

MG02

Statement of satisfaction in full or in part of mortgage or charge



☒ **What this form is for**
You may use this form to register a
statement of satisfaction in full or in
part of a mortgage or charge.

☐ **What this form is**
You cannot use this
a statement of satis
or in part of a fixed
company registered
do this, please use f

TUESDAY



"AX3S3V66"
A57 21/06/2011 75
COMPANIES HOUSE

1 Company details		For official use → Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company number	5 7 0 2 8 6 6	
Company name in full	GS European Investment Group II Ltd (the "Chargor")	
2 Creation of charge		
Date charge created	2 6 0 3 2 0 0 9	
Description ●	Account pledge agreement - please see continuation sheet 1	
Date of registration ●	0 8 0 4 2 0 0 9	
3 Name and address of chargee(s), or trustee(s) for the debenture holders		
Please give the name and address of the chargee(s), or trustee(s) for the debenture holders.		
Name	The Norinchukin Bank (the "Lender")	
Address	1-1-12, Uchikanda, Chiyoda-ku Tokyo 101-0047, Japan	
Postcode		
Name		
Address		
Postcode		
Name		
Address		
Postcode		
Continuation page Please use a continuation page if you need to enter more details.		

MG02

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4

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 Account Pledge Agreement, dated March 28, 2009, by and among the Chargor, The Norinchukin Trust and Banking Co., Ltd. (in its capacity as Tranche A Lender, Tranche B Lender, Tranche C Lender, Tranche D Lender, Tranche E Lender and Tranche F Lender) (the "Original Lender") and Citibank, N.A. (the "Account Pledge")

The Original Lender assigned to Lender all of its present and future right, title and interest in a first priority lien and security interest to the Original Lender in (i) a segregated cash deposit account designated "payments" to serve as a Borrower Account, Account No. 3062-7517, (ii) a segregated cash deposit account designated "receipts" to serve as a borrower Account, Account No. 3062-7509, and (iii) a segregated cash deposit account designated "interest reserve" to serve as the Interest Reserve Account, Account No. 3062-7525, and (iv) all of the other Account Collateral (as defined in the Account Pledge) (together, the "Pledged Accounts") on March 12, 2010 in connection with the assignment of the Original Lender's rights under the Loan Agreement (as defined in the Account Pledge) and the other Loan Documents (as defined in the Loan Agreement) to the Lender

Please see continuation sheet 1 for the short particulars

5

Satisfaction of the debt

I confirm that the debt for which the charge described above was given has been paid or satisfied ●

- ☒ In full
☐ In part.

● Please tick one box only

6

Signature

Please sign the form here.

Signature

Signature



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

X

MG02 - continuation page

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4	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged.	
Short particulars	<p>In consideration of Lender having made the Loan available to the Borrowers and having agreed to certain amendments set out in the Loan Agreement, to secure any and all of the Borrowers' present and future obligations under the Loan Agreement (the "Secured Obligations"), the Chargor has irrevocably and unconditionally granted to Lender a lien and security interest in the Pledged Accounts and all amounts held therein from time to time</p> <p>Further Definitions</p> <p>"Borrowers" means the Chargor, Kreta Acquisitions Ltd, Kypris Acquisitions Ltd, Sana Acquisitions Ltd and Poseidon Acquisitions Ltd ,</p> <p>"Loan" means the aggregate principal amount borrowed by the Borrowers under the Loan Agreement, as consolidated and separated into six separate tranches, the tranche A loan ("Tranche A Loan"), the tranche A loan ("Tranche A Loan"), the tranche B loan ("Tranche B Loan"), the tranche C loan ("Tranche C Loan"), the tranche D loan ("Tranche D Loan"), the tranche E loan ("Tranche E Loan") and the tranche F loan ("Tranche F Loan"), and</p> <p>"Loan Agreement" means the amended and restated loan agreement, dated March 26, 2009, by and among GS European Opportunities Fund II L P (acting through its general partner GS European Opportunities Fund II GP Ltd), each of the Borrowers, Lender and Goldman Sachs Realty Japan Ltd</p>	

MG02

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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. The contact information you give will be visible to searchers of the public record.

Contact name	
Company name	Sullivan & Cromwell LLP
Address	1 New Fetter Lane
Post town	London
Country/Region	
Postcode	E C 4 A 1 A N
Country	UK
DX	
Telephone	

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 completed the charge details in Section 2
- ☐ You have completed the name and address of the chargee, or trustee for the debenture holders.
- ☐ You have completed the short particulars of the property mortgaged or charged.
- ☐ You have confirmed whether the charge is to be satisfied in full or in part.
- ☐ You have signed the form.

Important information

Please note that all information on this form will appear on the public record.

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