

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.

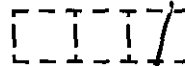
00400274
395

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



FC 24509

Name of company

* Sovereign Hilli Limited (formerly known as Golar Hilli (Bermuda) Limited) (the "Company")

Date of creation of the charge

8 April 2003

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

Mortgage

Amount secured by the mortgage or charge

(a) All sums owing under or pursuant to:

- (i) certain provisions of a lease agreement dated 8 April 2003 (the "Lease") made between the Company and the Mortgagee (as defined below) which provide for certain amounts to be payable by the Company to the Mortgagee by way of a rebate of rental, and being amounts payable from the proceeds arising from the sale, total loss or compulsory acquisition of the British registered ship "Hilli" with official number 905531 (the "Ship"); and
- (ii) a deed of covenant dated 8 April 2003 (the "Deed of Covenant") made between the Company and the Mortgagee collateral to the Mortgage.

See Continuation Sheet No.1 Page 2

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

Golar Gas Holding Company, Inc.
80 Broad Street, Monrovia
Republic of Liberia (the "Mortgagee")

Postcode

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

Norton Rose
Kempson House
Camomile Street
London
EC3A 7AN

AA39769/172/kcxh/MortgageHilli

Time critical reference

For official Use
Mortgage Section

Post room



LD4
COMPANIES HOUSE

0255
29/04/03

Sixty-four sixty-fourth (64/64th) shares in the British registered ship "Hilli" with official number 905531 and in her equipment and appurtenances.

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

29 April 2003

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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

FC 24509

Name of Company

Sovereign Hilli Limited (formerly known as Golar Hilli (Bermuda) Limited) (the "Company")

limited*

* delete if
inappropriate

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

- (b) Out of pocket costs and expenses incurred by the Mortgagee in connection with the exercise of its rights under the Mortgage in relation to any sale, total loss or compulsory acquisition of the Ship (including, without limitation, costs and expenses incurred in relation to the remarketing, chartering, hiring, crewing, operation or maintenance, lay up, demobilisation, insurance, repossession modification, repair or reinstatement of the Ship or the removal and/or discharge of any encumbrance or similar claims attaching to the Ship) and which are expressed to be payable or reimbursable to the Mortgagee pursuant to the provisions of a proceeds deed dated 8 April 2003 and made between, inter alia, the Company and the Mortgagee relating to the Ship (the "**Proceeds Deed**") and/or the Deed of Covenant.

The sums referred to in paragraph (a) and this paragraph (b) are, together, the "Outstanding Indebtedness" referred to in the Mortgage.

- (c) The discharge by the Company of its obligations to:
- (i) apply the amounts referred to in paragraph (a) and (b) above in accordance with the terms of the Proceeds Deed; and
 - (ii) pass title to the Ship when obliged to do so in accordance with the provisions of the Lease or the Proceeds Deed or any contract for the sale of the Ship entered into by the Company pursuant to such provisions,

(such obligations being the "Secured Obligations" referred to in the Mortgage).

Please do not
write in this
binding margin

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

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. FC024509

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A MORTGAGE DATED THE 8th APRIL 2003 AND CREATED BY SOVEREIGN HILLI 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 CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 29th APRIL 2003.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st MAY 2003.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —