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

* insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

LB
£130 x 13

116534

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)

For official use - Company number



34121

Name of company

* Bibby Line Group Limited (the 'Company')

Date of creation of the charge

14th January 2000

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

deed of novation of second assignment of charterhire rebate dated 5th
May 1995 (the 'Second Assignment') between (1) Barton (Troubadour)
Limited, (2) Barton Shipping Group Limited, (3) Lloyds TSB Bank plc (the
'Bank') and (4) Bibby Line Group Limited (the 'Deed') relating to m.v.
"BOTANY TRIUMPH".

Amount secured by the mortgage or charge

the aggregate of all amounts whatsoever whether principal, interest or
otherwise which may from time to time or at any time be or become due
and owing actually or contingently from Gaston Limited (whether as
principal, surety or otherwise) to the Bank under a guarantee facility
agreement dated 5th May 1995 between the Bank and Gaston Limited and the
Security Documents (as defined in the Second Assignment).

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

Lloyds TSB Bank plc of 71 Lombard Street, London

Postcode EC3P 3BS

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

Richards Butler
Beaufort House
15 St Botolph Street
London
EC3A 7EE

PRR/99-34282 (b)

Time critical reference

For official Use
Mortgage Section

Post room



KLO
COMPANIES HOUSE

0379
02/02/00

the Company's right, title and interest in amounts payable as rebate of charterhire by Lloyds Asset Leasing Limited to Barton (Troubadour) Limited under clause 7.3 of the time charter by demise dated 31st March 1995 between Lloyds Asset Leasing Limited and Barton (Troubadour) Limited relating to m.v. "BOTANY TRIUMPH", subject always to the First Assignment (as defined in the Second Assignment).

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed Richards Butler

Date 1st February 2000

On behalf of [company] [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 CF4 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00034121

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF NOVATION OF SECOND ASSIGNMENT DATED THE 14th JANUARY 2000 AND CREATED BY BIBBY LINE GROUP LIMITED FOR SECURING THE AGGREGATE OF ALL AMOUNTS DUE OR TO BECOME DUE FROM GASTON LIMITED TO LLOYDS TSB BANK PLC UNDER A GUARANTEE FACILITY AGREEMENT DATED 5TH MAY 1995 AND THE SECURITY DOCUMENTS (AS DEFINED IN THE SECOND ASSIGNMENT) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 2nd FEBRUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7th FEBRUARY 2000.

A handwritten signature in black ink, appearing to be 'V. G. J.', written over a large blank space.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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