

MR01

Particulars of a charge



190031/93

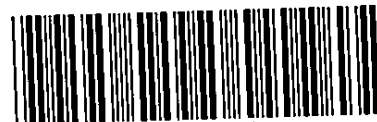
A fee is payable with this form.
Please see 'How to pay' on the
last page.

You can use the WebFiling service to file this form online.
Please go to www.companieshouse.gov.uk

☒ **What this form is for**
You may use this form to register
a charge created or evidenced by
an instrument.

☒ **What this form is NOT for**
You may not use this form to
register a charge where there is
instrument. Use form MR08.

MONDAY



SCT 03/02/2014 #197
COMPANIES HOUSE

This form **must be delivered to the Registrar for registration within 21 days** beginning with the day after the date of creation of the charge. If delivered outside of the 21 days it will be rejected unless it is accompanied by a court order extending the time for delivery.

You **must** enclose a certified copy of the instrument with this form. This will be scanned and placed on the public record.

1 Company details

Company number S C 2 9 7 8 4 6

Company name in full Roosalka Shipping Limited

For official use

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→ **Filling in this form**
Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

2 Charge creation date

Charge creation date 2 7 0 1 2 0 1 4

3 Names of persons, security agents or trustees entitled to the charge

Please show the names of each of the persons, security agents or trustees
entitled to the charge.

Name Standard Chartered Bank

Name

Name

Name

If there are more than four names, please supply any four of these names then
tick the statement below.

☐ I confirm that there are more than four persons, security agents or
trustees entitled to the charge.

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Description

Please give a short description of any land (including buildings), ship, aircraft or intellectual property registered (or required to be registered) in the UK which is subject to this fixed charge or fixed security.

Continuation page

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

Description

The ship known as "TULPAR" with number 174 registered in 2002 at the port of George Town

5

Fixed charge or fixed security

Does the instrument include a fixed charge or fixed security over any tangible or intangible (or in Scotland) corporeal or incorporeal property not described above? Please tick the appropriate box.

☒ **Yes**

☐ **No**

6

Floating charge

Is the instrument expressed to contain a floating charge? Please tick the appropriate box.

☐ **Yes** Continue

☒ **No** Go to **Section 7**

Is the floating charge expressed to cover all the property and undertaking of the company?

☐ **Yes**

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Negative Pledge

Do any of the terms of the charge prohibit or restrict the chargor from creating any further security that will rank equally with or ahead of the charge? Please tick the appropriate box.

☒ **Yes**

☐ **No**

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Trustee statement ①

You may tick the box if the company named in Section 1 is acting as trustee of the property or undertaking which is the subject of the charge.

☐

① This statement may be filed after the registration of the charge (use form MR06).

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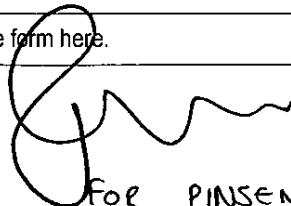
Signature

Please sign the form here.

Signature

Signature

X



X

FOR PINSENT MASONS LLP

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

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Presenter information

We will send the certificate to the address entered below. All details given here will be available on the public record. You do not have to show any details here but, if none are given, we will send the certificate to the company's Registered Office address.

Contact name Sarah Muncer

Company name Pinsent Masons LLP

Address Princes Exchange

1 Earl Grey Street

Post town Edinburgh

County/Region

Postcode E H 3 9 A Q

Country

DX DX ED 723301 EDINBURGH 43

Telephone 0131 777 7000



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 instrument with this form.
- ☐ You have entered the date on which the charge was created.
- ☐ You have shown the names of persons entitled to the charge.
- ☐ You have ticked any appropriate boxes in Sections 3, 5, 6, 7 & 8.
- ☐ You have given a description in Section 4, if appropriate.
- ☐ You have signed the form.
- ☐ You have enclosed the correct fee.
- ☐ Please do not send the original instrument; it must be a certified copy.



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 mortgage or charge filed on paper.

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 number: 297846

Charge code: SC29 7846 0007

The Registrar of Companies for Scotland hereby certifies that a charge dated 27th January 2014 and created by ROOSALKA SHIPPING LIMITED was delivered pursuant to Chapter A1 Part 25 of the Companies Act 2006 on 3rd February 2014.

Given at Companies House, Edinburgh on 5th February 2014



Companies House



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

Certified a true copy this 28th day of

January 2014
S. SAUNDERS
Stephenson Harwood LLP
1 Finsbury Circus
London
EC2M 7SH

FORM NO. 12A

MORTGAGE

No. 81a(Sale)

(to Secure Account Current & c.) (Body Corporate)

Official No.	Name of Ship	No., Year and Port of Registry	Whether a Sailing, Steam or Motor Ship	Horse Power of Engines, if any
735570	"TULPAR"	174 in 2002 GEORGE TOWN	Motor	6300 kW
		Metres	Tenths	
Length		88	112	Number of Tons
Breadth		16	00	Gross: 2934
Depth		5	00	Net: 851

and as described in more detail in the Certificate of the Surveyor and the Register Book.

Whereas (a) there is an account current between Roosalka Shipping Limited, incorporated in Scotland with its registered offices at 19 Canning Street, Edinburgh EH3 8EH (hereinafter sometimes called the Mortgagor) and Standard Chartered Bank as Security Agent (as defined in the Loan Agreement), of 5th Floor, 1 Basinghall Avenue, London EC2V 5DD (hereinafter sometimes called the Mortgagee) regulated by (1) a Secured Loan Agreement dated 21 October 2013 (hereinafter as same may from time to time be amended or supplemented to called the "Loan Agreement"), made between (i) Nico Middle East Limited as Borrower, (ii) HSBC Bank Middle East Limited and Standard Chartered Bank as Original Lenders, (iii) HSBC Bank plc as agent, (iv) HSBC Bank Middle East Limited and Standard Chartered Bank as Mandated Lead Arrangers and (v) the Mortgagee as Security Agent; (2) a Deed of Covenants of even date herewith (hereinafter as same may from time to time be amended or supplemented called the "Deed of Covenants") made between the Mortgagor and the Mortgagee; and (3) a Guarantee dated on or about the date hereof (hereinafter as same may from time to time be amended, supplemented or acceded to called the "Guarantee") made between amongst others the Mortgagor and the Mortgagee AND WHEREAS pursuant to the Loan Agreement, the Deed of Covenants and the Guarantee, the Mortgagor has agreed to execute this Mortgage in favour of the Mortgagee for the purpose of securing payment to the Mortgagee of all sums for the time being and from time to time owing to the Mortgagee in the manner and at the times set forth in the Loan Agreement, the Deed of Covenants and the Guarantee AND WHEREAS the amount of the principal and the interest due at any given time can be ascertained by reference to the Loan Agreement, the Deed of Covenants and the Guarantee and/or the book of accounts (or other accounting records) of the Mortgagee.

Now we (h)Roosalka Shipping Limited, in consideration of the premises for ourselves and our successors, covenant with (c) Standard Chartered Bank and (d) its assigns, to pay to him or them or it the sums for the time being due on this security, whether by way of principal or interest, at the times and manner aforesaid and for the purpose of better securing to the said (c) Standard Chartered Bank the payment of such sums as last aforesaid, we do hereby mortgage to the said (c) Standard Chartered Bank sixty four sixty-fourth (64/64th) shares, of which we are the owners in the Ship above particularly described, and in her boats, guns, ammunition, small arms and appurtenances. Lastly, we for ourselves and our successors, covenant with the said (c) Standard Chartered Bank and (d) its assigns that we shall not further mortgage or transfer the ownership of or terminate the registration of the Ship above particularly described, that we have power to mortgage in manner aforesaid the above-mentioned shares, and that the same are free from encumbrances.

In witness whereof we have executed this Mortgage as a Deed this 27th day of JANUARY 2014.

Executed as a Deed by ROOSALKA SHIPPING LIMITED)
in the presence of FRASER JANECKO)

Fraser Janecko
Witness

[Signature]
Attorney-in-Fact

SIGNED BEFORE ME, FRASER ALAN WILLIAM JANECKO, NOTARY PUBLIC

Note: The present regulation of a Mortgage (that is the first of registration of the Ship to convert it into a Mortgage) as a Mortgage takes its priority over the other claims from its registration, not from the date of the instrument.

Note: The rated changes of Magistrates are recorded, (1) the importance of keeping the district (2) the significance of any change of residence on their part.

TRANSFER OF MORTGAGE - by Individual or Joint Mortgagees

(a) the within-mentioned in consideration of this day paid to (b) by hereby transfer to (c) the benefit of the within-written security. In witness whereof (a) have hereunto subscribed (d) name and executed this Transfer as a deed this day of two thousand and

Executed by the above-named)
)
 in the presence of (e)

The within mentioned in consideration of this day paid to it by hereby transfer to (c) the benefit of the within-written security. In witness whereof we have executed this Transfer as a deed this day of two thousand and

Executed as a Deed by
in the presence of
.....
.....
.....

By Individual or Joint Mortgages

Received the sum of in discharge of this within written security.
Dated at this day of 20.....

Witness (c) _____

of _____

Received the sum of in discharge of the within-written security. In witness whereof we have executed this Discharge as a Deed this day of 20 at

Executed as a Deed by _____

 in the presence of* _____
