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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

COMPANIES HOUSE
FEE PAID
EDINBURGH

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company Number

[- T - T -]
[- 4 2 -]
[- 1 1 -]

SC005222

Name of company

*The Don Fishing Company Limited

*insert full name
of company

Date of creation of the charge (note 1)

~~6 AUGUST 2002~~ 4 SEPTEMBER 2002

Description of the instrument (if any) creating or evidencing the charge (note 1)

MORTGAGE dated 6 August 2002, and registered with the Registrar General of Shipping and Seamen,
Cardiff on 4 September 2002

Amount secured by the charge

All sums of money due or to become due to the Bank by the Company

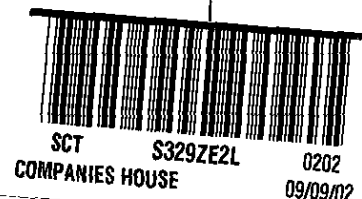
Names and addresses of the persons entitled to the charge

THE ROYAL BANK OF SCOTLAND plc, 36 St Andrew Square, Edinburgh.

Presentor's name address telephone
number and reference (if any):
Credit Documentation Department
The Royal Bank of Scotland plc
P O Box 1727
1 Redheughs Avenue
EDINBURGH EH12 9JN
Reference: CCD/COMM/CET/PECM/471588
Telephone: 0131 523 7393

For Official Use
Charges Section

Post room



Short particulars of all the property charged.

The 32 Shares in the Fishing Boat presently known as "MFV Karenann II" Official Number A10105 and Port Letters and Number FR 559 belonging to the Company.

Please do not write in this margin

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provisions (note 2)

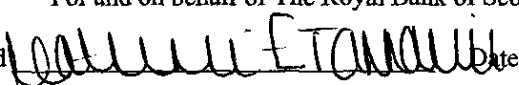
NIL

Particulars as to commission, allowance or discount paid (see section 413(3))

Nil

For and on behalf of The Royal Bank of Scotland plc

Signed

 5/9/02

On behalf of ~~[company]~~ [chargee]†

†Delete as appropriate

Notes

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)
2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.
3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered.
4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.
5. The address of the Registrar of Companies is:-

Argyle House
37 Castle Terrace
Edinburgh EH1

FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 5222

I hereby certify that a charge created by

THE DON FISHING COMPANY, LIMITED

on 4 SEPTEMBER 2002

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of THE ROYAL BANK OF SCOTLAND plc

was delivered pursuant to section 410 of the Companies Act, 1985,
on 9 SEPTEMBER 2002

Given at Companies House, Edinburgh



C O M P A N I E S H O U S E



N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC005222 CHARGE: 42

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the acquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
09/09/2002		4/ 9/02 SHIP MORTGAGE		ALL SUMS DUE, OR TO BECOME DUE	32 SHARES IN THE FISHING BOAT PRESENTLY KNOWN AS "MFV KARENANN II" OFFICIAL NUMBER A10105	THE ROYAL BANK OF SCOTLAND plc

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC005222 CHARGE: 42

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement of the provisions if any regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act