

# M

CHFP025

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

\*insert full name  
of Company

COMPANIES FORM No. 395

00400107

## Particulars of a mortgage or charge

# 395

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

Pursuant to section 395 of the Companies Act 1985

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

COMPANIES HOUSE

MORTGAGE FEE

For official use

112

Company number

01122503

Name of company

\* Goldman Sachs International Bank (the "**Chargor**")

Date of creation of the charge

28 June 2007

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

Fixed Charge Agreement dated 28 June 2007 made between the Chargor and the Secured Party (as defined below) (the "**Agreement**")

Amount secured by the mortgage or charge

All obligations owing to the Secured Party by the Chargor under or pursuant to the Sub-Participation Agreement, whether present or future, actual or contingent (and whether incurred solely or jointly and whether as principal or as surety or in some other capacity) (the "**Secured Obligations**").

Capitalised terms used but not defined herein bear the meanings given to them in the attached Schedule

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

Bavaria TRR Corporation acting through its offices at Bayerische Hypo- und Vereinsbank AG, New York Branch (as agent for Bavaria TRR Corporation), 150 East 42nd Street, New York, NY 10017 (the "**Secured Party**")

Postcode

Presentor's name address and  
reference (if any)

Clifford Chance LLP  
10 Upper Bank Street  
London  
E14 5JJ

For official Use (06/2005)

Mortgage Section

Post room

MONDAY



LD3

"L4DE1R3B"

09/07/2007

249

COMPANIES HOUSE

Time critical reference

NLWW/70-40295626/AJNC

Short particulars of all the property mortgaged or charged

The Chargor charges with full title guarantee in favour of the Secured Party with the payment and discharge of the Secured Obligations, by way of first fixed charge, all of the Chargor's right, title and interest from time to time in and to the Participation Agreement

The Agreement contains a negative pledge and covenants for further assurance.

Capitalised terms used but not defined herein bear the meanings given to them in the attached Schedule

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)

N11

Signed

*Clifford Chance LLP.*

Date 9 July 2007

On behalf of [company] ~~XXXXXXXXXXXX~~ †

**A fee 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 A fee of £13 is payable to Companies House in respect of each register entry for a mortgage or charge Cheques and Postal Orders must be made payable to **Companies House**.
- 6 The address of the Registrar of Companies is Companies House, Crown Way, Cardiff CF14 3UZ

## **Schedule**

### **Definitions**

**"Participation Agreement"** means the participation dated 21 June 2007 made between Raiffeisen Zentralbank Österreich Aktiengesellschaft, and the financial institutions named therein as participants, as amended, varied, novated or supplemented from time to time.

**"Sub-Participation Agreement"** means the sub-participation dated 28 June 2007 made between the Chargor and the Secured Party as amended, varied, novated or supplemented from time to time

FILE COPY



## CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No 01122503

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED CHARGE AGREEMENT DATED THE 28th JUNE 2007 AND CREATED BY GOLDMAN SACHS INTERNATIONAL BANK FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BAVARIA TRR CORPORATION (THE SECURED PARTY) 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 9th JULY 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 13th JULY 2007

*Angela*



*Companies House*

— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES