

Bayport Securitisation (Proprietary) Limited
(Incorporated with limited liability in the Republic of South Africa)
(Registration number 2008/003557/07)
("Bayport Securitisation")

Listing of new financial instruments

The JSE Limited ("JSE") has granted a listing to Bayport Securitisation for the issue of limited recourse secured registered notes (the "Notes") under an Asset-Backed Note Programme ("the Programme") on the terms and conditions contained in the Programme Memorandum dated 20 May 2011 ("Programme Memorandum"). Any other terms and conditions not contained in the terms and conditions set out in the Programme Memorandum, replacing or modifying such terms and conditions, will be set forth in a pricing supplement ("Applicable Pricing Supplement"). The authorised Programme size is ZAR4,400,000,000. The Notes in respect of which a listing has been granted have been issued in individual tranches as follows:-

Nominal Value	ZAR374,090,950
Stock Code Number	BAYA01
ISIN No.	ZAG000086141
Coupon	Secured Fixed Rate
Class Type	Class A
Maturity Date	31 March 2016
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011
Nominal Value	ZAR75,000,000
Stock Code Number	BAYA02
ISIN No.	ZAG000086158
Coupon	Secured Floating Rate
Class Type	Class A

Maturity Date	30 June 2013
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011

Nominal Value	ZAR300,000,000
Stock Code Number	BAYA03
ISIN No.	ZAG000086166
Coupon	Secured Floating Rate
Class Type	Class A
Maturity Date	30 June 2012
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011

Nominal Value	ZAR18,467,200
Stock Code Number	BAYA04
ISIN No.	ZAG000086174
Coupon	Secured Fixed Rate
Class Type	Class A
Maturity Date	30 September 2015
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year

Last day to register by 17h00 on 20 March, 19
June, 19 September and 20
December each year
First Settlement Date 6 June 2011

Nominal Value ZAR30,495,498
Stock Code Number BAYA05
ISIN No. ZAG000086190
Coupon Secured Fixed Rate
Class Type Class A
Maturity Date 30 September 2015
Interest Commencement Date 31 March 2011
Books Close Period 21 March to 31 March, 20
June to 30 June, 20
September to 30 September
and 21 December to 31
December each year

Last day to register by 17h00 on 20 March, 19
June, 19 September and 20 December each year
First Settlement Date 6 June 2011

Nominal Value ZAR550,000,000
Stock Code Number BAYA06
ISIN No. ZAG000086216
Coupon Secured Floating Rate
Class Type Class A
Maturity Date 30 September 2016
Interest Commencement Date 31 March 2011
Books Close Period 21 March to 31 March, 20
June to 30 June, 20
September to 30 September
and 21 December to 31
December each year

Last day to register by 17h00 on 20 March, 19
June, 19 September and 20
December each year
First Settlement Date 6 June 2011

Nominal Value ZAR31,311,722
Stock Code Number BAYA07
ISIN No. ZAG000086232
Coupon Secured Fixed Rate
Class Type Class A
Maturity Date 31 December 2015

Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011
Nominal Value	ZAR50,000,000
Stock Code Number	BAYA08
ISIN No.	ZAG000086182
Coupon	Secured Fixed Rate
Class Type	Class A
Maturity Date	31 December 2017
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011
Nominal Value	ZAR68,169,675
Stock Code Number	BAYA09
ISIN No.	ZAG000086208
Coupon	Secured Floating Rate
Class Type	Class A
Maturity Date	31 December 2015
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011

Nominal Value	ZAR36,283,680
Stock Code Number	BAYA10
ISIN No.	ZAG000086224
Coupon	Secured Floating Rate
Class Type	Class A
Maturity Date	31 December 2015
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011

Nominal Value	ZAR57,756,720
Stock Code Number	BAYA11
ISIN No.	ZAG000086273
Coupon	Secured Floating Rate
Class Type	Class A
Maturity Date	31 March 2016
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011

Nominal Value	ZAR20,000,000
Stock Code Number	BAYA12
ISIN No.	ZAG000086240
Coupon	Secured Fixed Rate
Class Type	Class A
Maturity Date	31 March 2016
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20

Last day to register September to 30 September
and 21 December to 31
December each year
by 17h00 on 20 March, 19
June, 19 September and 20
December each year

First Settlement Date 6 June 2011

Nominal Value ZAR80,000,000
Stock Code Number BAYA13
ISIN No. ZAG000086257
Coupon Secured Fixed Rate
Class Type Class A
Maturity Date 31 March 2016
Interest Commencement Date 31 March 2011
Books Close Period 21 March to 31 March, 20
June to 30 June, 20
September to 30 September
and 21 December to 31
December each year

Last day to register by 17h00 on 20 March, 19
June, 19 September and 20
December each year

First Settlement Date 6 June 2011

Nominal Value ZAR12,003,680
Stock Code Number BAYA14
ISIN No. ZAG000086265
Coupon Secured Fixed Rate
Class Type Class A
Maturity Date 30 September 2015
Interest Commencement Date 31 March 2011
Books Close Period 21 March to 31 March, 20
June to 30 June, 20
September to 30 September
and 21 December to 31
December each year

Last day to register by 17h00 on 20 March, 19
June, 19 September and 20
December each year

First Settlement Date 6 June 2011

Nominal Value	ZAR90,000,000
Stock Code Number	BAYB01
ISIN No.	ZAG000086398
Coupon	Secured Floating Rate
Class Type	Class B
Maturity Date	31 March 2012
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011

Nominal Value	ZAR26,694,750
Stock Code Number	BAYB02
ISIN No.	ZAG000086406
Coupon	Secured Fixed Rate
Class Type	Class B
Maturity Date	31 March 2016
Interest Commencement Date	31 March 2011
Books Close Period	21 March to 31 March, 20 June to 30 June, 20 September to 30 September and 21 December to 31 December each year
Last day to register	by 17h00 on 20 March, 19 June, 19 September and 20 December each year
First Settlement Date	6 June 2011

Class A Notes and Class B Notes to be listed on the JSE under stock code numbers BAYA01 - BAYA14 and BAYB01 - BAYB02, respectively, will be made to take effect from the issue dates reflected in the Applicable Pricing Supplements of such Notes, being 6 June 2011. These listed Notes may be traded by or through members of the JSE from the listing date thereof and trading will take place in accordance with the rules and operating procedures for the time being of the JSE. The settlement of trades on the JSE will take place in accordance

with the electronic settlement procedures of the JSE and the Central Securities Depository ("CSD").

The Class A Notes listed above will be assigned a long-term South African national scale credit rating of A(RSA) by Global Credit Ratings. The Class B Notes will be unrated.

A copy of the Applicable Pricing Supplement relating to a tranche of Notes which is to be listed on the Interest Rate Market or the Main Board of the JSE will be delivered to the JSE and the CSD before the issue date, and the Notes in that tranche may be traded by or through members of the JSE from the date specified in the Applicable Pricing Supplement, in accordance with the applicable procedures.

The Programme Memorandum can be found on the JSE's website or at the following address:

<http://www.transactioncapital.co.za/InvestorRelations/BayportSecuritisationDebtProgramme.aspx>

For further information on the Notes issued please contact:

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3 June 2011