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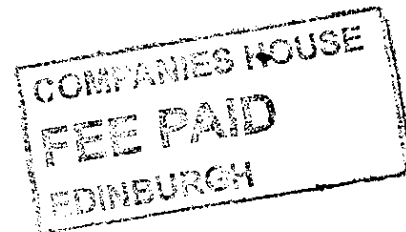
COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

CHWP007

**A fee of £10 is payable to Companies House in
respect of each register entry for a mortgage or
charge**



Please do not
write in
this margin

Pursuant to section 410 of the Companies Act 1985

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

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

For official use

Company number

50789

Name of company

* insert full name
of company

*** Waverley Steam Navigation Co Limited**

Date of creation of the charge (note 1)

9th May 2003

Description of the instrument (if any) creating or evidencing the charge (note 1)

Mortgage of a ship

Amount secured by the charge

**all sums for the time being owing to National Heritage Memorial Fund, 7 Holbein Place,
London, SW1W 8NR in terms of a Grant Contract between the Company and NHMF
dated 28th March 2003 and a Deed of Covenant dated 9th May 2003.**

Names and addresses of the persons entitled to the charge

**The Trustees of The National Heritage Memorial Fund, 7 Holbein Place, London, SW1W
8NR**

Presenter's name address telephone
number and reference (if any):

**Turcan Connell
Princes Exchange, 1 Earl Grey
Street, Edinburgh, EH3 9EE -
0131 228 8111
NS/N0656.018**

For official use

Charges Section

Post room



**SCT SF9POL6K 0183
COMPANIES HOUSE 23/05/03**

Short particulars of all the property charged.

The vessel MV Balmoral registered as a British Ship at the Port of Bristol with Official Number 183576 including her engines, machinery, boats, tackle, outfit equipment, gear, fuel, consumables and other stores, belongings and appurtenances

Please do not write in this margin

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

Statement, in the case of a floating charge, as to any restrictions on power to grant further securities and any ranking provision (note 2)

[Empty box for statement on restrictions and ranking provisions]

Particulars as to commission, allowance or discount paid (see section 413(3))

[Empty box for commission, allowance or discount paid]

Signed  Date **23rd May 2003**

On behalf of [company] [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. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording / registration of a Standard Security; date of intimation of an Assignment.)
2. 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.
3. 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 comprising property situated outside the U.K., 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 U.K. Certified copies of any other documents relevant to the charge should also be delivered.
4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A CHARGE

Company number 50789

I hereby certify that a charge created by

WAVERLEY STEAM NAVIGATION CO. LIMITED

on 9 MAY 2003

for securing

ALL SUMS DUE IN TERMS OF A GRANT CONTRACT DATED 28 MARCH
2003 AND A DEED OF COVENANT DATED 9 MAY 2003

in favour of

THE TRUSTEES OF THE NATIONAL HERITAGE MEMORIAL FUND

was delivered pursuant to section 410 of the Companies Act, 1985,
on 23 MAY 2003

Given at Companies House, Edinburgh
27 MAY 2003



C O M P A N I E S H O U S E



N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

REGISTER of Charges, Alterations to Charges,

COMPANY: SC050789 CHARGE: 6

(1) Date of Registration	(2) Serial Number of Document on File	(3) Date of Creation of each Charge and Description thereof	(4) Date of the acquisition of the Property	(5) Amount secured by the Charge £	(6) Short Particulars of the Property Charged	(7) Names of the Persons entitled to the Charge
23/05/2003		9/ 5/03 SHIP MORTGAGE		ALL SUMS DUE IN TERMS OF A GRANT CONTRACT DATED 28 MARCH 2003 AND A DEED OF COVENANT DATED 9 MAY 2003	THE VESSELL MV BALMORAL (OFFICIAL NUMBER 183576)	THE TRUSTEES OF THE NATIONAL HERITAGE MEMORIAL FUND

Memoranda of Satisfaction and Appointments etc. of Receivers

N.B. Searchers may find it desirable to refer to the documents mentioned in column (2) for more detailed particulars

COMPANY: SC050789 CHARGE: 6

(8) In the case of a floating charge, a statement of the provisions, if any, prohibiting or restricting the creation by the company of any fixed security or any other floating charge having priority over, or ranking <i>pari passu</i> with the floating charge.	(9) In the case of a floating charge, a statement of 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 the subject of the floating charge or any part of it.	(10) Amount or rate per cent of the Commission Allowance or discount	(11) Memoranda of Satisfaction	(12) Receiver		
				Name	Date of Appointment	Date of Ceasing to act