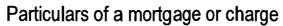
In accordance with Section 860 of the Companies Act 2006

MG01

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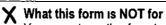


A fee is payable with this form.

We will not accept this form unless you send the correct fee Please see 'How to pay' on the last page

What this form is for

You may use this form to register particulars of a mortgage or charge in England and Wales or Northern Ireland



You cannot use this form to red particulars of a charge for a Sc company To do this, please us form MG01s



03/12/2011 A35 COMPANIES HOUSE

| 1 | Company details | For official use | |
|----------------------|---|---|--|
| Company number | 0 0 5 6 7 4 6 0 | → Filting in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by * | |
| Company name in full | Tall Ships Youth Trust (the "Company") | | |
| | | | |
| 2 | Date of creation of charge | | |
| Date of creation | d d8 | | |
| 3 | Description | | |
| | Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge' | | |
| Description | A mortgage of a ship, the Challenger 2(Official Number "Mortgage") | er 903644) (the | |
| 4 | Amount secured | | |
| | Please give us details of the amount secured by the mortgage or charge | Continuation page Please use a continuation page if | |
| Amount secured | All such sums as are now or shall be from time to time owing to The Andrew Salvesen Endowment Trust (acting by its trustee Tall Ships Youth Trust) (the "Mortgagee") by the Company, the amount due at any time on the Mortgage to be ascertained from the books of the Mortgagee | you need to enter more details | |

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Particulars of a mortgage or charge

| 5 | Mortgagee(s) or person(s) entitled to the charge (if any) | |
|----------|--|--|
| | Please give the name and address of the mortgagee(s) or person(s) entitled to the charge | Continuation page Please use a continuation page if you need to enter more details |
| Name | The Andrew Salvesen Endowment Trust (acting by its | · |
| Address | trustee Tall Ships Youth Trust) | |
| | 2A The Hard, Portsmouth | |
| Postcode | P O 1 3 P T | |
| Name | | |
| Address | | |
| Postcode | | |
| 6 | Short particulars of all the property mortgaged or charged | |
| | Please give the short particulars of the property mortgaged or charged | Continuation page Please use a continuation page if you need to enter more details |
| | | |

MG01

Particulars of a mortgage or charge

Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance N/A or discount

Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

Signature

Signature

Please sign the form here

Signature



X

This form must be signed by a person with an interest in the registration of the charge

MG01

Particulars of a mortgage or charge

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record

| Contactname Jennifer Wallace |
|------------------------------------|
| Company name Dickson Minto W S |
| |
| Address 16 Charlotte Square |
| |
| |
| Posttown Edinburgh |
| County/Reguon Midlothian |
| Postcode E H 2 4 D F |
| Country UK |
| DX DX 199 Edinburgh |
| Telephone 0131 225 4455 |

✓ Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank

✓ Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- The company name and number match the information held on the public Register
- You have included the original deed with this form.
- You have entered the date the charge was created
- You have supplied the description of the instrument
- You have given details of the amount secured by the mortgagee or chargee
- You have given details of the mortgagee(s) or person(s) entitled to the charge
- You have entered the short particulars of all the property mortgaged or charged
- You have signed the form
- You have enclosed the correct fee

Important information

Please note that all information on this form will appear on the public record.

1 How to pay

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

Make cheques or postal orders payable to 'Companies House'

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales. The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland: The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

COMPANY NO. 567460 CHARGE NO. 19

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF A SHIP DATED 18 NOVEMBER 2011 AND CREATED BY TALL SHIPS YOUTH TRUST FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ANDREW SALVESEN ENDOWMENT TRUST (ACTING BY ITS TRUSTEE TALL SHIPS YOUTH TRUST) WAS REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT 2006 ON THE 3 DECEMBER 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 8 DECEMBER 2011

DX

