

M

CHWP000

COMPANIES FORM No. 403a

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

403a

Please do not
write in
this margin

Pursuant to section 403(1) of the Companies Act 1985

6

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

6		
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FC026157

Name of company

* insert full name
of company

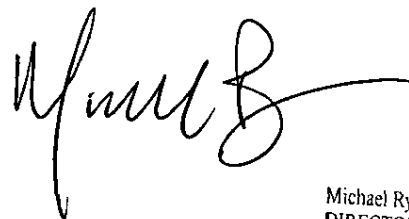
*Merrill Lynch International Bank Limited (the "Company")

† delete as
appropriateI, MICHAEL GERARD RYAN
of 22 SPUR PARK GARDENS, DUBLIN, CO. DUBLIN# insert a description
of the instrument(s)
creating or
evidencing the
charge, eg
'Mortgage',
'Charge',
'Debenture' etc[a director][~~the secretary~~][~~the administrator~~][~~the administrative receiver~~]† of the above company, do
solemnly and sincerely declare that the debt for which the charge described below was given has been
paid or satisfied in [full][part]†Date and description of charge # See Annexure 1Date of registration 6 November 2008Name and address of [chargee][~~trustee for the debenture holders~~]† Bank of America, N.A., 335
Madison Avenue, 5th Floor, New York, New York 10017, United Stateso the date of
registration may be
confirmed from the
certificateShort particulars of property charged § See Annexure 2§ insert brief details
of propertyAnd I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835.Declared at 21 Clare Street D. 2

Declarant to sign below

on

Day	Month	Year
19	01	2008

before me Michael RyanA Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on a
Commissioner for Oaths.Michael Ryan,
DIRECTORPresenter's name address and
reference (if any) :Sullivan & Cromwell
1 New Fetter Lane
London EC4A 1ANFor official Use (02/06)
Mortgage Section

Post room

WEDNESDAY



LBVG26P4

LD3

21/01/2009

32

COMPANIES HOUSE

ANNEXURES to Form 403a

ANNEXURE 1

Date and description of charge

Deed of Assignment and Charge of 7 October 2008 between the Company and the Administrative Agent as amended by a Supplemental Deed dated 23 October 2008. The security created thereunder was partially released pursuant to a Deed of Release dated 3 December 2008 between the Company and Administrative Agent as referred to in Form 403b dated 8 December 2008 filed with the Registrar of Companies on 22 December 2008.

ANNEXURE 2

Short particulars of property charged

All rights and interests of the Chargor under the loan facility agreements listed in the Schedule to the Supplemental Deed and all Finance/Loan Documents (as defined therein) including:

- Project Prologis - €900,000,000 Senior Credit Agreement dated 11 December 2007 as amended among Prologis European Properties represented by Prologis Management S.a.r.l. and Certain Subsidiary Borrowers as Borrowers, Banc of America Securities Limited, as Administrative Agent, ABN Amro Bank N.V., as Syndication Agent and a Lender and the Other Lenders Party Thereto, Banc of America Securities LLC and ABN Amro Bank N.V., as Mandated Lead Arrangers and Joint Book Runners
- Project Telefónica - £7,000,000,000 Credit Facility Agreement dated 31 October 2005 as amended for Telefónica Europe B.V. the Borrower, guaranteed by Telefonica S.A., arranged by Banco Stander Central Hispano, S.A., Citigroup Global Market Limited, Deutsche Bank AG, London Branch, Société Générale, S.A. and the Royal Bank of Scotland plc acting as Bookrunners with Citibank International Plc acting as Agent

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