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COMPANIES FORM No. 395

395

CHWP000

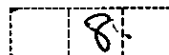
Please do not
write in
this margin*Please complete
legibly, preferably
in black type, or
bold block lettering***Particulars of a mortgage or charge****A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge.**

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number



01978621

Name of company

* insert full name
of Company* JEFFERIES INTERNATIONAL LIMITED incorporated in England and having its Registered Office
at Vintners Place, 68 Upper Thames Street, London EC4V 3BJ (the "Chargor")

Date of creation of the charge

✓ 13 JULY 2009

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

✓ Debenture by the Chargor in favour of the Bank (the "Debenture")

Amount secured by the mortgage or charge

All monies which now are or at any time hereafter may be or become due or owing by the Chargor to the Bank under (1) a custody agreement (the "Custody Agreement") dated 9 July 2009 between the Chargor and the Bank (in respect of the services provided under the Collateral Management Agreements (as defined below)), and/or (2) agreements now or hereafter in place between the Chargor and the Bank in relation to the collateral management services provided by the Bank in connection with securities lending activities (including stocklending and repo transactions) with third parties (the "Collateral Management Agreements") and discharge all other liabilities, whether actual or contingent, now existing or hereafter incurred by the Chargor to the Bank under or in connection with the Custody Agreement or the Collateral Management Agreements (whether in either case due, owing or incurred by the Chargor alone or jointly with any other person(s) and in whatever name, firm or style and whether as principal or surety) together with interest, discount, commission and other banking charges (including all interest payable on such monies or liabilities after a demand has been made by the Bank) and all other monies and liabilities payable or to be discharged by the Chargor under or pursuant to the Debenture (the "Secured Obligations")

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

The Bank of New York Mellon at One Canada Square, London (the "Bank")

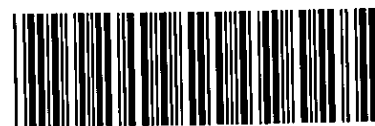
Postcode E14 5AL

Presenter's name address and
reference (if any) :The Bank of New York Mellon ✓
1 Canada Square, London
E14 5AL (Re: Abbey/Legal/43 ocs)

Time critical reference

For official Use (02/06)
Mortgage Section

WEDNESDAY



AT6K5BKT

A26

15/07/2009

145

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1. The Floating Charge

Under the Debenture, the Chargor as beneficial owner (and to the intent that the security so constituted shall be a continuing security in favour of the Bank) charges with the payment and discharge of the Secured Obligations by way of first floating charge all Securities, the Deposits and any other assets now or at any time hereafter belonging to the Chargor and held by, to the order of, for the account, or under the control or direction of, the Bank from time to time, together with all dividends, interest and other income and all other rights of whatsoever kind deriving from or incidental to any of the foregoing (the "Charged Property")

(See Continuation Sheet)

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

Particulars as to commission allowance or discount (note 3)

NIL

Signed

S Abbey (SIMON ARBEY)

Date 14th JULY 2009

On behalf of [company][mortgagee/chargee]†

SENIOR COUNSEL & MD

A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge. 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

Please do not
write in this
binding margin

COMPANIES FORM No. 395 (Cont.) AND FORM No. 410 (Scot)(Cont.)

Particulars of a mortgage or charge (continued)

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

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

Company number

01978621

Name of company

* delete if
inappropriate

JEFFERIES INTERNATIONAL LIMITED incorporated in England and having its Registered Office at
Vintners Place, 68 Upper Thames Street, London EC4V 3BJ (the "Chargor") Limited *

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

2. Restrictions on other securities and disposals

The Chargor shall not at any time without the prior written consent or agreement of the Bank create, extend or permit to subsist any mortgage or other fixed security, floating charge, pledge, hypothecation or lien (other than a lien arising by operation of law) or other security interest of any kind over the Charged Property, whether in any such case ranking in priority to or pari passu with or after the floating charge created by the Chargor pursuant to the Debenture and referred to in paragraph 1 above.

3. Definitions

In this Form 395, the following definitions shall have the following meanings:

"Account(s)" means each account or other deposit for the time being maintained with the Bank by the Chargor;

"Deposit(s)" means each credit balance from time to time on an Account and all rights, benefits and proceeds in respect thereof; and

"Securities" means at any time all securities (and all rights, benefits and proceeds attaching to, arising from, or in respect of, such securities):

(a) held by, to the order, for the account or under the control or direction of, the Bank; and

(b) held by any clearing system or sub-custodian on behalf of, for the account of or to the order of the Bank,

and in each case for the time being recorded in a securities account maintained with the Bank by the Chargor.

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

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



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 1978621
CHARGE NO. 8**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 13 JULY 2009
AND CREATED BY JEFFERIES INTERNATIONAL LIMITED FOR
SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE
COMPANY TO THE BANK OF NEW YORK MELLON ON ANY
ACCOUNT WHATSOEVER 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 15 JULY 2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 17 JULY 2009



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES