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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A/c 00400074

395

A fee of £13 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

2111

03552500

Name of company

* Virgin Atlantic Limited (the "Company")

Date of creation of the charge

6 July 2007

Description of the instrument (if any) creating or evidencing the charge (note 2)

Security Interest Agreement (the "Security Interest Agreement")

Amount secured by the mortgage or charge

All present and future obligations of (i) Fit Leasing Limited to Brokat Leasing LLC pursuant to the Amended and Restated Aircraft Lease Agreement dated 22 May 2006 between Fit Leasing Limited and Brokat Leasing LLC and an aircraft mortgage between Fit Leasing Limited and Brokat Leasing LLC dated 6 July 2007, and (ii) the Company to Brokat Leasing LLC under the Security Interest Agreement

Names and addresses of the mortgagees or persons entitled to the charge

Brokat Leasing LLC, a limited liability company organised under the laws of California whose address and principal place of business is at 10250 Constellation Boulevard, Suite 3400, Los Angeles, California USA

Postcode 90067-6234

Presentor's name address and
reference (if any)

Norton Rose
3 More London Riverside
London
SE1 2AQ

For official Use (06/2005)
Mortgage Section

FRIDAY



LD4 20/07/2007 366
COMPANIES HOUSE

GGXF/AA97345/BD#6162008v1

Time critical reference

Short particulars of all the property mortgaged or charged

The Security Interest Agreement creates a first priority interest for Brokat Leasing LLC in the Company's rights, title, benefit and interests, present and future, in and to:

- 1 51 ordinary shares of £1.00 each in the share capital of Fit Leasing Limited and all rights connected to these shares; and
2. any and all other issued share in Fit Leasing Limited from time to time owned (whether legally and/or beneficially) by the Company

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bold block
lettering**

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Norton Rose

Date 19 July 2007

On behalf of ~~XXXXXX XXXXXX~~ (chargee) †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 03552500

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY INTEREST AGREEMENT DATED THE 6th JULY 2007 AND CREATED BY VIRGIN ATLANTIC LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY AND FIT LEASING LIMITED TO BROKAT LEASING LLC UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th JULY 2007.

Pangela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES