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CHFP004

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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 fee of £10 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

For official use

Company number

(Address overleaf - Note 6)

Name of company

**HALIFAX PLC**, a company incorporated in England and Wales with its registered office at Trinity Road,  
Halifax, West Yorkshire, HX1 2RG (the "**Company**")

Date of creation of the charge

16 September 2004

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

Tax rights and disputes letter (the "**Letter**") entered into between the Company and CMA  
CGM (UK) Shipping Limited ("**CMA CGM UK**")

Amount secured by mortgage or charge

All the obligations present and future, actual or contingent, of the Company for the payment  
of any amounts (being the "**Sub-Lease Proceeds Rebate Amount**") payable by the  
Company to CMA CGM UK or to CMA CGM UK's account under clauses 10.1.6 and 19 of  
the sub-lease agreement in relation to m.v. "CMA CGM VERDI" dated 16 September 2004  
(the "**Sub-Lease**") made between the Company as lessee and CMA CGM UK as initial  
sub-lessee and performance and observance and compliance with all the Company's  
obligations to CMA CGM UK under the Sub-Lease to pay any Sub-Lease Proceeds Rebate  
Amount.

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

CMA CGM (UK) Shipping Limited

Port of Liverpool Building, Ground Floor, Pier Head, Liverpool, Merseyside

Postcode L3 1BY

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

Watson, Farley & Williams  
15 Appold Street  
London EC2A 2HB

SHTL1/21177.20004/16781688v1

Time critical reference

For official Use  
Mortgage Section

Post room



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All the Company's rights under:

(a) paragraph 9.1 (Dispute procedure) of schedule 1 to the head lease dated 16 September 2004 in respect of m.v. "CMA CGM VERDI" (the "**Head Lease**") made between A&L CF September (3) Limited as lessor (the "**Lessor**") and the Company as lessee;

(b) the tax contest letter dated 16 September 2004 issued by the Lessor in favour of the Company in connection with the Head Lease;

(c) the indexation relief letter dated 16 September 2004 sent by the Lessor in favour of the Company in respect of the Head Lease; and

(d) the pooling benefits letter dated 16 September 2004 issued by the Lessor in favour of the Company in connection with the Head Lease,

being together, the "**Tax Rights**", provided that upon the occurrence of the events set out in clause 2.2 of the Letter, all the Tax Rights shall be reassigned by CMA CGM UK to the Company.

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 6)

Signed

*Watson Farley & Williams*

Date 27/09/04

On behalf of ~~XXXXX~~ [XXXXX/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:-

Companies House, Crown Way, Cardiff CF4 3UZ, DX: 33050 Cardiff

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**COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)**

**Particulars of a mortgage or charge  
(continued)**

Continuation sheet No 1  
to Form No 395 and 410 (Scot)

**Company number**

02367076

**Please complete  
legibly, preferably  
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bold block lettering**

**Name of company**

HALIFAX PLC, a company incorporated in England and Wales with its registered office at Trinity  
Road, Halifax, West Yorkshire, HX1 2RG (the "Company")

Limited

\* delete if  
inappropriate

**Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)**

Amount due or owing on the mortgage or charge (continued)

Please do not  
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Please complete  
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Names, addresses and descriptions of the mortgagees or persons entitled to the charge

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Short particulars of all the property mortgaged or charged (continued)

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## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02367076

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A TAX RIGHTS AND DISPUTES LETTER DATED THE 16th SEPTEMBER 2004 AND CREATED BY HALIFAX PLC FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CMA CGM (UK) SHIPPING LIMITED 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 28th SEPTEMBER 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st OCTOBER 2004.

*P. Angela*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES