

MG01

Particulars of a mortgage or charge



060097/26.

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
particulars of a charge for a
company. To do this, please use
form MG01s

TUESDAY



LD2

"L24ZU56R"

26/03/2013

#57

COMPANIES HOUSE

| | | | |
|----------------------|--|--|--|
| 1 | Company details | | 145 For official use |
| Company number | 0 2 2 6 3 9 5 1 | | 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 2 d 1 m 0 m 3 y 2 y 0 y 1 y 3 | | |
| 3 | Description | | |
| | Please give a description of the instrument (if any) creating or evidencing the charge, e.g. 'Trust Deed', 'Debenture', 'Mortgage', or 'Legal charge' | | |
| Description | Series authorisation dated 21 March 2013 ("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 2013-04 senior secured notes due 20 March 2014 ("Series 2013-04") | | |
| 4 | Amount secured | | |
| | Please give us details of the amount secured by the mortgage or charge | | |
| Amount secured | 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 2013-04 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 2013-04 in respect of any and all interest on, principal of and other amounts payable in respect of Series 2013-04 | | Continuation page Please use a continuation page if you need to enter more details. |

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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

| | |
|----------|---|
| Name | The Bank of New York Mellon (London branch) |
| Address | One Canada Square |
| | London |
| Postcode | E 1 4 5 A L |
| Name | |
| Address | |
| Postcode | |

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

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Short particulars of all the property mortgaged or charged

Please give the short particulars of the property mortgaged or charged

Short particulars

The Company has granted to the Trustee, for the benefit and security of itself and the Holders of the Notes of Series 2013-04, 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 2013-04

In this Form MG-01

"Collateral" means the Securities Account, and all relevant securities and cash on deposit therein or credited thereto, from time to time,

"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,

"Holder" means the Person in whose name a Note is registered in the Note Register,

"Note" means any note issued under Series 2013-04,

"Note Register" means the register maintained by the Registrar containing the details of the transfer and exchange of Registered Notes,

"Person" means any individual, corporation, partnership, joint venture, association, joint stock company, trust, unincorporated organisation, limited liability company or government or other entity,

"Registered Note" means any Note that is in registered form,

"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

"Securities Account" means the custodial account with account number 20031Y, established in respect solely of Series 2013-04 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 2013-04

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Particulars as to commission, allowance or discount (if any)

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

- subscribing or agreeing to subscribe, whether absolutely or conditionally, or
- procuring or agreeing to procure subscriptions, whether absolute or conditional,

for any debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered

Commission allowance or discount

None

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Delivery of instrument

You must deliver the original instrument (if any) creating or evidencing the charge and these prescribed particulars to the Registrar of Companies within 21 days after the date of creation of the charge (section 860). If the property is situated and the charge was created outside the United Kingdom (UK), you must deliver the information to the Registrar within 21 days after the date on which the instrument could have been received in the UK in the normal course of post and assuming you had posted it promptly (section 870).

We will accept a verified copy of the instrument creating the charge where the property charged is situated and the charge was created outside the UK (section 866). The company or the person who has delivered the copy to the Registrar must verify it to be a correct copy and sign it. Where a body corporate gives the verification, an officer of that body must sign it. We will also accept a verified copy where section 867(2) applies (property situated in another part of UK).

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Signature

Please sign the form here

Signature

Signature

X *Sebastian Comer* X

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

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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 | Alec Bartlett |
| 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. 145**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SERIES AUTHORISATION DATED
21 MARCH 2013 AND CREATED BY GOLDMAN SACHS
INTERNATIONAL FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE TRUSTEE IN ITS
CAPACITY AS SUCH IN RELATION TO SERIES 2013-04 AND TO
THE HOLDERS OF THE NOTES OF SERIES 2013-14 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 26 MARCH 2013

GIVEN AT COMPANIES HOUSE, CARDIFF THE 28 MARCH 2013

P



Companies House



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