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CHFP025

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legibly, preferably
in black type, or
bold block lettering

*insert full name
of Company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

00400107

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)

For official use

Company number

18

25932

Name of company

* LCH.Clearnet Limited (the "Company")

Date of creation of the charge

24 March 2009

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

A supplemental security annex dated 24 March 2009 (the "Supplemental Security Annex") made by the Company in favour of Citigroup Global Markets Deutschland AG & Co. KGAA ("Citi") and Citibank N.A. ("Chargee").

Amount secured by the mortgage or charge

See Schedules 1 (Definitions) and 2 (Amount secured by the mortgage or charge).

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

Citigroup Global Markets Deutschland AG & Co. KGAA, Reuterweg 16, 60323, Frankfurt am Main, Germany
Citibank N.A., Citigroup Centre, Canada Square, Canary Wharf, London

Postcode E14 5LB

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

(via CH London Counter)

Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

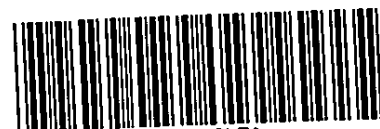
914104/70-40279441/004111

Time critical reference

For official Use (06/2005)
Mortgage Section

Post room

MONDAY



LD4 30/03/2009 69
COMPANIES HOUSE

Short particulars of all the property mortgaged or charged

See Schedule 1 (Definitions) and 3 (Short particulars of all the property charged).

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legibly, preferably
in black type, or
bold block
lettering**

Particulars as to commission allowance or discount (note 3)

None

Signed

Clifford Chance LLP

Date

30 March 2009

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

*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

SCHEDULES FOR FORM 395

Schedules to Form 395 relating to the Supplemental Security Annex entered into by

LCH.Clearnet Limited (Company No: 25932)

dated 24 March 2009

**SCHEDULE 1
DEFINITIONS**

In this form 395:

"Cash Account" means the account with the number notified or to be notified to the Company in writing by the Chargee held by the Company with Citi and any sub-account (*Unterkonto*), renewal, redesignation or replacement thereof; and

"Settlement Account" means the account with the number notified or to be notified to the Company in writing by the Chargee held by the Company with Citi and any sub-account (*Unterkonto*), renewal, redesignation or replacement thereof.

SCHEDULE 2
AMOUNT SECURED BY THE MORTGAGE OR CHARGE

All obligations owing to Citi and/or the Chargee by the Company on any account, whether present or future, actual or contingent (and whether incurred by the Company alone or jointly, and whether as principal or surety or in some other capacity) including any obligation based on unjust enrichment (*ungerechtfertigte Bereicherung*) or tort (*Delikt*).

1 x 10

SCHEDULE 3
SHORT PARTICULARS OF ALL THE PROPERTY MORTGAGED OR CHARGED

In the Supplemental Security Annex the Company:

- (a) pledged in respect of the Cash Account all claims in respect of present and future credit balances (positive Salden) and credit entries (gutgeschriebene Beträge), all claims to interest payable and all other present and future monetary rights and claims arising under or in connection with the respective giro agreement (Girovertrag), including, without limitation, all claims to the granting of a credit entry (Gutschriftanspruch), all present and future rights and claims arising under or in connection with the respective current account agreement (Kontokorrentabrede) (including, without limitation, all claims to determination and acknowledgement of the current account balance (Anspruch auf Saldofeststellung und -anerkennung), and all claims to present and future current account balances (Saldoforderungen); and +95
- (b) pledged in respect of the Settlement Account, securities and equivalent values (*Wertpapiere und entsprechende Werte*) credited to or booked in the Settlement Account presently and in the future, including interest-coupons, fixed interest-coupons and profit participation-coupons (*Zins-, Renten- und Gewinnanteilscheine*), talons (*Erneuerungsscheine*), warrants (*Bezugsrechte*), bonus coupons (*Berichtigungsscheine*), all other pecuniary claims (*geldwerte Forderungen*) and all rights to demand delivery, restitution and possession (*Lieferung und Herausgabe*) in connection with and relating to any securities credited to or booked in the Settlement Account.

The Supplemental Security Annex contains covenants for further assurance.



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

**COMPANY NO. 25932
CHARGE NO. 18**

**THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES
HEREBY CERTIFIES THAT A SUPPLEMENTAL SECURITY
ANNEX DATED 24 MARCH 2009 AND CREATED BY
LCH.CLEARNET LIMITED FOR SECURING ALL MONIES DUE OR
TO BECOME DUE FROM THE COMPANY TO CITIGROUP
GLOBAL MARKETS DEUTSCHLAND AG & CO. KGAA AND
CITIBANK N.A. ON ANY ACCOUNT WHATSOEVER 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
30 MARCH 2009**

GIVEN AT COMPANIES HOUSE, CARDIFF THE 3 APRIL 2009



Companies House
— for the record —



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**