

MG01

Particulars of a mortgage or charge

V-050430/13



A fee is payable with this form.

We will not accept this form unless you send the correct fee
Please see 'How to pay' on the last page



What this form is for

You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form to
register particulars of a charge for a
company. To do this, please use
form MG01s

WEDNESDAY



L2FGHZVT

LD4

07/12/2011

41

COMPANIES HOUSE

L2RMSZJA

LD5

25/11/2011

6

COMPANIES HOUSE

1

Company details

Company number

0 5 0 8 5 9 1 0

Company name in full

A&L CF March (7) Limited (the Company)

For official use



Filing in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

01 07 2011

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

Second Preferred Marshall Islands Ship Mortgage on m v "Iver Progress"
(the Mortgage)

4

Amount secured

Amount secured

Please give us details of the amount secured by the mortgage or charge

All amounts outstanding in respect of any Potential Liabilities (the
Outstanding Indebtedness) and the performance and observance
of and compliance with the covenants, terms and conditions in the
Mortgage and the other Relevant Documents

Definitions

First SPA means the share sale and purchase agreement dated 17
November 2011 and made between the Mortgagee, the Purchaser
Guarantor and the Purchaser, pursuant to which the Mortgagee has
agreed to sell and the Purchaser has agreed to buy certain shares in
the Company

(Continued)

Continuation page

Please use a continuation page if
you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name Santander Asset Finance plc (the **Mortgagee**)

Address Carlton Park, Narborough, Leicester

Postcode L E 1 9 0 A L

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars The Company grants, conveys and mortgages to the Mortgagee the whole of the Ship.

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

9 Signature

Please sign the form here

Signature

Signature

x Norton Rose LLP

x

This form must be signed by a person with an interest in the registration of the charge

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Norton Rose LLP (Collect
London Counters)

Address

3 More London Riverside

SHAB/LN42741

Post town

County/Region

Postcode

S E 1 2 A Q

Country

DX

Telephone +44 (0)20 7283 6000



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have included the original deed with this form
- ☐ You have entered the date the charge was created
- ☐ You have supplied the description of the instrument
- ☐ You have given details of the amount secured by the mortgagee or chargee
- ☐ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☐ You have entered the short particulars of all the property mortgaged or charged
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

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

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

For companies registered in England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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4	Amount secured	
Amount secured	<p data-bbox="308 371 1046 403">Please give us details of the amount secured by the mortgage or charge</p> <p data-bbox="308 421 1503 481">First Tax Deed means tax deed dated 17 November 2011 between the Mortgagee, the Company and the Purchaser in respect of the Company</p> <p data-bbox="308 506 1503 620">Group Relief Deed means the group relief deed dated 17 November 2011 and made between the Assignee, the Company and the Other Owner in relation to the group relief arrangements arising in respect of the activities of each of the Other Owner and the Company prior to the sale of certain shares in such companies pursuant to the SPAs</p> <p data-bbox="308 645 1503 732">Guarantee means the guarantee issued by the Company in favour of the Mortgagee in connection with the First SPA guaranteeing the obligations of the Purchaser under the First SPA and under the Tax Deeds and the obligations of the Other Owner under the Tax Deeds and the Group Relief Deed</p> <p data-bbox="308 757 703 788">Lessee means FC Tankship I Ltd</p> <p data-bbox="308 813 1503 956">Other Mortgage Documents means the second priority Marshall Islands mortgage executed by the Company in respect of m v "Iver Prosperity" in favour of the Mortgagee together with the three party deed collateral to such mortgage executed by the Company and FC Tankship II Ltd assigning their respective interests in the insurances and requisition compensation of m v "Iver Prosperity" in favour of the Mortgagee</p> <p data-bbox="308 981 1503 1041">Other Owner means A&L CF June (5) Limited, a company incorporated in England and Wales with company number 05161386</p> <p data-bbox="308 1066 1503 1153">Potential Liabilities means the aggregate liabilities owing or which may become owing by the Purchaser to the Mortgagee under the SPAs (including the Tax Deeds) and by the Company and the Other Owner to the Mortgagee under the Group Relief Deed</p> <p data-bbox="308 1178 1503 1238">Purchaser means Vroon Shipping UK Ltd, a company incorporated in England and Wales with company number 05006748</p> <p data-bbox="308 1263 1503 1323">Purchaser Guarantor means Vroon Group B V a company incorporated in The Netherlands with its principal place of business at Haven Westzijde 21, PO Box 28, 4510 AA, Breskens</p> <p data-bbox="308 1348 1503 1408">Relevant Documents means the Security Documents, the Security Agreement, the SPAs, the Tax Deeds and the Group Relief Deed</p> <p data-bbox="308 1433 1503 1547">Second SPA means the share sale and purchase agreement dated 17 November 2011 and made between the Mortgagee, the Purchaser Guarantor and the Purchaser pursuant to which the Mortgagee has agreed to sell and the Purchaser has agreed to buy certain shares in the Other Owner</p> <p data-bbox="308 1572 1503 1632">Second Tax Deed means tax deed dated 17 November 2011 between the Mortgagee, the Other Owner and the Purchaser in respect of the Other Owner</p> <p data-bbox="308 1657 1503 1771">Security Agreement means the letter agreement dated 17 November 2011 between the Mortgagee, the Purchaser and the Purchaser Guarantor in respect of certain arrangements relating to security which is required to be provided to the Mortgagee following the sale of certain shares in the Company and the Other Owner in respect of the Potential Liabilities</p> <p data-bbox="308 1796 1503 1973">Security Documents means the Guarantee, the Mortgage, the Three Party Deed, the Other Mortgage Documents and any other such document as may have been or may hereafter be executed to guarantee and/or secure all or any part of the Outstanding Indebtedness, interest thereon and other moneys from time to time owing pursuant to the Relevant Documents (whether or not such documents also secure moneys from time to time owing pursuant to any other document or agreement)</p>	

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4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Ship means the m v "IVER PROGRESS", documented under the laws and flag of the Republic of the Marshall Islands, Official Number 2783, of 23,421 gross tons and 9,628 net tons</p> <p>SPAs means the First SPA and the Second SPA</p> <p>Tax Deeds means the First Tax Deed and the Second Tax Deed</p> <p>Three Party Deed means the deed executed by the Company and the Lessee in favour of the Mortgagee whereby the Company and the Lessee have assigned to the Mortgagee their interest in the insurances and any requisition compensation of the Ship</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 5085910
CHARGE NO. 10**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECOND PREFERRED MARSHALL
ISLANDS SHIP MORTGAGE ON M.V. "IVER PROGRESS" DATED
17 NOVEMBER 2011 AND CREATED BY FC SHIPPING LIMITED
FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM
THE PURCHASER TO SANTANDER ASSET FINANCE PLC
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE AND ALL MONIES
DUE OR TO BECOME DUE FROM THE COMPANY (FORMERLY
KNOWN AS A&L CF MARCH (7) LIMITED) AND THE OTHER
OWNER TO SANTANDER ASSET FINANCE PLC UNDER THE
TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING
OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT
TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE
7 DECEMBER 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13 DECEMBER
2011

LC



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES