

M

CHFP025

Please do not
write in
this margin

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

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

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)

For official use

Company number

[18]

01122503

Name of company

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

Date of creation of the charge

12 April 2007

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

Fixed Charge Agreement dated 12 April 2007 made between the Chargor and the Secured Party (as defined below) (the "**Agreement**")

Amount secured by the mortgage or charge

All payment obligations owing to the Secured Party by Goldman Sachs Credit Partners, L P. under the Sub-Participation Agreements (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

WEDNESDAY



LD3

"L8POYP0T"

25/04/2007

COMPANIES HOUSE

504

Time critical reference

NLWW/70-40227481/ASY

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 Finance Documents.

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)

Nil

Signed

Clifford Chance LLP

Date 24 April 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

"Credit Agreement" has the meaning given to such term in the Sub-Participation Agreements.

"Finance Documents" has the meaning given to such term in the Credit Agreement.

"Facility A" has the meaning given to such term in the Credit Agreement

"Facility B" has the meaning given to such term in the Credit Agreement

"Sub-Participation Agreements" means:

- (a) the sub-participation dated 12 April 2007 made between Goldman Sachs Credit Partners, L P and the Secured Party in relation to Facility A of the Credit Agreement;
and
- (b) the sub-participation dated 12 April 2007 made between Goldman Sachs Credit Partners, L P. and the Secured Party in relation to Facility B of the Credit Agreement

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 12th APRIL 2007 AND CREATED BY GOLDMAN SACHS INTERNATIONAL BANK FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM GOLDMAN SACHS CREDIT PARTNES L P TO BAVARIA TRR CORPORATION (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 25th APRIL 2007

GIVEN AT COMPANIES HOUSE, CARDIFF THE 30th APRIL 2007.

Angel



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES