



Registration of a Charge

Company name: **TEEKAY PETROJARL FLOATING PRODUCTION UK LTD.**

Company number: **02436350**



X5BNZPMO

Received for Electronic Filing: **21/07/2016**

Details of Charge

Date of creation: **15/07/2016**

Charge code: **0243 6350 0011**

Persons entitled: **DNB BANK ASA, NEW YORK BRANCH**

Brief description: **THE VESSEL, FPSO "PETROJARL BANFF" EXCLUDING THE TOPSIDES AND RELATED TOPSIDES EQUIPMENT OWNED BY BANFF L.L.C., REGISTERED IN THE OWNERSHIP OF TEEKAY PETROJARL FLOATING PRODUCTION UK LTD. (THE CHARGOR) UNDER THE FLAG OF THE ISLE OF MAN WITH OFFICIAL NUMBER 730473 TOGETHER WITH ALL HER ENGINES, MACHINERY, BOATS, TACKLE, OUTFIT, FUELS, SPARES, CONSUMABLE AND OTHER STORES, BELONGINGS AND APPURTENANCES, WHETHER ON BOARD OR ASHORE, INCLUDING ANY WHICH MAY IN THE FUTURE BE PUT ON BOARD OR MAY IN THE FUTURE BE INTENDED TO BE USED FOR THE VESSEL IF ON SHORE.**

Authentication of Form

This form was authorised by: **a person with an interest in the registration of the charge.**

Authentication of Instrument

Certification statement: **I CERTIFY THAT SAVE FOR MATERIAL REDACTED PURSUANT TO S.859G OF THE COMPANIES ACT 2006 THE ELECTRONIC**

**COPY INSTRUMENT DELIVERED AS PART OF THIS APPLICATION
FOR REGISTRATION IS A CORRECT COPY OF THE ORIGINAL
INSTRUMENT.**

Certified by:

STEPHENSON HARWOOD LLP



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number: 2436350

Charge code: 0243 6350 0011

The Registrar of Companies for England and Wales hereby certifies that a charge dated 15th July 2016 and created by TEEKAY PETROJARL FLOATING PRODUCTION UK LTD. was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 21st July 2016 .

Given at Companies House, Cardiff on 22nd July 2016

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Mortgage to Secure Account Current, etc.
(Body Corporate)

Official Number 730473	Name of Ship PETROJARL BANFF	Number, year and port of registry Douglas	
Length	Metre 108	Tenths 65	Sailing, steam or motor ship MOTOR
			Horse power of engines (if any) 8,400 KW
	Moulded Breadth ...	42	67
Moulded Depth	16	13	Net tonnage 5547
(for dual tonnages state the higher)			

And as described in more detail in the Register Book

WHEREAS there is an account current between Teekay Petrojarl Floating Production UK Ltd., a company incorporated under the laws of England and Wales whose principal place of business is at 20 - 22 Bedford Row, London WC1R 4JS (hereinafter called the "Mortgagor") and DNB Bank ASA, New York Branch, a company incorporated under the laws of Norway acting through its office at 200 Park Avenue, New York, NY10166 - 0396, United States of America (hereinafter called the "Mortgagee") regulated by a guarantee and indemnity dated 15 July 2016 given by the Mortgagor in favour of the Mortgagee as security trustee (hereinafter as the same may from time to time be amended, supplemented, novated or replaced called the "Agreement") and whereas the Mortgagor and the Mortgagee have executed a deed of covenants of even date herewith (hereinafter as the same may from time to time be amended, supplemented, novated or replaced called the "Deed of Covenants") and whereas the Mortgagor has agreed to execute this mortgage in favour of the Mortgagee for the purpose of securing payment to the Mortgagee of all sums for the time being owing to the Mortgagee as security trustee and certain other finance parties or any of them and their respective successors, transferees and assignees in the manner and at the times set forth in the Agreement and the Deed of Covenants and whereas the amount of principal and interest due at any given time can be ascertained by reference to the Agreement, the Deed of Covenants and to the books of account (or other accounting records) of the Mortgagee.

Insert recital

Stating that there is an account current between the Mortgagor, giving

Full name

Principal place of business

And the Mortgagee(s), giving

Full name(s)

Address(es)

Occupation(s) (if individuals)

Add "as joint Mortgagees" if applicable

And describing the nature of the transaction, showing

How the amount of principal and interest due at any given time is to be ascertained.

The manner and time of payment.

Now we	Full name of Mortgagor TEEKAY PETROJARL FLOATING PRODUCTION UK LTD.
--------	--

In consideration of the premises for ourselves and our successors covenant with the

Said	Full name of Mortgagee DND BANK ASA, NEW YORK BRANCH
------	---

(hereinafter called the Mortgagee and its assigns, to pay to him or them or it the sums for the time being due on this security, whether by way of principal or interest at the times and manner aforesaid. And for the purpose of better securing to the Mortgagee the payment of such sums as last aforesaid we do hereby mortgage to the Mortgagee 64/64 shares of which we are the owner in the ship above particularly described and in her boats and appurtenances. Lastly we for ourselves and our successors covenant with the Mortgagee and its assigns that we have the power to mortgage in the manner aforesaid the above mentioned shares and that the same are free from encumbrances

(if any subsisting encumbrances insert "Save as appears by the registry of the said ship").

IN WITNESS whereof this Mortgage has been executed as a deed on behalf of the Mortgagee by:

Signature redacted Georgios Macheras
Attorney-in-fact

On 15 July 2016 in the presence of

Signature of Witness: Signature redacted Tanpreet Rooprai

Status Address redacted
(Director/Secretary/etc.)

* delete as necessary

Notes

The prompt registration of a mortgage deed at the ship's port of registry is essential to the security of the mortgage as a mortgage takes its priority from date of production for registry, not from the date of the instrument.
Registered owners or mortgagees must inform the Registrar of British Ships of any change of address.

REGISTRATION OF BRITISH SHIPS
15 JUL 2016
Company

entered in the Register Book
this 15th day of July 2016 at 11:21 hours

Registrar of British Ships
Port of Douglas
Signature redacted

TRANSFER OF MORTGAGE

*I/We the within mentioned

Full name(s) of mortgagee(s)

In consideration of

£

This day paid to *me/us by

Full name(s)	Address(es)	Occupation(s) (if individuals)

Hereby transfer to *him/her/them/it the benefit of the within written security

To be completed by Individual/Joint Mortgagee(s)

In witness whereof *I/We have hereunto subscribed my/our name(s) and affixed *my/our seal on [insert date]

Company Seal

Signature(s) of mortgagee(s)

Executed by the above named mortgagee(s) in the presence of (if the ship is registered in Scotland two witnesses are required)

Signature of Witness 1.

2.

Full name(s) 1.

2.

Address(es) 1.

2.

Occupation(s) 1.

2.

To be completed by Body Corporate

In witness whereof we have hereunto affixed our common seal on [insert date]

Company Seal

In the presence of

Signature of Witness

Status

(Director/Secretary/etc.)

DISCHARGE OF MORTGAGE

Received the sum of

£

In discharge of this within written security

To be completed by Individual/Joint Mortgagees

Date

Signature(s) of mortgagee(s)

Full Name(s)

Executed by the above in the presence of (if the ship is registered in Scotland two witnesses are required)

Signature of
Witness(es)

1.

2.

Full name(s)

1.

2.

Address(es)

1.

2.

Occupation(s)

1.

2.

To be completed by Body Corporate

In witness whereof we have hereunto affixed our common seal on
[insert date]

In the presence of

Company
Seal

Signature of Witness

Status

(Director/Secretary/etc.)

* delete as necessary

Note: If the discharged deed is not presented to the Registrar the mortgage will remain registered against the ship.

