

RECORD OF DECISION BY A SOLE MEMBER FOR INCLUSION IN THE COMPANY'S MINUTE BOOK

Company Number 7477742

COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

RECORD OF A DECISION OF THE SOLE MEMBER OF

UBERIOR EUROPEAN INFRASTRUCTURE GP LIMITED

(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006

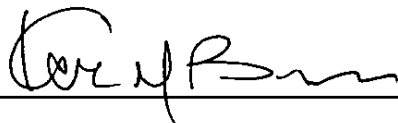
(DECISION TAKEN ON 24 December 2010)

Pursuant to section 357(2) of the Companies Act 2006, this is a record of the following decision taken by the sole member of the Company on 24 December 2010, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting as a special resolution of the Company

RESOLUTION

That, in accordance with section 77(1)(a) of the Companies Act 2006, the name of the Company should be changed to "Lloyds Bank European Infrastructure GP Limited"

Signed



For and on behalf of

Uberior Fund Holdings Limited

Date

24 December 2010



RECORD OF DECISION BY A SOLE MEMBER FOR FILING AT COMPANIES HOUSE

Company Number

COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

RECORD OF A DECISION OF THE SOLE MEMBER OF

UBERIOR EUROPEAN INFRASTRUCTURE GP LIMITED

(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006

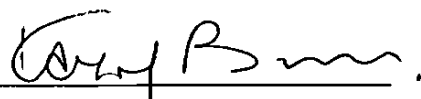
(DECISION TAKEN ON 24 December 2010)

Pursuant to section 357(2) of the Companies Act 2006, the sole member of the Company has provided the Company with a record of the following decision taken on 24 December 2010, being a decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting as a special resolution of the Company

RESOLUTION

That, in accordance with section 77(1)(a) of the Companies Act 2006, the name of the Company should be changed to "Lloyds Bank European Infrastructure GP Limited"

Signed



Director/Secretary



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 7477742

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

UBERIOR EUROPEAN INFRASTRUCTURE GP LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

LLOYDS BANK EUROPEAN INFRASTRUCTURE GP LIMITED

Given at Companies House on **5th January 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES