

Registration No. **LP4624****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. 2 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 { Previous name
New name

(b) General nature of the business { Business previously
carried on
Business now
carried on

(c) Principal place of business { Previous place
of business
New place
of business

(d) Change in the partners or the name of a partner (Note 1) {

(e) Term or character of the partnership (Note 2) { Previous term
New term

(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) { **Increase in contributions made by California Public Employees Retirement System and Codan Trust Company Limited**

(g) Change in the liability of any partner by reason of his becoming a limited instead of a general partner, or vice versa {



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

Total capital duty payable

Signature of firm.

Date 7th March 1995

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

Presentor's reference: **GND0/C2857-65/KAC**

(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.

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

SCHEDULE

Names of Limited Partners	Increase or additional Sum now Contributed	Total Amount Contributed
Mellon Bank, N.A. as trustee for the Nynex Master Pension Trust	£20,000	£20,000
California Public Employees' Retirement System	£40,000	£40,000
Hancock International Private Equity Partners, L.P.	£13,000	£13,000
Northern Trust Company as trustee for the Illinois Municipal Retirement Fund	£4,000	£4,000
Utah Retirement Systems	£6,000	£6,000
Massachusetts Institute of Technology Retirement Plan	£4,000	£4,000
California State Teacher's Retirement System	£40,000	£40,000
Codan Trust Company Limited	£31,832.53	£31,932.53
Candover Investments plc	£365,060	£365,060