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COMPANIES FORM No. 395 A/C - 00400040

Particulars of a mortgage or charge

ACCOUNT 3 05 DEC 2006 RECEIVED

395

CHW P000

A fee of £13 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

	5	

3046028

Name of company

* insert full name of Company

* VIRGIN BRIDE LIMITED

Date of creation of the charge

4th December 2006

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

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

Amount secured by the mortgage or charge

All moneys and 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 other parties to the Agreement (other than the Bank) being at the date hereof the following companies:

(List of companies party to the Agreement)

See Attached

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

Lloyds TSB Bank plc			
25 Gresham Street	(30-00-02)		
London		Postcode	EC2V 7HN

Presenter's name address and reference (if any) : PBH-20557

Lloyds TSB Bank plc
Gillingham CCSC
P.O. BOX 72 Bailey Drive
Gillingham Business Park
Kent. ME8 0LS

Time critical reference

For official Use (02/06)
Mortgage Section | Post room

A8537L3L
A43 555
COMPANIES HOUSE 05/12/2006

Short particulars of all the property mortgaged or charged

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 - 4 DEC 2006

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 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.

5 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders are to be made payable to **Companies House**.

6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

THE SCHEDULE

PART I - The Existing Companies

Name	Company Number
Virgin Voyager Limited	2857673
Virgin Vouchers Limited	2999861
Virgin Management Limited	1568894
Virgin Developments Limited	1412157
Virgin Enterprises Limited	1073929
Virgin Group Limited	2376807
Virgin Projects Limited	3111083
Voyager Group Limited	2014840
Virgin Bride Limited	3046028
Virgin Balloon Flights Limited	2969369
Vanson Developments Limited	1735693
Barfair Limited	3552508
Communic8 International Limited	4176269
Bluebottle Investments (UK) Limited	2809301
Virgin Limobike Limited	2733491
Bluebottle UK Limited	3744190
Virgin Galactic Limited	5802809

PART II - The Further Companies

Name	Company Number
Virgin Holdings Limited	3609453
Virgin Wings Limited	3160887