

Dated: 22 October 2009

Issuer: SIGNUM FINANCE II PLC

“MAJOR”

Multi-Jurisdiction Repackaging Note Programme

arranged by

Goldman Sachs International

PROSPECTUS

Series: 2009-06

MXN 300,000,000 UDI-Linked Notes due 2029



Goldman Sachs International

Prospectus: This Prospectus is to be read in conjunction with the Base Prospectus (as defined below) which is deemed to be incorporated herein by reference (see "Incorporation by Reference" below). This Prospectus, as approved by The Irish Financial Services Regulatory Authority (the "**Financial Regulator**") comprises a prospectus for the purposes of Article 5 of Prospectus Directive 2003/71/EC. For the avoidance of doubt, any websites referred to in this Prospectus do not form part of the Prospectus for the purposes of Article 5 of Prospectus Directive 2003/71/EC. The language of this Prospectus is English. Certain legislative references and technical terms have been cited in their original language in order that the correct technical meaning may be ascribed to them under applicable law.

Responsibility: The Issuer accepts responsibility for the information contained in this Prospectus. To the best of the Issuer's knowledge and belief, the information contained in the Authorised Offering Material is in accordance with the facts and does not omit anything likely to affect the import of such information.

Public Information: Information relating to the Swap Counterparty, the Swap Guarantor, the Assets and the Asset Issuer has been accurately reproduced from information published by the Swap Counterparty, the Swap Guarantor and the Asset Issuer respectively. So far as the Issuer is aware and is able to ascertain from information published by the Swap Counterparty, the Swap Guarantor and the Asset Issuer respectively, no facts have been omitted that would render the reproduced information inaccurate or misleading. Neither the Issuer nor any Transaction Counterparty has conducted any due diligence on this information, nor made any enquiries as to its own possession of non-publicly available information.

Transaction Counterparties: The Transaction Counterparties and their affiliates may have access to non-publicly available information; accordingly, this Prospectus may or may not contain all information that would be material to the evaluation of the merits and risks of purchasing the Notes, and none of the Transaction Counterparties makes any representation, recommendation or warranty, express or implied, regarding the accuracy, adequacy, reasonableness or completeness of the information contained herein or in any further information, notice or other document which may at any time be supplied in connection with the Notes.

Credit Ratings: It is anticipated that the Notes will be rated by Standard & Poor's Ratings Service, a Division of The McGraw-Hill Companies, Inc. ("**S&P**"). However, such rating has not yet been obtained as at the Issue Date and there can be no assurance that such rating will be achieved. A credit rating is not a recommendation to buy, sell or hold a security and may be subject to revision or withdrawal at any time by S&P.

Listing: This Prospectus has been approved by the Financial Regulator, as competent authority under the Prospectus Directive 2003/71/EC. The Financial Regulator only approves this Prospectus as meeting the requirements imposed under Irish and EU law pursuant to the Prospectus Directive 2003/71/EC. Such approval relates only to the Notes which are to be admitted to trading on the regulated market of the Irish Stock Exchange or other regulated markets for the purposes of Directive 2004/39/EC or which are to be offered to the public in any Member State of the European Economic Area. Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and trading on its regulated market. Application has been made for the Notes subsequently to be passported to the Official List of the United Kingdom Listing Authority and admitted to trading on the regulated market of the London Stock Exchange. Application has also been made to list the Notes on the International Quotations System (Sistema Internacional de Cotizaciones) maintained by the Bolsa Mexicana de Valores, S.A.B. de C.V. No assurance may be made with respect to obtaining or maintaining such listing.

Restriction on Distribution: The distribution of the Authorised Offering Material and the offering or sale of Notes in certain jurisdictions may be restricted by law. Persons into whose possession this Prospectus comes are required by the Issuer, the Dealers and the Arranger to inform themselves about and to observe any such restriction. The Notes have not been and will not be registered under the Securities Act and may be in bearer form and therefore subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. For a description of certain restrictions on offers and sales of Notes and on distribution of this Prospectus, see "Subscription and Sale".

No Registration in Mexico: The information contained in this Prospectus has not been reviewed by the National Banking and Securities Commission of Mexico (Comisión Nacional Bancaria y de Valores). The Notes have not been, and will not be, registered in the Mexican National Securities Registry (Registro Nacional de Valores) and are therefore not the subject of a public offer or intermediation (within the meaning of the Mexican Securities Market Law) in Mexico. Any investor of Mexican nationality that purchases the Notes will do so under its own responsibility.

Need for Independent Analysis: Prospective Noteholders should conduct such independent investigation and analysis regarding the Issuer, the Swap Counterparty, the Swap Guarantor, the Asset Issuer, the security arrangements and the Notes as they deem appropriate to evaluate the merits and risks of an investment in the Notes. Neither the Arranger nor any Dealer makes any representation, recommendation or warranty, express or implied, regarding the accuracy, adequacy, reasonableness or completeness of the information contained herein or in any further information, notice or other document which may at any time be supplied in connection with the Notes and none of them accepts any responsibility or liability therefor. Neither the Arranger nor any Dealer undertakes to review the financial condition or affairs of the Issuer during the life

of the arrangements contemplated by this Prospectus nor to advise any investor or potential investor in the Notes of any information coming to the attention of the Arranger or any such Dealer.

No Offer: *The Authorised Offering Material does not constitute an offer of, or an invitation by or on behalf of the Issuer or the Dealers to subscribe for, or purchase, any Notes.*

Other Information: *No-one is authorised to give any information or to make any representation not contained in the Authorised Offering Material and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of the Issuer. The delivery of this Prospectus at any time does not imply that there has been no change in the affairs of the Issuer since the date hereof or that the information contained in it is correct as at any time subsequent to its date.*

Documents Incorporated by Reference

This Prospectus should be read and construed in conjunction with the Base Prospectus of the Issuer dated 2 October 2009 relating to the Issuer's "MAJOR" Multi-Jurisdiction Repackaging Note Programme (the "**Base Prospectus**") which shall be deemed to be incorporated in, and form part of, this Prospectus, save that any statement contained in the Base Prospectus incorporated by reference in, and forming part of, this Prospectus shall be deemed to be modified or superseded for the purpose of this Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus. Terms used herein but not otherwise defined shall have the meanings given to them in the Base Prospectus. This Prospectus must be read in conjunction with the Base Prospectus and full information on the Issuer and the Notes is only available on the basis of the combination of the provisions set out within this document and the Base Prospectus.

The Base Prospectus is available for viewing at the registered offices of the Issuer and the Principal Paying Agent.

Risk Factors

Set out below are risk factors that are material to the Notes, which should be read in conjunction with the risk factors in the Base Prospectus. This Prospectus does not describe all of the risks of an investment in the Notes. Prospective investors should consult their own financial and legal advisers as to the risks entailed by an investment in any Notes and the suitability of investing in such Notes in the light of their particular circumstances. Prospective investors should carefully consider, among other factors, all the information set forth in this Prospectus and in particular, the matters described below.

Mexican Inflation Risk:

The return on the Notes is linked to the value of the *Unidades de Inversión* (“**UDI**”) which is a price-level-adjusting unit of account designed to mitigate Mexico’s inflation risk. The UDI is the Mexican Pesos (“**MXN**”) equivalent unit of account indexed to inflation on a daily basis, as measured by the change in the Mexican National Consumer Price Index (*Indice Nacional de Precios al Consumidor*) pursuant to the Decree approved by the Congress of Mexico and published in the Official Daily of the Federation on April 1, 1995, for purposes of determining the inflation-adjusted value of MXN. The level of inflation in Mexico may decrease below the current level and historically increasing Mexican inflation trends may not continue. The UDI may be affected by, among other things, macroeconomic factors, speculation and intervention by Banco de México, Mexico’s central bank. As a result, the UDI as determined on the relevant observation date may be lower than it would have been if historical trends continued and Noteholders may therefore receive a lower payment amount (subject to the minimum amount described in the definition of “Final Redemption Amount”) on the final redemption of the Notes than they would have if those historical trends had continued. Information concerning past and future performance of the UDI and its volatility can be obtained from the website of *Banco de México*: <http://www.banxico.org.mx/>.

Exposure to Price Risk of Assets:

The market price of the Assets will generally fluctuate. If the Notes are redeemed early for any reason, the Assets may be delivered to the holders of the Notes on the date on which the Notes fall due for early redemption as part of the Notes redemption amount. The holders of the Notes are therefore exposed to the price risk of the Assets if the Notes are redeemed early.

No Correlation with Assets:

The value of the Notes will not necessarily correlate with the value of the Assets.

Volatility:

The Notes may have a high volatility. Volatility refers to the degree of unpredictable change over time of the price, performance or investment return of a financial asset. Volatility does not imply direction of the price or investment returns. An instrument that is more volatile is likely to increase or decrease in value more often and/or to a greater extent than one that is less volatile.

Exposure to Credit Risk of the Swap Counterparty and the Goldman Sachs Group, Inc.:

The Noteholders are exposed not only to the performance of the Assets, in respect of which The Goldman Sachs Group, Inc. is the issuer, but also to the ability of The Goldman Sachs Group, Inc. (the “**Swap Guarantor**”), and the Swap Counterparty to perform their obligations and to make payments to the Issuer.

The Swap Guarantor is currently assigned an Aa3 rating by Moody's Investors Service, Inc. ("Moody's") and an AA- rating by Standard & Poor's Ratings Service, a Division of The McGraw-Hill Companies, Inc. ("S&P" and, together with Moody's, the "Rating Agencies"), for its long-term unsecured senior debt. Should the Swap Guarantor become insolvent, the Issuer would rank as an unsecured creditor in relation to amounts due from the Swap Counterparty and the Swap Guarantor. (The Goldman Sachs Group, Inc.'s address of its principal executive offices is: 85 Broad Street, New York, New York 10004.)

Independent Review and Advice:

Each prospective purchaser of the Notes must determine, based on its own independent review (including as to the financial condition and affairs and its own appraisal of the creditworthiness) of the Assets, the Issuer, the Swap Counterparty, the Asset Issuer and the Swap Guarantor and after obtaining such professional advice (including, without limitation, tax, accounting, credit, legal and regulatory advice) as it deems appropriate under the circumstances, whether an investment in the Notes is appropriate in its particular circumstances.

In so doing, and without restricting the generality of the preceding paragraph, such prospective purchaser must determine that its acquisition and holding of the Notes (i) is fully consistent with its (or if it is acquiring the Notes in a fiduciary capacity, the beneficiary's) financial needs, objectives and condition, (ii) complies and is fully consistent with all investment policies, guidelines and restrictions applicable to it (whether acquiring the Notes as principal or in a fiduciary capacity) and (iii) is a fit, proper and suitable investment for it (or if it is acquiring the Notes in a fiduciary capacity, for the beneficiary), notwithstanding the clear and substantial risks inherent in investing in or holding the Notes. None of the Issuer, the Trustee, the Dealer or any of their respective affiliates is acting as an investment adviser, or assumes any fiduciary obligation, to any purchaser of Notes.

This Prospectus is not intended to provide the basis of any credit or other evaluation nor should be considered as a recommendation or constituting an invitation or offer that any recipient of the Prospectus should purchase any Notes. The Trustee and the Dealer expressly do not undertake to review the financial condition or affairs of the Issuer the Swap Counterparty or the Swap Guarantor.

Limited Recourse:

There are no secured assets in respect of the Notes other than the Assets and the Issuer's rights under the secured agreements relating to the Notes, thus claims against the Issuer by holders of the Notes and the Swap Counterparty will be limited to proceeds of the realisation of the Assets and the rights of the Issuer under the secured agreements relating to the Notes. The proceeds of realisation of the Assets and such secured agreements may be less than the sums due to the holders of the Notes, the Swap Counterparty and the other secured creditors. Any shortfall will be borne by the holders of the Notes and the Swap Counterparty in accordance with the order of priority. Each holder of Notes, by subscribing for or purchasing the Notes, will be deemed to accept and acknowledge that it is fully aware that, in the event of a shortfall, (i) the Issuer shall be under no obligation to pay, and the other assets (if any) of the Issuer including, in particular, assets securing other Series of Notes will not be available for payment of, such shortfall, (ii) all claims in respect of such shortfall shall be extinguished, and (iii) the Trustee, the holders of the Notes and the Swap Counterparty shall have no further claim against the Issuer in respect of such unpaid amounts and will accordingly not be able to petition for the winding up of the Issuer as a consequence of such shortfall.

The Notes are direct, limited recourse obligations of the Issuer alone and none of the officers, members, directors, employees, securityholders or incorporator of the Issuer, the Trustee, the

Swap Counterparty or the Swap Guarantor or their respective successors or assigns. Furthermore, they are not obligations of, or guaranteed in any way by, the Dealer.

Limited Liquidity of the Transaction:

There is currently no market for the Notes. There can be no assurance that a secondary market for the Notes will develop, or, if a secondary market does develop, that it will provide the holders of the Notes with liquidity or that it will continue for the life of the Notes. Moreover, the limited scope of information available to the Issuer, the Trustee and the Noteholders regarding the Assets may further affect the liquidity of the Notes. Consequently, any purchaser of the Notes must be prepared to hold the Notes for an indefinite period of time or until final maturity.

Conflicts of Interest; No Reliance:

The Swap Counterparty or any of the other entities mentioned above may, by virtue of its status as an underwriter, advisor, or otherwise, possess or have access to non-publicly available information relating to the Assets and have not undertaken, and do not intend, to disclose, such status or non-public information in connection with the offering of the Notes. Accordingly, this Prospectus may not contain all information that would be material to the evaluation of the merits and risks of an investment in the Notes.

The Swap Counterparty or any of the other entities mentioned above may from time to time be an active participant on both sides of the market and have long or short positions in, or buy and sell, securities, commodities, futures, options or other derivatives identical or related to those mentioned in the Base Prospectus or this Prospectus. This could significantly affect the value of the Notes.

The Issuer has entered into a Swap Agreement with Goldman Sachs International. Therefore there will be a direct correlation between amounts which are payable to or by Goldman Sachs International under the Swap Agreement and the amounts which are payable by the Issuer to Noteholders under the Notes. It is possible that Goldman Sachs International could receive substantial returns under the Swap Agreement, and in such a circumstance there would be a corresponding decline in the value of the Notes or the amount paid to Noteholders.

The Calculation Agent will have discretion in making various determinations that could materially affect the value of the Notes under certain circumstances, including the amount payable to Noteholders on the Maturity Date or the Mandatory Redemption Date.

Terms and Conditions of the Notes

The terms and conditions of the Notes shall consist of the terms and conditions set out in the Base Prospectus (the “**Base Conditions**”) as amended or supplemented below. References in the Base Conditions to Final Terms shall be deemed to refer to the terms as set out below.

Terms used herein shall be deemed to be defined as such for the purposes of the conditions set forth in the Base Prospectus as amended or supplemented below.

(I) ISSUER AND TRANSACTION COUNTERPARTIES

Issuer

Issuer	SIGNUM FINANCE II PLC
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Transaction Counterparties

Trustee	BNY CORPORATE TRUSTEE SERVICES LIMITED
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Principal Paying Agent and Custodian	THE BANK OF NEW YORK MELLON
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Dealer, Calculation Agent, Disposal Agent, Process Agent, Swap Counterparty and Vendor	GOLDMAN SACHS INTERNATIONAL
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(II) ADDITIONAL CONDITIONS

Agents’ Designations

Secured Agents	Principal Paying Agent and Custodian.
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Other Agents	Calculation Agent, Disposal Agent and Process Agent.
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1 Format

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|------------|---|---|
| (a) | Series | 2009-06. |
| (b) | Tranche | 1. |
| (c) | ISIN | XS0455683341. |
| (d) | Common Code | 045568334. |
| (e) | Form | Bearer. |
| (f) | Listing and Admission to Trading | Application has been made to the Irish Stock Exchange for the Notes to be admitted to the Official List and trading on its regulated market. Application has been made for the Notes subsequently to be passported to the Official List of the United Kingdom Listing Authority and admitted to trading on the regulated market of the London Stock Exchange. Application has also be made to list the Notes on the International Quotations System (<i>Sistema Internacional de Cotizaciones</i>) maintained by the <i>Bolsa Mexicana de Valores, S.A.B. de C.V.</i> No assurance may be made with respect to obtaining or |

maintaining such listing.

(g) Estimate of total expenses related to admission to trading	€3000.
(h) Rating	The Notes are expected to be rated "A" by S&P on the Issue Date.
(i) Applicable Product Supplements	None.
(j) Applicable TEFRA Rules	TEFRA D.

2 Issue

(a) Trade Date	18 September 2009.
(b) Issue Date	4 November 2009.
(c) Relevant Currency	Mexican Pesos (" MXN ").
(d) Principal Amount	MXN 300,000,000.
(e) Issue Price	100%.
(f) Denominations	MXN 2,000,000.
(g) Business Day Convention	Following Business Day Convention.
(h) Business Day Jurisdictions	London, New York and Mexico City.
(i) Transaction Agreements	Programme Deed. Drawdown Deed. Global Note. Interest Rate Swap.
(j) Board Approval Date for Issuance of Notes	21 October 2009.

3 Interest

(a) Interest Basis	Fixed Rate.
(b) Interest Calculation Amount	As set out in the Base Conditions.
(c) Interest Payment Dates	Each date that falls 182 calendar days from and including 5 May 2010 to and including the Maturity Date. If any Interest Payment Date would otherwise fall on a day which is not a Business Day, it shall be adjusted in accordance with the Business Day

Convention.

- (d) **Interest Period-End Dates** Each Interest Payment Date.
- (e) **Interest Commencement Date** Issue Date.
- (f) **Interest Rate** Not applicable.
- (g) **Interest Amount** In respect of each Note on an Interest Payment Date, the Interest Amount shall be an amount in MXN as determined by the Calculation Agent on the relevant Interest Determination Date in accordance with the following formula:

$$\frac{(\text{UDI-Linked Notional Amount} \times \text{UDI}_{\text{Interest}} \times \text{Fixed Rate} \times \text{DCF})}{N}$$

Where:

“**DCF**” means Day Count Fraction.

“**Fixed Rate**” means 4.50 % per annum.

“**Interest Determination Date**” means, in respect of an Interest Payment Date the date falling five Business Days immediately prior to such Interest Payment Date.

“**N**” means the number of Notes outstanding on the relevant Interest Payment Date.

“**UDI_{Interest}**” means, as determined by the Calculation Agent, the UDI (as defined in paragraph 4 below) in respect of the relevant Interest Determination Date.

“**UDI-Linked Notional Amount**” means an amount in UDI equal to the quotient of the Principal Amount divided by 4.2981.

- (h) **Day Count Fraction** Act/360.

- (i) **Applicable Provisos** None.

4 Redemption

- (a) **Maturity Date** 10 October 2029, subject to adjustment in accordance with the Business Day Convention.

- (b) **Final Redemption Amount** In respect of each Note on the Maturity Date, the Final Redemption Amount shall be an amount in MXN as determined by the Calculation Agent on the relevant Interest Determination Date in accordance with the following formula:

$$\frac{(\text{UDI-Linked Notional Amount} \times \text{UDI}_{\text{Final}})}{N}$$

Where:

“**N**” means the number of Notes outstanding on the Maturity

Date.

“**UDI-Linked Notional Amount**” has the meaning given in paragraph 3 above.

“**UDI_{Final}**” will be equal to the greater of (i) 4.2981 and (ii) the UDI determined for the Final Fixing Date by the Calculation Agent by observing the UDI applicable for such Final Fixing Date.

“**UDI**” means *Unidades de Inversión*, a MXN equivalent unit of account indexed to inflation on a daily basis, as measured by the change in the Mexican National Consumer Price Index (*Indice Nacional de Precios al Consumidor*) pursuant to the Decree approved by the Congress of Mexico and published in the Official Daily of the Federation on 1 April 1995, for purposes of determining the inflation-adjusted value of MXN.

UDI values are published on the website of *Banco de México*: <http://www.banxico.org.mx/> on the tenth and twenty fifth day of every month for the following fifteen calendar days, provided, however, that if an event occurs on the Interest Determination Date or the Final Fixing Date that makes it impossible to obtain a UDI (or if UDI is replaced by another inflation-indexed unit of account that is reported, sanctioned, recognised, published, announced or adopted (or other similar action) by the relevant governmental authority (“**Official Replacement Unit**”) and such event makes the Official Replacement Unit impossible to obtain), the Calculation Agent will determine UDI, or its replacement as the case may be, for the relevant date, in its sole discretion.

“**Final Fixing Date**” means the date falling five Business Days immediately preceding the Maturity Date.

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| (c) | Instalment Notes | Not Applicable. |
| (d) | Mandatory Redemption Events | As set out in the Base Conditions. |
| (e) | Mandatory Redemption Settlement Method | Physical Settlement. |
| (f) | Partial Redemption Method | Pro Rata. |
| (g) | Mandatory Redemption Amount | As set out in the Base Conditions, subject to paragraph 4(h) below. |
| (h) | Additional Provisions | (i) The definition of Mandatory Redemption Date in the Base Conditions shall be replaced with the following: “ Mandatory Redemption Date ” means in relation to a Mandatory Redemption Event, the date falling 30 Business Days immediately following the occurrence of such Mandatory |

Redemption Event.

- (ii) For the purposes of determination of any Physical Redemption Amount, the amount of Expenses payable by the Issuer upon Mandatory Redemption of the Notes shall be deemed to be zero.

5 Options

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| (a) | MTM Trigger Contracts | None. |
| (b) | BIE Option | Not Applicable. |
| (c) | Issuer Call Option | Not Applicable. |
| (d) | Noteholder Put Option | Not Applicable. |
| (e) | TTA Option | Not Applicable. |

6 Security

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| (a) | Security Interests | The Issuer with full title guarantee and as continuing security in favour of the Trustee as trustee for itself, and the Secured Parties: <ul style="list-style-type: none">(i) Fixed Charge: charges by way of first fixed charge the Assets and all the Transaction Amounts; and(ii) Assignments: assigns by way of security its Series Rights. |
| (b) | Additional Security Documents | None. |
| (c) | Secured Parties | Trustee, Principal Paying Agent, Custodian, Swap Counterparty and Noteholders. |
| (d) | Priority of Claims upon enforcement of Security | <ul style="list-style-type: none">(i) Trustee: first, to the Trustee in respect of the Trustee's Expenses;(ii) Secured Agents: secondly, to each Secured Agent <i>pari passu</i> and rateably in respect of the Secured Agents' Expenses;(iii) Swap Counterparty: thirdly, to the Swap Counterparty in payment of amounts owed to it under the Swap Agreement.(iv) Noteholders: fourthly, to the Noteholders <i>pari passu</i> and rateably in payment of any amounts due in respect of the Notes; and(v) Issuer: fifthly, to the Issuer in payment of any balance. |

7 Assets

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|-----|---------------|---|
| (a) | Assets | MXN 300,000,000 (" Asset Principal Amount ") in nominal amount of the MXN 8.64% Fixed Rate Notes due 2029 issued |
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	by the Asset Issuer (the “ Assets ”).
<i>Asset Issuer:</i>	The Goldman Sachs Group, Inc.
<i>Asset Status:</i>	Senior.
<i>Asset ISIN:</i>	XS0454695221.
<i>Asset Maturity Date:</i>	10 October 2029.
<i>Interest Rate:</i>	8.64% per annum.
<i>Asset Payment Dates:</i>	Each Interest Payment Date, from and including 5 May 2010 to and including the Maturity Date.
<i>Form:</i>	Temporary bearer global note, permanent bearer global notes and bearer notes.
<i>Governing Law:</i>	New York.
<i>Listing:</i>	None.
<i>Asset Issuer Rating:</i>	A1 by Moody's, A by S&P and A+ by Fitch.
(b) Self-Purchase by Disposal Agent	Permitted.
(c) Adjusted Disposal Method	Applicable.
(d) Adjusted Voting Rights	Not Applicable.

8 Interest Rate Swap Terms

(a) Swap Agreement	The Interest Rate Swap (as defined in the Drawdown Deed).
(b) Swap Counterparty	Goldman Sachs International.
(c) Swap Guarantor	The Goldman Sachs Group, Inc.
(d) Reference Number	SDB2124088809.
(e) General Terms	
<i>Trade Date:</i>	18 September 2009.
<i>Effective Date:</i>	Issue Date of the Notes.
<i>Termination Date:</i>	Maturity Date of the Notes.
<i>Business Days:</i>	London, New York and Mexico City.
<i>Business Day Convention:</i>	Following Business Day Convention.
<i>Notional Amount:</i>	Principal Amount of the Notes.

Fixed Amount Payer: Issuer.

Floating Amount Payer: Swap Counterparty.

(f) Fixed Amounts

Fixed Amounts: Amounts equal to the interest amounts payable to the Issuer in respect of the Assets on the corresponding scheduled interest payment dates under the Assets.

Fixed Amount Payment Dates: Each scheduled interest payment date in respect of the Assets.

(g) Floating Amounts

Floating Amounts: An amount equal to the aggregate of the Interest Amounts payable by the Issuer in respect of the Notes.

Floating Amount Payment Dates: Each Interest Payment Date.

(h) Final Exchange

Issuer Final Payment: An amount equal to the final redemption proceeds payable to the Issuer in respect of the Assets.

Swap Counterparty Final Payment: An amount equal to the aggregate Final Redemption Amount of the Notes.

Final Exchange Date: The Termination Date.

For the avoidance of doubt, the Issuer Final Payment and the Swap Counterparty Final Payment will be settled by one net payment made by the Issuer or the Counterparty, as the case may be, in accordance with Section 2(c) of the ISDA Master Agreement.

(i) Additional Provisions

Notwithstanding the provisions of Section 6(e) of the ISDA Master Agreement, no payments will be due from either party to the other in respect of an Early Termination Date.

OTHER INFORMATION

(1) **Interests of Natural and Legal Person Involved in the Issue**

Save as discussed herein, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

(2) **Estimated Net Proceeds and Total Expenses**

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| (a) | Estimated Net Proceeds | MXN 300,000,000 |
| (b) | Estimated Total Expenses | The estimated total expenses related to the admission of the Notes to trading is €3000. |

(3) **Post Issuance Reporting**

The Issuer will not be providing any post issuance information in relation to the Notes or the Assets. However, further information in respect of the Assets may be found on The Goldman Sachs Group, Inc.'s website (<http://www2.goldmansachs.com/our-firm/investors/index.html>). In addition, the Issuer is required pursuant to the EU Transparency Directive (2004/109/EC), to produce annual audited financial statements and quarterly unaudited financial statements. These are available at: <http://www.cro.ie/>.

Use of Proceeds

The net proceeds of the issue of the Notes will be used in or towards the acquisition of the related Assets or in making payments under any Swap Agreement or in making payments under other contracts entered into in connection with the issue of the Notes.

ISSUER

Signum Finance II plc
5 Harbourmaster Place
IFSC
Dublin 1

DEALER, CALCULATION AGENT, DISPOSAL AGENT, PROCESS AGENT and VENDOR

Goldman Sachs International
133 Fleet Street
London EC4A 2BB
United Kingdom

SWAP COUNTERPARTY

Goldman Sachs International
133 Fleet Street
London EC4A 2BB
United Kingdom

TRUSTEE

BNY Corporate Trustee Services Limited
One Canada Square
London E14 5AL
United Kingdom

PRINCIPAL PAYING AGENT and CUSTODIAN

The Bank of New York Mellon
One Canada Square
London E14 5AL
United Kingdom

LEGAL ADVISERS

To the Dealer as to English law:

Linklaters LLP
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United Kingdom

To the Issuer as to Irish law:

A&L Goodbody
International Financial Services Centre
Dublin 1
Ireland

IRISH LISTING AGENT

The Bank of New York Mellon Corporation
Listing Department, Corporate Trust Services
Hanover Building, Windmill Lane
Dublin 2
Ireland