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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
(Address overleaf - Note 6)

For official use

Company number

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2828383

Name of company

* Bedwell Park Ltd

Date of creation of the charge

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

Marine Mortgage dated 30th May 2003 and recorded in the
Register of British Ships on 9th June 2003

Amount secured by the mortgage or charge

All sums due or to become due by way of principal and interest on an
account current

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

Lombard North Central Plc
3 Princess Way, Redhill, Surrey.

Postcode RH1 1NP

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

Lombard North Central Plc
371 Millbrook Road West
Southampton
Hampshire, SO15 0HW

Time critical reference

For official Use
Mortgage Section

Post room



A07
COMPANIES HOUSE

0863
11/06/03

A007610
007472/10.

395

Short particulars of all the property mortgaged or charged

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in black type, or
bold block lettering

64/64 shares in the ship


Princess 65 "Xanadu of London" Official no: 903989

and in its appurtenances.

Particulars as to commission allowance or discount (note 3)

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed



Date 30th May 2003

On behalf of [company] ~~[mortgage/charge]~~

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 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 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. 02828383

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MARINE MORTGAGE DATED THE 30th MAY 2003 AND CREATED BY BEDWELL PARK LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LOMBARD NORTH CENTRAL PLC 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 11th JUNE 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JUNE 2003.

A handwritten signature in dark ink, appearing to be 'P. J. J.' or similar.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES