

MG01

Particulars of a mortgage or charge

150358/13



iris
LASERFORM

A fee is payable with this form

We will not accept this form unless you send the correct fee

Please see 'How to pay' on the last page



What this form is for

You may use this form to register
particulars of a mortgage or charge
in England and Wales or Northern
Ireland



What this form is NOT for

You cannot use this form to
register particulars of a charge for
company. To do this, please use
form MG01s

WEDNESDAY



A2P9IY4U

A54

05/10/2011

168

COMPANIES HOUSE

1

Company details

Company number

0 4 8 3 0 3 5 2

Company name in full

"K" Line Bulk Shipping (UK) Limited (the **Company**)

15

For official use

Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2

Date of creation of charge

Date of creation

2 9 10 09 20 11

3

Description

Please give a description of the instrument (if any) creating or evidencing the
charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'

Description

A general assignment (the **General Assignment**) dated 29 September 2011 and granted by the
Company in favour of The Sumitomo Trust & Banking Co, Ltd (the **Mortgagee**) in respect of the
vessel "CAPE CELTIC"

4

Amount secured

Please give us details of the amount secured by the mortgage or charge

Amount secured

The aggregate of the Loan (defined below) and all interest accrued
and accruing thereon, the Expenses and all other sums of money
from time to time owing to the Mortgagee and the Banks, whether
actually or contingently, under the Loan Agreement and the Security
Documents or any of them (as such capitalised terms are defined
below)

Continuation page

Please use a continuation page if
you need to enter more details

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5 Mortgagee(s) or person(s) entitled to the charge (if any)

Please give the name and address of the mortgagee(s) or person(s) entitled to the charge

Continuation page

Please use a continuation page if you need to enter more details

Name The Sumitomo Trust & Banking Co , Ltd

Address 3rd Floor, 155 Bishopsgate

London

Postcode E C 2 M 3 X U

Name

Address

Postcode

6 Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Continuation page

Please use a continuation page if you need to enter more details

Short particulars

All the Company's respective rights, title and interest in and to

- (a) the Insurances, and
- (b) the Requisition Compensation

Where

Compulsory Acquisition means requisition for title or other compulsory acquisition, requisition, appropriation, expropriation, deprivation, forfeiture or confiscation for any reason of the Ship by any Government Entity (as such term is defined in the Loan Agreement) or other competent authority, whether de jure or de facto, but shall exclude requisition for use or hire not involving requisition of title,

Insurances means all policies and contracts of insurance (which expression includes all entries of the Ship in a protection and indemnity or war risks association) which are from time to time during the Security Period in place or taken out or entered into by or for the benefit of the Company (whether in the sole name of the Company or in the joint names of the Company and the Mortgagee or otherwise) in respect of the Ship or otherwise howsoever in connection with the Ship and all benefits thereof (including claims of whatsoever nature and return of premiums),

Requisition Compensation means all moneys or other compensation from time to time payable during the Security Period by reason of the Compulsory Acquisition of the Ship,

Security Period means the period commencing on the date of the General Assignment and terminating upon discharge by the Mortgagee of the security created by the Security Documents by payment of all moneys payable thereunder, and

Ship means the 177,000 dwt bulk carrier vessel to be known during construction by Mitsui Engineering & Shipbuilding Co , Ltd as hull number 1732 and to be provisionally registered in the ownership of the Company under the laws and flag of the Republic of Panama with the name "CAPE CELTIC" and includes any share or interest therein and her hull, machinery, engines, boats, tackle, outfit, fittings, equipment, spare gear, fuel, consumable and other stores, belongings and appurtenances whether on board or ashore and whether now owned or hereafter acquired and all additions, improvements, renewals, replacements and substitutions hereafter made in or to the said vessel or any part thereof and/or the said equipment

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7 Particulars as to commission, allowance or discount (if any)

Please insert the amount or rate percent of any commission, allowance or discount paid or made either directly or indirectly by the company to any person on consideration of his

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return The rate of interest payable under the terms of the debentures should not be entered

Commission, allowance or discount

8 Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860) If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870)

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866) The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it Where a body corporate gives the verification, an officer of that body must sign it We will also accept a verified copy where section 867(2) applies (property situated in another part of UK)

9 Signature

Please sign the form here

Signature

Signature

X Water Rose LLP

X

This form must be signed by a person with an interest in the registration of the charge

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Particulars of a mortgage or charge



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form and will establish where we return the original documents. The contact information you give will be visible to searchers of the public record.

Contact name Alice Thomas

Company name Norton Rose LLP

Address Collect London Counters

Ref: Clive Weston / ALIT:LN48581

Post town London

County/Region

Postcode S E 1 2 A Q

Country England

DX 85 London

Telephone +44 (0)20 7444 5256



Certificate

We will send your certificate to the presenter's address if given above or to the Company's Registered Office if you have left the presenter's information blank.



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☒ The company name and number match the information held on the public Register
- ☒ You have included the original deed with this form
- ☒ You have entered the date the charge was created
- ☒ You have supplied the description of the instrument
- ☒ You have given details of the amount secured by the mortgagee or chargee
- ☒ You have given details of the mortgagee(s) or person(s) entitled to the charge
- ☒ You have entered the short particulars of all the property mortgaged or charged
- ☒ You have signed the form
- ☒ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record.



How to pay

A fee of £13 is payable to Companies House in respect of each mortgage or charge.

Make cheques or postal orders payable to 'Companies House'



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

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Particulars of a mortgage or charge

4	Amount secured	
	Please give us details of the amount secured by the mortgage or charge	
Amount secured	<p>Where</p> <p>Banks means the banks and financial institutions listed in Schedule 1 to the Loan Agreement and includes their successors in title, assignees and transferees,</p> <p>Expenses means the aggregate at any relevant time (to the extent that the same have not been received or recovered by the Mortgagee) of</p> <ul style="list-style-type: none"> (a) all losses, liabilities, costs, charges, expenses, damages and outgoings of whatever nature (including without limitation Taxes, repair costs, registration fees and insurance premiums) suffered, incurred or paid by the Mortgagee in connection with the exercise of the powers referred to in or granted by the Loan Agreement, the Mortgage, the General Assignment or any other of the Security Documents or otherwise payable by the Company in accordance with clause 11 of the Mortgage or clause 9 of the General Assignment, and (b) interest on all such losses, liabilities, costs, charges, expenses, damages and outgoings from the date on which the same were suffered, incurred or paid by the Mortgagee until the date of receipt or recovery thereof (whether before or after judgment) at a rate per annum calculated in accordance with clause 3.3 of the Loan Agreement (as conclusively certified by the Mortgagee), <p>Loan Agreement means an agreement dated 23 September 2011 and made between, inter alios, (1) the Company, (2) the Mortgagee as agent and (3) the Banks, whereby the Banks agreed (inter alia) to advance a loan of up to JPY 4,740,000,000 to the Company (or the equivalent in the Alternative Currency (as defined in the Loan Agreement)) (therein referred to as the Loan),</p> <p>Security Documents means the Loan Agreement, the General Assignment, the Mortgage and any other documents as may have been or shall from time to time after the date of the Loan Agreement be executed to guarantee and/or secure all or any part of the Loan, interest thereon and other moneys from time to time owing by the Company pursuant to the Loan Agreement (whether or not any such document also secures moneys from time to time owing pursuant to any other document or agreement),</p> <p>Mortgage means the first preferred mortgage of the Ship dated 29 September 2011 and executed by the Company in favour of the Mortgagee, and</p> <p>Taxes includes all present and future taxes, levies, imposts, duties, fees or charges of whatever nature together with interest thereon and penalties in respect thereof</p>	



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 4830352
CHARGE NO. 15**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A GENERAL ASSIGNMENT DATED
29 SEPTEMBER 2011 AND CREATED BY "K" LINE BULK
SHIPPING (UK) LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE TO THE SUMITOMO TRUST & BANKING CO.,
LTD AND THE BANKS ON ANY ACCOUNT WHATSOEVER
UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT
CREATING OR EVIDENCING THE CHARGE WAS REGISTERED
PURSUANT TO CHAPTER 1 PART 25 OF THE COMPANIES ACT
2006 ON THE 5 OCTOBER 2011**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 7 OCTOBER 2011

LIC



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**