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legibly, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

For official use

Company number

(Address overleaf - Note 6)

Name of company

BELFAST FREIGHT FERRIES LIMITED (the "Company"), a company incorporated in England and Wales whose registered office is at Twelve Quays, Tower Road, Birkenhead, Wirral CH41 1FE

Date of creation of the charge

30 June 2004

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

A first priority British ship mortgage (the "Mortgage") dated 30 June 2004 and made between (i) the Company and (ii) The Bank of Nova Scotia (the "Mortgagee").

Amount secured by mortgage or charge

All sums for the time being owing to the Mortgagee in the manner and at the times set forth in the Loan Agreement and the Deed of Covenant, and the amount of principal, interest and other moneys due to the Mortgagee at any given time can be ascertained by reference to the Loan Agreement and/or the Deed of Covenant and/or to the books of account (or other accounting records) of the Mortgagee.

Definitions

"Deed of Covenant" means the deed of covenant dated 30 June 2004 and made between (i) the Company and (ii) the Mortgagee;

(cont.)

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

The Bank of Nova Scotia

33 Finsbury Square

London

Postcode

EC2A 1BB

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

Watson, Farley & Williams
15 Appold Street
London EC2A 2HB

RUSA1/01607.20075/16764562

Time critical reference

For official Use
Mortgage Section



LD2
COMPANIES HOUSE

0413
13/07/04

Short particulars of all the property mortgaged or charged

Sixty four sixty fourth shares in the vessel "MERSEY VIKING", registered in the name of the Company on British flag with Official Number 908785.

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Particulars as to commission allowance or discount (note 3)

None

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 6)

Signed *Watson Farley + Williams*

Date 12 July 2004

On behalf of ~~company~~ ~~mortgagee/chargee~~

†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, DX: 33050 Cardiff

**Companies House Approval No.
CHA113**

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COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

**Particulars of a mortgage or charge
(continued)**

Continuation sheet No 1
to Form No 395 and 410 (Scot)

Company number

00925768

**Please complete
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Name of company

BELFAST FREIGHT FERRIES LIMITED (the "Company"), a company incorporated in England and
Wales whose registered office is at Twelve Quays, Tower Road, Birkenhead, Wirral CH41 1FE
Limited

* delete if
inappropriate

Description of the instrument relating or evidencing the mortgage or charge (continued) (note 2)

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"Loan Agreement" means a loan agreement dated 28 February 2001 as amended by an amending and restating deed dated 18 December 2003 and made between (i) the Company as borrower, (ii) the banks and financial institutions listed therein as lenders (the "Lenders"), (iii) the Mortgagee as agent for the Lenders and (iv) the security trustee for the Lenders.

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

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Short particulars of all the property mortgaged or charged (continued)

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CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 00925768

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIRST PRIORITY BRITISH SHIP MORTGAGE DATED THE 30th JUNE 2004 AND CREATED BY BELFAST FREIGHT FERRIES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE BANK OF NOVA SCOTIA 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 13th JULY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th JULY 2004.

plu



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —