

MG02

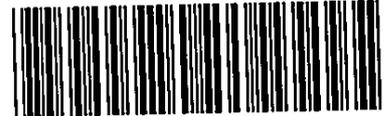
Statement of satisfaction in full or in part of mortgage or charge



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

What this form is NOT for
You cannot use this form to re-
a statement of satisfaction in
or in part of a fixed charge for
company registered in Scotland
do this, please use form MG02

SATURDAY



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21/05/2011

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COMPANIES HOUSE

1 Company details

Company number	0	5	7	9	3	7	5	7
Company name in full	European Investment Group III Limited							

Filling in this form
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

2 Creation of charge

Date charge created	0	9	1	1	2	0	0	7
Description	Account Charge							
Date of registration	4	6	1	1	2	0	0	7

**You should give a description of
the instrument (if any) creating or
evidencing the charge,
e.g. 'Legal charge'**
**The date of registration may be
confirmed from the certificate.**

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 TRUST AND BANKING CO LTD
Address	1-1-12 Uchikanda, Chiyoda-ku, Toyko 101-0047 Japan
Postcode	
Name	
Address	
Postcode	
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

Continuation page

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

Short particulars

Please see continuation sheet

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

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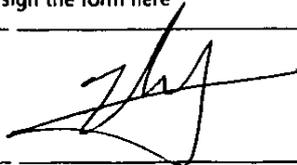
Signature

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

Contact name	
Company name	
Address	
Post town	
County/Region	
Postcode	
Country	
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

Short particulars of all the property mortgaged or charged

The Company charges to the Bank, as continuing security for the payment and discharge of the Outstanding Indebtedness, by way of first floating charge all of its rights, title and interest present and future, in and to the Charged Moneys and the Charged Accounts together with any certificates of deposit, deposit receipts or other instruments or securities relating thereto, subject to the provisions of the Loan Agreement

The Charged Moneys and the Charged Accounts and the interest of the Company therein shall not be assignable or transferable in any manner whatsoever, otherwise than to the Bank pursuant to the Account Charge

The Company covenants that, save as contemplated and permitted by the Loan Agreement and the Account Charge, the Company will not without the prior written consent of the Bank make any withdrawal from the Charged Accounts and neither sell, assign, discount, pledge, charge or otherwise dispose of, or deal with or grant or permit third party rights to arise over, the Charged Accounts or the Charged Moneys or any part thereof nor attempt or agree or purport so to do

Definitions

"Account Bank" means Citibank N A London Branch, and includes its successors,

"Bank" means The Norinchukin Trust and Banking Co , Ltd, and includes its successors,

"Charged Accounts" means the Existing Accounts and the Future Accounts (if any),

"Charged Moneys" means all moneys from time to time credited to, and for the time being standing to the credit of, the Charged Accounts and all interest and other amounts from time to time payable in respect of, or accruing to, the Charged Accounts,

"Existing Accounts" means each of the accounts opened in the name of the Company with the Account Bank and described in the table below, including in each case any sub accounts thereof

Type of Account	Currency	Number
Cash Deposit Account	CHF	11822357
Cash Deposit Account	SEK	11822578
Cash Deposit Account	NOK	11822543
Cash Deposit Account	GBP	11822527

Company Number 5793757
Account Charge

Type of Account	Currency	Number
Cash Deposit Account	EUR	11822497
Interest Reserve Account	GBP	11822519
Interest Reserve Account	EUR	11822489

"Expenses" means the aggregate, payable in Pounds Sterling, at any relevant time to the extent that the same have not been received or recovered by the Bank of

- 1 all losses, liabilities, costs, charges, expenses, damages and outgoings of whatever nature (including without limitation taxes and registration fees) suffered, incurred or paid by the Bank in connection with the exercise of the powers referred to in or granted by the Account Charge or otherwise payable by the Company in accordance with the Account Charge, and
- 2 interest on all such losses, liabilities, costs, charges, expenses, damages and outgoings from the date on which the same were suffered, incurred or paid by the Bank until the date of receipt or recovery thereof (whether before or after judgment) at a rate per annum equal to LIBOR plus two per cent (2%),

"Future Accounts" means each additional cash deposit account (if any) opened in the name of the Company with the Account Bank, as listed from time to time in Exhibit A to the Account Charge, including any sub accounts thereof,

"Loans" means the aggregate principal amount borrowed by the Company under the Loan Agreement,

"Loan Agreement" means the loan agreement, dated November 9, 2007, by and among the Company, GS European Opportunities Fund III Ltd ("GSOF III"), each subsidiary of GSOF III that accedes to the loan agreement as a borrower, the Bank and Goldman Sachs Realty Japan Ltd, and

"Outstanding Indebtedness" means the Loans, all interest accrued and accruing thereon, and the Expenses