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Insert full name
of Company

COMPANIES FORM No. 395 A1006400074

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

[[LSI9]]

03783705

Name of company

* CARISBROOKE SHIPPING HOLDINGS LIMITED (the "Company")

Date of creation of the charge

8 June 2006

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

A share charge

Amount secured by the mortgage or charge

All sums owing under or pursuant to:

(a) a predelivery loan agreement dated 23 March 2006 and made between Carisbrooke Shipping 84 Limited as borrower (the "Borrower") and the Bank (described below);

(b) such share charge; and

(c) any other documents executed to guarantee or secure sums owing under such loan agreement.

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

Coöperatieve Rabobank Rotterdam U.A (the "Bank") of Boompjes 40, 14th Floor, 3011 XB Rotterdam, the Netherlands

Postcode 3011XB Rotterdam

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

Norton Rose
Kempson House Camomile
Street London
EC3A 7AN

TMON/AA93490/4778449v1

Time critical reference

For official Use (06/2005)

Mortgage Section

Post room



LD3
COMPANIES HOUSE

290
22/06/2006

Short particulars of all the property mortgaged or charged

By way of a first fixed charge, all and any of the Company's interest present and future in and to the shares of the Borrower registered in the name of the Company and beneficially owned by the Company.

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this margin

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legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

Nil

Signed

Norton Rose

Date

20 June 06

On behalf of ~~XXXXXXXX~~ [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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03783705

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SHARE CHARGE DATED THE 8th JUNE 2006 AND CREATED BY CARISBROOKE SHIPPING HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO COOPERATIEVE RABOBANK ROTTERDAM U.A. 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 22nd JUNE 2006.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th JUNE 2006.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES