

M

COMPANIES FORM No. 395

395

CHWP000

Please do not
write in
this margin

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

* insert full name
of Company

Particulars of a mortgage or charge

A fee of £10 (£13 for forms delivered on or after 1 February 2005) 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

30

02263951

Name of company

* Goldman Sachs International incorporated in the United Kingdom and operating through its registered office at Peterborough Court, 133 Fleet Street, London, EC4A 2BB (the "Chargor")

Date of creation of the charge

17 November 2008

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

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

Amount secured by the mortgage or charge

All monies which 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 17 November, 2008 between the Chargor and the Bank, and or (2) agreements now or hereafter in place between the Chargor and the Bank in relation to collateral management services provided by the Bank (the "Collateral Management Agreements") and discharge all other liabilities or obligations, whether actual or contingent, now existing or hereafter incurred by the Chargor to the Bank under the Custody Agreement or the Collateral Management Agreements together with interest and other reasonable banking charges (all of which are referred to collectively as "Secured Obligations")

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

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

Postcode E14 5AL

Presentor's name address and
reference (if any)

The Bank of New York Mellon
1 Canada Square, London E14
5AL (Ref Rachael Powell)

Time critical reference

For official Use (02/01/08)
Mortgage Section

THURSDAY



A08

AE5PX4ZI

20/11/2008

177

COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

1 The Floating Charge

Under the Debenture, the Chargor with full title guarantee hereby (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 the Securities and Deposits and any other property, income or 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 under or in connection with the Custody Agreement or the Collateral Management Agreements, together with all dividends, interest and other income and all other rights whatsoever kind deriving from or incidental to any of the foregoing (all of which are collectively referred to as the "Assets") The Assets for the time being charged to the Bank by or pursuant to the Debenture and each and every part thereof are referred to as the "Charged Property"

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

A fee is payable to Companies House in respect of each register entry for a mortgage or charge (See Note 5)

Signed S Abbey SIMON ABBEY Date 19 November 2008

On behalf of ~~company~~ ~~mortgaged/charged~~ VICE PRESIDENT

+ 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 £10 (£13 for forms delivered on or after 1 February 2005) 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

**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

02263951

Name of company

Goldman Sachs International incorporated in the United Kingdom and operating through its
registered office at Peterborough Ct , 133 Fleet Street, London EC4A 2BB (the "Chargor") Limited ** delete if
inappropriate

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

2 Restrictions on other Security and Disposals

The Chargor shall not at any time, other than with the prior written consent or agreement of the Bank or in accordance with the terms of the Custody Agreement, 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 Assets, whether in any such case ranking in priority to or pari passu with 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)" shall mean each account for the time being maintained by the Bank by the Chargor under or in connection with the Custody Agreement or the Collateral Management Agreements,

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

"Securities" shall mean 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,

under or in connection with the Custody Agreement or the Collateral Management Agreements and in each case for the time being recorded in a securities Account maintained with the Bank by the Chargor



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY NO. 2263951
CHARGE NO. 30

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A DEBENTURE DATED 17
NOVEMBER 2008 AND CREATED BY GOLDMAN SACHS
INTERNATIONAL FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE BANK OF NEW
YORK MELLON 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 20 NOVEMBER
2008

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21 NOVEMBER
2008

D. Sel.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES