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COMPANIES FORM No. 395

AIC 00400107

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.

Pursuant to section 395 of the Companies Act 1985

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

For official use

Company number

114

1122503

Name of company

* Goldman Sachs International Bank (the "Chargor")

Date of creation of the charge

20 November 2002

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

Charge Over Accounts and Assignment (the "Charge Over Accounts and Assignment") dated 20 November 2002 between Goldman Sachs International as Trustee (the "Trustee") and the Chargor.

Amount secured by the mortgage or charge

The Chargor covenanted with the Trustee as trustee for the Secured Participants that it shall, on demand of the Trustee, discharge each of the Secured Obligations and pay to the Trustee when due and payable every sum at any time owing, due or incurred by the Chargor in respect of the Secured Obligations.

For definitions please see Schedule 1.

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

Goldman Sachs International of Peterborough Court, 133 Fleet Street, London EC4A 2BB as Trustee, which expression shall include any person for the time being appointed as trustee, or as an additional trustee, for the purposes of the Charge and Security Trust Deed.

Postcode

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

Clifford Chance LLP
200 Aldersgate Street
London
EC1A 4JJ

JXXC/G1608/18530/FK

Time critical reference

For official Use
Mortgage Section

Post room



LD3
COMPANIES HOUSE

0269
28/11/02

Short particulars of all the property mortgaged or charged

The Chargor charged the Accounts with full title guarantee and by way of first fixed charge to the Trustee as trustee for (and on behalf of) the Secured Participants.

The Charge over Accounts and Assignment contains covenants for further assurance.

For definitions please see Schedule 1.

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)

None

Signed Clifford Chance

Date 28 November 2002

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

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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

**Schedule to Form 395 relating to a Charge Over Accounts and Assignment dated
20 November 2002 entered into between Goldman Sachs International and
Goldman Sachs International Bank**

Schedule 1 - Definitions

"Account Charges" means:

- (a) the Charge Over Accounts and Assignment;
- (b) the Japanese law security assignment over accounts dated 20 November 2002 granted by the Chargor in favour of the Trustee as security for the Secured Obligations; and
- (c) any other security document creating security over a bank account and its proceeds which is executed by the Chargor in favour of the Trustee as security for the Secured Obligations.

"Accounts" means each credit balance from time to time on the accounts (and in each case any renewal or redesignation thereof) maintained by the Chargor listed below and all rights, benefits and proceeds in respect thereof.

Account Number	Account Name	Name of Account Bank
600835500017	Goldman Sachs International Bank, London	Bank of America, London
20000080671940	Goldman Sachs International Bank, London	Barclays Bank, London
2282473 (Swift Code: ROYCCAT2)	Goldman Sachs International Bank, London	Royal Bank of Canada Royal Bank Plaza 200 Bay Street Toronto Ontario Canada
70020231317	Goldman Sachs International Bank, London	Den norske Bank, Oslo
3996058662	Goldman Sachs International Bank, London	Den Danske Bank, Copenhagen
083567022513	Goldman Sachs International Bank, London	Credit Suisse First Boston, Zurich
40744442	Goldman Sachs International Bank, London	Citibank, N.A.

"Charge and Security Trust Deed" means the charge and security trust deed dated 18 August 2000 between the Trustee and the Chargor as supplemented, amended and restated by the Supplemental Deed.

"Participation Agreements" means the participation agreements entered into by the Chargor from time to time which are expressed to have the benefit of the Security.

"Participation Documents" means the Participation Agreements and the Security Documents.

"Secured Obligations" means all obligations which the Chargor may at any time have to the Trustee (for its own account or as trustee for the Secured Participants) or any of the Secured Participants under or pursuant to the Participation Documents (including the Charge and Security Trust Deed), whether present or future, actual or contingent.

"Secured Participant" means each counterparty to a Participation Agreement named therein as a "Participant".

"Security" means the security created or expressed to be created in favour of the Trustee pursuant to the Charge and Security Trust Deed.

"Security Documents" means the Charge and Security Trust Deed, the Account Charges and any other documents entered into from time to time by the Chargor creating security in favour of the Trustee (as trustee for the Secured Participants) as security for the Secured Obligations.

"Supplemental Deed" means the supplemental deed dated 20 November 2002 between the Trustee and the Chargor.

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 CHARGE OVER ACCOUNTS AND ASSIGNMENT DATED THE 20th NOVEMBER 2002 AND CREATED BY GOLDMAN SACHS INTERNATIONAL BANK FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GOLDMAN SACHS INTERNATIONAL, AS TRUSTEE 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 28th NOVEMBER 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3rd DECEMBER 2002.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —