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COMPANIES FORM No. 395**Particulars of a mortgage or charge****395**

Pursuant to section 395 of the Companies Act 1985

1 m21

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

To the Registrar of Companies

For official use

Company number

*

U

2078273

Name of company

* BIRMINGHAM INTERNATIONAL AIRPORT PLC

* Insert full name
of company

Date of creation of the charge

19TH AUGUST 1993

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

ASSIGNMENT OF BANK ACCOUNT DATED 19TH AUGUST 1993 AND MADE BETWEEN
BIRMINGHAM INTERNATIONAL AIRPORT PLC ("BIA") (1) AND EURO-HUB
(BIRMINGHAM) LIMITED ("EURO-HUB") (2) ("THE ASSIGNMENT")

Amount secured by the mortgage or charge

THE PAYMENT OF ALL MONIES AND THE DISCHARGE OF ALL LIABILITIES NOW OR AT
ANY TIME HEREAFTER DUE PURSUANT TO THE AGREEMENT ("THE SECURED SUM").

THE AGREEMENT REFERRED TO IN THE ASSIGNMENT IS AN AGREEMENT RELATING TO
THE PROVISION OF FACILITIES AT TERMINAL 2, BIRMINGHAM INTERNATIONAL
AIRPORT DATED 1ST AUGUST 1989 AND MADE BETWEEN EURO-HUB (1) AND BIA (2).

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

EURO-HUB (BIRMINGHAM) LIMITED, COMPANY NO 2403252 WHOSE REGISTERED
OFFICE IS AT BIRMINGHAM INTERNATIONAL AIRPORT, BIRMINGHAM B26 3QJ.

Postcode

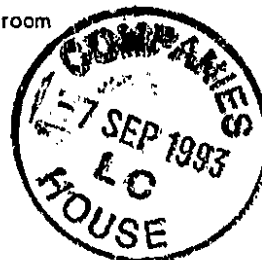
Presentor's name address and
reference (if any);

MACFARLANES
10 NORWICH STREET
LONDON
EC4A 1BD

For official use
Mortgage Section



Post room



Time critical reference

Short particulars of all the property mortgaged or charged

ALL BIA'S RIGHTS, TITLE AND INTEREST AS BENEFICIAL OWNER IN AND TO THE DEPOSIT(S) DESCRIBED IN THE SCHEDULE ("THE DEPOSIT(S)") WHICH EXPRESSION INCLUDES ALL MONIES PAYABLE PURSUANT TO SUCH DEPOSIT(S) AND ANY RENEWAL OR REPLACEMENT OF SUCH DEPOSIT(S) AND THE DEBTS REPRESENTED THEREBY AND ALL INTEREST FROM TIME TO TIME ACCRUING THEREON.

THE DETAILS OF THE DEPOSIT(S) GIVEN IN THE SCHEDULE ARE:-

1. ALL MONEY IN ANY CURRENCY NOW OR AT ANY TIME HEREAFTER STANDING TO THE CREDIT OF THE ACCOUNT DESIGNATED "BIA PLC - EHB ACCOUNT - ACCOUNT NO 01023772" WITH THE DEPOSIT HOLDER NAMED BELOW ("THE DEPOSIT HOLDER") AND INCLUDING ANY MONEY WITHDRAWN FROM SUCH ACCOUNT AND INVESTED ON DEPOSIT BY EURO-HUB ON BEHALF OF BIA WITH ANOTHER DEPOSIT TAKING INSTITUTION (WHETHER IN AN ACCOUNT OR OTHERWISE); AND/OR

2. ALL MONEY DEPOSITED OR PAID BY BIA WITH OR TO THE DEPOSIT HOLDER OR HELD BY IT ON BEHALF OF BIA PURSUANT TO CLAUSE 4 (3) (B) OF THE AGREEMENT.

THE DEPOSIT HOLDER IS NATIONAL WESTMINSTER BANK PLC ACTING THROUGH ITS BRANCH AT 117 COLMORE ROW, BIRMINGHAM.

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lettering

Particulars as to commission allowance or discount (note 3)

NIL

Signed

MacFarlane

Date

7/9/93

On behalf of [company/mortgagee/chargee] †

† delete as
appropriate

- 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.

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a charge
(continued)**

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Continuation sheet No 1
to Form No 395 and 410 (Scot)

Please complete
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Company Number

2078273

Name of Company

BIRMINGHAM INTERNATIONAL AIRPORT PLC

Limited*

* delete if
inappropriate

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

IT IS A TERM OF THE AGREEMENT THAT BIA WILL NOT ASSIGN, TRANSFER OR OTHERWISE ALIENATE, DEAL WITH OR ENCUMBER THE DEPOSITS OR ANY INTEREST ACCRUING THEREON OR ITS RIGHT, TITLE, INTEREST THEREIN OR AGREED SO TO DO.

Amount due or owing on the charge (continued)

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ACTION OF CHAIRMAN AND DEPUTY CHAIRMAN

In accordance with the delegation of authority to the Chairman and Deputy Chairman we hereby agree to the resolution as detailed below:-

It was resolved that:

- a. it is in the best interests of the Company for the purpose of carrying on its business to execute the Assignment and that the Assignment be and is hereby approved and the Common Seal of the Company be affixed by any two Directors or by any Director and the Secretary and any Director be authorised to give all notices, requests, instructions and other documents in connection with the same; and
- b. the Notice of Assignment and the Acknowledgement be and are hereby approved and that the same be delivered to National Westminster Bank plc.

Dated 15th August 1993


CHAIRMAN

Dated 19th August 1993

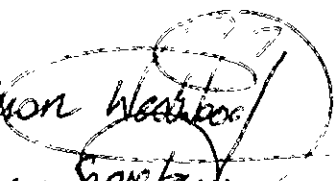

DEPUTY CHAIRMAN

Report prepared by:-

C J C Westwood
Company Secretary
Tel No:- 021-767 7356

bm:action

Certified True Copy


Company Secretary
19th August 1993

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

I hereby certify that a mortgage or charge dated the 19th AUGUST 1993
and created by BIRMINGHAM INTERNATIONAL AIRPORT PUBLIC LIMITED COMPANY

for securing all moneys due or to become due from the Company to EURO-HUB
(BIRMINGHAM) LIMITED under the terms of THE AGREEMENT (AS DEFINED)

was registered pursuant to Chapter I Part XII of the Companies Act
1985, on the 7th SEPTEMBER 1993

Given under my hand at the Companies Registration Office,
Cardiff the 10th SEPTEMBER 1993

No. 2078273

A handwritten signature in cursive script, appearing to read 'M. SAHA'.

M. SAHA

an authorised officer

C.69

U/C.
10/9
W/O