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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

114394

# 395

3298186

Name of company

\* Superapply Limited ("the Company")

Date of creation of the charge

9th September 1999

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

Assignment by way of endorsement made between the Company and Knutsen  
Boyelaster VI K/S (the "Assignee")

Amount secured by the mortgage or charge

The aggregate of all amounts whatsoever which may from time to time or  
at any time be or become due and owing actually or contingently from the  
Company to the Assignee under a shipbuilding contract dated 15th  
September 1997 between Astilleros Españoles, S.A. ("AESA") and the  
Company as amended by amendments numbers 1 and 2 dated respectively 29th  
September 1997 and 19th November 1998 and by a sales contract dated 25th  
September 1997 between the Company, AESA and Knutsen Boyelaster VII KS  
("Knutsen") as amended by an amendment agreement dated 19th November  
1998 all as further amended by an assignment agreement dated 30th  
September 1998 between AESA and Astilleros de Sestao, S.R.L. (the  
"Builder"), by an assignment agreement dated 3rd February 1999 between  
Knutsen and the Assignee and by an assignment agreement also dated 3rd  
February 1999 between the Assignee, Den Norske Bank ASA, as bank, and  
Den Norske Bank ASA, as agent (all the above, hereinafter referred to as  
the "Agreements").

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

Knutsen Boyelaster VI K/S  
Smedasundet 40  
5500 Haugesund  
Norway

Postcode

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

Richards Butler  
Beaufort House  
15 St Botolph Street  
London  
EC3A 7EE

For official Use  
Mortgage Section

Post room



Time critical reference  
ARMM/98-38235 (7)

Short particulars of all the property mortgaged or charged

A refund guarantee No. SY-14151 for the amount of sixteen million one hundred thousand United States Dollars (US\$ 16,100,000) issued on the 2nd of September 1999 by Caja de Ahorros y Monte de Piedad de Madrid in favour of the Company as security for the fulfilment of the obligations of the Builder in respect of an offshore loading tanker known during construction as Hull No. 317 in accordance with the terms of the Agreements.

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

*Richard T Butler*

Date 27th September 1999

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. 03298186

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT AN ASSIGNMENT BY WAY OF ENDORSEMENT DATED THE 9th SEPTEMBER 1999 AND CREATED BY SUPERAPPLY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KNUITSEN BOYELASTER VI K/S ON ANY ACCOUNT WHATSOEVER UNDER A SHIPBUILDING CONTRACT DATED 15TH SEPTEMBER 1997 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 28th SEPTEMBER 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st OCTOBER 1999.

*T.*  
*Ch*



COMPANIES HOUSE



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES