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COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

4150220

Name of company

* British Airways Leasing Limited (BALL)

Date of creation of the charge

23 March 2001

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

Mortgage Deed between BALL and British Airways Plc (BA) (the **Mortgage**).

Amount secured by the mortgage or charge

All monies owing, whether actually or contingently, by BALL to BA under a Loan Agreement dated 23 March 2001 and the Mortgage.

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

British Airways Plc, Waterside, PO Box 365, Harmondsworth, Middlesex UB7 0GB.

Short particulars of all the property mortgaged or charged

Mortgage by BALL, by way of first fixed charge, of all its present and future right and title to, and interest in, one Avro RJ 100 Aircraft with manufacturer's serial number E3382 and U.K. registration mark G-CFAF (the **Aircraft**), including all its present and future right and

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

British Airways Plc
Waterside (HBA3)
PO Box 365
Harmondsworth
Middlesex UB7 0GB

Time critical reference

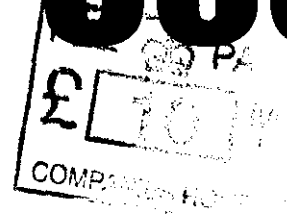
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Mortgage Section

Post room



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395



Short particulars of all the property mortgaged or charged

title to, and interest in, the proceeds of sale of the Aircraft.

Particulars as to commission allowance or discount (note 3)

NIL

Signed



Date

5 April 2001

On behalf of **British Airways Plc**

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. 04150220

** WARNING! ERRORS ON STEM. PLEASE ASK TO SEE ERROR LISTING. **

*Cancelled in favour of
Certificate issued 19/4/06*

[Handwritten signature]



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04150220

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 23rd MARCH 2001 AND CREATED BY BRITISH AIRWAYS LEASING LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BRITISH AIRWAYS PLC ON ANY ACCOUNT WHATSOEVER UNDER A LOAN AGREEMENT OF EVEN DATE AND THE MORTGAGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 6th APRIL 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th APRIL 2001.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —