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COMPANIES FORM No 395

127302/13

Particulars of a mortgage or charge

395

CHFP000

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

Please do not write
in this margin

Pursuant to section 395 of the Companies Act 1985

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

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

For Official use

Company Number

8

03897327

Name of Company

*insert full name of
company

LG/SL (Property Management) (the "Chargor")

Date of creation of the charge

27 February 2009

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

A Guarantee and Charge Over Deposit dated 27 February 2009 between, among others, the
Chargor and Credit Suisse, London Branch (the "Lender") (the "Security Document").

Amount secured by the mortgage or charge

The Guaranteed Liabilities as defined in the Schedule on Continuation Sheet 2.

(The capitalised terms used in this Form 395 and not otherwise defined shall have the same meaning
given to them in the Schedule on Continuation Sheet 2 hereto).

Name and address of the mortgagees or persons entitled to the charge

Credit Suisse, London Branch

One Cabot Square

London

Postcode

E14 4QJ

Presentor's name address and
reference (if any):

Linklaters

One Silk Street

London EC2Y 8HQ

Tel: 020 7456 2000

Ref: Reza Taylor

Time critical reference

For official Use
Mortgage Section

Post room

FRIDAY



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LD6

27/02/2009

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COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

Please see attached Continuation Sheet 1.

Please do not write
in this margin

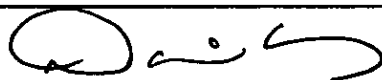
Please complete
legibly, preferably
in black type or
bold block lettering

Particulars as to commission allowance or discount (note 3)

Nil

A fee of £13 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

Signed



Date 27/2/09

On behalf of company

Note

¹ Delete as appropriate

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, e.g. "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 including 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. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

Short particulars of all the property mortgaged or charged**1 Deposit Charge**

BANK \$9028276500

The Chargor, with full title guarantee and as security for the payment of all Guaranteed Liabilities, charged in favour of the Lender by way of first fixed charge, the Charged Deposit, all its right, title and interest (whether existing at the date of the Security Document or at any time thereafter) in or to the Charged Deposit and all amounts (including interest) standing to the credit of the Charged Deposit (whether existing at the date of the Security Document or at any time thereafter).

2 Negative Pledge

95.

The Chargor has undertaken not to create or permit to subsist any Security over the Charged Deposit except for the Charge.

Schedule**Definitions**

Borrower	means <u>DLJ UK Investment Holdings Limited.</u>
Charged Deposit	means <u>\$9,028,276,500</u> deposited by the Chargor with Credit Suisse, London Branch, including any interest accrued thereto from time to time.
Charge	means all or any of the Security created or expressed to be created by or pursuant to the Security Document.
Facility Agreement	means the term loan agreement between Credit Suisse, London Branch as lender and the Borrower dated 26 February 2009.
<u>Guaranteed Liabilities</u>	means such debts and liabilities due, owing or incurred by the <u>Borrower to the Lender</u> under or in connection with the Facility Agreement (whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently and whether as principal, surety or otherwise).
Security	means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 3897327
CHARGE NO. 8**

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A GUARATEE AND CHARGE OVER
DEPOSIT DATED 27 FEBRUARY 2009 AND CREATED BY LG/SL
(PROPERTY MANAGEMENT) FOR SECURING ALL MONIES DUE
OR TO BECOME DUE FROM DLJ UK INVESTMENT HOLDINGS
LIMITED TO CREDIT SUISSE 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 XII OF THE COMPANIES ACT 1985 ON THE 27 FEBRUARY
2009

GIVEN AT COMPANIES HOUSE, CARDIFF THE 4 MARCH 2009

L/C



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES