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COMPANIES FORM No. 395

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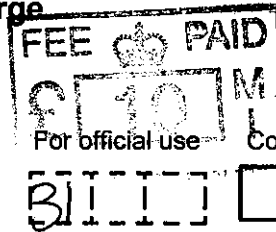
Particulars of a mortgage or charge

395

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
(Address overleaf - Note 6)



Company number

FC006682

Name of company

* THE ISLE OF MAN STEAM PACKET COMPANY LIMITED (A COMPANY INCORPORATED IN THE ISLE OF MAN) (THE "MORTGAGOR")

Date of creation of the charge

18 JULY 2003

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

MARINE MORTGAGE (THE "MORTGAGE")

Amount secured by the mortgage or charge

AS SPECIFIED IN APPENDIX ONE TO THIS FORM

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

THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND, 8TH FLOOR, SILK HOUSE COURT, TITHE BARN STREET, LIVERPOOL AS SECURITY TRUSTEE ON BEHALF OF THE FINANCE PARTIES (THE "MORTGAGEE")

Postcode L2 2LZ

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

Eversheds LLP
Eversheds House, 70 Great
Bridgewater Street,
Manchester, M1 5ES

C.PJR DOC REF: 633629

Time critical reference

For official Use
Mortgage Section

Post room



Short particulars of all the property mortgaged or charged

AS SPECIFIED IN APPENDIX 2 TO THIS FORM

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

N/A

Signed

Eversheds LLP

Date 23 July 2003

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

A fee of £10 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 Cheques and Postal Orders are to be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF14 3UZ

SCHEDULE 1

THE ISLE OF MAN STEAM PACKET COMPANY LIMITED

COMPANY NUMBER: FC006682

AMOUNT SECURED BY THE MORTGAGE OR CHARGE

All amounts due under the Facility Agreement, the Mezzanine Facility Agreement, the Deed of Covenants and the Finance Documents and all amounts due at any time and from time to time (whether principal, interest, cost or otherwise) from the Mortgagor to the Mortgagee under the Mortgage may be ascertained by reference to the Facility Agreement, the Mezzanine Facility Agreement, the Deed of Covenants and the Finance Documents and/or to the books of account (or other accounting records) of the Mortgagee.

Definitions:

“Facility Agreement” means the a term loan and revolving credit facilities agreement dated 14 July 2003 between, inter alia, the Mortgagor and the Mortgagee and others

“Mezzanine Facility Agreement” means a mezzanine facility agreement dated 14 July 2003 between, inter alia, the Mortgagor and the Mortgagee and others

“Deed of Covenant” means the deed of covenant dated 18 July 2003 between the Mortgagor and the Mortgagee

“Finance Documents” means the Finance Documents as defined in the Facility Agreement

SCHEDULE 2

THE ISLE OF MAN STEAM PACKET COMPANY LIMITED

COMPANY NUMBER: FC006682

SHORT PARTICULARS OF PROPERTY MORTGAGED OR CHARGED

Pursuant to the terms of the Mortgage the Mortgagor grants a mortgage to the Mortgagee (64) sixty four shares of which the Mortgagor are owners in the Ship and in its appurtenances.

Definitions:

“Ship” means the SEACAT DANMARK registered at Douglas, Isle of Man under official number 900784.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. FC006682

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MARINE MORTGAGE DATED THE 18th JULY 2003 AND CREATED BY ISLE OF MAN STEAM PACKET COMPANY, LIMITED (THE) FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE GOVERNOR AND COMPANY OF THE BANK OF SCOTLAND AS SECURITY TRUSTEE ON BEHALF OF THE FINANCE PARTIES (THE "SECURITY TRUSTEE") 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 25th JULY 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 29th JULY 2003.

P. Jem.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES