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COMPANIES FORM No. 395

Particulars of a mortgage or charge

395

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Pursuant to section 395 of the Companies Act 1985

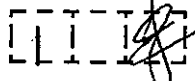
CHA 116

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

To the Registrar of Companies

For official use

Company number



3145531

Name of company

* CRAWLEY BUSINESS QUARTER LIMITED

Date of creation of the charge

23 JULY 1997

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

DEBENTURE

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and whether owed jointly or severally or in any other capacity whatsoever) of the Company to the Mortgagee under the facilities first made available on 26 April 1997 and to be made available by the Mortgagee to the Company in the future.

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

VIRGIN TRAVEL GROUP LIMITED
120 Campden Hill Road
London W8 7AR

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

Macfarlanes
10 Norwich Street
London
EC4A 1BD

RMER/543537/PXS

Time critical reference

For official use
Mortgage Section

Post room



Please see attached continuation sheet

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this margin

Please complete
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bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed Macfarlane

Date 24 July 1997

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

† 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.

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

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write in this
binding margin

**Particulars of a mortgage or charge
(continued)**

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

CHA 116

Please complete
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bold block lettering

Company Number

3145531

Name of Company

CRAWLEY BUSINESS QUARTER LIMITED

Limited*

* delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not
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binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

Please complete
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bold block lettering

1. By way of legal mortgage all that freehold property known as Crawley Business Quarter, Manor Royal, Crawley comprising all of the remaining land in Title Number WSX204305 as at the date of the Debenture.
2. By way of fixed charge:-
 - 2.1 all estates or interests in any freehold or leasehold property belonging to the Company;
 - 2.2 all plant and machinery owned by the Company and its interest in any plant and machinery in its possession;
 - 2.3 all monies standing to the credit of any account with any person and the debts represented by them;
 - 2.4 all benefits in respect of any contracts and policies of insurance taken out by or on behalf of the Company in relation to any freehold and leasehold property charged by the debenture and all claims and returns of premiums in respect of them;
 - 2.5 all of the Company's book and other debts the proceeds of the same and all other monies due and owing to the Company and the benefit of all rights securities and guarantees of any nature enjoyed or held by the Company in relation to any of the foregoing;
 - 2.6 any beneficial interest claim or entitlement of the Company in any pension fund;
 - 2.7 the Company's goodwill;
 - 2.8 the benefit of all licences consents and authorisations (statutory or otherwise) held in connection with its business or the use of any assets of the Company the subject of any security created by this Debenture specified in any other subparagraph in the charging clause of the Debenture and the right to recover and receive all compensation which may be payable to the Company in respect of them;
 - 2.9 the Company's uncalled capital;
 - 2.10 the Company's rights under the agreement or agreements relating to the purchase of any freehold or leasehold property by the Company; and
 - 2.11 the benefit of any agreement to grant an occupational lease of all or part of the legally mortgaged property.
3. By way of floating charge all of the Company's assets not otherwise effectively mortgaged or charged by way of fixed mortgage or charge above.

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03145531

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 23rd JULY 1997 AND CREATED BY CRAWLEY BUSINESS QUARTER LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO VIRGIN TRAVEL GROUP LIMITED UNDER THE FACILITIES FIRST MADE AVAILABLE ON 26 APRIL 1997 AND TO BE MADE AVAILABLE BY THE MORTGAGEE TO THE COMPANY IN THE FUTURE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 24th JULY 1997.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28th JULY 1997.

J. M. EVANS

for the Registrar of Companies



C O M P A N I E S H O U S E

Post
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