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in black type, or
bold block lettering

* insert full name
of Company

COMPANIES FORM No. 395**Particulars of a mortgage or charge** nm**395**

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



3298186

Name of company

* Superapply Limited ("the Company")

Date of creation of the charge

15th October 1997 ✓

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 VII 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 Sales Contract dated 25th September 1997
between the Assignee, Astilleros Espanoles, S.A. and the Company.

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

Knutsen Boyelaster VII K/S
Smedasundet 40
5500 Haugesund
Norway

Postcode

Presentor'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 (1)

Short particulars of all the property mortgaged or charged

A refund guarantee No. GL0000270 for the amount of four million and twenty five thousand United States Dollars (US\$4,025,000) issued on 3 October 1997 by The Industrial Bank of Japan Limited, Sucursal en Espana in favour of the Company as security for the fulfilment of the obligations of Astilleros Espanoles, S.A. as initial builder of an offshore loading tanker known during construction as Hull No. 317 in accordance with the terms of a shipbuilding contract dated 15 September 1997 between Astilleros Espanoles, S.A. and the Company.

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

Particulars as to commission allowance or discount (note 3)

Nil

Signed *Richards Butler*

Date *08 April 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



IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

Mr Registrar Jaques

In the Matter of Superapply Limited
and
In the Matter of the Companies Act 1985

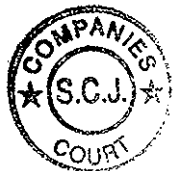
UPON THE APPLICATION by Originating Summons dated the 26th February 1999 of Den norske Bank ASA

AND UPON HEARING the Solicitor for the Applicant

AND UPON READING THE EVIDENCE

AND the Court being satisfied that the omission to deliver to the Registrar of Companies pursuant to Section 395 of the above-mentioned Act 5 assignments hereinafter mentioned together with the prescribed Particulars thereof was due to inadvertence and that it is just and equitable to grant relief

IT IS ORDERED pursuant to Section 404 of the said Act that the time for delivering to the Registrar of Companies for Registration of 5 assignments by way of endorsement made on the 15th October 1997, on the 23rd December 1997, on or about the 11th November 1998, on the 25th November 1998 and on the 23rd December 1998, respectively, by Superapply Limited in favour of Knutsen Bøyelaster VII K/S relating to the refund guarantees issued in respect of an offshore loading tanker known during construction as Hull no. 317 together with the prescribed Particulars thereof is hereby extended to the 19th April 1999



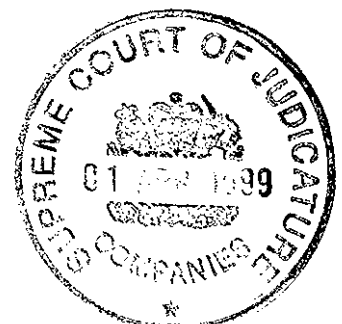
AND IT IS ORDERED THAT the Applicant do deliver an Office Copy of this order to the Registrar of Companies

AND THIS ORDER is without prejudice to the rights of any person acquired during the period between the date of the creation of the said 5 assignments and the date of their actual registration

Dated: 29th March 1999

To : Messrs Richards Butler
DX 1066
London/City

Ref: ARMM 98-38235



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 15th OCTOBER 1997 AND CREATED BY SUPERAPPLY LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO KNUTSEN BOYELASTER VII K/S ON ANY ACCOUNT WHATSOEVER UNDER A SALES CONTRACT DATED 25th SEPTEMBER 1997 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 9th APRIL 1999.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th APRIL 1999.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E