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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

Please do not write
in this margin

Pursuant to section 395 of the Companies Act 1985

CHA 267

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

To the Registrar of Companies

For official use

Company number

262

1777777

Name of company

* BRITISH AIRWAYS PLC (the "Company")

* insert full name
of company

Date of creation of the charge

23 December 1998

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

Assignment of Insurances No. 7672 dated 23 December 1998 between the Company and LBI Leasing Limited ("LBI") (the "Assignment")

Amount secured by the mortgage or charge

All monies from time to time due and owing, whether actually or contingently, by the Company to LBI under an aircraft lease agreement number 7672 dated 23 December 1998 and made between LBI and the Company (the "Lease")

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

LBI Leasing Limited, of 71 Lombard Street, London EC3P 3BS

Short particulars of all the property mortgaged or charged

The Assignment assigns by way of security to LBI all the Company's right, title and interest, present and future, to, and in respect of proceeds arising, under:

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

RSSG-B310/Z924336/Docs/Ass2.395

Time critical reference

For official Use
Mortgage Section

Post room

KLO *KBFT6CSD* 2122
COMPANIES HOUSE 07/01/99

Short particulars of all the property mortgaged or charged

(a) all policies and contracts of insurance required to be effected and maintained under the Lease in respect of all risks of physical loss or damage (including, but not limited to, war risks) effected in relation to the Boeing 767-336ER aircraft with manufacturer's serial number 24334 (the "Aircraft") and all benefits thereof (but for the avoidance of doubt the Assignment does not constitute an assignment of any policies of insurance but only of the benefit, rights, title, interest and proceeds thereunder insofar as the same relate to the Aircraft); and

(b) any moneys or other compensation from time to time receivable by LBI, the Company or any other person in respect of the requisition for hire, title, acquisition, capture, deprivation, detention, condemnation, confiscation or seizure of the Aircraft.

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Norton Rose

Date

7/1 /99

On behalf of chargee

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.

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 AN ASSIGNMENT OF INSURANCES NO 7672 DATED THE 23rd DECEMBER 1998 AND CREATED BY BRITISH AIRWAYS PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LBI LEASING LIMITED UNDER AN AIRCRAFT LEASE AGREEMENT NUMBER 7672 DATED 23 DECEMBER 1998 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 7th JANUARY 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 11th JANUARY 1999.

N. Grandon
N. GRANDON

for the Registrar of Companies



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