CONSTELLATION INVESTMENT LTD.

To the Distributors of the Notes:

Bank of Communications Co., Ltd. Hong Kong Branch
DBS Bank (Hong Kong) Limited
Wing Hang Bank, Ltd.
Banco Weng Hang S.A.
Chong Hing Bank Limited
Shanghai Commercial Bank Limited
Wing Lung Bank Limited
Bank of China Macau Branch

Structured Retail Notes Series 19

(the "Notes") issued by Constellation Investment Ltd. ("Issuer") pursuant to its U.S.$5,000,000,000 Limited Recourse Secured Note Programme (the "Programme")

As at the date of this notice, the collateral for the Notes consist of Class A Floating Rate Notes due 2010 issued by Zenesis SPC, acting on behalf of the Zenesis Series 2005-3 Segregated Portfolio in an amount equal to USD38,310,867(the "**Collateral**") which are securities referenced to several portfolios of entities (each, a "**Portfolio**").

Since the date of the issue of the Collateral, credit events have occurred in respect of each of the entities listed in Part A of the annex to this notice (the "**Annex**") under the "Entity" column (each, an "**Entity**") (each a "**Collateral Credit Event**"). Whilst such Entity is not a Reference Entity under the Notes, it is an Entity under a Portfolio underlying the Collateral.

Although we are under no obligation to provide information in respect of the Notes or the Collateral beyond that specified in the relevant offering documents, in the present exceptional circumstances we believe it may be helpful to write to all Distributors to provide this written information in relation to the Notes and potential consequences of the Collateral Credit Events. The financial information contained in this notice has been provided by DBS Bank Ltd for the benefit of the Issuer.

As of the date of this notice, the occurrence of the Collateral Credit Events has not resulted in a Credit Event or an early redemption event in relation to the Notes. Nevertheless, the Issuer can give no assurance as to whether a Credit Event or an early redemption event will or will not occur in relation to the Notes in the future.

Losses of each Collateral Credit Event

We have set out in Part A of the Annex the following information in relation to the loss calculations in respect of each Portfolio following the occurrence of the relevant Collateral Credit Event:

(a) the relevant Entities under each Portfolio;

(b) a notional amount (the "**Notional Amount**") assigned to each such Entity;

(c) the loss amount determined to have occurred, based on ((100% minus the final price of the relevant Entity determined under the terms of the Collateral) multiplied by the Notional Amount for that Entity), in respect of each Collateral Credit Event which have occurred since the issue date of the Collateral where such amounts have been determined (the "**Loss Amount**"); and

(d) the sum of the Loss Amounts in relation to each Portfolio (the "**Aggregate Loss Amount**").

Loss of each Portfolio

We have set out in Part B of the Annex, as at the date of this notice in relation to each Portfolio:

(x) the Aggregate Loss Amount under each Portfolio;

(y) the loss threshold amount (the "**Loss Threshold Amount**") of each Portfolio, which represents the amount of loss which has to be determined to have occurred to each Portfolio for the Aggregate Loss Amount with respect to that Portfolio to contribute to the total loss of the Collateral (the "**Total Loss Amount**"); and

(z) the remaining threshold amount of each Portfolio after subtracting the Aggregate Loss Amount from the Loss Threshold Amount.

Loss of the Collateral

Taking into account the Collateral Credit Events which have occurred in relation to each Portfolio since the issue date of the Collateral where the relevant Aggregate Loss Amounts have been determined, as at the date of this notice, the Total Loss Amount of the Collateral is USD 0. Since the threshold amount of loss of the Collateral (the "**Subordination Amount**") is USD627,927,469, the remaining threshold amount with respect to the Collateral (the "**Remaining Subordination Amount**") is USD627,927,469 (being the difference between the Subordination Amount and the Total Loss Amount) as at the date of this notice. This means that there is still USD627,927,469 remaining in the Collateral before an early redemption event would be triggered under the Notes as a result of the Collateral becoming due and repayable prior to their maturity date or the outstanding principal amount of the Collateral being reduced or otherwise written down. We have provided in Part C of the Annex all such amounts in table form.

We would encourage you to provide the information contained in this notice to your customers who invested in the Notes. If you have any questions or queries regarding this notice or the Notes, please consult your own legal, tax, accountancy or other professional adviser as you may see fit.

Capitalised terms used but not otherwise defined in this notice or otherwise specified shall have the meanings ascribed thereto in the Issue Prospectus relating to the Notes dated 23 August 2005 (the "**Issue Prospectus**"). The Issue Prospectus and certain other documents and information in relation to the Notes will be available for inspection during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) at DBS Bank Ltd, 10/F, The Center, 99 Queen's Road Central, Hong Kong.

SIGNED for and on behalf of **CONSTELLATION INVESTMENT LTD.** by:

Duly Authorised Signatory

Name: A. Corkish

Title: Director

15 October 2009

CONSTELLATION NOTES SERIES 19

ANNEX TO NOTICE TO DISTRIBUTORS DATED 15 OCTOBER 2009

Part A

Each Portfolio under the Collateral which references one or more of the Entities, the Notional Amount, Final Price and Loss Amount in relation to each Entity under each Portfolio and the Aggregate Loss Amount in relation to each Portfolio, in each case as at the date of this notice

Portfolio	Entity	Notional Amount (USD)	Final Price	Loss Amount in relation to the Entity (USD)	Aggregate Loss Amount in respect of the Portfolio (USD)
High Yield Corporate Reference Entities	Calpine Corp.	247,172,965	19.125%	199,901,135	2,302,107,201
	Dana Corp.	247,172,965	75%	61,793,241	
	Delphi Corp.	247,172,965	63.375%	90,527,098	
	Dura Operating Corp.	247,172,965	24.125%	187,542,487	
	Tembec Industries Inc.	247,172,965	83%	42,019,404	
	Lyondell Chemical Co.	247,172,965	11%	219,983,939	
	Nortel Networks Corp.	247,172,965	24%	187,851,453	
	Smurfit-Stone Container Enterprises Inc.	247,172,965	19.5%	198,974,237	
	Charter Communications Holdings, LLC	247,172,965	12.5%	216,276,344	
	Abitibi-Consolidated Inc	247,172,965	7%	229,870,857	
	Bowater Inc.	247,172,965	13%	215,040,480	
	Visteon Corp.	247,172,965	5%	234,814,317	
	Six Flags Inc.	247,172,965	12%	217,512,209	

Portfolio	Entity	Notional Amount (USD)	Final Price	Loss Amount in relation to the Entity (USD)	Aggregate Loss Amount in respect of the Portfolio (USD)
Investment Grade Corporate Reference Entities	Federal Home Loan Mortgage Corporation	247,172,965	94%	14,830,378	348,952,613
	Federal National Mortgage Association	247,172,965	91.51%	20,984,985	
	Washington Mutual Inc.	247,172,965	57%	106,284,375	
	Idearc Inc (spinoff from Verizon Communications Inc.)	123,586,483	4.625%	117,870,608	
	Lear Corp.	247,172,965	64%	88,982,267	

Portfolio	Entity	Notional Amount (USD)	Final Price	Loss Amount in relation to the Entity (USD)	Aggregate Loss Amount in respect of the Portfolio (USD)
Emerging Market Reference Entities	Republic of Ecuador	247,172,965	23%	190,323,183	190,323,183

Part B

In respect of each Portfolio under the Collateral: the Loss Threshold Amount, Aggregate Loss Amount and remaining threshold amount, in each case as at the date of this notice

Portfolio	Loss Threshold Amount (USD)	Aggregate Loss Amount (USD)	Remaining Threshold Amount (USD)
High Yield Corporate Reference Entities	4,894,024,707	2,302,107,201	2,591,917,506
Investment Grade Corporate Reference Entities	1,390,347,928	348,952,613	1,041,395,315
Emerging Market Reference Entities	2,780,695,856	190,323,183	2,590,372,673

Part C

In respect of the Collateral: the Subordination Amount, the Total Loss Amount and the Remaining Subordination Amount, in each case as at the date of this notice

Subordination Amount (USD)	Total Loss Amount (USD)	Remaining Subordination Amount (USD)
627,927,469	0	627,927,469