

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



4440353

Name of company

* EIFFEL LIMITED (the "Company")

Date of creation of the charge

22 July 2002

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

A second priority deed of general assignment and covenant

Amount secured by the mortgage or charge

All sums owing under or pursuant to:
(a) the partnership agreement dated 22 July 2002 (the "**Partnership Agreement**") and made between (1) Allco Finance Limited (the "**General Partner**"), (2) the Assignee (as described below), and (3) Allco Finance (UK) Limited (the "**Sponsor**");
(b) The put option agreement dated 22 July 2002 (the "**Put Option Agreement**") and made between the Assignee and the Sponsor;
(c) the application of proceeds and participation agreement (the "**Participation Agreement**") dated 22 July 2002 and made between (1) the Assignee, (2) the Sponsor, (3) the General Partner, (4) the Company, (5) CMA CGM SA (as guarantor), and (6) Nedship Bank N.V. (as security trustee);
(d) such second priority deed of general assignment and covenant; and
(e) any other documents executed to guarantee and/or secure sums owing under any of the other Transaction Documents or the Other Transaction Documents (as defined in the Participation Agreement).

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

LLOYDS TSB EQUIPMENT LEASING (NO. 3) LIMITED (the "**Assignee**")
71 Lombard Street
London

Postcode EC3P 3BS

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN

SRH/AA41047/Form/395 (1)

Time critical reference

For official Use
Mortgage Section

Post room



LD1
COMPANIES HOUSE

2584
30/07/02

CHFP025

Please do not write in this margin

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

*insert full name of Company

Short particulars of all the property mortgaged or charged

All of the Company's right, title and interest, present and future, in and to:

(a) all policies and contracts of insurance and/or reinsurance which are from time to time in place or taken out or entered into pursuant to (i) the Charterparty dated 22 July 2002 (the "**Charterparty**") and made between the Company and CMA CGM (UK) Limited (the "**Bareboat Charterer**") in relation to m.v. "CMA CGM Eiffel" with hull number 99 (the "**Vessel**"), or (ii) otherwise in connection with the Vessel, and all the benefits of (i) and (ii);

(b) any compensation payable in respect of the compulsory acquisition or requisition for title of the Vessel;

(c) all sums of money in the Company's sterling account with National Westminster Bank Plc with account number 8633 5072; and

(d) the Charterparty and the deed of assignment entered into, or to be entered into, between the Bareboat Charterer and the Company (the "**CMA CGM Assignment**") and all claims, rights and remedies of the Company that arise from the Charterparty and/or the CMA CGM Assignment.

Please do not write in this margin

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

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Particulars as to commission allowance or discount (note 3)

NIL

Signed Norton Rose

Date 30 July 2002

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 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. 04440353

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A SECOND PRIORITY DEED OF GENERAL ASSIGNMENT AND COVENANT DATED THE 22nd JULY 2002 AND CREATED BY EIFFEL LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO LLOYDS TSB EQUIPMENT LEASING (NO.3) LIMITED 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 30th JULY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 2nd AUGUST 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Rpa