

59062/13

MG01

Particulars of a mortgage or charge



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
form MG01s

TUESDAY



L9404SGA

LD5

15/03/2011

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COMPANIES HOUSE

For official use

1 Company details

Company number 0 2 2 6 3 9 5 1

Company name in full Goldman Sachs International (the "Company")

58

→ **Filling in this form**

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

2 Date of creation of charge

Date of creation d 0 d 1 m 0 m 3 y 2 y 0 y 1 y 1

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

A Series Authorization dated 1 March 2011 as amended and restated pursuant to an amendment
and restatement deed dated 4 March 2011 (the "Amended and Restated Series Authorization")
pursuant to the Indenture (as defined below) in connection with the Series 2011-02 senior secured
floating rate notes due 1 March 2011 ("Series 2011-02")

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, dated as of 12 February 2009
as amended and restated as of 23 July 2009 and as of 4 March 2011
between the Company, Goldman Sachs Bank (Europe) plc and The
Bank of New York Mellon (acting through its London Branch) as
trustee (the "Trustee") (the "Indenture"), to

(i) the Trustee, in its capacity as such in relation to in connection
solely with the Series 2011-02 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 2011-02 in respect of any and all interest on, principal of and
other amounts payable in respect of Series 2011-02

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

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

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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

The Company has granted to the Trustee, for the benefit and security of itself and the Holders of the Notes of Series 2011-02, 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 2011-02

In this Form MG-01

"Collateral" means the collateral as set out in Schedule 1 of the Final Terms

"Final Terms" means the final terms dated 1 March 2011 as amended and restated on 4 March 2011 relating to Series 2011-02 attached as Schedule 1 to the Amended and Restated Series Authorisation

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

"Note" means any note issued under Series 2011-02

"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 organization, limited liability company or government or other entity

"Registrar" means the office maintained by the Issuer outside of the United Kingdom where the Registered Notes may be presented for the registration of transfer or for exchange

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

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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 866).

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 870). 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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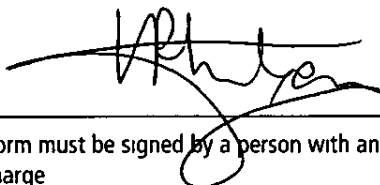
Signature

Please sign the form here

Signature

Signature

X



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 IVA PHILIPOVA

Company name CLEARY GOTTLIEB STEEN &

HAMILTON

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 0207 671 2217



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. 58

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SERIES AUTHORIZATION DATED 1
MARCH 2011 AND CREATED BY GOLDMAN SACHS
INTERNATIONAL FOR SECURING ALL MONIES DUE OR TO
BECOME DUE FROM THE COMPANY TO THE TRUSTEE AND
THE HOLDERS OF THE NOTES 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 15 MARCH 2011

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18 MARCH 2011

Ro



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES