

065390/13

OS MG01

Particulars of a mortgage or charge by an overseas company



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

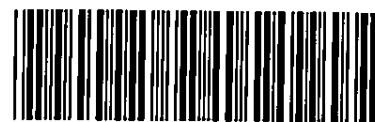
You may use this form to register particulars of a mortgage or charge by an overseas company.



What this form is NOT for

You cannot use this form for overseas company which is registered at Companies Ho

THURSDAY



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31/12/2009

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COMPANIES HOUSE

1

Overseas company details

Company number

F C 0 2 4 5 0 6

Company name in full

Sovereign Freeze Limited (the **Company**) with registered
address at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda

5

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

d1 d5 m1 m2 y 2 y 0 y 0 y 9

3

Description

Please give a description of the instrument (if any) creating or evidencing the charge e.g. 'Standard security', 'Floating charge' etc.

Description

A First Preferred Marshall Islands Ship Mortgage (the **Mortgage**).

4

Amount secured

Please give us details of the amount secured by the charge.

Amount secured

All obligations owed by the Company to the Mortgagee (as defined below) under the lease agreement dated 8 April 2003 in respect of the Ship (as defined below) made between the Company and the Mortgagee (as amended and/or supplemented from time to time) (the **Lease**) to:

- (a) apply amounts equal to all or part of certain amounts payable by the Company to the Mortgagee by way of a rebate and being amounts payable from the proceeds arising from the sale, total loss or compulsory acquisition of the Ship (the **Proceeds**) under or pursuant to clauses 3.4, 22.4, 22.5 and 27.2 of the Lease in accordance with the Lease;
- (b) pass title to the Ship to a purchaser when obliged to do so in accordance with the provisions of the Lease and a proceeds deed dated 31 March 2005 (as supplemented, amended and restated from time to time) between, inter alios, the Company and the Mortgagee (the **Proceeds Deed**) or any contract for the sale of the Ship entered into by the Company pursuant to such provisions;

[see continuation page]

Continuation page

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

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Mortgagee(s) or person(s) entitled to the charge

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 GOLAR GAS HOLDING COMPANY, INC. (the **Mortgagee**)

Address Trust Company Complex, Ajeltake Road, Ajeltake
Island, Majuro, Marshall Islands

Postcode

Name

Address

Postcode

6

Short particulars of all the property charged

Please give the short particulars of the property charged.

Continuation page

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

Short particulars

The Company's rights, title and interest present and future in and to the Marshall Islands registered Ship "Golar Freeze" (the **Ship**) with official number 3805 and in her equipment and appurtenances.

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Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision ①

① In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or pari passu with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

8

Particulars as to commission, allowance or discount

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 if interest payable under the terms of the debentures should not be entered.

Commission allowance or discount

NIL

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Delivery of instrument

A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge.

In the case of a charge created outside the United Kingdom (UK), comprising property situated outside the UK, within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the UK.

Certified copies of any other documents relevant to the charge should also be delivered.

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Signature

Please sign the form here.

Signature

Signature

X *Norton Rose LLP*

X

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

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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 Amanda Darling

Company name Norton Rose LLP

Address 3 More London Riverside

Post town

County/Region

Postcode

S

E

1

2

A

Q

Country

DX 85 London

Telephone +44 (0)20 7283 6000



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 a certified copy of the deed (if any) 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 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 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 charge.

Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address:

England and Wales:

The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

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).

Northern Ireland:

The Registrar of Companies, Companies House, First Floor, Waterfront Plaza, 8 Laganbank Road, Belfast, Northern Ireland, BT1 3BS.
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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Amount secured

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

Amount secured

- (c) to pay any Proceeds actually received by the Company to the account of the Company designated "Lessor Proceeds Account - Dollars" with account number 51859301 held with Nordea Bank Finland Plc, London Branch (the **Account Bank**) in accordance with clause 2.8.2 of the Proceeds Deed, and

the obligations of the Company not to revoke the instructions given or to be given to the Account Bank pursuant to the Proceeds Deed.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to regulation 10 of The Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009

**COMPANY NO. FC24506
CHARGE NO. 5**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A FIRST PREFERRED MARSHALL
ISLANDS SHIP MORTGAGE DATED 15 DECEMBER 2009 AND
CREATED BY SOVEREIGN FREEZE LIMITED FOR SECURING
ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY
TO GOLAR GAS HOLDING COMPANY, INC UNDER THE TERMS
OF THE AFOREMENTIONED INSTRUMENT CREATING OR
EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO
THE OVERSEAS COMPANIES (EXECUTION OF DOCUMENTS
AND REGISTRATION OF CHARGES) REGULATIONS 2009 ON
THE 31 DECEMBER 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 9 JANUARY 2010

Dt
J



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES