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Communications on this subject should be addressed to
THE ~~LEGAL~~ SECRETARY
ATTORNEY GENERAL'S CHAMBERS

ATTORNEY GENERAL'S CHAMBERS,
LAW OFFICERS' DEPARTMENT,
ROYAL COURTS OF JUSTICE,
LONDON, W.C.2.

1628

30 January 1986

R A Allan Esq.
Private Secretary to the
Secretary of State for Transport
2 Marsham Street
London SW1

Dear Richard,

BA PRIVATISATION

1. The Secretary of State for Transport wrote to the Attorney General on 22 January seeking urgent advice on HMG's obligations as to disclosure in a prospectus of certain matters (which have been described to the Attorney General orally and in relevant documents) and as to the propriety of proceeding with the sale of shares to the public on the basis of a draft prospectus passage covering the subject at issue. Taking account of the urgency, the Attorney General has asked me to give a progress report.

2. The Attorney General's present view is that the draft passage does not sufficiently inform potential investors of the true position in the sense that the steps the Directors have taken indicate that they view the position with a degree of seriousness which is not matched by the extent of the proposed disclosure in the prospectus. That degree of seriousness is such that it would be likely to have a material effect in the consideration given to the matter by a prospective investor in this country. HMG does not enjoy any special position in these matters but must comply with the high standards required by law.

3. The Attorney General is, however, aware that British Airways are seeking advice from ~~a~~ Leading Counsel on these very matters and that advice could be made available to the Attorney General. To ensure that every possible argument in favour of BA's privatisation as planned is fully taken into account, the Attorney General feels that he should see Counsel's advice before giving his own definitive view.

Yours ever,
Richard Gardiner
R K GARDINER

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1625

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DEPARTMENT OF TRANSPORT
2 MARSHAM STREET LONDON SW1P 3EB

01-212 3434

The Rt Hon Sir Michael Havers QC
Attorney General
Law Officers' Department
Attorney General's Chambers
Royal Courts of Justice
Strand
LONDON WC2

22 January 1986

Dear Michael

BA PRIVATISATION

I attach a paper from my Department's Permanent Secretary relating to the timing of this proposed privatisation. Whilst I have formed no view on whether I should seek (notwithstanding the conclusion expressed in the paper) to proceed with a summer flotation, I would in any event appreciate your views.

The questions on which your advice is sought are as follows:-

(1) Do you agree with the view of the solicitors to the offer, Slaughter & May, that (assuming the facts remain the same) the proposed disclosure of the relevant matters as contained in "draft K" of a prospectus passage would satisfy HMG's legal obligations?

(2) Even if the answer to the first question is in the affirmative, are there other considerations which would make it improper for HMG to proceed with the sale of shares to the public on the basis of this draft?

(3) If the answer to the second question is affirmative, what would have to happen before the sale can properly proceed?

I invite you to consider these questions on the basis either that the flotation is to proceed in the summer whilst the documents referred to in the paper remain in existence;

or it is postponed at least until early 1987. In this latter event there is the further period of time since the events which may have occurred as described in the documents which would have taken place, and it may be that some or all of the documents would no longer remain.

As to HMG's legal obligations, your attention is drawn to Article 4 of the Listing Particulars Directive (of 17 March 1980) as contained in Schedule 1 to the Stock Exchange (Listing) Regulations 1984 (SI No 716). This provides as follows:-

> "The listing particulars shall contain the information which, according to the particular nature of the issuer and of the securities for the admission of which application is being made, is necessary to enable investors and their investment advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses, and prospects of the issuer and of the rights attaching to such securities."

The duty of compliance falls upon HMG by virtue of Regulation 5 of the Regulations; and it is not necessary for me in this letter to explore the law relating to deceit, or liability for misrepresentation, mis-statement or under the principles of Hedley Byrne v Heller.

There is a reference in the paper to the question of disclosure of a material contract. There is a specific requirement contained in the Stock Exchange's Yellow Book that before the Stock Exchange will approve a prospectus it is satisfied that the prospectus discloses the principal contents of material contracts entered into within the previous two years by the company otherwise than in the ordinary course of business. The Stock Exchange on sufficient reason being shown may waive this requirement in a particular case.

I propose that my officials should explain to you orally the background facts and matters which are material to the advice sought. At such a meeting they can also explain the "Companies Act" point relating to the account of BA which is referred to in the paper.

The paper was written before we had received notification through our embassy in Washington that a further law suit on behalf of a Los Angeles travel agent has been filed seeking damages from BA (inter alia) in respect of the collapse of Laker. This is not a surprise (the possibility was noted in the paper); its implications can be discussed.

In principle, it is to be assumed that "draft K" may still stand, but after a new paragraph describing the law suit and asserting either that the Board considers that it is without merit or that in any event it will not have a material adverse effect on the company.

You will appreciate the urgent implications of the matters to which I refer - as soon as I know your views I shall need to put the issue to a meeting of MISC 112.

NICHOLAS RIDLEY

Secretary of State

FROM: A M BAILEY
15 January 1986

THE TIMING FOR BA PRIVATISATION

Following your meeting with Lord King on 20 December, we have been considering what advice to give on whether it would be right in all the circumstances to proceed on the present timetable for BA privatisation in June or July 1986, or whether we should defer preparations until we could be surer that some of the US legal complications had been reduced. Sir Peter Lazarus and I have discussed the legal issues with our advisers Slaughter and May and Hill Samuel, and Mr Holmes has had further discussions with Mr Marshall. There is a difficult balance to be struck between the various considerations, and I thought that it would be helpful if I set them out as I see them in the light of these discussions. The following note is therefore necessarily long; it has been largely drafted by Mr Holmes, and I am grateful to him for all this work. My conclusions are summarised at the end.

2. There are three options:

(a) to proceed firmly on the present timetable, subject to a reappraisal in the light of an assessment of the US legal situation once the present class action has been settled;

(b) to decide that no date for privatisation will be set, and no overt steps towards it taken, until the US legal complications have been reduced, and then to press on to the earliest possible date;

(c) to decide now that privatisation will be deferred at least until the next available slot in the programme after summer 1986 - ie January/February 1987 assuming that BGC is sold in the autumn, as planned.

BA strong prefer (a). The judgement as between (b) and (c) depends on how far we believe (b) to be compatible with a summer 1986 flotation. We must have in mind that the Treasury would be reluctant to hold a summer 1986 date open for BA if there were a good chance that it might not, in the event, be achieved. And a strong expectation is building up in BA, and publicly, that the flotation will be in summer.

3. The target date of summer 1986 was thought achievable after the Laker liquidators suit was settled in July 1985. It was assumed at that time that the class action could be settled by early 1986 and that the risk of any further anti-trust litigation by any plaintiff with standing in front of a US Court was small. It was thought therefore to be proper for BA to destroy, before the issue of the prospectus, documents relating to events before the collapse of Laker Airways. Destruction of the documents, at the earliest opportunity in accordance with a properly established document control programme, has been strongly advocated by BA's US Counsel in the commercial interests of the company. He advised that it would nevertheless be prudent for the directors, in considering their obligation to disclose potential liabilities in the prospectus, to assume that the company's potential exposure to anti-trust litigation might be of the order of £70m.

4. It was also assumed that with a settlement of the class action, BCal would be able properly to repatriate from the US the documents relating to the Laker period, so that these would be protected against discovery under the Protection of Trading Interest Act and might, if their advisers considered it proper, be disposed of.

5. Subsequently, the situation has changed in three respects:

(a) negotiations on the settlement of the class action took longer than expected largely because of the prolonged battle for control of TWA. The period for objections to be lodged before the US court does not expire until

16 Feburary, and the judge is not expected to decide finally on the settlement before mid-March;

(b) Cravaths, the US legal advisers to the US and UK banks and to Slaughter and May told us that mainly on ethical grounds they would be unwilling to be associated with a flotation very soon after the class action settlement unless BA gave them an undertaking that no decision would be taken on the future of the documents until after the underwriters to the issue had ceased to be involved;

(c) two further US legal actions are threatened - by the ex-Laker employees and by a travel agent. Mr Beckman, who claims to act for the plaintiffs in both cases has indicated that he intends to file both of them this month.

6. If these two actions were brought, it would take months or perhaps years for BA to have them dismissed. If neither were brought, some months would have to elapse before BA could be satisfied that they were no longer threatened. It would therefore be unwise to proceed on the assumption that the documents could have been destroyed before a flotation this summer. Sullivan and Cromwell (BA's US Counsel) have advised that the potential exposure to anti-trust liabilities which the company should allow for in considering its prospectus obligations if the documents remained in existence would rise to about £100m.

7. Whether or not the documents exist at the time of flotation does not, of course, alter the underlying events which could be the subject of new litigation. Most of these should be more than four years old by the time of a summer flotation, and therefore covered by the US Statute of Limitations which applies to anti-trust actions, unless a plaintiff can show fraudulent concealment. But BA's Counsel and ours advise that so long as the documents exist, under the protection of a blocking direction

Under the PTI Act, a US court could make adverse findings of fact against BA, or impose financial penalties for non-discovery, which would put great pressure on BA to settle with the plaintiffs even if the case were of little merit.

SUMMER 1986 FLOTATION

8. BA are convinced that a summer flotation is in the best interests of the company. They are taking steps to provide against the assumed £100m of exposure in ways which would reduce the amount of uncovered risk to a level which they believe could legitimately be regarded as non-material. In each of the last two years they have retained profits of £10m which have not been disclosed but instead included in amounts owed to creditors in the balance sheet. Initially these provisions were intended to help cover the cost of settling the Laker litigiation, but in the 1984-85 accounts the provisions were retained and the costs of the Laker settlement were charged separately in full against profits in that year. BA propose to make a further undisclosed provision of £5m in the 1985-86 accounts, making a retention from profits against the risk of further anti-trust litigation of £25m in all. In addition BA have now negotiated commercial insurance cover worth £40m, up to the end of 1988. BA would be liable to meet up to the first £20m of any damages awarded before the insurance cover would become effective. The remaining £5m of their undisclosed provisions would provide a third layer of cover above the insurance, giving a total of £65m which could be called upon before any anti-trust damages awarded would have any effect on the future profits or net worth of the company.

9. BA have obtained advice from leading counsel to the effect that it is both prudent and proper for them to take these precautions, that they need not be specifically disclosed in the accounts, and that the remaining £35m of the exposure (starting from the estimate of £100m for total exposure - para 6) may be regarded as a non-material amount for purposes of prospectus disclosure. His conclusion that the sum would be non-material in relation to profits is based on the expectation that an award of

damages in excess of the provisions and insurance would be unlikely to have to be set against a single year's profits. BA's advisers also felt that £35m, which represents about 7½% of BA's current net worth, could just about be regarded as non-material by that test as well. BA therefore believe, assuming that the class action is settled as envisaged, that whether or not the further litigation threatened by Beckman materialises, the directors can properly sign a prospectus which describes the remaining anti-trust exposure in the terms of the attached draft, and which says nothing about the provisions or the insurance.

Analysis of June 1986 flotation

10. We have considered three aspects of the course which BA favour:

(a) are there any objections on the grounds of legality?

(b) is anything likely to occur between now and the flotation which could force another postponement?

(c) are there any objections on grounds of propriety?

Legality

11. We have considered with Slaughter and May and Hill Samuel the following questions:

(a) Have the precautions by BA been prudently and properly taken?

(b) is it right that the prospectus need not disclose the provisions or the insurance policy?

(c) if answers to (a) and (b) are affirmative, is the remaining £35m, in relation to the attached prospectus draft, non-material?

12. On the question of making undisclosed provision against a remote future risk, Ernst and Whinney, who are BA's auditors, are satisfied that the arrangement is acceptable in the circumstances and this view has been confirmed in general terms by Coopers and Lybrand if the true and fair view of the company's accounts is not impaired. Slaughter and May and Linklaters and Paines consider that inclusion of the relevant £25m in amounts owed to creditors rather than as separately identifiable provision is "not necessarily unlawful" under the Companies Act (those words, which leave open a possibility that there could be a technical breach of the Companies Act, are subject to further urgent consultation among the advisers). So far as Slaughter and May can judge, such an arrangement, though unusual, is not unheard of. Our advisers acknowledged that one effect would be to reduce the present net worth of the company by £25m which might be available to be released to the new shareholders at a future date. Judgements on the size of the provision and the need to make it are the responsibility of the Board, in common with other provisions made. Clearly there is an effect on both the net worth and the profit stream of the business. But given that the accounting treatment gives a true and fair view of the company it is not relevant to consider what the proceeds might have been had a different view of what provisions were necessary been taken by the Board. The value of the proceeds to the taxpayer inevitably has to take account of this potential liability.

13. On the question of disclosing the provisions and the insurance policy in the prospectus, Slaughter and May's basic conclusion was that prospectus disclosure would not be necessary. However, the insurance policy would normally be regarded as a material contract for prospectus purposes, and a derogation would have to be sought from the Stock Exchange. Assuming such a derogation were granted, it would not absolve the directors and the Government from deciding whether disclosure was nevertheless necessary, in order to enable investors to make an informed assessment of the company's position. The granting of the derogation would not provide a defence against charges of

material omissions from the prospectus in the event of subsequent legal action against the signatories. However, Slaughter and May consider that in the circumstances disclosure is not a legal requirement.

14. On the question of materiality, Slaughter and May said that they would first have to be satisfied that the insurance policy was valid and that BA had taken all reasonable steps to ensure that it was not voidable. They would also have to review the position nearer the time to ensure that either the assumption that no further litigation was pending or threatened was satisfied, or alternatively if it was not, that the litigation in question did not lead Sullivan and Cromwell to increase their estimate of the level of exposure, and that nothing else had occurred to change their estimate. Finally some means would have to be found of ensuring that Sullivan and Cromwell took the potential impact of the BCal documents fully into account, unless they had by then been destroyed. Subject to those provisos, and in the circumstances in which it might be called upon, they accepted that the remaining £35m of uncovered exposure could just, but only just, be regarded as non-material in the terms of the draft prospectus passage. Hill Samuel agreed. However, it has to be recognised that in the event the Courts might take a different view.

How could matters change between now and the summer?

15. We do not know the outcome of a number of developments:

(a) whether the proposed settlement of the class action will be approved. No objections have been lodged so far. If Virgin Atlantic object, as they are now expected to do, a decision is not likely before mid-March. If the settlement is not approved, it is unlikely that privatisation could proceed;

(b) whether, and if so in what form, the cases on behalf of the ex-Laker employees and the travel agents will be brought. BA say that Sullivan and Cromwell's advice that they should provide for exposure of £100m took account of this possibility, and that if the cases are brought they could be defeated. But we cannot be sure now that Sullivan and Cromwell would continue to take this view if cases were actually brought, or that BA would not face orders for discovery of documents and threats of sanctions for non-compliance. The prospects for these cases may be clearer by mid to end-February;

(c) there is always a possibility of new cases being brought or threatened, though none is in prospect at present.

16. We should also, before the prospectus is written, have to give BA and their lawyers the opportunity to assess the risk to them of discovery of BCal's documents if, as seems likely, they are still in existence. (This would need Sir Adam Thompson's agreement.) The best judgement that can be made at present is that Sullivan and Cromwell's assessment should not change materially in the light of knowledge of the BCal documents; but we cannot be sure.

17. Taking all these imponderables into account, our judgement is that though the risk of external events making a summer privatisation impossible is not large, it is significant. The consequences of that happening, if we were firmly embarked on a summer flotation, could be serious - not only politically, but also because having to halt privatisation could well encourage litigation.

Would it be proper to proceed?

18. We tested Hill Samuel's and Slaughter and May's judgements about the propriety of proceeding in these circumstances by

asking what their advice would have been if they had been faced with the same problem by a private sector company seeking to arrange a flotation. They said firstly that this would not be a precise analogy to our present situation. In a private sector flotation:

(a) Hill Samuel would be acting as principals rather than merely as advisers and would have a more pronounced role as sponsor, and would thus have to take themselves the propriety points which now fall to the Government to take;

(b) no private sector vendor carried as much weight as HMG in the City and HMG had to take account of political as well as commercial considerations;

(c) HMG had a special relationship with the airline, both as regulatory authority on competition matters and for purposes of the PTI Act, and because of its relationship with the US Government, and as such could protect BA in ways not open to a private sector vendor;

(d) but on the other hand the option of an indemnity was not open to HMG because of the Parliamentary disclosure problems which would arise.

So their advice was bound to be given from a different standpoint. Having taken account of that, their view was the the suggested way of proceeding was just within the margins of what would be accepted as commercially proper. If HMG wished to proceed on this basis they would too subject to satisfaction on a number of detailed points which they have not had an opportunity fully to consider yet. Nevertheless, it must be recognised that if in the event a claim or claims did have to be settled for amounts which could be regarded as material, even though there might well be no legal liability for misrepresentation in the prospectus, the propriety of the judgements taken by all the parties concerned would be likely to be heavily criticised.

19. In the private sector, however, the need to disclose the problem would in itself normally be enough to deter a vendor from proceeding in the absence of any other solution. The attached draft prospectus passage represents the minimum level of disclosurewhich it is adjudged to be acceptable in law. The amount by which the precautions fall short of the assessment of exposure leaves room for no margin of error at all, and the estimate of exposure is not itself a precise and logically determined figure but a judgement based on experience to which uncertainty necessarily attaches. Normally, our advisers would expect a considerable safety margin on issues of this kind. In these circumstances Hill Samuel and Slaughter and May would not expect a private sector vendor to proceed on a summer timetable. Hill Samuel did stress however that all their advice could only be on the basis of their own knowledge which excluded certain elements within the Department's knowledge and was not based on a full involvement in the process of legal analysis which would normally occur in private sector transactions.

20. I do not believe HMG can take a less rigorous approach to the propriety of proceeding than would be acceptable commercially in the private sector; on the contrary, there are strong arguments for higher standards. Both investors and Parliament expect HMG to be straightforward in its commercial dealings, and we could not reconcile this expectation with the issue of a prospectus which would only just fall within the margins of legal acceptability. This consideration must apply whether or not subsequent events led the judgements we would have to make to float the company in the summer to be confounded. I therefore conclude that if the documents remain in existence it would not be proper to seek to float BA in the summer.

DEFERRING A DECISION UNTIL THE LEGAL COMPLICATIONS ARE REDUCED

21. There are two variants of this option:

(a) to defer a decision until the class action settlement has been approved, the new cases have either been brought or the threat has receded, and Sullivan and Cromwell have considered the implications of the BCal documents. This point could be between mid-March and end-March;

(b) to defer a decision until BA's documents had been destroyed and BCal's documents repatriated. This point could not be before end-March and could be much later.

22. Option (a) would not affect my conclusion about the impropriety of proceeding on the present BA course to a summer flotation. I do not believe that option (b) would be compatible with a summer flotation.

23. The attached outline timetable shows the earliest date by which a sale in the summer could conceivably be managed after settlement of the class action and on the basis of audited results for the full year 1985-86. There is no doubt that Cravaths would not be prepared to be associated with a prospectus issued on 9 June on the basis of document destruction on 1 April. Hill Samuel and Slaughter and May do not think our doubts about the propriety of floating in the summer would be resolved by replacing Cravaths as US counsel by other advisers who took the view that the documents could properly be destroyed in the run up to privatisation. It would in itself be a dubious step to take and for prospectus disclosure purposes the problem arises from the actions which have taken place, rather than the existence of particular forms of evidence. In any case destruction could not take place while litigation or the threat of it remained. We will not know until early February whether Beckman intends to file further law suits. Virgin Atlantic have given notice that they intend to object to the class action settlement in the US court. We cannot therefore be certain that settlement of the class action will not be delayed or when document destruction would be permissible. In order further to reduce the

uncertainties BCal's documents also have to be repatriated and destroyed. We shall not be able to take a considered look at these matters until the end of March at the earliest. Deferring the sale from June to July would not alter the position.

POSTPONEMENT AT LEAST UNTIL EARLY 1987

24. If the sale is postponed until the current and threatened litigation has been disposed of and a judgement can be made which satisfied all our advisers that document destruction is legitimate, a better informed view could be taken about whether BA's exposure has been reduced to a level which does allow some margin for error. A delay until the problem diminishes to a level small enough for the prospectus to be able to ignore it could last for some years. A relatively short delay, even after document destruction, would still require a draft similar to the one attached to be included in the prospectus. However, subject to the uncertainties about fraudulent concealment, the Statute of Limitations should have run for most of the potential causes of action. The margin for error on the question of materiality should therefore be significantly greater. It may therefore be possible, provided that events have moved in the right direction meanwhile, to conclude in the autumn that privatisation is possible and could properly be undertaken early in 1987 - but we cannot be certain now. A decision would need to be taken in early autumn.

25. The difficulty with postponement, however, is how to present it publicly in terms which do not reduce the value of the company. BA's own marketing efforts are going to have to be put into reverse, and it will be a severe disappointment to their management. Early 1987 also coincides with the next round in the pay negotiations, and a downturn in the economic cycle may well be thought to be that much nearer. It will be difficult to justify delay by reference to legal difficulties when at present these seem to be proceeding towards a satisfactory conclusion. We must avoid giving any hint that would give encouragement to

eckman or other contingency fee lawyers. It may be possible to use uncertainty or disagreement about the balance sheet as a reason for delay, but that will not inspire confidence among potential investors.

26. If you and your colleagues agree that postponement is the right course, it will require very careful handling with BA. We shall need to take action very soon to halt the momentum of their marketing activities and our own internal preparations which are currently geared to a June flotation.

OTHER OPTIONS

27. It is likely that if Lord King is faced with the prospect of further delay he will revert to the suggestion of a management buy-out. We have asked Hill Samuel to consider whether this or some other form of private placement would avoid the problem. Their preliminary view, however, is that such arrangements would still require a sale document, prepared to the same standards as a prospectus, for which HMG as vendor would have to accept responsibility. It would not therefore seem to deal with the problem.

CONCLUSION

28. The conclusions from this analysis are as follows:

(i) Though some of the risks will become clearer over the course of the next 4-6 weeks, a summer flotation could only take place with the documents in existence. On that basis the estimated potential exposure of the company is, even with the precautions which BA are taking, close to the margin of what could properly be described as non-material.

(ii) BA have been punctilious in obtaining legal and accounting advice about the steps that they are taking towards a summer flotation, and our own advisers confirm that they are not necessarily unlawful. But there are risks, which seem small but not negligible, that external events will make a summer flotation impossible.

(iii) In any case, to proceed with a prospectus which is necessarily uninformative about the legal risks which remain while the documents are still in existence could give rise to charges of material omissions from the prospectus, and would in my view give rise to an unacceptable risk of challenge to the propriety of HMG's action as vendor.

(iv) A decision to defer privatisation until the documents have been disposed of would mean deferment at least until early 1987. It involves other risks: that it could in itself encourage litigation; that the prospects of the business may appear worse at that point than now; that there would be a serious effect on the morale of BA's management. On the worst hypothesis, it might prove impossible even to meet that timescale.

(v) A decision to defer privatisation until the documents have been disposed of would need to be taken quickly, and given as a firm decision to BA, with a line to be agreed with them on presentation. They would need to be instructed to stop all preparations for privatisation and to modify the public position they are taking.

29. I conclude reluctantly that the proper course in all the circumstances is to decide now not to proceed with privatisation until the documents have been properly disposed of. I recognise that it is possible to reach a different conclusion, as the directors themselves have, and you may want to discuss the issues with us. The judgement involved is a difficult one, and if you and your colleagues wish to proceed with a summer flotation, you may think it prudent to consult the Law Officers before reaching a final decision.

A M BAILEY

15 January 1986

cc Mr Spicer
Mr Holmes
Mr Clarke
Mr Yass
Mr Oates
Mr Rhodes

No other claims alleging breach of US anti-trust laws have been brought or are threatened against BA, but the possibility of such further claims being asserted in relation to BA's past services to and from North America cannot be excluded and, if asserted, such claims could, as is common in anti-trust actions in the US, seek substantial amounts. The Board is, however, of the opinion that the outcome of any such claims would not in the aggregate have a material adverse effect upon the business, financial condition or prospects of BA, although in view of the uncertainties of anti-trust litigation no assurance can be given that this would not be the case. The opinion of the Board is based on all relevant factors including a consideration of the grounds on which, if assented, such claims might be defended and of the methods by which they might be resolved and an expectation that HMG will continue its stated policies towards the application of US anti-trust laws to international air transport referred to under [ ].

9/13/12

TIMETABLE

	Legal Events	Privatisation Key steps
9 January		BA roadshows commence
14 January		ABM present advertising proposals to DTp
16 January		PR/Marketing Committee meeting with BA and their advisers
End January		Research of city opinion and advertising treatments should start
		Overall marketing strategy should be settled (principally institutional campaign)
		Brokers should start research on their circular on BA
6 February	Last date by which Beckman believes he may file Laker related law suits	
12 February		BA roadshows completed
16 February	Final date for class action objections and claims	
End February		BA press and TV financial image campaign starts
		Brokers issue circular on BA
		Production of DTp press and TV advertising commissioned. TV schedules booked.
		Appoint advisers on overseas sales
18 March	Final settlement of class action	Announce decision to proceed with issue
		Commence marketing
		Appoint receiving banks telephone answering service
		Decide on overseas sales

1 April	Earliest permissible date for document destruction

After 1 April the timetable is as suggested by Hill Samuel ie

9 May	Audit completed
14 May	DTp press and TV advertising starts
21 May	Pathfinder prospectus published
4 June	Issue priced
5 June	Prospectus filed and issue underwritten
9 June	Prospectus published
19 June	Offer closes
23 June	Dealings commence