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CHFP025

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

*insert full name
of Company

COMPANIES FORM No. 395

00400074

Particulars of a mortgage or charge

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

618

Company number

03783705

Name of company

* Carsbrooke Shipping Holdings Limited (the "Company")

Date of creation of the charge

3 April 2008

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

a deed of covenants (the "Deed of Covenants")

Amount secured by the mortgage or charge

All sums owing under or pursuant to

- (a) a loan agreement dated 8 January 2008 and made between (1) the Company as borrower and (2) the Bank (as defined below) (the "Loan Agreement"),
- (b) the Deed of Covenants,
- (c) a mortgage (the "Mortgage") dated 3 April 2008 in respect of m v "ALESSIA C" executed by the Company in favour of the Bank, and
- (d) any other documents executed to guarantee and/or secure sums owing under the Loan Agreement,

(as each document may be amended, restated or supplemented from time to time)

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

ING Bank N.V. of Weena 501, 3013 AL Rotterdam, The Netherlands (the "Bank")

Postcode 3013 AL Rotterdam

Presenter's name address and
reference (if any)

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

AMDA/LN14998/7544163

Time critical reference

For official Use (02/06)
Mortgage Section

Post room

WEDNESDAY



LOW6UYQT

LD6

09/04/2008

52

COMPANIES HOUSE

The Company's right, title and interest and benefit present and future in and to

- (a) the British registered ship m v "ALESSIA C" with Official Number 9190365 and in her equipment and appurtenances (the "Ship")
- (b) the benefit of all insurances of the Ship,
- (c) the earnings of the Ship, and
- (d) any compensation payable in respect of the compulsory acquisition or requisition for title of the Ship

+45

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

Norton Rose LLP

Date

9 April 2008

On behalf of ~~XXXXXX~~ [mortgagee/chargee] †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge
(See Note 5)*

Notes

† delete as
appropriate

- 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**.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 3783705
CHARGE NO. 68

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEED OF COVENANTS DATED 3
APRIL 2008 AND CREATED BY CARISBROOKE SHIPPING
HOLDINGS LIMITED FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO ING BANK N.V.
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 9 APRIL 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15 APRIL 2008

D. Selc

