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CHWP000

COMPANIES FORM No. 403a

Declaration of satisfaction in full or in part of mortgage or charge

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

49

01600117

Name of company

* insert full name
of company

* VIRGIN ATLANTIC AIRWAYS LIMITED

I, IAN DE SOUSA

of VIRGIN ATLANTIC AIRWAYS LIMITED (THE "COMPANY")

† delete as
appropriate

~~and director~~ [the secretary] ~~the administrator~~ ~~the administrative receiver~~ of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in **[full]** ~~[part]~~

insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc

Date and description of charge # 17 JUNE 1997 - DEED OF CHARGE (SEE ATTACHMENT)

Date of registration ø 18 JUNE 1997

ø the date of
registration may be
confirmed from the
certificateName and address of [chargee] ~~trustee for the debenture holders~~ NIBC BANK N.V.,
4 CARNEGIEPLEIN, P.O. BOX 380, 2501 BH THE HAGUE, THE NETHERLANDSShort particulars of property charged § DEED OF CHARGE IN RESPECT OF THE SECURITY
MAINTENANCE ACCOUNT NUMBER 91.666/COLL (SEE ATTACHMENT).§ insert brief details
of propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at THE OFFICE, MANOR ROYAL,
CRAWLEY, WEST SUSSEX, RH10 9NU

Declarant to sign below

IAN DE SOUSA

Day Month Year
on 24 06 2009before me J. Guilfoyle (J. Guilfoyle)
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on a
Commissioner for Oaths.Presenter's name address and
reference (if any) :LEGAL AFFAIRS
VIRGIN ATLANTIC AIRWAYS LTD
THE OFFICE, MANOR ROYAL,
CRAWLEY, WEST SUSSEX,
RH10 9NUFor official Use (02/06)
Mortgage Section

Post room

THURSDAY

*A2L8XB0D*
A37 25/06/2009 165
COMPANIES HOUSE

Companies Form 403a (attachment)

DESCRIPTION OF CHARGE:

Deed of Charge in respect of the Security Maintenance Account number 91.666/COLL between the Company and NIBC Bank N.V. (the "**Chargee**").

SHORT PARTICULARS OF PROPERTY CHARGED:

By way of first security assignment and first fixed charge to the Chargee as facility agent, all the Company's rights, title and interest present and future in and to the Assigned Account and the Assigned Monies and all the Company's right to require repayment of the Assigned Monies.

"Assigned Account" means the Security Maintenance Account number 91.666 / COLL of the Company with the Chargee.

"Assigned Monies" means the sum of US\$1.01 deposited at the date hereof by the Company into the Assigned Account and all monies from time to time credited to the Assigned Account including but not limited to any interest accrued or accruing thereon and all proceeds of the foregoing.