

032344/400

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

Lloyds TSB Maritime Leasing (No.12) Limited (the "Company") a limited partner in the Nolowati Maritime Limited Partnership, a limited partnership registered according to the laws of England and Wales whose registered office is at 5th Floor, 40 Queen Street, London EC4R 1DD.

Date of creation of the charge

15 March 2004

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

A Security Over Shares Agreement (the "Deed") dated 15 March 2004 made between (i) HSH Nordbank AG, Singapore Branch (the "Secured Party"), (ii) Allco Finance Limited as chargor [cont.]

Amount secured by mortgage or charge

The "Secured Obligations" being any and all monies, liabilities and obligations (whether actual or contingent, existing at the time of the Deed or thereafter arising, whether as principal or surety, whether or not for the payment of money and including any obligation or liability to pay damages) which are at the time of the Deed or which may at any time and from time to time thereafter, be due, owing, payable or incurred or expressed to be due, owing, payable or incurred from or by the Obligor or the Chargor to the Secured Party and/or any of the Beneficiaries under the Transaction Documents (as defined in the Deed) or the Other Transaction Documents (as defined in the Participation Agreement), whether or not the Obligor or the Chargor is personally liable for the same or whether or not any recourse may be had with respect thereto against the Obligor or the Chargor or any of their assets [cont.]

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

HSH Nordbank AG, Singapore Branch,

3 Temasek Avenue, #32-03 Centennial Tower,

Singapore

Postcode

039190

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

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

22459.20000/ABDH1/18073382

Time critical reference

For official Use
Mortgage Section

Post room



LD2
COMPANIES HOUSE

0462
01/04/04

Peapod Solutions Ltd.

M

CHFP004

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legibly, preferably
in black type, or
bold block lettering

Insert full name
of company

Short particulars of all the property mortgaged or charged

The "**Shares**" being one (1) ordinary share in the share capital of Nolowati Maritime Limited ("**Nolowati**") issued and held by, to the order or on behalf of the Chargor (as defined herein) at any time and, for the avoidance of doubt, includes the following:

(a) all allotments, accretions, benefits and advantages whatsoever at any time accruing in respect of the Shares, including without limitation all stocks, shares and securities which may at any time be issued and all moneys, rights or property which may at any time accrue or be offered (whether by way of bonus, redemption, preference, option or otherwise) in respect of any or all of the Shares (the "**Additional Shares**");

(b) all certificates or other evidence of title to the Shares or any of the Additional Shares at the time of the Deed and from time to time thereafter deposited with the Secured Party;

(c) all moneys (including moneys standing to the credit of any bank accounts held with the Secured Party (excluding any Proceeds Account (as defined in the Participation Agreement)) whether held with the Secured Party or otherwise), dividends and interest at any time arising in respect of the Shares or any of the Additional Shares; and

(d) any further shares that may at any time be issued in Nolowati.

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preferably in black type,
or bold block lettering

Particulars as to commission allowance or discount (note 3)

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 30/03/04

On behalf of ~~[company]~~ ~~[mortgagee/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 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 Approval No.

CHA113

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binding margin

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

3122844

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

Name of company

Lloyds TSB Maritime Leasing (No.12) Limited (the "Company") a limited partner in the Nolowati Maritime Limited Partnership, a limited partnership registered according to the laws of England and Wales whose registered office is at 5th Floor, 40 Queen Street, London EC4R 1DD. **Limited**

* delete if
inappropriate

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

(the "**Chargor**") and (iii) the Chargor as general partner on behalf of The Nolowati Maritime Limited Partnership (the "**Partnership**"), the Company as a limited partner on behalf of the Partnership and Allco Finance (UK) Limited as a limited partner on behalf of the Partnership.

Definitions:

"**Beneficiaries**" means any person providing support (whether directly or indirectly) or otherwise providing finance in connection with the financing of the Vessel and for whose benefit Allco Finance (UK) Limited (the "**Sponsor**") has given the Counter-Indemnity;

"**Counter-Indemnity**" means the counter-indemnity dated 15 March 2004 made between the Sponsor and HSH Nordbank AG, Singapore Branch (the "**Security Trustee**") with respect to obligations owed by the Sponsor to the Security Trustee and the Beneficiaries;

"**Obligor**" means Allco Finance (UK) Limited, whose registered office is at 5th Floor, 40 Queen Street, London EC4R 1DD;

"**Participation Agreement**" means the application of proceeds and participation agreement dated 15 March 2004 made between the Chargor, the Obligor, the Company, Nolowati, the Secured Party and Berlian Laju Tanker Tbk, Indigo Pacific Corporation, Diamond Pacific International Corporation and Gold Bridge Shipping Corporation as joint and several guarantors (the "**Guarantors**"); and

"**Vessel**" means the chemical tanker m.t. "Oriental Po" registered on the Singapore flag and to be renamed "Nolowati" and includes any share or interest therein and her hull, machinery, engines, boats, tackle, outfit, fittings, equipment, spare gear, fuel, consumable and other stores, belongings and appurtenances whether on board or ashore and whether now owned or hereafter acquired and all additions, improvements, renewals, replacements and substitutions hereafter made in or to the said vessel or any part thereof and/or the said equipment.

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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. 05017273

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECURITY OVER SHARES AGREEMENT DATED THE 15th MARCH 2004 AND CREATED BY LLOYDS TSB MARITIME LEASING (NO.12) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE OBLIGOR OR THE CHARGOR TO THE SECURED PARTY AND/OR ANY OF THE BENEFICIARIES 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 1st APRIL 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 5th APRIL 2004.

C. C. C.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES