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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

Please do not write in this margin

lettering

Pursuant to section 395 of the Companies Act 1985

Please complete legibly, preferably in black type or bold block To the Registrar of Companies (Address overleaf - Note 6)

Name of company

For official use (

Company number

ァ

567460

* Insert full name of company

*TALL SHIPS YOUTH TRUST

Date of creation of the charge

17 SEPTEMBER 2008

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

A Mortgage of a Ship

Amount secured by the mortgage or charge

All such sums as are now or as shall be from time to time owing to Clydesdale Bank Plc (the "Mortgagee") by the company or by the company jointly with any person firm or company and whether as principal or surety upon any account or for any liabilities incurred or payments made by the Mortgagee on account of the company, the amount due at any time on this security to be ascertained from the books of the Mortgagee

L

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

Clydesdale Bank Plc 30 Vincent Place, Glasgow

Postcode |G1 2HL

Presenter's name, address and reference (if any)
Lester Aldridge LLP
Alleyn House
Carlton Crescent
SOUTHAMPTON SO15 2EU
DX 96882 Southampton 10

Time critical reference

For official use (02/2006) Mortgage Section

Post room

AD37U3A4

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20/09/2008 COMPANIES HOUSE

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Q \RXK\Clydesdale Bank\Tall Ships Youth Trust\Form 395 mortgage olf

Short particulars of all the property mortgaged or charged

The vessel PRINCE WILLIAM registered with Official Number 904199 at the of Shipping and Seamen	British Registry Please do not write in this margin
\ .	Please complete legibly, preferab in black type or bold block lettering
Particulars as to commission allowance or discount (note 3)	A fee is payable to Companies Hou in respect of ead register entry fo mortgage or charge
Signed Date 19 September 2	2008 (See Note 5) + Delete as
On behalf of [company]x[mortgagee/chaxgues] +	appropriate

Notes

- 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
- 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

- If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet
- A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders are to be made payable to Companies House
- The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF4 3UZ

OV⊖Z 7 Spa Road London SE16 3QQ

2006 Edition 2 2006

Companies M395



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 567460 CHARGE NO. 7

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF A SHIP DATED 17 SEPTEMBER 2008 AND CREATED BY TALL SHIPS YOUTH TRUST FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO CLYDESDALE BANK PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 20 SEPTEMBER 2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 SEPTEMBER 2008





