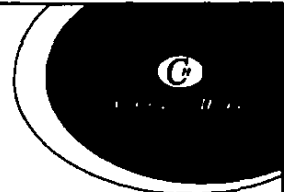


MG02

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 a mortgage or charge

✗ **What this form is NOT for**
You cannot use this form
a statement of satisfactio
or in part of a fixed charg
company registered in Sc
do this, please use form A



Q034N00K

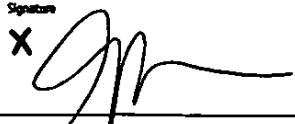
QD 21-06-2011
COMPANIES HOUSE

467

1 Company details		<input checked="" type="checkbox"/> For official use → Filing in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
Company number	5 7 0 2 8 6 8	
Company name in full	GS European Investment Group II Ltd (the "Chargor")	
2 Creation of charge		
Date charge created	2 8 0 3 2 0 0 8	
Description ●	Account charge - please see continuation sheet 1	
Date of registration ●	0 8 0 4 2 0 0 9	
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 Bank (the "Lender")	
Address	1-1-12, Uchikanda, Chiyoda-ku	
	Tokyo 101-0047, Japan	
Postcode		
Name		
Address		
Postcode		
Name		
Address		
Postcode		
Continuation page Please use a continuation page if you need to enter more details.		

MG02

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

4	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	<p>The Account Charge, dated March 26, 2009, by and among the Chargor and The Nonnchukin Trust and Banking Co , Ltd (in its capacity as Tranche A Lender, Tranche B Lender, Tranche C lender, Tranche D Lender, Tranche E Lender and Tranche F Lender) (the "Account Charge")</p> <p>The Nonnchukin Trust and Banking Co , Ltd (in its capacity as Tranche A Lender, Tranche B Lender, Tranche C Lender, Tranche D Lender, Tranche E Lender and Tranche F Lender) (the "Original Lender") assigned to the Lender all of its present and future right, title and interest in and to the Account Collateral (as defined in the Account Pledge) on March 12, 2010 in connection with the assignment of the Original Lender's rights under the A&R Loan Agreement (as defined in the Account Charge) and the other Loan Documents (as defined in the A&R Loan Agreement) to the Lender</p> <p>Please see continuation sheets 1 and 2 for the short particulars</p>	
5	Satisfaction of the debt	
	<p>I confirm that the debt for which the charge described above was given has been paid or satisfied ●</p> <p><input checked="" type="checkbox"/> In full</p> <p><input type="checkbox"/> In part.</p>	● Please tick one box only.
6	Signature	
Signature	<p>Please sign the form here.</p> <p>Signature</p> <p>X  X</p> <p>This form must be signed by a person with an interest in the registration of the charge.</p>	

MG02 - continuation page

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

4		Short particulars of all the property mortgaged or charged																													
		Please give the short particulars of the property mortgaged or charged																													
Short particulars		<p>The Chargor with full title guarantee has charged, by way of floating charge, to the Bank as a continuing security for the payment and discharge of the Outstanding indebtedness all 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. The Charged Moneys and the Charged Accounts and the interest of the Chargor therein have not been assignable or transferable in any manner whatsoever, otherwise than to the Bank pursuant to clause 2.1 of the Account Charge.</p> <p>Definitions</p> <p>"Account Bank" means Citibank N A London Branch (registered as a branch in the United Kingdom at Citigroup Centre 33 Canada Square, London, E15 5LB) and includes its successors,</p> <p>"A&R Loan Agreement" means the amended and restated loan agreement, dated March 26, 2009, by and among GS European Opportunities Fund II L P (acting through its general partner GS European Opportunities Fund II GP Ltd), each of the Borrowers, the Bank and Goldman Sachs Realty Japan Ltd ,</p> <p>"Bank" includes each of the successors in title and assignees of the Bank, as permitted under the A&R Loan Agreement,</p> <p>"Borrowers" means the Chargor, Kreta Acquisitions Ltd, Kypris Acquisitions Ltd, Sana Acquisitions Ltd and Poseidon Acquisitions Ltd and includes each of their successors in title,</p> <p>"Charged Accounts" means the Existing Accounts and the Future Accounts (if any),</p> <p>"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,</p> <p>"Existing Accounts" means each of the accounts opened in the name of the Chargor with the Account Bank and described in the table below, including in each case any sub accounts thereof</p> <table><tr><th>Type of Account</th><th>Designation</th><th>Currency</th><th>Number</th></tr><tr><td>Borrower Account</td><td>Payment</td><td>Euro</td><td>0011227785</td></tr><tr><td>Borrower Account</td><td>Payment</td><td>Pounds Sterling</td><td>0011227807</td></tr><tr><td>Borrower Account</td><td>Receipt</td><td>Euro</td><td>0011227769</td></tr><tr><td>Borrower Account</td><td>Receipt</td><td>Pounds Sterling</td><td>0011227815</td></tr><tr><td>Interest Reserve Account</td><td>Interest</td><td>Euro</td><td>0011227777</td></tr><tr><td>Interest Reserve Account</td><td>Interest</td><td>Pounds Sterling</td><td>0011227793</td></tr></table> <p>"Future Accounts" means each additional Borrower Account (if any) opened in the name of the Chargor with the Account Bank, as listed from time to time on Exhibit A to the Account Charge, including any sub accounts thereof;</p>		Type of Account	Designation	Currency	Number	Borrower Account	Payment	Euro	0011227785	Borrower Account	Payment	Pounds Sterling	0011227807	Borrower Account	Receipt	Euro	0011227769	Borrower Account	Receipt	Pounds Sterling	0011227815	Interest Reserve Account	Interest	Euro	0011227777	Interest Reserve Account	Interest	Pounds Sterling	0011227793
Type of Account	Designation	Currency	Number																												
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MG02 - continuation page

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

4	Short particulars of all the property mortgaged or charged	
	Please give the short particulars of the property mortgaged or charged.	
Short particulars	<p>"Loan" means the aggregate principal amount borrowed by the Borrowers under the A&R Loan Agreement, as consolidated and separated into six separate tranches, the tranche A loan ("Tranche A Loan"), the tranche B loan ("Tranche B Loan"), the tranche C loan ("Tranche C Loan"), the tranche D loan ("Tranche D Loan"), the tranche E loan ("Tranche E Loan") and the tranche F loan ("Tranche F Loan"), and</p> <p>"Outstanding Indebtedness" means the outstanding Loan, all interest accrued and accruing thereon, and the Expenses</p>	

MG02

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

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 Sullivan & Cromwell LLP

Address 1 New Fetter Lane

Post town London

County/Region

Postcode E C 4 A 1 A N

Country UK

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