



216259

2010 AUG 20 AM 11:00

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

**GOLDMAN SACHS BANK USA
200 West Street
New York, NY 10282-2198
ATTN: Rod Colburn**

**DRAWDOWN
DELANEY #30**

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME

OR

1b. INDIVIDUAL'S LAST NAME: **Cader** FIRST NAME: **Andrew** MIDDLE NAME: SUFFIX:

1c. MAILING ADDRESS: **70 Meetinghouse Rd.** CITY: **Mt. Kisco** STATE: **NY** POSTAL CODE: **10549** COUNTRY: **USA**

ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME: **GOLDMAN SACHS BANK USA**

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS: **200 West Street** CITY: **NEW YORK** STATE: **NY** POSTAL CODE: **10282-2198** COUNTRY: **USA**

4. This FINANCING STATEMENT covers the following collateral:

SEE RIDER ATTACHED HERETO AND MADE A PART HEREOF.

5. ALTERNATIVE DESIGNATION [if applicable]: LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

FILING OFFICE COPY - NATIONAL UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

WHP 556,062,962 V1 8-19-10

FILING NUMBER: 201008200459076

RIDER TO UCC FINANCING STATEMENT

The Collateral covered by this financing statement includes all right, title and interest in and to:

- (a) Debtor's Securities Account (identified below by its last four digits) established with GOLDMAN, SACHS & CO (the "Securities Intermediary"), and all stocks, bonds, security entitlements, financial assets or other securities or investment property (as such terms are defined in the UCC) now or hereafter in the possession, custody or control of the Secured Party, including, without limitation, any of the foregoing from time to time deposited in or credited to such Securities Account (the "Securities");
- (b) all credit balances, accounts, general intangibles, instruments, documents, money, certificates of deposit (as such terms are defined in the UCC) and all other property of whatever kind or description now or hereafter held in or credited to such Securities Account;
- (c) any additional securities described in confirmations and other reports delivered by Securities Intermediary to such Debtor or the Secured Party in connection with the Securities Account, which additional securities are deemed to be Securities in the Securities Account for purposes of this financing statement (for purposes of this financing statement, "additional securities" shall include all investment property and options, including put and call option contracts);
- (d) to the extent Schedule A hereto lists any Funds, all of such Debtor's right, title and interest in and to each Fund (including all rights and remedies in, to and under the applicable limited partnership agreement, limited liability company agreement or other organizational and subscription documents relating to such Fund) (the "Fund Interests"), whether such Fund Interests are held in or credited to the Securities Account or otherwise; and
- (e) all dividends, distributions, interest and proceeds (and all income or payments in lieu of or in substitution for any of the foregoing) of any of the property described in clauses (a), (b), (c) or (d).

Securities Account

Account Number	Name of Account Holder
[REDACTED]	Andrew Cader

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SCHEDULE A

Fund Interests

(each a "Fund"; collectively, the "Funds")

Name of Fund	Type of Entity	Registered Owner
Goldman Sachs Vintage Fund IV, L.P.	Limited Partnership	Andrew Cader
GS Capital Partners V, L.P.	Limited Partnership	Andrew Cader
GS Capital Partners VI, L.P.	Limited Partnership	Andrew Cader
Goldman Sachs KMI Investors, L.P.	Limited Partnership	Andrew Cader
GS Mezzanine Partners III, L.P.	Limited Partnership	Andrew Cader
GS Mezzanine Partners 2006, L.P.	Limited Partnership	Andrew Cader
GS Mezzanine Partners V, L.P.	Limited Partnership	Andrew Cader
GS Distressed Opportunities Fund, L.P.	Limited Partnership	Andrew Cader
GS Distressed Opportunities Employee Fund, L.P.	Limited Partnership	Andrew Cader
GS Distressed Opportunities Fund II, L.P.	Limited Partnership	Andrew Cader
Goldman Sachs Developing Markets Real Estate Partners (US), L.P.	Limited Partnership	Andrew Cader
Whitehall Street Global Real Estate Limited Partnership 2001	Limited Partnership	Andrew Cader
Whitehall Street Global Employee Fund 2001, L.P.	Limited Partnership	Andrew Cader
Whitehall Street Global Real Estate Limited Partnership 2005	Limited Partnership	Andrew Cader
Whitehall Street Global Real Estate Limited Partnership 2007	Limited Partnership	Andrew Cader

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