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COMPANIES FORM No. 395

Particulars of a mortgage or charge

ACC-0040005 147
395

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

CHFP025

Please do not write in this margin

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

*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



05038969

Name of company

* RBSSAF (19) Limited (the "Company")

Date of creation of the charge

31 March 2005

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

A proceeds account charge (the "Proceeds Account Charge") made between the Company and The Royal Bank of Scotland plc (the "Security Trustee") relating to one 155,000 cubic metre single screw diesel electric LNG carrier with hull number 1779 (the "Vessel").

Amount secured by the mortgage or charge

Any and all moneys, liabilities and obligations from time to time due, owing, payable or incurred or expressed to be due, owing, payable or incurred from or by the Company to (a) the banks and financial institutions set out in schedule 1 (the "Lenders") to the loan agreement dated 31 March 2005 made between the Company, the Lenders, the Security Trustee and The Royal Bank of Scotland plc in its capacity as facility agent (the "Facility Agent"), (b) The Royal Bank of Scotland plc, (c) BP Shipping Limited (the "Charterer") or (d) RBSSAF (23) Limited (the "Put Option Counterparty") or any of them (or to the Security Trustee or the Facility Agent on behalf of any of them) under or in connection with any of the documents identified in the deed of proceeds and priorities dated 31 March 2005 made between, inter alios, the Company, the Charterer, the Put Option Counterparty, the Lenders, the Security Trustee and the Facility Agent as a "Transaction Document" together with any other document designated a "Transaction Document" by the parties thereto.

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

The Royal Bank of Scotland plc,
Shipping Business Centre, 5-10 Great Tower Street, London

Postcode EC3P 3HX

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

Norton Rose
Kempson House
Camomile Street
London EC3A 7AN

GHB/AA76368 BD4212519v1

Time critical reference

For official Use (02/00)
Mortgage Section

Post room



LD2
COMPANIES HOUSE

0028
12/04/05

All of the Company's rights, title and interest present and future, in and to all moneys from time to time credited to, and for the time being standing to the credit of, the Lessor Proceeds Account and all interest and other amounts from time to time payable in respect of, or accruing to, the Lessor Proceeds Account together with any certificates of deposit, deposit receipts or other instruments or securities relating thereto.

"Lessor Proceeds Account" means an interest bearing Dollar account of the Company opened by the Company with Royal Bank of Scotland plc acting as "Account Bank" through its branch at Shipping Business Centre, 5-10 Great Tower Street, London EC3P 3HX designated "Lessor Proceeds Account" with account number RBSPBL79 and includes any other account designated in writing by the Account Bank to be the Lessor Proceeds Account for the purposes of the Proceeds Account Charge and any sub account thereof.

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

Norton Rose

Date 12 April 2005

On behalf of ~~XXXXXXXXXXXXXXXXXX~~ [chargee] †

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. Cheques and Postal Orders must 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. 05038969

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A PROCEEDS ACCOUNT CHARGE (LNG CARRIER HULL NO 1779) DATED THE 31st MARCH 2005 AND CREATED BY RBSSAF (19) LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE LENDERS 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 12th APRIL 2005.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th APRIL 2005.

GRH
P



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES