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CHFP041

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write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

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

To the Registrar of Companies

(Address overleaf - Note 6)

For official use Company number

Name of company

38

1777777

* British Airways Plc (the "Company")

Date of creation of the charge

17 January 2000

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

Deed of Amendment dated 17 January 2000 between the Company and National Australia Finance (Commercial Leasing) Limited (the "Owner") (the "Deed of Amendment") relating to the BA Security

Amount secured by the mortgage or charge

The amount secured and charged remains the amount secured and charged in the original Assignment, as set out in the Form 395 relating to the Assignment and submitted to Companies House on 12 August 1999 (the "Original Form 395") which we attach.

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

National Australia Finance (Commercial Leasing) Limited, 6-8 Tokenhouse Yard, London

Postcode EC2R 7AJ

Presentor's name, address and
reference (if any):FRESHFIELDS
65 Fleet Street
London EC4Y 1HS
DX 23 Chancery Lane/London
(Ref: MAF/PJW/JF)
(banaf5.olf)

Time critical reference

For official use

Mortgage section

Post room



Short particulars of all the property mortgaged or charged

The Deed of Amendment amends the Assignment by adding to the definition of "Relevant Aircraft" (as defined in the Original Form 395) one Boeing 777-326 ER Aircraft with manufacturer's serial number 30303 and UK registration mark G-YMMB (the "New Aircraft").

The effect of the amendment referred to above is to add to the property mortgaged or charged under the Original Form 395 all the Company's rights to any amounts owed to it under the Transaction Documents (as defined in a lease agreement dated 17 January 2000 between the Owner and the Company relating to the New Aircraft (the "Lease")) relating to the New Aircraft.

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed fresha elch
On behalf of ~~company~~ mortgagee/chargee*

Date 2 February 2000

*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.

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Particulars of a mortgage or charge (continued)

Continuation sheet No
to Forms Nos 395 and 410 (Scot)

Company number

1777777

Please complete
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in black type, or
bold block lettering

Name of company

British Airways Plc (the "Owner")

Limited*

*Delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

Assignment dated 30 July 1999 between the Company and the Owner relating to one Boeing 777 Aircraft with MSN 29965.

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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

For official use Company number

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177777

Name of company

* British Airways Plc (the "Company")

Date of creation of the charge

30 July 1999

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

BA Security Assignment dated 30 July 1999 between the Company and National Australia Finance (Commercial Leasing) Limited (the "Owner") (the "Assignment").

Amount secured by the mortgage or charge

Any amount due and payable, at any time, by the Company to the Owner or any person becoming the owner and the lessor of the Boeing Model 777-236 IGW aircraft with UK registration mark G-VIIW and manufacturer's serial number 29965 pursuant to a transfer under an aircraft lease agreement dated 30 July 1999 (the "Lease") between the Owner and the Company relating to the Aircraft.

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

National Australia Finance (Commercial Leasing) Limited, 6-8 Tokenhouse Yard, London

Postcode

EC2R 7AJ

Presentor's name, address and
reference (if any):Freshfields
65 Fleet Street
London EC4Y 1HS
DX 23 LONDON
(Ref MAF/PJW)
(bc1.wff)

For official use

Mortgage section

Post room

Time critical reference

Short particulars of all the property mortgaged or charged

All the Company's rights, title and interest, present and future in and to, or arising under or in respect of all moneys whatsoever payable to the Company under or in respect of the Relevant Transaction Documents including, without limitation to the foregoing, all rebates of rental, sales commissions, insurance moneys, proceeds of sale and requisition compensation and also all claims of the Company for damages in respect of any breach of the Lease.

Definitions:

"Relevant Aircraft" means two Boeing 777-236 IGW aircraft with manufacturer's serial numbers 29320 and 29964 and UK registration marks G-VIIO and G-VIIV respectively;

"Relevant Transaction Documents" means, in respect of each of the Relevant Aircraft, the Transaction Documents (as such expression is defined in the Relevant Lease in relation to such Relevant Aircraft);

"Relevant Leases" means each of the leases made between the Owner and BA in relation to a Relevant Aircraft;

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed

Freshfields

Date

12 August 1999

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

*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.
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 - (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.
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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 AMENDMENT DATED THE 17th JANUARY 2000 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO NATIONAL AUSTRALIA FINANCE (COMMERCIAL LEASING) LIMITED UNDER THE TERMS OF THE BA SECURITY ASSIGNMENT DATED 30TH JULY 1999 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 3rd FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th FEBRUARY 2000.

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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E