

MG01s

Particulars of a charge created by a company
registered in Scotland



EDINBURGH

657196/t13

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 charge created by a
Scottish company.

☐ **What this form is NOT**
You cannot use this form to register
particulars of a mortgage
created by a company
in England, Wales or Northern
Ireland. If you are in
this, please use form M

THURSDAY



S157V9SB

SCT

22/03/2012

#170

COMPANIES HOUSE

1 Company details

Company number S C 1 3 7 3 2 0

Company name in full BUE Caspian Limited (the "Charterer")

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 d2 d0 m0 m3 y2 y0 y1 y2

3 Description

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

Description Tripartite General Assignment (the "Charge Document")

4 Amount secured

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

Amount secured The aggregate of the Loan and interest accrued and accruing
thereon, the Expenses and all other sums of money from time to time
owing by the Owner to the Mortgagee, whether actually or
contingently, under the Security Documents or any of them.

Capitalised terms not defined in this form MG01s are defined in the
MG01s continuation sheet annexed hereto.

Continuation page

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

MG01s

Particulars of a charge created by a company registered in Scotland

5

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.
Name	Crédit Agricole Corporate and Investment Bank (the "Mortgagee")
Address	Level 32, World Trade Centre, PO Box 9256
	Dubai, United Arab Emirates
Postcode	<input type="text"/>
Name	<input type="text"/>
Address	<input type="text"/>
Postcode	<input type="text"/>

Continuation page

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

6

Short particulars of all the property charged

	Please give the short particulars of the property charged.
Short particulars	The Charterer's right, title and interest in and to the Charterer's Assigned Property and all its benefits and interests present and future therein.

Continuation page

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

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

4

Amount secured

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

Amount secured

Borrowers means Topaz Energy & Marine Limited incorporated in the Jebel Ali Free Zone, Dubai, United Arab Emirates and having its registered office at PO Box 12068, Sheikh Zayed Road, Dubai, United Arab Emirates, with commercial registration number O.F.1220 and Nico Middle East Limited, incorporated in Bermuda and having its registered office at 2 Church Street, Hamilton, Bermuda, HM Bermuda with company number 9577;

Charterer's Assigned Property means all of the Charterer's right, title and interest in and to:

- (a) the Charterer's Earnings;
- (b) the Insurances; and
- (c) any Requisition Compensation;

Charterer's Earnings means all moneys whatsoever due or to become due to the Charterer at any time during the Security Period arising out of the use or operation of the Ship including (but without prejudice to the generality of the foregoing) all freight hire and passage moneys compensation payable to the Charterer in event of requisition of the Ship for hire remuneration for salvage and towage services demurrage and detention moneys and damages for breach (or payments for variation or termination) of any charterparty or other contract for the employment of the Ship;

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 or other competent authority, whether de jure or de facto, but shall exclude requisition for use or hire not involving requisition of title;

Earnings means all moneys whatsoever from time to time due or payable to the Owner during the Security Period arising out of the use or operation of the Ship including (but without prejudice to the generality of the foregoing) all freight hire and passage moneys compensation payable to the Owner in event of requisition of the Ship for hire remuneration for salvage and towage services demurrage and detention moneys and damages for breach (or payments for variation or termination) of any charterparty or other contract for the employment of the Ship;

Expenses means the aggregate at any relevant time (to the extent that the same have not been received or recovered by the Mortgagee from any other person) of:

- (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 Charge Document or any other of the Security Documents or otherwise payable by the Owner in accordance with clause 12 of the Mortgage or clause 4.1.2 of the Charge Document; 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 8.3 of the Loan Agreement (as conclusively certified by the Mortgagee);

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

4	Amount secured	
	Please give us details of the amount secured by the charge.	
Amount secured	<p>Facility means the term loan facility made available under the Loan Agreement as described in clause 2 (<i>The Facility</i>) of the Loan Agreement;</p> <p>Government Entity means and includes (whether having a distinct legal personality or not) any national or local government authority, board, commission, department, division, organ, instrumentality, court or agency and any association, organisation or institution of which any of the foregoing is a member or to whose jurisdiction any of the foregoing is subject or in whose activities any of the foregoing is a participant;</p> <p>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 among others, the Owner and/or the Charterer (whether in the sole name of the Owner, or in the joint names of the Owner, the Charterer and the Mortgagee or otherwise) in respect of the Ship and her Earnings or otherwise howsoever in connection with the Ship and all benefits thereof (including claims of whatsoever nature and return of premiums);</p> <p>Loan means the loan made or to be made under the Facility or the principal amount outstanding for the time being of the loan;</p> <p>Loan Agreement means the loan agreement dated 23 April 2008 (as amended by (i) a first amendment deed dated 14 January 2010, (ii) a second amendment deed dated 25 October 2010 and (iii) a third amendment deed dated 20 March 2012, each made between (1) Topaz Energy & Marine Limited and Nico Middle East Limited (2) the Mortgagee (3) the Owner and the other parties listed in Schedule 1 therein as original guarantors, and (4) the Mortgagee and the financial institutions listed in Schedule 2 therein as joint lead arrangers and lenders;</p> <p>Mortgage means the first priority Cayman Islands ship mortgage and collateral deed of covenant dated 30 April 2008 by the Owner in favour of the Mortgagee;</p> <p>Owner means Topaz Doha Holdings I Limited, a company incorporated in St. Vincent and the Grenadines and registered in the Cayman Islands as a foreign company whose registered office is at Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands;</p> <p>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;</p> <p>Security Documents means the Loan Agreement, the Mortgage, the Charge Document and any other such document as may have been or may hereafter be executed to guarantee and/or secure all or any part of the Loan, interest thereon and other monies from time to time owing by the Borrowers pursuant to the Loan Agreement;</p>	

MG01s - continuation page

Particulars of a charge created by a company registered in Scotland

4

Amount secured

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

Amount secured

Security Period means the period commencing on the date of the Charge Document and terminating upon discharge of the security created by the Security Documents by payment of all moneys payable thereunder or otherwise;

Ship means the vessel "DMS 2000" documented in the name of the Owner under the law and flag of the Cayman Islands under official number 740695;

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.

MG01s

Particulars of a charge created by a company registered in Scotland

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

N/A

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.

Continuation page

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

MG01s

Particulars of a charge created by a company registered in Scotland

8 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

N/A

9 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 out of 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.

10 Signature

Please sign the form here.

Signature

Signature

X  X
For Tods Murray LLP

Signature

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

MG01s

Particulars of a charge created by a company registered in Scotland



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 **Jamie Donnelly**

Company name **Tods Murray LLP**

Address **Edinburgh Quay**

133 Fountainbridge

Post town **Edinburgh**

County/Region

Postcode **E H 3 9 A G**

Country

DX **DX ED58 Edinburgh**

Telephone **0131 656 2000**



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, 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



FILE COPY

**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

COMPANY NO. 137320

CHARGE NO. 44

**I HEREBY CERTIFY THAT A CHARGE CREATED BY BUE
CASPIAN LIMITED**

ON 20 MARCH 2012

FOR SECURING ALL SUMS DUE OR TO BECOME DUE

**IN FAVOUR OF CREDIT AGRICOLE CORPORATE AND
INVESTMENT BANK**

**WAS DELIVERED PURSUANT TO SECTION 878 OF THE
COMPANIES ACT 2006 ON 22 MARCH 2012**

GIVEN AT COMPANIES HOUSE, EDINBURGH 23 MARCH 2012



Companies House
— for the record —



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