

LIMITED PARTNERSHIPS ACT 1907

STATEMENT SPECIFYING THE NATURE OF A CHANGE IN THE LIMITED PARTNERSHIP AND STATEMENT OF INCREASE IN THE AMOUNT CONTRIBUTED (IN CASH OR OTHERWISE) BY LIMITED PARTNERS

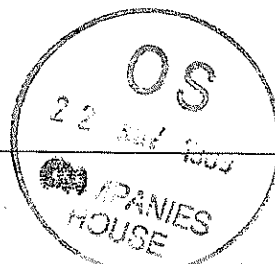
(Pursuant to Section 9 of the Limited Partnerships Act 1907 and Section 47 of the Finance Act 1973)

Name of firm or partnership Charterhouse European Limited Partnership (No. 1)

Notice is hereby given that the changes specified below have occurred in this limited partnership:

(please see Notes overleaf)

- | | |
|---|---|
| (a) The firm's name | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;">Previous name</div>
 <div style="display: inline-block; vertical-align: middle;">New name</div> </div> |
| (b) General nature of the business | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;">Business previously carried on</div>
 <div style="display: inline-block; vertical-align: middle;">Business now carried on</div> </div> |
| (c) Principal place of business | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;">Previous place of business</div>
 <div style="display: inline-block; vertical-align: middle;">New place of business</div> </div> |
| (d) Change in the partners or the name of a partner (Note 1) | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;"> new partner -
 Bid Placements Limited
 Cayman International Trust Building,
 Albert Panton Street, PO Box 309,
 Georgetown, Grand Cayman. </div> </div> |
| (e) Term or character of the partnership (Note 2) | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;">Previous term</div>
 <div style="display: inline-block; vertical-align: middle;">New term</div> </div> |
| (f) Change in the sum contributed by any limited partner (Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf) | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;"> </div> </div> |
| (g) Change in the liability of any partner by reason of his becoming a limited instead of a general partner, or vice versa | <div style="display: inline-block; vertical-align: middle;"> <div style="display: inline-block; vertical-align: middle;"> </div> </div> |



This margin is reserved for binding, and must not be written across.

Signature of firm..... *Roger C. Pugin* For and on behalf of Charterhouse
European Managers Limited as General
Date..... *17/11/89* Partner of Charterhouse European
Limited Partnership (No.1)

Presented by:..... Clifford Chance, Royex House, Aldermanbury Square, London EC2V 7LD

Presentor's reference:..... KAC/88043034/BEH

(1) Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here.

(2) If there is, or was, no definite term, then state against "previous term" the conditions under which the partnership was constituted and against "new term" the conditions under which it is now constituted.

(3) Any variation in the sum contributed by any limited partner must be stated at (f) overleaf. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be made at (h) above. Capital duty is payable at £1 for every £100, or part of £100, on any increase in the amounts of contributions made, in cash or otherwise, by a limited partner.

(4) Each change must be entered in the proper division (a), (b), (c), (d), (e), (f), (g) or (h), as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one item of change has to be notified. In any such case, the word "Nil" should be inserted in the other divisions.

(5) The statement must be signed at the end by the firm, and delivered for registration within seven days of the change or changes taking place.