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COMPANIES FORM No. 395 004000 40/13

395

CHWP000

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering* insert full name
of Company

Particulars of a mortgage or charge

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

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

| | | |
|--|--|---|
| | | 5 |
|--|--|---|

3155890

Name of company

* MOWBURY LIMITED

Date of creation of the charge

11 MARCH 2005

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 23 September 1996 (the "Agreement")**

Amount secured by the mortgage or charge

All monies 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
London**

30-00-02

Postcode **EC2V 7HN**Presentor's name address and
reference (if any): **PBM-18710****Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS**

Time critical reference

For official Use
Mortgage Section

Post room

A10
COMPANIES HOUSE0341
17/03/05

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

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Date

16/3/05

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

THE SCHEDULE**PART I - The Existing Companies**

| <u>Name</u> | <u>Company Number</u> |
|---------------------------------|----------------------------------|
| Virgin Voyager Limited | 2857673 |
| Virgin Vouchers Limited | 2999861 |
| Virgin Management Limited | 1568894 |
| New Media Solutions Limited | 2951633 |
| Global Circumnavigation Limited | 3037258 |
| Virgin Developments Limited | 1412157 |
| Virgin Enterprises Limited | 1073929 |
| Virgin Group Limited | 2376807 |
| Virgin Ultimate Limited | 2977558 |
| Virgin Projects Limited | 3111083 |
| Voyager Group Limited | 2014840 |
| Virgin Bride Limited | 3046028 |
| Virgin Balloon Flights Limited | 2969369 |
| Caroline International Limited | 1070954 |
| Vanson Developments Limited | 1735693 |

| | |
|----------------------------------|---------|
| 2nd Virgin Western Limited | 2341462 |
| Crawley Business Quarter Limited | 3145531 |
| Mowbury Limited | 3155890 |
| Barfair Limited | 3552508 |
| Virgin Limobikes Limited | 3349884 |
| Virgin Destinations Limited | 3791322 |
| Communic8 International Limited | 4176269 |
| Redgene Limited | 4232920 |

PART II - The Further Company

| <u>Name</u> | <u>Company Number</u> |
|-------------------------------------|---------------------------|
| Bluebottle Investments (UK) Limited | 2809301 |

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03155890

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF ADMISSION TO AN OMNIBUS GUARANTEE AND SET-OFF AGREEMENT DATED 23 SEPTEMBER 1996 DATED THE 11th MARCH 2005 AND CREATED BY MOWBURY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND/OR ALL OR ANY OF THE OTHER COMPANIES NAMED THEREIN TO LLOYDS TSB BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th MARCH 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd MARCH 2005.

P. a



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES