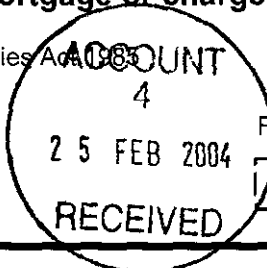


Particulars of a mortgage or charge**395****A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.**

CHFP025

Please do not
write in
this marginPlease complete
legibly, preferably
in black type, or
bold block lettering*insert full name
of Company

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

04718888

Name of company

* Goldman Sachs Capital Investments Limited

Date of creation of the charge

13th February 2004

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

GS Capital First Interest Rate Swap Security Agreement, dated 13th February 2004, among Goldman Sachs Capital Investments Limited, Wenlock Capital 3 Limited and Barclays Bank PLC (as Omnibus Calculation and Transfer Agent).

Amount secured by the mortgage or charge

The timely payment and performance of all of the obligations of Goldman Sachs Capital Investments Limited to Wenlock Capital 3 Limited under the First Interest Rate Swap

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

Barclays Bank PLC of 54 Lombard Street, London, EC3P 3AH, in its capacity as Omnibus Calculation and Transfer Agent, for the benefit of Wenlock Capital 3 Limited of 54 Lombard Street, London, EC3P 3AH.

Postcode

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

Slaughter and May
One Bunhill Row
London
EC1Y 8YY
(Ref: ACC/CRG)

For official Use
Mortgage Section

Post room

M.

LD5
COMPANIES HOUSE0386
25/02/04

Time critical reference

See Continuation Sheet 1.

Please do not
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legibly, preferably
in black type, or
bold block
lettering

Particulars as to commission allowance or discount (note 3)

N/A

Signed *Stanger and May*

Date *24th February 2004*

On behalf of [company] [~~mortgagee/chargee~~]

A fee of £10 is
payable to
Companies House
in respect of each
register entry for a
mortgage or
charge.
(See Note 5)

† 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 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

CHFP025

Particulars of a mortgage or charge (continued)

Please do not
write in this
binding margin

Continuation sheet No 1
to Form No 395 and 410 (Scot)

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

Company Number

04718888

Name of Company

Goldman Sachs Capital Investments Limited

Limited*

* delete if
inappropriate

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

Amount due or owing on the mortgage or charge (continued)

Please do not
write in this
binding margin

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

Please do not
write in this
binding margin

Names, addresses and descriptions of the mortgagees or persons entitled to the charge (continued)

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

By way of security for the timely payment and performance of all obligations of Goldman Sachs Capital Investments Limited to Wenlock Capital 3 Limited under the First Interest Rate Swap, Goldman Sachs Capital Investments Limited has granted to Barclays Bank PLC, in its capacity as Omnibus Calculation and Transfer Agent, for the benefit of Wenlock Capital 3 Limited, a first priority security interest in all of the right, title and interest, present or future, of Goldman Sachs Capital Investments Limited in and to:

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

- (a) the Wenlock 3 Base Accreted Capital I Senior Note Security Account and all securities, other financial assets and funds (including cash) from time to time transferred into such account and not returned to Goldman Sachs Capital Investments Limited;
- (b) the Wenlock 3 Accreted Capital I Subordinated Note Security Account and all securities, other financial assets and funds (including cash) from time to time transferred into such account and not returned to Goldman Sachs Capital Investments Limited;
- (c) the Wenlock 3 Senior and Junior Benefit Payments Security Account and all securities, other financial assets and funds (including cash) from time to time transferred into such account and not returned to Goldman Sachs Capital Investments Limited; and
- (d) all proceeds (as that term is defined in the Uniform Commercial Code in effect from time to time in the State of New York, U.S.A.) of any and all of the foregoing, unless returned pursuant to Section 3(d) of the instrument creating the charge (as more particularly described in the section headed "Description of the instrument creating or evidencing the charge" above) or otherwise released.

Definitions

"First Interest Rate Swap" means the ISDA Master Agreement and related Schedule and First Interest Rate Swap Confirmation, each as amended from time to time, dated 9th February 2004, between Goldman Sachs Capital Investments Limited and Wenlock Capital 3 Limited.

"Omnibus Agreement" means the Omnibus Agreement, dated as of 13th February 2004, between The Goldman Sachs Group, Inc., GS Financial Services L.P. (Del), Goldman Sachs International, Goldman Sachs Capital Investments Limited, Goldman Sachs Capital Investments II Limited, Capital Investments (U.S.) III, L.L.C., Capital Investments I, L.P., Capital Investments II, L.P., Capital Investments Company, L.L.C., Barclays Bank PLC, Wenlock Capital 3 Limited, Wenlock Capital 1 Limited, Wenlock Capital 2 Limited and Barclays Bank PLC, as calculation agent property transfer agent, depositary bank and securities intermediary thereunder.

"Omnibus Calculation and Transfer Agent" means the calculation agent, property transfer agent, depositary bank and securities intermediary from time to time under the Omnibus Agreement.

"Wenlock 3 Accreted Capital I Subordinated Note Security Account" means the security account bearing identification reference number WENLC0011 established and maintained by Barclays Bank PLC in its capacity as Omnibus Calculation and Transfer Agent.

"Wenlock 3 Base Accreted Capital I Senior Note Security Account" means the security account bearing identification reference number WENLC0003 established and maintained by Barclays Bank PLC in its capacity as Omnibus Calculation and Transfer Agent.

"Wenlock 3 Senior and Junior Benefit Payments Security Account" means the security account bearing identification reference number WENLC0021 established and maintained by Barclays Bank PLC in its capacity as Omnibus Calculation and Transfer Agent.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 04718888

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A GS CAPITAL FIRST INTEREST RATE SWAP SECURITY AGREEMENT DATED THE 13th FEBRUARY 2004 AND CREATED BY GOLDMAN SACHS CAPITAL INVESTMENTS LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WENLOCK CAPITAL 3 LIMITED 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 25th FEBRUARY 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 1st MARCH 2004.

A handwritten signature in black ink, appearing to be 'Pm'.



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES