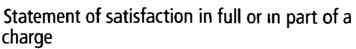
In accordance with Section 859L of the Companies Act 2006

MR04





You can use the WebFiling service to file this form online Please go to www companieshouse gov uk COMPANIES HOUSE What this form is for What this form is NO You may use this form to register You may not use this fo a statement of satisfaction in full register a statement of or in part of a mortgage or charge in full or in part of a m against a company charge against an LLP LL MR04 Company details Filling in this form Company number 6 0 0 Please complete in typescript or in Company name in full bold black capitals VIRGIN ATLANTIC AIRWAYS LIMITED All fields are mandatory unless specified or indicated by 1 Charge creation • When was the charge created? O Property acquired If section 859C of the Companies Before 06/04/2013 Complete Part A and Part C Act 2006 applies, this is the date On or after 06/04/2013 Complete Part B and Part C that the property was acquired Charges created before 06/04/2013 Part A Charge creation date Please give the date of creation of the charge Property acquired If section 859C of the Companies Charge creation date Act 2006 applies, this is the date that the property was acquired **A2** Description of instrument (if any) Please give a description of the instrument (if any) by which the charge is Continuation page Please use a continuation page if created or evidenced you need to enter more details Instrument description Aircraft Lease Agreement (the "Lease") made between the Company and Orix Aviation System Limited ("Orix")

MR04

Statement of satisfaction in full or in part of a charge

А3

Short particulars of the property or undertaking charged

Please give the short particulars of the property or undertaking charged

Short particulars

The Deposit, being the sum of \$300,000 paid by the Company to Orix or, alternatively, any letter of credit, or as the case may be, bank guarantee provided by the Company in substitution or partial substitution for such sum including any extension or renewal thereof, any any substitute or replacement therefor, in each case in form and substance acceptable to Orix

Amount secured by the mortgage or charge
All of the Company's obligations to Orix under the Lessee
Documents (as hereinafter defined) or under any other agreement
entered into, or to be entered into, between Orix and the Company
or any of its associated companies

where the following words have the following meanings -

"Lessee Documents" means the Lease, the Lessee Assignment, the Notices and all notices, consents, certificates and other documents and agreements to which the Company is a party to be issued pursuant to any of the foregoing

"Lessee Assignment" means the agreement, in form and content acceptable to Orix, of the Company's rights, title and interest in and under any Approved Sub-Lease to be granted by the Company in favour of any of the Indemnities

"Notices" means the notices of assignment delivered by the Company to the Sub-lessee pursuant to the Lessee Assignment and the acknowledgments thereof delivered to Orix

"Sub-lessee" means any duly authorised operator of aircraft such as the aircraft which is the subject to the Lease, approved by Orix in writing

"Approved Sub-lease" means any sub-lease between the Company and any Sub-lessee approved by Orix

"Indemnitees" means ORIX Aircraft Corporation, Orix and the Lenders or any of them

"Lenders" means the banks, financial institutions and other parties to the Funding Agreement other than ORIX Aircraft Corporation and Orix

"Funding Agreement" means the agreement or agreements, if any, entered or to be entered into between ORIX Aircraft Corporation and the Lenders whereby the Lenders will agree, on the terms and conditions therein contained, to make finance available for the purchase or continued ownership of the aircraft which is the subject of the Lease

Continuation page
Please use a continuation page if
you need to enter more details

	Statement of satisfaction in full or in part of a charge		
Part B	Charges created on or after 06/04/2013		
B1	Charge code Please give the charge code This can be found on the certificate	⊕ Charge code	
Charge code ●		This is the unique reference code allocated by the registrar	
Part C	To be completed for all charges	-	
C1	Satisfaction	·	
	I confirm that the debt for the charge as described has been paid or satisfied Please tick the appropriate box In full In part		
C2	Details of the person delivering this statement and their interest in the charge		
	Please give the name of the person delivering this statement		
Forename(s)	lan		
Surname	de Sousa	-	
	Please give the address of the person delivering this statement	-	
Building name/number	The Office		
Street	Manor Royal	-	
Post town	Crawley	-	
County/Region	West Sussex	•	
Postcode	R H 1 0 9 N U		
	Please give the person's interest in the charge (e.g. chargor/chargee etc)		
Person's interest in the charge	Company Secretary (not in his personal capacity but as an		
	officer of the Company)		
C3	Signature		
	Please sign the form here		
Signature	× MXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX		

MR04

MR04 Statement of satisfaction in full or in part of a charge

Presenter information	Important information	
You do not have to give any contact information, but if you do, it will help Companies House if there is a query on the form The contact information you give will be	Please note that all information on this form will appear on the public record	
visible to searchers of the public record	■ Where to send	
Company name Virgin Atlantic Airways Limited	You may return this form to any Companies Hous address However, for expediency, we advise you to return it to the appropriate address below	
Address The Office Manor Royal	For companies registered in England and Wales The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff	
Post town Crawley	For companies registered in Scotland The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2,	
County/Region West Sussex Postcode R H 1 0 9 N U	139 Fountainbridge, Edinburgh, Scotland, EH3 9FF DX ED235 Edinburgh 1 or LP - 4 Edinburgh 2 (Legal Post)	
DX U K	For companies registered in Northern Ireland The Registrar of Companies, Companies House,	
✓ Checklist	Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1	
We may return forms completed incorrectly or with information missing	Further information For further information, please see the guidance notes	
Please make sure you have remembered the following The company name and number match the	on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk	
information held on the public Register	This form is available in an	
Part A Charges created before 06/04/2013 ☐ You have given the charge date ☐ You have completed the Description of instrument and Short particulars in Sections A2 and A3	alternative format. Please visit the forms page on the website at	
Part B Charges created on or after 06/04/2013 ☐ You have given the charge code	www.companieshouse.gov.uk	
Part C To be completed for all charges You have ticked the appropriate box in Section C1 You have given the details of the person delivering this statement in Section C2 You have signed the form		