

Registration No. LP4623

Form No. L.P.5
(Registration fee £2)
(Capital duty also payable)

LIMITED PARTNERSHIPS ACT 1907

APPLICATION FOR REGISTRATION OF A LIMITED PARTNERSHIP AND STATEMENT OF PARTICULARS AND OF THE AMOUNTS CONTRIBUTED (IN CASH OR OTHERWISE) BY THE LIMITED PARTNERS

(Pursuant to Section 8 of the Limited Partnerships Act 1907 and Section 47 of the Finance Act 1973)

Name of firm or partnership CANDOVER 1994 US NO. 1 LIMITED PARTNERSHIP

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business INVESTMENT

The principal place of business 20 OLD BAILEY, LONDON EC4M 7LN

The term, if any, for which the partnership is entered into 12 months after a partner has given notice in writing to the other partners requiring dissolution or immediately upon the liquidation or insolvency of the General Partner or Candover Investments plc.
If no definite term, the conditions of existence of the partnership

Date of commencement 13 April 1994

The partnership is limited and the full name and address of each of the partners are as follows:

General partner CANDOVER PARTNERS LIMITED, 20 OLD BAILEY, LONDON EC4M 7LN

Limited partners	Amounts Contributed ⁽¹⁾	Capital duty payable ⁽²⁾
SEE ATTACHED SCHEDULE		
	Total	

Signatures of all the partners [Signature] Signed by Candover Partners Limited for itself and on behalf of Codan Trust Company Limited pursuant to a power of attorney.

Date 19TH APRIL 1994

Presented by CLIFFORD CHANCE, 200 ALDERSGATE STREET, LONDON EC1A 4JJ

Presentor's reference NH/C2857/65

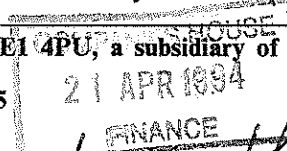
NOTES

(¹) State amount contributed by each limited partner, and whether paid in cash, or how otherwise.

(²) The capital duty is £1 for every £100, or part of £100, contributed by each limited partner.

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Limited Partnerships 5



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SCHEDULE

Limited Partner

Amounts Contributed

Codan Trust Company Limited
(in its capacity as Trustee of
Candover 1994 Carried Interest Trust)
Clarendon House
Church Street
Hamilton
Bermuda

£100.00

£100.00

100

100

100

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

No. LP4623

I hereby certify that the firm

CANDOVER 1994 US NO. 1 LIMITED PARTNERSHIP

having lodged a statement of particulars pursuant to section 8 of the Limited Partnerships Act, 1907, is this day registered as a limited partnership.

Given at Companies House, Cardiff, the 22nd April 1994

H. G. Pell

Assistant Registrar of Limited Partnerships



C O M P A N I E S H O U S E



ECE RECEIPT DATE: 01/06/94

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 **Candover 1994 US No.1 Limited Partnership**

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;">NIL</div> </div> <div style="display: inline-block; vertical-align: middle;"> <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;">NIL</div> </div> <div style="display: inline-block; vertical-align: middle;"> <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;">NIL</div> </div> <div style="display: inline-block; vertical-align: middle;"> <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;">Increase in number of partners (see overleaf)</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;">NIL</div> </div> <div style="display: inline-block; vertical-align: middle;"> <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;">(See overleaf)</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;">NIL</div> </div>

(h) Statement of increase in capital contributions

Names of Limited Partners	Increase or additional sum now contributed (If otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (If otherwise than in cash, that fact, with particulars must be stated)	Capital duty payable on increase, etc.
A.C. Israel Enterprises, Inc.	£3,000	£3,000	
Massachusetts Institute of Technology	£8,000	£8,000	
The Prudential Insurance Company of America	£1,000	£1,000	
Codan Trust Company Limited	£2,930.30	£3,030.30	
Candover Investments plc	£60,606	£60,606	
Total capital duty payable			

Signature of firm.....

D. J. James
 LIMITED AS GENERAL PARTNER OF THE CANDOVER 1994 US N°1 LIMITED PARTNERSHIP
 Date: 27th May 1994

SIGNED BY CANDOVER PARTNERS
 PARTNERSHIP

Presented by: Clifford Chance, 200 Aldersgate Street, London, EC1A 4JJ

Presentor's reference: SVLD/C2857/65/KAC

NOTES

(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.

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