

* British Airways Plc (the "Chargor")

Date of creation of the charge

29 April 2002

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

Security over Cash Agreement dated 29 April 2002 (the "Security over Cash Agreement")

Amount secured by the mortgage or charge

All obligations owing to the Secured Party by the Chargor under the Counter-Indemnity and the Guarantee Fee Letter (the "Secured Obligations").

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

Commerzbank Aktiengesellschaft, London Branch, Commerzbank House, 23 Austin Friars, London (the "Secured Party")

Postcode EC2N 2NB

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

CLIFFORD CHANCE LLP
200 Aldersgate Street
London EC1A 4JJ

London 2/1192917/1

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0480
17/05/02

M

CHFP025

Please do not
write in
this margin

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

* insert full name
of Company

Short particulars of all the property mortgaged or charged

The Chargor charged the Account and Deposit with full title guarantee and by way of first fixed charge, in favour of the Secured Party for the payment and discharge of the Secured Obligations.

The Security over Cash Agreement contains a negative pledge.

"Account" means the account of the Chargor account number 1601004340 which is for the time being maintained with the Secured Party by the Chargor.

"Counter-Indemnity" means the counter-indemnity agreement entered into between the Chargor and the Secured Party dated 29 April 2002 in relation to the Guarantee and Indemnity Agreement.

"Deposit" means a cash deposit of GBP53,198,470.00 and all rights, benefits and proceeds in respect thereof.

"Guarantee Fee Letter" means the letter entered into between the Chargor and the Secured Party dated 29 April 2002 in relation to certain fees payable in respect of the Guarantee and Indemnity Agreement. (continued on page 4)

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

Clifford Chance LLP Date 17/05/02

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 CF4 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 29th APRIL 2002 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COMMERZBANK AKTIENGESELLSCHAFT, LONDON BRANCH 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 17th MAY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd MAY 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —