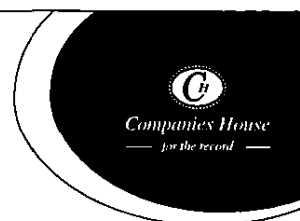


MG01

Particulars of a mortgage or charge

059790 / 52



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 mortgage or charge
in England and Wales or Northern
Ireland

☐ **What this form is NOT for**
You cannot use this form to register
particulars of a charge for
company. To do this, please use
form MG01s

TUESDAY



LD4 19/06/2012 #40
COMPANIES HOUSE

1	Company details	For official use
Company number	0 2 2 6 3 9 5 1	104 → Filing in this form Please complete in typescript or in bold black capitals All fields are mandatory unless specified or indicated by *
Company name in full	Goldman Sachs International (the "Company")	
2	Date of creation of charge	
Date of creation	d 1 2 m 0 6 y 2 0 y 1 2	
3	Description	
Description	Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge'	
	Series authorisation dated 12 June 2012 ("Series Authorisation") for the purposes of the indenture, dated 12 February 2009 (as amended and restated or modified from time to time) between the Company, Goldman Sachs Bank (Europe) Plc and The Bank of New York Mellon (acting through its London Branch) (the "Trustee") (the "Indenture") in connection solely with the Series 2012-08 senior secured notes due 3 December 2012 ("Series 2012-08")	
4	Amount secured	
Amount secured	Please give us details of the amount secured by the mortgage or charge	
	All monies, debts and liabilities which may at any time be or become due, owing or incurred, actually or contingently, by the Company, pursuant to the terms of the Indenture, to (i) the Trustee, in its capacity as such in relation to Series 2012-08 and in respect of any liabilities incurred by the Trustee in relation thereto, and (ii) the Holders (as defined below) of the Notes (as defined below) of Series 2012-08 in respect of any and all interest on, principal of and other amounts payable in respect of Series 2012-08	
	Continuation page Please use a continuation page if you need to enter more details	

MG01

Particulars of a mortgage or charge

5	Mortgagee(s) or person(s) entitled to the charge (if any)	
	Please give the name and address of the mortgagee(s) or person(s) entitled to the charge	Continuation page Please use a continuation page if you need to enter more details
Name	The Bank of New York Mellon (London branch)	
Address	One Canada Square	
	London	
Postcode	E 1 4 5 A L	
Name		
Address		
Postcode		
6	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged	Continuation page Please use a continuation page if you need to enter more details
Short particulars	<p>The Company has granted to the Trustee, for the benefit and security of itself and the Holders of the Notes of Series 2012-08, a first priority security interest in all of its right, title and interest in, to and under (in each case, whether now owned or existing, or hereafter acquired or arising) the Collateral for the Notes in respect solely of Series 2012-08</p> <p>In this Form MG-01</p> <p>"Collateral" means the Securities Account, and all relevant securities and cash on deposit therein or credited thereto, from time to time,</p> <p>"GSI Securities Agreement" means the global custody agreement dated 17 November 2008 and entered into between the Company and The Bank of New York Mellon (London branch) in its capacity as custodian,</p> <p>"Holder" means the Person in whose name a Note is registered in the Note Register,</p> <p>"Note" means any note issued under Series 2012-08,</p> <p>"Note Register" means the register maintained by the Registrar containing the details of the transfer and exchange of Registered Notes,</p> <p>"Person" means any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organisation, limited liability company or government or other entity,</p> <p>"Registered Note" means any Note that is in registered form,</p> <p>"Registrar" means the office maintained by the Company outside of the United Kingdom where the Registered Notes may be presented for the registration of transfer or for exchange, and</p> <p>"Securities Account" means the custodial account with account number 11T00X, established in respect solely of Series 2012-08 pursuant to the GSI Securities Agreement and maintained by The Bank of New York Mellon (London branch) in its capacity as custodian on behalf of the Company for the deposit of certain securities and cash in connection with such Series 2012-08</p>	

MG01

Particulars of a mortgage or charge

7	Particulars as to commission, allowance or discount (if any)	
Commission allowance or discount	<p>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</p> <ul style="list-style-type: none"> - subscribing or agreeing to subscribe, whether absolutely or conditionally, or - procuring or agreeing to procure subscriptions, whether absolute or conditional, <p>for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered</p> <p>None</p>	
8	Delivery of instrument	
9	Signature	
Signature	<p>Please sign the form here</p> <p>Signature</p> <p>X <i>Nallini Puri</i> X</p> <p>This form must be signed by a person with an interest in the registration of the charge</p>	

MG01

Particulars of a mortgage or charge



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 Allison Hibbert

Company name Cleary Gottlieb Steen & Hamilton LLP

Address City Place House

55 Basinghall Street

Post town London

County/Region

Postcode

E C 2 V 5 E H

Country United Kingdom

DX

Telephone

02076142200



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 the original deed 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 mortgagee or 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 mortgaged or 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 mortgage or 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



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 869(5) & (6) of the Companies Act 2006

**COMPANY NO. 2263951
CHARGE NO. 104**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SERIES AUTHORISATION DATED
12 JUNE 2012 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 (LONDON BRANCH) ON ANY ACCOUNT
WHATSOEVER UNDER THE TERMS OF THE AFOREMENTIONED
INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS
REGISTERED PURSUANT TO CHAPTER 1 PART 25 OF THE
COMPANIES ACT 2006 ON THE 19 JUNE 2012

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22 JUNE 2012



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES