



Registration of a Charge

Company name: **Southampton Isle of Wight and South of England Royal Mail Steam
Packet Company Limited**

Company number: **00002404**

Received for Electronic Filing: **27/07/2017**



Details of Charge

Date of creation: **20/07/2017**

Charge code: **0000 2404 0107**

Persons entitled: **RBC EUROPE LIMITED**

Brief description: **A SHIP KNOWN AS "RED OSPREY" (OFFICIAL NUMBER 726446).**

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT
TO S. 859G OF THE COMPANIES ACT 2006 THE ELECTRONIC
COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION
FOR REGISTRATION IS A CORRECT COPY OF THE COMPOSITE
ORIGINAL INSTRUMENT.**

Certified by: **ED WALLIS**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 2404

Charge code: 0000 2404 0107

The Registrar of Companies for England and Wales hereby certifies that a charge dated 20th July 2017 and created by Southampton Isle of Wight and South of England Royal Mail Steam Packet Company Limited was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 27th July 2017 .

Given at Companies House, Cardiff on 31st July 2017

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House

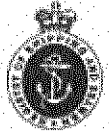


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Maritime &
Coastguard
Agency

An Executive Agency of the Department for Transport
Merchant Shipping Act 1995



Mortgage of a Ship

to secure Account Current etc/other obligation

- If more than one mortgagor then a separate mortgage is required from each mortgagor, unless shares are jointly held.
- In respect of fishing vessels, mortgages may be registered only against those registered with FULL registration.
- The prompt registration of a mortgage deed with the Registry is essential to establish the priority of the mortgage. This is because the priority of the mortgage is determined by the date on which it is produced for registration and not from the date of the mortgage itself.
- If the mortgagor is a company the mortgage must be registered with the Registrar of Companies within 21 days of its execution.
- It is important that the Registry is informed of any changes.
- Please write in black ink using BLOCK CAPITALS, and tick boxes where appropriate.

The mortgage reference no. (issued by the mortgagee) is:

SECTION 1 : DETAILS OF THE SHIP

IS THIS MORTGAGE IN RESPECT OF A FISHING VESSEL?

Yes ☐ No ☒

Name of ship

RED OSPREY

Official number

726446

SECTION 2 : THE MORTGAGE

Whereas
there is ¹

THE OBLIGATION DETAILED IN SECTION 2

between ²

SOUTHAMPTON ISLE OF WIGHT AND SOUTH OF ENGLAND ROYAL MAIL STEAM PACKET
COMPANY LIMITED (COMPANY NUMBER 00002404)
WHOSE REGISTERED ADDRESS IS AT 12 BUGLE STREET, SOUTHAMPTON, HAMPSHIRE,
SO14 2JY

* as joint mortgagors (hereinafter called "the mortgagors")

and ²

RBC EUROPE LIMITED (AS AGENT AND TRUSTEE FOR AMONGST OTHERS
OTHERS, THE SECURED PARTIES AS DEFINED IN THE FACILITIES AGREEMENT (AS
DEFINED IN THE ATTACHED CONTINUATION SHEET)) WITH OFFICES AT
RIVERBANK HOUSE, 2 SWAN LANE, LONDON, EC4R 3BF

* as joint mortgagees (hereinafter called "the mortgagees")

³ PLEASE REFER TO THE ATTACHED CONTINUATION SHEET

*Delete as necessary

¹ State "an account current" or write in a short description of the obligation.

² Give full name and address, with place of business in respect of a company.

³ Describe fully the nature of the liabilities secured. You may refer to another document.

OFFICIAL USE ONLY
Mortgage
entered in the Register on:
(date)
at:
officer's initials
(time)
(priority)

Save for material redacted pursuant to s859G of the Companies Act 2006, I certify MSF 4736 REV 02/14
that this is a true and complete copy of the composite original seen by me
Name: ED WALLIS Title: Solicitor Date: 25/7/17
Hogan Lovells International LLP (Ref:) Atlantic House, Holborn Viaduct, London, EC1A 2FG

SECTION 2 : THE MORTGAGE (continued)

*** Complete in respect of "account current":**

Now *I/we the mortgagor(s) in consideration of the advance made or to be made to *me/us by the mortgagee(s), bind *myself/ourselves to pay to the mortgagee(s) the sums for the time being due on this security whether by way of principal, interest or otherwise at the time(s) and in the manner mentioned above.

*** Complete in respect of "other obligation":** OF THE ORIGINAL LENDERS (AS DEFINED IN THE FACILITIES AGREEMENT NOW *I/we the mortgagor(s) in consideration (AS DEFINED IN THE CONTINUATION SHEET) MAKING THE LOAN PURSUANT TO THE FACILITIES AGREEMENT (AS DEFINED IN THE ATTACHED CONTINUATION SHEET))

bind *myself/ourselves to PAY AND DISCHARGE THE SECURED OBLIGATIONS (AS DEFINED IN THE DEED OF COVENANTS (AS DEFINED IN THE ATTACHED CONTINUATION SHEET))

For the purpose of better securing to the mortgagee(s) the *sums/obligation mentioned above. *I/we hereby mortgage to the mortgagee(s) 64 / 64TH (SIXTY FOUR / SIXTY FOURTH) (figures & words)

shares of which *I/we are the owners in the ship described above and in its appurtenances.

Lastly, *I/we for *myself/ourselves hereby declare that *I/we have the power to mortgage in the manner aforesaid the above-mentioned shares and that they are free from encumbrances **save as appears by the registry of the above ship.*

COMPLETE IF THE MORTGAGOR IS A COMPANY

- ❖ Executed by the mortgagor as a deed (in England, Wales and Northern Ireland)
- ❖ Subscribed by the mortgagor (in Scotland)

20th day of JULY 20 17 by:-

** (a) the affixing of the common seal of the mortgagor in the presence of the following persons signing; or

** (b) signing by the following persons;

Director

Charles Hazelwood

Director or Secretary

Authorised Signatory

Authorised Signatory

Witnessed by

Name (Print) Suleyman Wellings - Longmore

Address (Print) Allen & Overy LLP, One Bishops Square,

Address London E1 6 AD

** Delete as appropriate.

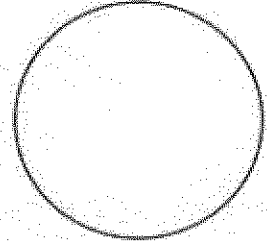
If the signature must be witnessed the name and address of the witness must be given.

Note: IN ENGLAND, WALES & NORTHERN IRELAND - signature may be by (a) two directors; (b) by the company secretary and a director; or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND - signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company; or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership.

Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

COMPANY SEAL



COMPLETE IF THE MORTGAGOR(S) IS/ARE ONE OR MORE INDIVIDUAL

- * Executed as a deed (in England or Wales)
- * Subscribed (in Scotland)
- * Signed, sealed and delivered (in Northern Ireland)

*Delete as appropriate

on this _____ day of _____ 20 _____ by :-

by the following person(s) signing as mortgagor(s)

Seal(s) if
executed in
Northern
Ireland

Signature(s) of mortgagor(s)

In the presence of:

Name(s) of witness(es)

Address(es) of witness(es)

Occupation(s) of witness(es)

NOTE: Every signature must have one witness

SECTION 2 : THE MORTGAGE *(continued)*

COMPLETE IF THE MORTGAGOR(S) ARE A LIMITED LIABILITY PARTNERSHIP

- * Executed by the mortgagor as a deed (in England, Wales & Northern Ireland)
- * Subscribed by the mortgagor (in Scotland)

*Delete as appropriate

on this _____ day of _____ 20 ____ by signing by the following persons

Member _____

Member _____

Witnessed by _____

Name (Print) _____

Address (Print) _____

Note: IN SCOTLAND subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

SECTION 3 : TRANSFER OF MORTGAGE

*I/we, the above mentioned mortgagee(s), in consideration of¹

this day²

by³

hereby transfer to *him/her/them the benefit of the within written security

COMPLETE IF THE TRANSFEROR IS A COMPANY

- ❖ Executed by the transferor as a deed (in England, Wales and Northern Ireland)
- ❖ Subscribed by the transferor (in Scotland)

COMPANY SEAL

_____ day of _____ 20 ____ by:-

- ** (a) the affixing of the common seal of the transferor in the presence of the following persons signing; or
- ** (b) signing by the following persons;

Director _____

Director or Secretary _____

Authorised Signatory _____

Authorised Signatory _____

Witnessed by _____

Name (Print) _____

Address (Print) _____

Address _____

** Delete as appropriate.

If the signature must be witnessed the name and address of the witness must be given.

Note: IN ENGLAND, WALES & NORTHERN IRELAND - signature may be by (a) two directors, (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND - signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

OFFICIAL USE ONLY
Transfer of mortgage
entered in the Register on _____ at _____
(date) (time)
(priority)

SECTION 3 : TRANSFER OF MORTGAGE (continued)**COMPLETE IF THE TRANSFEROR(S) IS/ARE ONE OR MORE INDIVIDUAL**

- * Executed as a deed (in England or Wales)
- * Subscribed (in Scotland)
- * Signed, sealed and delivered (in Northern Ireland)

**Delete as appropriate*

Seal(s) if
executed in
Northern
Ireland.

on this _____ day of _____ 20 _____

by the following person(s) signing as transferor(s)

Signature(s) of transferor(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of witness(es)		

NOTE: Every signature must have one witness

¹ Enter the sum of money or the nature of the obligation.² Enter "paid to *me/us", or narrative suitable to the obligation.³ Give full name and address of the transferee,
with place of business in respect of a company.** Delete as necessary***COMPLETE IF THE TRANSFEROR(S) ARE A LIMITED LIABILITY PARTNERSHIP**

- * Executed by the transferor as a deed (in England, Wales & Northern Ireland)
- * Subscribed by the transferor (in Scotland)

**Delete as appropriate*

on this _____ day of _____ 20 _____ by signing by the following persons

Member _____

Member _____

Witnessed by _____

Name (Print) _____

Address (Print) _____

Note: IN SCOTLAND subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

SECTION 4 : DISCHARGE OF MORTGAGE

* Received by the within-mentioned *mortgage(s)/transferee(s) of the mortgage.

This within written security is now discharged.

* The within-mentioned *mortgagee(s)/transferee(s) have agreed to discharge this within written security and it is therefore discharged.

COMPLETE IF DISCHARGE IS GIVEN BY A COMPANY

- ❖ Executed by the mortgagee/transferee as a deed (in England, Wales and Northern Ireland)
- ❖ Subscribed by the mortgagee/transferee (in Scotland)

COMPANY SEAL

_____ day of _____ 20 ____ by:-

- ** (a) the affixing of the common seal of the mortgagee/transferee in the presence of the following persons signing; or
- ** (b) signing by the following persons;

Director _____

Director or Secretary _____

Authorised Signatory _____

Authorised Signatory _____

Witnessed by _____

Name (Print) _____

Address (Print) _____

Address _____

** Delete as appropriate.

If the signature must be witnessed and the name and address of the witness must be given.

Note: IN ENGLAND, WALES & NORTHERN IRELAND - signature may be by (a) two directors; (b) by the company secretary and a director, or (c) by a director in the presence of a witness who completes the details above to attest the signature. If the common seal is affixed any special requirement of the company's articles about signing must be complied with.

IN SCOTLAND - signature may be by one director or the secretary of the company or one person authorised to sign the document on behalf of the company, or one member of the Limited Liability Partnership, provided such single signature is witnessed. Alternatively, signature may be effected without a witness by two directors, or a director and the secretary, or two persons authorised to sign the document on behalf of the company, or two members of the Limited Liability Partnership. Note that signature by one authorised signatory and either a director or the secretary of the company is not valid.

COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS

- * Executed as a deed (in England or Wales)
- * Subscribed (in Scotland)
- * Signed, sealed and delivered (in Northern Ireland)

* Delete as appropriate

Seal(s) if
executed in
Northern
Ireland

on this _____ day of _____ 20 ____

by the following person(s) signing as mortgagee(s)/transferee(s)

Signature(s) of mortgagee(s)/transferee(s)		
In the presence of:		
Name(s) of witness(es)		
Address(es) of witness(es)		
Occupation(s) of witness(es)		

NOTE: Every signature must have one witness

1 Enter "the sum of _____", or narrative suitable to the obligation

WARNING: If the discharged deed is not presented to the Registry the mortgage will remain registered against the ship.

OFFICIAL USE ONLY
Discharge of mortgage
entered in the Register on _____ at _____
(priority) (date)
officer's initials
(time)

SECTION 4 : DISCHARGE OF MORTGAGE (continued)

COMPLETE IF THE DISCHARGE IS GIVEN BY A LIMITED LIABILITY PARTNERSHIP

* Executed by the mortgagor as a deed (in England, Wales & Northern Ireland)

* Subscribed by the mortgagor (in Scotland)

*Delete as appropriate

on this _____ day of _____ 20 _____ by signing by the following persons

Member _____

Member _____

Witnessed by _____

Name (Print) _____

Address (Print) _____

Note: IN SCOTLAND subscription may be by one member of the Limited Liability Partnership and one witness, or by two members of the Limited Liability Partnership.

When the mortgage is originally executed you should send this deed with the correct fee to:

When a transfer or discharge of mortgage is executed you should send this deed (without a fee) to:

**REGISTRY OF SHIPPING & SEAMEN
ANCHOR COURT, KEEN ROAD,
CARDIFF, CF24 5JW.**

CONTINUATION SHEET

This mortgage secures all the Liabilities (as defined in the Intercreditor Agreement, as defined in the facilities agreement between, amongst others, RBC Europe Limited (as agent) and Hawk Acquisition Limited (as borrower) dated 23 June 2017 (as amended, supplemented and novated from time to time, the "**Facilities Agreement**") and all other present and future liabilities and obligations at any time due, owing or incurred by any Debtor to any Secured Party under the Secured Debt Documents (as amended, supplemented and novated from time to time) (as each such term is defined in the Intercreditor Agreement), in each case both actual and contingent and whether incurred solely or jointly and as principal or surety or in any other capacity.