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COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[7][1][1][1]

177777

Name of company

* British Airways Plc

* insert full name
of company

I, Kenneth Walder

of Speedbird House, Heathrow Airport (London), Hounslow, Middlesex TW6 2JA

† delete as
appropriate

~~I, as director~~ the secretary of the above company, do solemnly and sincerely declare that the debt for
which the charge described below was given has been paid or satisfied in [full][part]†

‡ insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc.

Date and Description of charge† See attached schedule

Date of Registration 8th February 1988

Name and address of [chargee][trustee for the debenture holders] Barclays Bank PLC,
Corporate Division, 54 Lombard Street, London EC3P 3AH

§ the date of
registration may be
confirmed from the
certificate

Short particulars of property charged§ See attached Schedule

§ insert brief
details of
property

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.

Declared at Speedbird House
Heathrow Airport (London)
Hounslow, Middlesex

Declarant to sign below

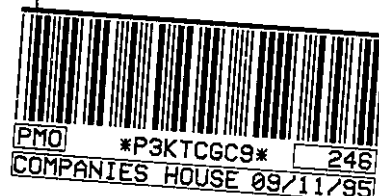
the 1st day of November
one thousand nine hundred and ninety five
before me NICOLA HOGAN, SOLICITOR,
OSBORNE CLARKE, LONDON
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

Alan Buchanan
Speedbird House (S218)
British Airways Plc
Hounslow
Middx TW6 2JA

For official Use
Mortgage Section

Post room



Schedule to Form 403a (charge no.8)

Date and Description of Charge

Pre-delivery Aircraft and Engine Security Assignment Number 10-90/8-90 dated 1st February 1988 between British Airways Plc (the "Company"), Barclays Bank PLC as the Syndicate A Security Trustee and The Boeing Company

Short Particulars of Property Charged

- (i) All of the Company's right, title and interest, present and future in and to, or arising under or in respect of, Purchase Agreement No.1308 dated 16 October 1986 between The Boeing Company and the Company in respect of or relating to that Boeing Model 747-436 being an aircraft scheduled for delivery in October 1990 (the "Aircraft") and to all monies that may be or become payable to and compensation in respect of any breach thereof insofar as such monies and such damages relate to the Aircraft.
- (ii) All of the Company's right, title and interest, present and future in and to, or arising under or in respect of, Engine Purchase Agreement reference number DEG1358 dated 16 October 1986 between Rolls-Royce plc and the Company in respect of or relating to that Rolls-Royce RB211-524D4D aircraft engine being scheduled for delivery in August 1990 (the "Spare Engine") and to all monies that may be or become payable to and compensation in respect of any breach thereof insofar as such monies and such damages relate to the Spare Engine.