



Particulars of a mortgage or charge

00400040

395

CHWP000

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not write in this margin

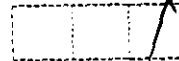
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



3046028

Name of company

insert full name of Company

VIRGIN BRIDES LIMITED

Date of creation of the charge

30 September 2002

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

A Deed of Admission to an Omnibus Guarantee & Set-Off Agreement dated 23rd September 1996 (the "Agreement")

Amount secured by the mortgage or charge

All moneys & liabilities then due or which might thereafter become due to Lloyds TSB Bank plc(the"Bank") from either the Company or any one or more of the parties to the Agreement (other than the Bank) being at the date hereof the following companies:

See Attached List.

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

Lloyds TSB Bank plc, 71 Lombard Street, London.

30.00.02

Postcode EC3P 3BS

DTT/SEC/16209

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

LLOYDS TSB BANK PLC
PO BOX 72,
BANK DEUCE
GILLINGHAM BOS PARK
KENT ME8 0LS

Time critical reference

[Signature]

For official Use
Mortgage Section

Post room



A19
COMPANIES HOUSE

0177
16/10/02

Any sum or sums for the time being standing to the credit of any present or future account of the Company with the Bank.

NOTE: By Clause 13(e) of the Agreement, the Company agreed that it would not (without the prior written consent of the Bank) assign, mortgage, charge or otherwise confer upon any third party any right, title or interest in or to all or any of the accounts for the time being of the Company with the Bank or any sum or sums standing to the credit of any one or more of such accounts, or agree to do any such thing, or allow any such third party right, title or interest to subsist (except in each case in favour of, or upon, the Bank)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date

15/10/02

On behalf of [company] [mortgagee/chargee]†

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† delete as appropriate

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 situated 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.

If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Cheques and Postal Orders are to be made payable to **Companies House**.

The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

THE SCHEDULE

PART I - The Existing Companies

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
Virgin Voyager Limited	2857673	120 Campden Hill Road. London, W8 7AR.
Virgin Vouchers Limited	2999861	120 Campden Hill Road. London, W8 7AR.
Virgin Management Limited	1568894	120 Campden Hill Road. London, W8 7AR.
Heaven Limited	2857640	120 Campden Hill Road, London, W8 7AR.
New Media Solutions Limited	2951633	120 Campden Hill Road, London, W8 7AR.
Global Circumnavigation Limited	3037258	120 Campden Hill Road. London, W8 7AR.
Virgin Developments Limited	1412157	120 Campden Hill Road. London, W8 7AR.
Virgin Enterprises Limited	1073929	120 Campden Hill Road. London, W8 7AR.
Virgin Group Limited	2376807	120 Campden Hill Road, London, W8 7AR.
Virgin Ultimate Limited	2977558	120 Campden Hill Road, London, W8 7AR.
Virgin Projects Limited	3111083	120 Campden Hill Road, London, W8 7AR.
Voyager Group Limited	2014840	120 Campden Hill Road, London, W8 7AR.
Virgin Brides Limited	3046028	120 Campden Hill Road, London, W8 7AR.
Virgin Balloon Flights Limited	2969369	120 Campden Hill Road, London, W8 7AR.
Caroline International Limited	1070954	120 Campden Hill Road, London, W8 7AR.
Vanson Developments Limited	1735693	120 Campden Hill Road, London, W8 7AR.

2nd Virgin Western Limited	2341462	120 Campden Hill Road. London. W8 7AR.
Crawley Business Quarter Limited	3145531	Ashdown House. High Street. Crawley. West Sussex RH10 2DQ.
Mowbury Limited	3155890	Ashdown House. High Street. Crawley. West Sussex RH10 2DQ.
Barfair Limited	3552508	120 Campden Hill Road. London. W8 7AR.
Virgin Limobikes Limited	3349884	120 Campden Hill Road. London. W8 7AR.
Virgin Destinations Limited	3791322	120 Campden Hill Road. London. W8 7AR.

PART II - The Further Companies

<u>Name</u>	<u>Company Number</u>	<u>Registered Office</u>
Communic8 International Limited	4176269	120 Campden Hill Road. London. W8 7AR.
Redgene Limited	4232920	120 Campden Hill Road. London. W8 7AR.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03046028

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE & SET-OFF AGREEMENT DATED 23rd SEPTEMBER 1996 DATED THE 30th SEPTEMBER 2002 AND CREATED BY VIRGIN BRIDE LIMITED FOR SECURING ALL MONEYS AND LIABILITIES DUE OR TO BECOME DUE TO LLOYDS TSB BANK PLC FROM EITHER THE COMPANY OR ANY ONE OR MORE OF THE PARTIES TO THE AGREEMENT (OTHER THAN THE BANK) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 16th OCTOBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th OCTOBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —