

Company No. 03349884

TUESDAY



THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES

VIRGIN MOBILE USA HOLDINGS LIMITED

Statement by the directors of Virgin Mobile USA Holdings Limited (the "Company") in accordance with s.644(5) Companies Act 2006 (the "2006 Act") in connection with the reduction of share capital of the Company

We, being all of the directors of the Company as at the date of this statement, confirm that

- 1 the solvency statement (a copy of which is attached) was made not more than 15 days before the date on which a special resolution for the reduction of capital of the Company was passed by the Company's sole shareholder as a written resolution, and
- 2 the solvency statement was provided to the Company's sole shareholder in accordance with s 642(2) of the 2006 Act

Robert Blok

8 DECEMBER 2014
Date

Nicholas Fox

8 DECEMBER 2014
Date

Ian Woods

8 DECEMBER 2014
Date