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COMPANIES FORM No. 395

Particulars of a mortgage or charge

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

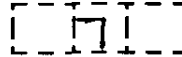
*insert full name of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



5488013

Name of company

* **Macquarie GP Limited** with registered office at Level 31 Citypoint, One Ropemaker Street, London EC2Y 9HD (the **Company**)

Date of creation of the charge

31 March 2009

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

A second assignment of insurances and requisition proceeds (the Assignment)

Amount secured by the mortgage or charge

All present and future obligations and liabilities (whether actual or contingent and however owed) of:

(a) the Company to The Goonzaran LLP (the **LLP**) and Goonzaran Bluebell Funding Limited (the **Class B Member**) under a limited liability partnership agreement dated 16 September 2005 and originally made between the Company, Standard Chartered Leasing (UK) Limited, the Class B Member and the LLP; and

(b) the Company to the LLP and the Class B Member under an application of proceeds and participation agreement dated 26 September 2005 and made between Macquarie GP Limited (in its capacity as managing member), the Class B Member, the LLP, Goonzaran Maritime S.A. (in its capacity as owner), Goonzaran Maritime S.A. (in its capacity as hirer), the Security Trustee (as defined below) and Korea Line Corporation; and

(c) any amounts owed by the Company in respect of any claims, awards or judgements against the Company as a result of a breach of its obligations,

as each of those documents may from time to time be amended, supplemented, varied, restated, novated and/or replaced.

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

Macquarie GP Limited (the Security Trustee), Level 31 Citypoint, One Ropemaker Street, London

Postcode EC2Y 9HD

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

Norton Rose LLP
3 More London Riverside
London
SE1 2AQ

Time critical reference
AMDA / LN16170 / 9157248

For official Use (06/2005)
Mortgage Section

Post room

TUESDAY



LD4

L7P0W8TE

07/04/2009

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

All of the right, title and interest, present and future of the Company in, to and under all contracts and policies of insurance and reinsurance (the **Insurances**) (other than any insurance against protection and indemnity risks) maintained from time to time in relation to the vessel named m.v. "Goonzaran" registered under the Panamanian flag (the **Vessel**), all payments (the **Payments**) to the Company in relation to the Insurances, and all claims, rights and remedies of the Company arising from the Insurances and the Payments to the extent of the Company's interest therein (together, the **Assigned Property**).

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The Company has covenanted in the Assignment that it will not dispose of the Assigned Property or permit any security interest to exist over the Assigned Property except as permitted under the relevant obligations referred to in the Assignment.

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)

Signed

Norton Rose LLP

Date 6 April 2009

On behalf of ~~XXXXXXXXXXXXXXXXXXXX~~ Assignee

A fee is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Notes

† delete as appropriate

- 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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

**COMPANY NO. 5488013
CHARGE NO. 7**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SECOND ASSIGNMENT OF
INSURANCES AND REQUISITION PROCEEDS DATED 31 MARCH
2009 AND CREATED BY MACQUARIE GP LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE GOONZARAN LLP (THE LLP) AND
GOONZARAN BLUEBELL FUNDING LIMITED (THE CLASS B
MEMBER) ON ANY ACCOUNT WHATSOEVER 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
7 APRIL 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 14 APRIL 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES