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COMPANIES FORM No. 395

Particulars of a mortgage or charge

00400074

395

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

A fee of £13 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

11310

Company number

01195555

Name of company

* BIBBY MARITIME LIMITED (the "Company")

Date of creation of the charge

24 January 2007

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

A deed of covenant relating to m.v. "BIBBY PROGRESS"

Amount secured by the mortgage or charge

All sums owing under and pursuant to:

- (a) a facility agreement dated 22 January 2007 (the "Facility Agreement") and made between (i) the Company as borrower, (ii) the banks and financial institutions listed therein as banks (the "Banks"), (iii) Fortis Bank S.A./N.V. (London Branch) as lead arranger (the "Lead Arranger"), (iv) Fortis Bank S.A./N.V. (London Branch) as swap bank (the "Swap Bank") and (v) the Agent as agent, security agent and trustee for and on behalf of itself, the Banks, the Lead Arranger and the Swap Bank;
- (b) a master swap agreement dated 15 July 2002 made between the Company and the Swap Bank (the "Master Swap Agreement") comprising an ISDA Master Swap Agreement and Schedule and any Confirmations (as defined therein) thereto;
- (c) a first priority Barbadian mortgage dated 23 January 2007 and registered on 24 January 2007 in respect of the Ship (as defined below) and executed by the Company in favour of the Agent (as defined below);
- (d) such deed of covenant; and
- (e) any other documents executed to guarantee and/or secure any amounts owing to the Agent under the Facility Agreement, the Master Swap Agreement or any other Security Document (as defined in the Facility Agreement).

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

Fortis Bank S.A./N.V. (London Branch), Camomile Court, 23 Camomile Street, London (the "Agent")

Postcode EC3A 7PP

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

Norton Rose
Kempson House Camomile Street
London
EC3A 7AN

For official Use (06/2005)
Mortgage Section

Post room

Time critical reference
KCXH/LN05282/BD5662041v1



LD6
COMPANIES HOUSE

442
12/02/2007

The Company's right, title and interest, present and future, in and to:

- (a) the Barbados registered ship m.v. "BIBBY PROGRESS" with official number 733490 (the "Ship") and in her equipment and appurtenances;
- (b) the benefits of all insurances of the Ship;
- (c) the earnings of the Ship; and
- (d) any requisition compensation payable in respect of the compulsory acquisition or requisition for title of the Ship.

Please do not
write in
this margin

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed Norton Rose

Date 9 February 2007

On behalf of ~~XXXXXXXX~~ [mortgagee/chargee] †

*A fee is payable
to Companies
House in
respect of each
register entry
for a mortgage
or charge.
(See Note 5)*

Notes

† delete as
appropriate

- 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is: Companies House, Crown Way, Cardiff CF14 3UZ

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 01195555

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF COVENANT DATED THE 24th JANUARY 2007 AND CREATED BY BIBBY MARITIME LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE 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 12th FEBRUARY 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 19th FEBRUARY 2007.

Rangela



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES