

LP5014

(Registration fee £2)

LP5

£150

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)

Name of firm or partnership CWB CAPITAL PARTNERS FUNDS II PARTNERSHIP ONE

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

The making of equity and equity related investments in leveraged acquisitions of companies in Northern European economies, particularly German speaking Europe and the Nordic countries.

The principal place of business

75 King William Street
London EC4N 7HA

The term, if any, for which the partnership is entered into

See attached schedule

If no definite term, the conditions of existence of the partnership

Date of commencement 18th December 1995

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

General partners

CWB European Capital Partners Limited (Company Number 2978632) whose registered office is at 75 King William Street, London EC4N 7HA.

Limited partners	Amounts Contributed (1)
See attached schedule	See attached schedule
TOTAL	DM358 186.50

Signatures of all the partners

See attached for Limited Partners' signatures

Date 18 December 1995

For CWB European Capital Partners Limited

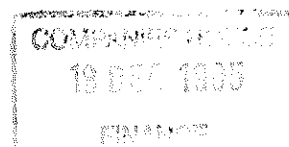
Presented by: Lovell White Durrant

65 Holborn Viaduct, London EC4N 2DY

Presentor's reference: AMJ

Notes

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

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PARTNERSHIP No. 1

SCHEDULE


The term for which the partnership is entered into:

From 18 December 1995 until 11 October 2005, but subject to earlier termination on the happening of certain specified events, or extension, in either case as set out in the Partnership Agreement constituting the partnership.


Limited Partners

Signature

Mellon Bank, N.A. as Trustee for
NYNEX Master Pension Trust
One Mellon Bank Center,
Room 151-3346
Pittsburgh, PA15258
USA


By its Attorney


Hancock International Private Equity Partners II - Partnership Fund L.P.
One Financial Center
44th Floor
Boston MA 02111
USA


By their Attorney


Hancock International Private Equity Partners II - Parallel Partnership Fund L.P.
One Financial Center
44th Floor
Boston MA 02111
USA


By their Attorney


Hancock Venture Partners IV - Partnership Fund L.P.
One Financial Center
44th Floor
Boston MA 02111
USA


By their Attorney

Weyerhaeuser Company Master Retirement Trust
33663 Weyerhaeuser Way South
Federal Way
WA 98003
USA


By its Attorney

Liberty Life Assurance Company of Boston
Separate "A" A/C
175 Berkeley Street
Boston
MA 02117-0140


By its Attorney

Mourant & Co Trustees Limited
PO Box 87
18 Grenville Street
St Helier
Jersey JE4 8PX
Channel Islands

By Their Attorney

CWB Capital Partners (Investments) Limited
75 King William Street
London EC4N 7HA

[Signature]

Amounts contributed	DM
Mellon Bank, N.A. as Trustee for NYNEX Master Pension Trust	60,000.00
Hancock International Private Equity Partners II - Partnership Fund L.P.	73,000.00
Hancock International Private Equity Partners II - Parallel Partnership Fund L.P.	7,300.00
Hancock Venture Partners IV - Partnership Fund L.P.	6,000.00
Weyerhaeuser Company Master Retirement Trust	140,000.00
Liberty Life Assurance Company of Boston Separate "A" A/C	1,400.00
Mourant & Co Trustees Limited	56,101.50
CWB Capital Partners (Investments) Limited	14,385.00

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

No. LP5014

I hereby certify that the firm

CWB CAPITAL PARTNERS FUNDS II PARTNERSHIP ONE

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 18th December 1995

K R Davies

Assistant Registrar of Limited Partnerships



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