

Doc# 2001059388

FINANCING STATEMENT — FOLLOW INSTRUCTIONS CAREFULLY
 This Financing Statement is presented for filing pursuant to the Uniform Commercial Code
 and will remain effective, with certain exceptions, for 5 years from date of filing.

A. NAME & TEL. # OF CONTACT AT FILER (optional)	B. FILING OFFICE ACCT. # (optional)
C. RETURN COPY TO: (Name and Mailing Address)	
<p><i>Please Return to:</i></p> <p>Intercounty Clearance Corporation 111 Washington Avenue Albany, NY 12210</p> <p><i>18316</i></p> <p> 966135</p>	

D. OPTIONAL DESIGNATION (if applicable): LESSOR/LESSEE CONSIGNOR/CONSIGNEE NON-UCC FILING

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b)

1a. ENTITY'S NAME						
OR						
Westpac Banking Corporation						
1b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX			
1c. MAILING ADDRESS		CITY	STATE	COUNTRY	POSTAL CODE	
60 Martin Place		Sydney	NSW	Aust.	2000	
1d. S.S. OR TAX I.D.#	OPTIONAL ADD'L INFO RE ENTITY DEBTOR	1e. TYPE OF ENTITY	1f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	1g. ENTITY'S ORGANIZATIONAL I.D.#, if any		
98-600-8211				NONE		

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b)

2a. ENTITY'S NAME						
OR						
Westpac Banking Corporation, New York Branch						
2b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX			
2c. MAILING ADDRESS		CITY	STATE	COUNTRY	POSTAL CODE	
575 Fifth Avenue		New York	NY	USA	10017	
2d. S.S. OR TAX I.D.#	OPTIONAL ADD'L INFO RE ENTITY DEBTOR	2e. TYPE OF ENTITY	2f. ENTITY'S STATE OR COUNTRY OF ORGANIZATION	2g. ENTITY'S ORGANIZATIONAL I.D.#, if any		
98-600-8211				NONE		

3. SECURED PARTY'S (ORIGINAL S/P OR ITS TOTAL ASSIGNEE) EXACT FULL LEGAL NAME - insert only one secured party name (3a or 3b)

3a. ENTITY'S NAME					
OR					
Federal Reserve Bank of New York					
3b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS		CITY	STATE	COUNTRY	POSTAL CODE
33 Liberty Street		New York	NY	USA	10045

4. This FINANCING STATEMENT covers the following types or items of property:

See Attachment A

5. CHECK BOX	This FINANCING STATEMENT is signed by the Secured Party instead of the Debtor to perfect a security interest (a) in collateral already subject to a security interest in another jurisdiction when it was brought into this state, or when the [if applicable] debtor's location was changed to this state, or (b) in accordance with other statutory provisions [additional data may be required]	7. If filed in Florida (check one) Documentary stamp/tax paid [if applicable]
6. REQUIRED SIGNATURE(S) DEBTORS: <i>Manuela Adl</i>	8. This FINANCING STATEMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS Attach Addendum [if applicable]	9. Check to REQUEST SEARCH CERTIFICATE(S) on Debtor(s) [ADDITIONAL FEE] (optional) All Debtors Debtor 1 Debtor 2
MANUELA ADL SENIOR VICE PRESIDENT & CHIEF OPERATING OFFICER		<i>D30919</i>

(1) FILING OFFICER COPY — NATIONAL FINANCING STATEMENT (FORM UCC1) (TRANS) (REV. 12/18/95)

*DC**MM*

ATTACHMENT A

Debtor: Westpac Banking Corporation

Secured Party: Federal Reserve Bank of New York

Collateral Description:

All loans and other extensions of credit (whether an instrument, a promissory note, a payment intangible, general 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.

2

Book 2001059388

Book:

Page: Filed & Recorded

87/03/2001 10:49:45 AM

HENRY RILEY
RECODER OF NEEDS
WASHINGTON D.C. RECORDER OF NEEDS
SEARCH \$ 5.00
RECORDING \$ 15.00

Doc# : 2011017085
Page 1 of 2
Date: 02/09/2011 2:19PM
Filed & Recorded in
Official Records of
WASH DC RECORDER OF DEEDS
LARRY TODD
RECORDER OF DEEDS
Doc Type: EFINANCING

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
UCC Direct Services 713-533-4661

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

UCC Direct Services

Houston, TX 77019

PROCESSING \$ 5.00
ERECORD \$ 15.00
ESURCHARGE \$ 6.50

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE #
2001059388

1b. This FINANCING STATEMENT AMENDMENT is
to be filed [for record] (or recorded) in the
REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME

OR 6b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR 7b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

7c. MAILING ADDRESS

CITY

STATE POSTAL CODE

COUNTRY

7d. TAX ID #: SSN OR EIN ADD'L INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any

NONE

8. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME

FEDERAL RESERVE BANK OF NEW YORK

OR 9b. INDIVIDUAL'S LAST NAME

FIRST NAME

MIDDLE NAME

SUFFIX

10. OPTIONAL FILER REFERENCEDATA

Doc# : 2011017085
Page 2 of 2
Date: 02/09/2011 2:19PM
Filed & Recorded in
Official Records of
WASH DC RECORDER OF DEEDS
LARRY TODD
RECORDER OF DEEDS
Doc Type: EFINANCING

PROCESSING	\$	5.00
ERECORD	\$	15.00
ESURCHARGE	\$	6.50

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

11. INITIAL FINANCING STATEMENT FILE # (same as item 1a on Amendment form)
2001059388

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT (same as item 9 on Amendment form)

12a. ORGANIZATION'S NAME

FEDERAL RESERVE BANK OF NEW YORK

OR

12b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME,SUFFIX

13. Use this space for additional information

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Debtor names added for indexing

WESTPAC BANKING CORPORATION
WESTPAC BANKING CORPORATION, NEW YORK BRANCH