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Particulars of a mortgage or charge

CHWP000

A fee of £10 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)

MAR 2005

For official use

Company number

Name of company

* VIRGIN VOYAGER LIMITED

* insert full name of Company

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

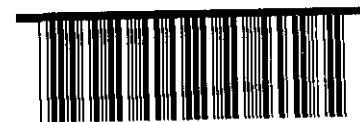
Postcode EC2V 7HN

Presentor's name address and reference (if any): PCN-18710

Lloyds TSB Bank plc
City Office
P.O. Box 72, Bailey Drive
Gillingham Business Park
Kent ME8 0LS

For official Use
Mortgage Section

Post room



A10
COMPANIES HOUSE

0361
17/03/05

Time critical reference

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).

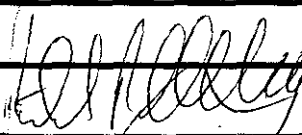
Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

NIL

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

Signed



Date

16/3/2005

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.
- 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. 02857673

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 VIRGIN VOYAGER 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. &



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —