

COMPANIES FORM No. 395

Particulars of a mortgage or charge

A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.

322446/182
395

M

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number

3111

2980262

Name of company

* SWANELLA LIMITED (the "Company")

Date of creation of the charge

22 June 2006

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

Debenture dated 22 June 2006 made between the Company (1) and Kaupthing Bank hf (the "Bank") (2) (the "Debenture")

REGISTERED PURSUANT TO AN ORDER OF COURT

Amount secured by the mortgage or charge

All or any monies and liabilities which shall from time to time (and whether on or at any time after demand) be due, owing or incurred in whatsoever manner to the Bank by the Company, whether actually or contingently, solely or jointly and whether as principal or surety and whether or not the Bank shall have been an original party to the relevant transaction, and including interest, discount, commission and other lawful charges or expenses which the Bank may in the course of its business charge or incur in respect of any of those matters or for keeping the Company's account, and so that interest shall be computed and compounded according to the usual rates and practice of the Bank as well after as before any demand made or judgment obtained under or in relation to the Debenture (the "Secured Liabilities").

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

Kaupthing Bank hf of Borgartun 19, 105 Reykjavik, Iceland.

Postcode

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

Hill Dickinson LLP
Pearl Assurance House
2 Derby Square
Liverpool
L2 9XL

MKJ/ERL 996429.01

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



A03
COMPANIES HOUSE
20/07/2006

AZU
COMPANIES HOUSE
12/07/2006

Short particulars of all the property mortgaged or charged

1. The Company with full title guarantee charges to the Bank as a continuing security for the payment or discharge of the Secured Liabilities:

(a) by way of legal mortgage all estates or interests in freehold and leasehold property (present and future) together with all present and future buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on any such property;

(b) by way of fixed charge:-

(i) all estates or interests in any freehold or leasehold property belonging to the Company now or at any time after the date of the Debenture (other than any property charged in terms of paragraph (a) above) together with all buildings, fixtures (including trade and tenant's fixtures), plant and machinery which are at any time on the property;

(ii) all present and future interests of the Company in or over land or the proceeds of sale of it and all present and future licences of the Company to enter upon or use land and the benefit of all other agreements relating to land to which it is or may become party or otherwise entitled and all fixtures (including trade and tenant's fixtures) which are at any time on the property charged under the Debenture;

(continued on continuation sheet 1 page 4)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Date

11 July 2006

On behalf of [company] [mortgagee/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

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

CHFP025

Please do not
write in this
binding margin

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

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

Company Number

2980262

Name of Company

SWANELLA

Limited*

* delete if
inappropriate

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

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

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

- (iii) all present and future plant, machinery, vehicles, computers and office and other equipment owned by the Company;
- (iv) all present and future stocks, shares and other securities owned (at law or in equity) by the Company and all rights and interests accruing or offered at any time in relation to them;
- (v) all rights and interests in and claims under all policies of insurance and assurance held or to be held by or inuring to the benefit of the Company and the benefit of all rights and claims to which the Company is now or may be entitled under any contracts;
- (vi) all patents, patent applications, trade marks, trade mark applications, trading names, brand names, service marks, copyrights, rights in the nature of copyright, moral rights, inventions, design rights, registered designs, all trade secrets and know-how, computer rights, programmes, systems, tapes, disks, software, all applications for registration of any of them and other intellectual property rights held or to be held by the Company or in which it may have an interest and the benefit of all present and future agreements relating to the use of or licensing or exploitation of any such rights (owned by the Company or others) and all present and future fees, royalties or similar income derived from or incidental to any of the foregoing in any part of the world;
- (vii) all the Company's goodwill and uncalled capital for the time being;
- (viii) all present and future book and other debts and monetary claims of the Company whether payable now or in the future and the benefit of all present and future rights and claims of the Company against third parties relating to them and capable of being satisfied by the payment of money (save as charged under paragraph (v));
- (ix) all present and future bank accounts, cash at bank and credit balances of the Company with any bank or other person whatsoever and all rights relating or attaching to them (including the right to interest);

(c) by way of floating charge the whole of the property (including uncalled capital) which is or may be from time to time comprised in the property and undertaking of the Company (the "Assets") not effectively otherwise mortgaged, charged or assigned under clause 2 of the Debenture (as detailed in paragraphs (a) and (b) above, including, without limitation, any immovable property of the Company in Scotland and any Assets in Scotland falling within any of the types mentioned in paragraph (b)).

Note 1 - Negative Pledge

The Debenture contains covenants by the Company with the Bank that it will not without the prior written consent of the Bank:-

- (a) create or attempt to create or permit to subsist any right in security, mortgage, charge, lien or encumbrance on all or any of its Assets (other than a lien arising in the ordinary course of business by operation of law); or
- (b) sell, transfer, assign, factor, lease or otherwise dispose of or part with possession in any way of all or any of its Assets (other than in terms of a disposal permitted under the terms of the Debenture); or
- (c) in any way dispose of the equity of redemption of any such Asset or any interest in any such Asset.

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
LIVERPOOL DISTRICT REGISTRY

BEFORE DISTRICT JUDGE SYKES

19 JULY 2006

IN THE MATTER OF ARMANA LIMITED
BOYD LINE LIMITED
J MARR (FISHING) LIMITED
JACINTA LIMITED
LANCELLA LIMITED
LIONMAN LIMITED
MARR MANAGEMENT LIMITED
RAYSHORE LIMITED
SOUTHELLA LIMITED
SWANELLA LIMITED
THORNELLA LIMITED
UK FISHERIES LIMITED



IN THE MATTER OF THE COMPANIES ACT 1985

BETWEEN:

KAUPTHING BANK hf

Claimant

-and-

ARMANA LIMITED (1)
BOYD LINE LIMITED (2)
J MARR (FISHING) LIMITED (3)
JACINTA LIMITED (4)
LANCELLA LIMITED (5)
LIONMAN LIMITED (6)
MARR MANAGEMENT LIMITED (7)
RAYSHORE LIMITED (8)
SOUTHELLA LIMITED (9)
SWANELLA LIMITED (10)
THORNELLA LIMITED (11)
UK FISHERIES LIMITED (12)

Defendants

ORDER

UPON THE APPLICATION by Part 8 Claim Form dated 19 July 2006 of the above named Kaupthing Bank hf, whose registered office is situated at Borgartun 19, 105 Reykjavic, Iceland in relation to Armana Limited, Boyd Line Limited, J Marr (Fishing) Limited, Jacinta Limited, Lancella Limited, Lionman Limited, Marr Management Limited, Rayshore Limited, Southella Limited, Swanella Limited, Thornella Limited and UK Fisheries Limited, whose registered offices are situated at The Orangery, Hesslewood Country Park, Ferriby Road, Hessle, East Yorkshire, HU13 0LH

AND UPON HEARING Solicitors for the Claimants

AND UPON READING the Part 8 Claim Form, the witness statement of Michael Kenneth Jones filed 19 July 2006, and the witness statement of Graham Edward Jones filed 19 July 2006 and the exhibits in the first-mentioned witness statement referred to

AND THE COURT being satisfied of the omission to deliver to the Registrar of Companies pursuant to Section 395 of the above-mentioned Act

1. The prescribed Particulars of the Debentures hereinafter mentioned was due to *inadvertence and that it is just and equitable to grant relief pursuant to Section 404 of the Act* **ORDERS** that the time for delivering to the Registrar of Companies for registration the prescribed Particulars of the Debentures being the following Debentures:

1.1 Armana Limited (1) Kaupthing Bank hf (2) – 22 June 2006.

1.2 Boyd Line Limited (1) Kaupthing Bank hf (2) – 22 June 2006.

1.3 J Marr (Fishing) Limited (1) Kaupthing Bank hf (2) – 22 June 2006.

1.4 Jacinta Limited (1) Kaupthing Bank hf (2) – 22 June 2006.

- 1.5 Lancella Limited (1) Kaupthing Bank hf (2) – 22 June 2006.
- 1.6 Lionman Limited (1) Kaupthing Bank hf (2) – 22 June 2006.
- 1.7 Marr Management Limited (1) Kaupthing Bank hf (2) – 22 June 2006.
- 1.8 Rayshore Limited (1) Kaupthing Bank hf (2) – 22 June 2006.
- 1.9 Southella Limited (1) Kaupthing Bank hf (2) – 22 June 2006.
- 1.10 Swanella Limited (1) Kaupthing Bank hf (2) – 22 June 2006.
- 1.11 Thornella Limited (1) Kaupthing Bank hf (2) – 22 June 2006.
- 1.12 UK Fisheries Limited (1) Kaupthing Bank hf (2) – 22 June 2006.

Each be and the same is hereby extended to 26 July 2006 and;

- 2. The Charges over Shares hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that it is just and equitable to grant relief pursuant to Section 404 of the Act **ORDERS** that the time for delivering to the Registrar of Companies for registration the Charge over Shares in relation to Boyd Line Limited dated 22 June 2006 between UK Fisheries Limited (1) and Kaupthing Bank hf (2) and the Charge over Shares in relation to J Marr (Fishing) Limited dated 22 June 2006 between UK Fisheries Limited (1) and Kaupthing Bank hf (2) together with the prescribed Particulars thereof be and the same is hereby extended to 26 July 2006.

AND IT IS ORDERED that the Claimants do deliver an office copy of this Order to the Registrar of Companies

AND this Order is without prejudice to the rights of any person acquired between the date of creation of the said Debentures and the said Charges over Shares and the date of its actual registration.

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

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

COMPANY No. 02980262

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 22nd JUNE 2006 AND CREATED BY SWANELLA LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KAUPTHING BANK HF ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20th JULY 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 25th JULY 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES