



Registration of a Charge

Company name: **DEEP SEA ATLANTIC (UK) LTD**

Company number: **10589884**



X6432CHN

Received for Electronic Filing: **10/04/2017**

Details of Charge

Date of creation: **30/03/2017**

Charge code: **1058 9884 0001**

Persons entitled: **DNB BANK ASA AS SECURITY AGENT**

Brief description: **SHIP SUBJECT TO A CHARGE: M.V. "DEEPSEA ATLANTIC" REGISTERED UNDER THE BERMUDA FLAG WITH OFFICIAL NUMBER 740666 AND IMO NUMBER 8769042**

Contains fixed charge(s).

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT THE ELECTRONIC COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL INSTRUMENT.**

Certified by: **WATSON FARLEY AND WILLIAMS LLP**



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 10589884

Charge code: 1058 9884 0001

The Registrar of Companies for England and Wales hereby certifies that a charge dated 30th March 2017 and created by DEEP SEA ATLANTIC (UK) LTD was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 10th April 2017 .

Given at Companies House, Cardiff on 11th April 2017

The above information was communicated by electronic means and authenticated
by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

Per Aksel Hammer Krog
Per Aksel Hammer Krog



GOVERNMENT OF BERMUDA
Bermuda Shipping and Maritime Authority

THE MERCHANT SHIPPING (REGISTRATION OF SHIPS) REGULATIONS 2003
MORTGAGE OF A SHIP
to secure Account Current etc.

The mortgage reference No. (issued by the mortgagee) is:

SECTION 1: DETAILS OF THE SHIP

| | |
|-----------------------------------|-------------------|
| Name of ship | Deepsea Atlantic |
| Official number | 740666 |
| IMO number | 8769042 |
| Number, year and port of registry | 5 /2017, Hamilton |

SECTION 2: THE MORTGAGE

Whereas there is

an account current

State "an account current" or write in a short description of the obligation

Between

Deep Sea Atlantic (UK) Ltd., a company incorporated under the laws of England with registration number 10589884 and whose registered office is at Harbour Court, Compass Road, North Harbour, Portsmouth, Hampshire, England PO6 4ST

as joint mortgagor(s) (hereinafter called "the mortgagor")

Give full name and address with place of business in respect of a company.

and

DNB Bank ASA as Security Agent, having its place of business at Dronning Eufemias gate 30, 0191 Oslo, Norway

as joint mortgagee(s) (hereinafter called "the mortgagee")

Give full name and address with place of business in respect of a company.

Details of security and means of payment

Such sums being owed from time to time by the Mortgagor and Odjell Invest Ltd. (the "Borrower") to DNB Bank ASA, acting as Facility Agent for the Finance Parties (the "Mortgagee") in the manner and at the times set forth in (i) the USD 525,000,000 senior secured term loan facilities agreement dated 23 September 2016 made, amongst others, the Borrower and the Mortgagor as Guarantor and the Mortgagee, (as amended and restated from time to time, including on 29 December 2016 and 30 March 2017) (the "Facility Agreement") and (ii) the Deed of Covenants dated as of the date hereof made between the Mortgagor and the Mortgagee (as amended and restated from time to time) whereby the amount of principal, interest and other sums can be ascertained by reference to the books or other records of account of the Mortgagee and the Facility Agreement in which are set out the manner, terms and conditions of payment.

AND, whereas the Mortgagor has agreed, inter alia, to hereby grant to the Mortgagee a mortgage on the ship more particularly described above to secure to the Mortgagee the due and punctual payment of all sums of whatsoever kind due at any given time on the said account current and/or for payment of the Secured Obligations and/or to the books of account (or other accounting records) of the Mortgagee.

Capitalized terms shall, unless otherwise defined herein, have the meaning ascribed to such term in the Facility Agreement.

(Describe fully the nature of the liabilities secured. You may refer to another document.)

Complete in respect of "account current":

Now ~~I/we~~ the mortgagor(s) in consideration of the advance made or to be made to ~~me/us~~ by the mortgagee(s), bind ~~myself/ourselves~~ to pay to the mortgagee the sums for the time being due on this security whether by way of principal, interest or otherwise at the time(s) and in the manner mentioned above

For the purpose of better securing to the mortgagee the ~~sums/obligation~~ mentioned above, ~~I/we~~ hereby mortgage to the mortgagee(s)

~~64/64th~~ ~~(sixty four/ sixty fourths)~~ (figures and words)
Shares of which ~~I~~ am/we are the owners in the ship described above and in its appurtenances.

Lastly, ~~I/we~~ for ~~myself/ourselves~~, hereby declare that ~~I/we~~ have the power to mortgage in the manner aforesaid the above-mentioned shares and that they are free from encumbrances ~~save as appears by the registry of the above ship.~~

COMPLETE IF THE MORTGAGOR IS A COMPANY

Executed by the mortgagor(s) as a deed on this 30th day of March 2017 by:

(a) ~~the affixing of the common seal of the mortgagor~~
~~in the presence of the following persons signing: or~~

(b) signing by the following persons: pursuant to a power of attorney
of Deep Sea Atlantic (UK) Ltd. dated 9 March 2017

Director _____

*Director/Secretary _____

Authorised Signatory _____

Witnessed by _____

Witness Address Canon's Court, 22 Victoria Street BDA

*Authorised Signatory Jerome Wilson

Witness Name Jerome Wilson

Note: In Scotland – signature may be by two directors; or by a director and the secretary of the company; or by any two persons authorized to sign and subscribe the documents on behalf of the company.

Except in Scotland – signature may be by two directors; or by a director and the secretary of the company; If the common seal is affixed, any special requirements of the company's articles about signing must be complied with.

FOR OFFICIAL USE ONLY

RECORDING OF MORTGAGE: DEEPSEA ATLANTIC 3/2017 HAMILTON RECORDING OF MORTGAGE 'A'

Entry in the register made

Date: 30 MARCH 2017

Time: 10:30 A.M.

Registrar of Shipping
Hamilton Bermuda



COMPLETE IF THE MORTGAGOR IS/ARE ONE OR MORE INDIVIDUALS

* Executed as a deed (in England or Wales)

* Signed (in Scotland) * Signed, sealed and delivered (in Northern Ireland)

on this _____ day of _____ 20 _____ by:

by the following person(s) signing as mortgagor

| | |
|------------------------------|--|
| Signature(s) of mortgagor(s) | |
| Full name of witness(es) | |
| Signature of witness(es) | |
| Occupation of witness(es) | |
| Address of witness(es) | |

Note: Every signature must have a witness

*Delete as necessary

| FOR OFFICIAL USE ONLY | | | |
|----------------------------|-------|-------------------------------------------|-----------|
| Entry in the register made | Date: | Registrar of Shipping Hamilton Bermuda | Signature |
| | Time: | | |

SECTION 3: TRANSFER OF MORTGAGE

***I/we, the above-mentioned mortgagee, in consideration of**

(Enter the sum of money or the nature of the obligation).
this day

(Enter "paid to *me/us," or narrative suitable to the obligation).
by

(Give full name and address of the transferee, with the place of business in respect of a company).
hereby transfer to *him/her/them the benefit of the within written security.

COMPLETE IF THE TRANSFEROR IS A COMPANY

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|------|
| Executed by the transferor as a deed on this _____ day _____ 20____ by: | | Seal |
| (a) the affixing of the common seal of the transferor in the presence of the following persons signing; or (b) signing by the following persons; | | |
| Director _____ | | |
| *Director/Secretary _____ | | |
| Authorised Signatory _____ | | |
| Witnessed by _____ | *Authorised Signatory _____ | |
| Witness address _____ | Witness name _____ | |

Note: In Scotland – signature may be by two directors: or by a director and the secretary of the company; or by any two persons authorized to sign and subscribe the documents on behalf of the company.
 Except in Scotland – signature may be by two directors: or by a director and the secretary of the company; If the common seal is affixed, any special requirements of the company's articles about signing must be complied with.

FOR OFFICIAL USE ONLY TRANSFER OF A MORTGAGE:

| | | | |
|----------------------------|-------|-------------------------------------------|-----------|
| Entry in the register made | Date: | Registrar of Shipping Hamilton Bermuda | Signature |
| | Time: | | |

COMPLETE IF THE TRANSFEROR IS/ARE ONE OR MORE INDIVIDUALS

* Executed as a deed (in England or Wales) * Signed (in Scotland)
 * Signed, sealed and delivered (in Northern Ireland)
 on this _____ day of _____ 20____
 by the following person(s) signing as transferor



| | | |
|---------------------------|--|--|
| Signature of transferor | | |
| Full name of witness(es) | | |
| Signature of witness(es) | | |
| Occupation of witness(es) | | |
| Address of witness(es) | | |

FOR OFFICIAL USE ONLY

| | | | |
|----------------------------|-------|-------------------------------------------|-----------|
| Entry in the register made | Date: | Registrar of Shipping Hamilton Bermuda | Signature |
| | Time: | | |

SECTION 4: DISCHARGE OF MORTGAGE

*Received by the within-mentioned *mortgagee/transferee of the mortgage,


| |
|--|
| |
|--|

(Enter "the sum of _____", or narrative suitable to the obligation).

This within written security is now discharged.

*The within mentioned *mortgagee/transferee have agreed to discharge this within written security and it is therefore discharged.

COMPLETE IF THE DISCHARGE IS GIVEN BY A COMPANY

| | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Executed by the *mortgagee/transferee as a deed on this _____ day of _____ 20__ by: | |
| (a) the affixing of the common seal of the *mortgagee/transferee in the presence of the following persons signing; or (b) signing by the following persons: | |
| Director _____ |  |
| *Director/Secretary _____ | |
| Authorised Signatory _____ | |
| Witness _____ | |
| Witness address _____ | *Authorised Signatory _____ |
| | Witness Name _____ |

Note: In Scotland – signature may be by two directors; or by a director and the secretary of the company; or by any two persons authorized to sign and subscribe the documents on behalf of the company.

Except in Scotland – signature may be by two directors; or by a director and the secretary of the company; If the common seal is affixed, any special requirements of the company's articles about signing must be complied with.

FOR OFFICIAL USE ONLY

DISCHARGE OF MORTGAGE:

| | | | |
|----------------------------|-------|-------------------------------------------|-----------|
| Entry in the register made | Date: | Registrar of Shipping Hamilton Bermuda | Signature |
| | Time: | | |

COMPLETE IF THE DISCHARGE IS GIVEN BY ONE OR MORE INDIVIDUALS

* Executed as a deed (in England or Wales) * Signed (in Scotland)

* Signed, sealed and delivered (in Northern Ireland)

on this _____ day of _____ 20__

by the following person(s) signing a *mortgagee(s)/transferee(s)

| | | |
|------------------------------------|--|--|
| Signature of *mortgagee/transferee | | |
| Full name of witness(es) | | |
| Signature of witness(es) | | |
| Occupation of witness(es) | | |



| | | |
|------------------------|--|--|
| Address of witness(es) | | |
|------------------------|--|--|

| | | | |
|------------------------------|-------|-------------------------------------------|-----------|
| FOR OFFICIAL USE ONLY | | | |
| Entry in the register made | Date: | Registrar of Shipping Hamilton Bermuda | Signature |
| | Time: | | |

Please send this completed form and relevant fee to the Registrar,
Bermuda Shipping and Maritime Authority, P.O. Box HM 1628, Hamilton HM GX, Bermuda