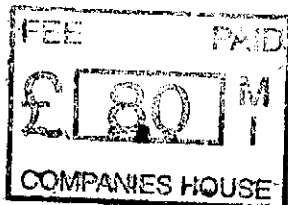


CHFP025



(Registration fee £2)

LP 9503
LP5**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 EUROPEAN PROPERTY INVESTORS (SPECIAL LIMITED PARTNER) L.P.

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 general nature of the business is to carry on the business of seeking and exploiting general commercial opportunities with the principal objective of generating profit.

The principal place of business

One Curzon Street, London, W1J 5HD

The term, if any, for which the partnership is entered into
please see Schedule to this Form LP5

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

n/a

Date of commencement please see Schedule to this Form LP5

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

General partnersEPI General Partner Limited
10 Upper Bank Street
London E14 5JJ**Limited partners**EPI LP Limited
10 Upper Bank Street
London E14 5JJ**Amounts Contributed (i)**

Euro 1 (paid in cash)

TOTAL

Euro 1

Signatures of all the partners

*NRTB*FOR AND ON BEHALF OF EPI GENERAL PARTNER LIMITED Date 1 JUNE 2004*Anthony*

FOR AND ON BEHALF OF EPI LP LIMITED

Presented by: Clifford Chance LLP, 10 Upper Bank
Street, London E14 5JJ

Presentor's reference: OJS/C5945/00037/NH

Notes

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

Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

EUROPEAN PROPERTY INVESTORS (SPECIAL LIMITED PARTNER) L.P.

Schedule to Form LP5

Commencement and Term of the Partnership

The Partnership shall commence on the date of its registration as a limited partnership pursuant to the Limited Partnerships Act 1907 (the "**Commencement Date**"). The Partnership shall continue for a period of 15 years from the Commencement Date, provided that it shall determine immediately upon:

- (a) the written deed of both partners; or
- (b) the bankruptcy, insolvency, dissolution or liquidation of EPI General Partner Limited.

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

No. LP9503

I hereby certify that the firm

**EUROPEAN PROPERTY INVESTORS
(SPECIAL LIMITED PARTNER) L.P.**

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

Given at Companies House, Cardiff, the 2 June 2004.

Val Rudman

Assistant Registrar of Limited Partnerships



Companies House

— for the record —

Limited Partnership Act 1907

CHFP025

LP6

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)

Registration No. LP009503

Name of firm or partnership European Property Investors (Special Limited Partner) L.P.

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

(Please see notes overleaf)

a.	The firms name Previous Name Nil	New name Nil
b.	General nature of the business Business previously carried on Please see schedule	Business now carried on Please see schedule
c.	Principal place of business Previous place of business Nil	New place of business Nil
d.	Change in the partners or the name of a partner (see Note 1) Please see schedule	
e.	Term of character of the partnership (see Note 2) Previous term Please see schedule	New term Please see schedule
f.	Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf). Please see schedule	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. Nil	



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h. Statement of increase in capital contributions		
Name 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)
Please see schedule		

Signature of firms NRTB val Date 7 July 2004
for and on behalf of the general partner
EPI General Partner Limited

Presented by: Clifford Chance Secretaries Limited Presentor's reference: WJL/CS945/00156/NH
10 Upper Bank Street
London
E14 5JJ

NOTES

- 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.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- 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 stated at h. above.
- Each change must be entered in the proper section 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 sections.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

NB

SCHEDULE

e. General nature of the business

Business previously carried on:

The purpose of the Partnership is to carry on the business of seeking and exploiting general commercial opportunities and notifying the Limited Partner of the same with the principal objective of generating profit. The Partnership may execute, deliver and perform all contracts and other undertakings and engage in all activities and transactions as may in the opinion of the General Partner be necessary or advisable in order to carry out the foregoing purpose and objective.

Business now carried on:

- (a) The principal purposes of the Partnership are to (i) make an investment in a Fund Partnership by way of the SLP Investment Commitment and to receive returns from the Fund in respect of the SLP Investment Commitment and (ii) to receive certain amounts from the Fund Partnership that are due to the Carry Limited Partner in respect of its Carried Interest.
- (b) The Partnership may execute, deliver and perform all contracts and other undertakings and engage in all activities and transactions as may in the opinion of the General Partner be necessary or advisable in order to carry out the purposes and objectives of the Partnership.

d. Change in the partners or the name of a partner

- EPI Special Limited Partner Limited Liability Company
- CDC Finance - CDC IXIS

e. Term of character of the Partnership

Previous term:

The terms of the Partnership shall continue for a period of fifteen years from the Commencement Date unless sooner terminated in accordance with the provisions of Clause 18 of this Deed.

New term:

The term of the Partnership shall continue until the date falling one Business Day after the day on which the liquidation of the last of the Fund Partnerships is complete, unless sooner terminated in accordance with the provisions of Clause 8.

f. Change in the sum contributed by a Special Limited Partner

Name of Limited Partner	Additional Capital Contribution Euro	Total Contributions Euro
EPI Special Limited Partner Limited Liability Company	250	250
CDC Finance - CDC IXIS	4,750	4,750

h. Statement of increase in capital contributions

Name of Limited Partners	Increase or additional sum now contributed	Total amount contributed
EPI Special Limited Partner Limited Liability Company	250	250
CDC Finance - CDC IXIS	4,750	4,750

Limited Partnership Act 1907

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LP6

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)

Registration No. LP009503

Name of firm or partnership European Property Investors (Special Limited Partner) LP

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

(Please see notes overleaf)

a. The firms name NIL	Previous Name	New name
b. General nature of the business NIL	Business previously carried on	Business now carried on
c. Principal place of business 1 Curzon Street, London, W1J 5HD	Previous place of business	New place of business 33 Jermyn Street, London, SW1Y 6DN
d. Change in the partners or the name of a partner (see Note 1) NIL		
e. Term of character of the partnership (see Note 2) NIL	Previous term	New term
f. Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf). NIL		
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. NIL		

(02/00)

THURSDAY



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COMPANIES HOUSE

h. Statement of increase in capital contributions		
Name 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)
NIL		

Signature of firms *As Director of EPI General Partner Ltd*
AS DIRECTOR OF EPI GENERAL PARTNER LTD
AS GENERAL PARTNER OF EUROPEAN PROPERTY INVESTORS
(SPECIAL LIMITED PARTNER) LP

Date *20/11/07*

Presented by:

Presentor's reference:

NOTES

- 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.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- 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 stated at h. above.
- Each change must be entered in the proper section 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 sections.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

Limited Partnerships Act 1907

CHFP025

LP6

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)

Registration No. LP009503

Name of firm European Property Investors (Special Limited Partner) L.P. (the "Partnership")

The changes specified below have been made or have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firm name	Previous Name	New name
	Nil		Nil
b.	General nature of the business	Business previously carried on	Business now carried on
	Nil		Nil
c.	Principal place of business	Previous place of business	New place of business
	Nil		Nil
d.	Change in the partner/name of a partner CDC Finance - CDC IXIS previously transferred its interest to Caisse Nationale des Caisses d'Epargne et de Prevoyance which subsequently changed its name to Caisses D'Epargne Participations. Following a merger of Caisses D'Epargne Participations into BPCE, Caisses D'Epargne Participations transferred its entire interest as a limited partner in the Partnership to BPCE, which was admitted as a new limited partner into the Partnership.		
e.	Term or character of the partnership (see Note 2)	Previous term	New term
	Nil		Nil
f.	Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h)). Caisses D'Epargne Participations transferred its entire interest as a limited partner in the Partnership (such interest comprising a capital contribution of Euro 4,750.00) to BPCE, which was admitted as a new limited partner in the Partnership.		
g.	Change in the liability of any partner by reason of becoming a limited instead of a general partner or vice versa. Nil		

FRIDAY



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COMPANIES HOUSE

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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)
Nil		

Signature of firm

Rai Sere

For and on behalf of EPI General Partner Limited acting in its capacity as general partner of the Partnership.

Presented by: Clifford Chance LLP
10 Upper Bank Street
London
E14 5JJ

Presenter's reference: 70-20178312/915222

149120 Canary Wharf 3

NOTES

- 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.
- If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted.
- Any variation in the sum contributed by any limited partner must be stated at f. 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 stated at h. above.
- Each change must be entered in the proper section 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 sections.
- The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.