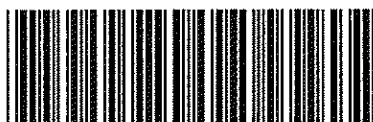


SATURDAY



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20/09/2008
COMPANIES HOUSE

LP13196 921124

(Registration fee £2)

LP5 LP

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 Accession Mezzanine Capital II Coinvest 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

Carrying on the business of coinvesting with an English limited partnership known as Accession Mezzanine Capital II L.P. with a view to providing profits for distribution.

The principal place of business

Grand Buildings, 1-3 Strand, London WC2N 5HR

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

No definite term, see below

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

The Partnership shall continue until dissolved by the unanimous agreement of the Partners for the time being

Date of commencement

17 September 2008

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

General partners

Mezzanine Management UK Limited

Grand Buildings

1-3 Strand

London, WC2N 5HR

Limited partners

Parag Gandesha

Wentworth House

Market Square

Toddington

Bedfordshire

LU5 6BP

TOTAL

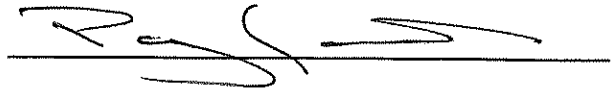
Amounts Contributed (i)

€10.00, in cash

€10.00, in cash

Signatures of all the partners

Please see attached schedule



Date 17 September 2008

Presented by: SJ Berwin LLP
10 Queen Street Place
London EC4R 1BE
DX 255 LONDON

Presenter's reference: M12728.17/GAFD

Notes

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

Schedule To Limited Partnerships Form LP5 for Accession Mezzanine Capital II Coinvest L.P.

Signed for and on behalf of
Mezzanine Management UK Limited
by:


Name: JAMES READ

Date

17 September 2008

Authorised Signatory

Signed by Parag Gandesha:


Name: PARAG GANDESHA

Date

17 September 2008

Authorised Signatory

in the presence of

Name: AWSON JACKSON

Witness

A Jackson

COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

No. LP13196

I hereby certify that the firm

**ACCESSION MEZZANINE CAPITAL II COINVEST
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 22nd September 2008

Val Rudman

Assistant Registrar of Limited Partnerships



Companies House

— for the record —