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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

AC 004 00134

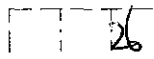
Please do not
write in
this margin

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

* Insert full name
of company

To the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number



02893677 2856+86

Name of company

* FALMOUTH OIL SERVICES LIMITED (the "Mortgagor")

Date of creation of the charge

20 March 2007

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

Mortgage of a ship

Amount secured by the mortgage or charge

All monies on any account where the Mortgagor is, or becomes, indebted to Barclays Bank PLC (the "Mortgagee") in respect of loans or other accommodation with interest and other lawful charges upon terms agreed or to be agreed between the Mortgagor and the Mortgagee.

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

Barclays Bank PLC, c/o Barclays Mercantile Business Finance Limited
Churchill Plaza, Churchill Way,
Basingstoke, Hampshire

Postcode RG21 7GP

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

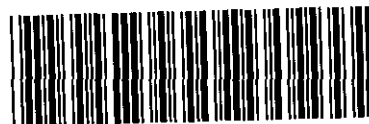
HM Whitbourne
Legal Services
Barclays Mercantile
DX 3009
Basingstoke

Time critical reference

For official use
Mortgage section

Post room

THURSDAY



ANCA202B

A47

22/03/2007

440

COMPANIES HOUSE

Com 395-1/2

Short particulars of all the property mortgaged or charged

64/64ths shares in the vessel named "Falmouth Jubilee" registered in Part 1 of the UK Registry of Ships with Official Number 376863 and its appurtenances.

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

Date

21/03/07

On behalf of [company] [mortgagee/chargee]*

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

*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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02856486

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE OF A SHIP DATED THE 20th MARCH 2007 AND CREATED BY FALMOUTH OIL SERVICES LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK 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 22nd MARCH 2007.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 26th MARCH 2007.

DXDm



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES