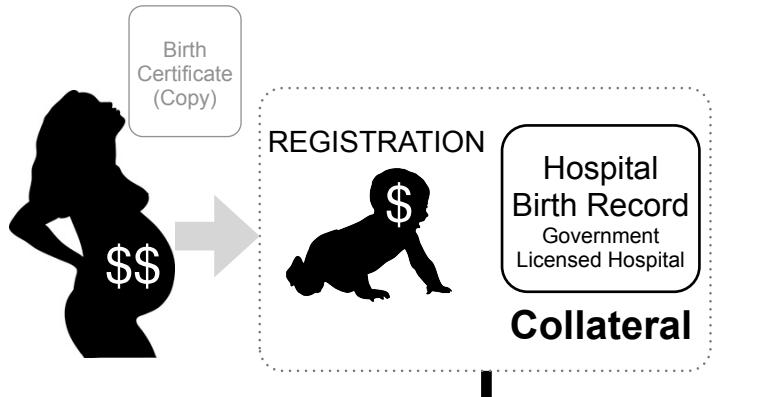


Human Capital
Basis: UCC Financing Statement file # 2001059388 (& Amendments)



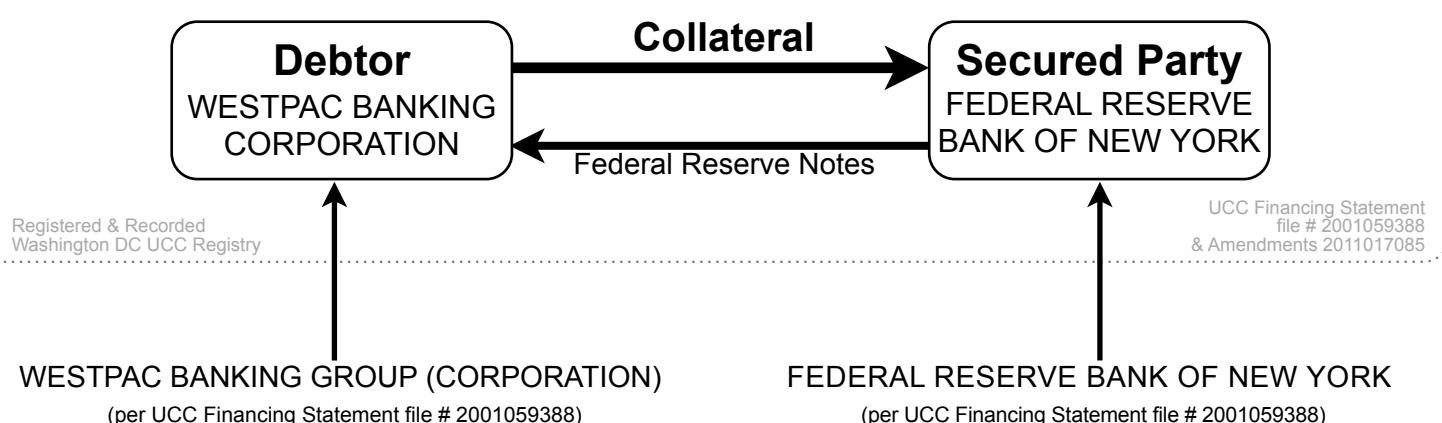
Collateral - All loans and other extensions of credit (whether an instrument, a promissory note, a payment intangible, accounts or a participating interest in a loan) and all chattel paper (including electronic chattel paper) now owned or hereafter acquired that are identified, from time to time, by Debtor to Secured Party in writing or by electronic means as collateral securing the obligations of Debtor to Secured Party under a written agreement between the parties, and all proceeds thereof; and all collateral, guarantees, letters of credit and surety bonds pertaining to the foregoing, and all proceeds thereof.

(per UCC Financing Statement file # 2001059388)

"Collateral" means the property subject to a security interest or agricultural lien. The term includes:
 (A) proceeds to which a security interest attaches;
 (B) accounts, chattel paper, payment intangibles, and promissory notes that have been sold; and
 (C) goods that are the subject of a consignment.
Article 9, Part 1, 9-102 (12)

"Chattel Paper" means a record or records that evidence both a monetary obligation and a security interest in specific goods, a security interest in specific goods and software used in the goods, a lease of specific goods, or a lease of specific goods and software used in the goods. In this paragraph, "monetary obligation" means a monetary obligation secured by the goods or is owed under lease of the goods and includes a monetary obligation with respect to the software used in the goods.
Article 9, Part 1, 9-102 (11)

"Goods" means all things that are moveable at the time of identification to a contract for sale. The term includes future goods, specially manufactured goods, the unborn young of animals, growing crops, and other identified things attached to realty as described in Section 2-107
Article 9, Part 1, 9-102 (44)



WESTPAC BANKING GROUP (CORPORATION)
 (per UCC Financing Statement file # 2001059388)

FEDERAL RESERVE BANK OF NEW YORK
 (per UCC Financing Statement file # 2001059388)

"Debtor" means:
 (A) a person having an interest, other than a security interest or other lien, in the collateral, whether or not the person is an obligator;.
 (B) a seller of accounts, chattel paper, payment intangibles, or promissory notes; or
 (C) a consignee.
Article 9, Part 1, 9-102 (28)

"Secured party" means:
 (A) a person in whose favor a security interest is created or provided for under a security agreement, whether or not any obligation to be secured is outstanding;
 (B) a person that holds an agricultural lien;
 (B) a consignor;
 (D) a person to which accounts, chattel paper, payment intangibles, or promissory notes have been sold;
 (E) a trustee, indenture trustee, agent, collateral agent, or other representative in who's favor a security interest or agricultural lien is created for or provided for; or
 (F) a person that holds a security interest arising under Section 2-401, 2-505, 2-711(3), 2A-508(5), 4-210, or 5-118.
Article 9, Part 1, 9-102 (72)