

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

Partnership No. 5379

I hereby certify that the firm

ESP 2004 CONDUIT LP

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, Edinburgh, the 23rd November 2004


Registrar of Limited Partnerships

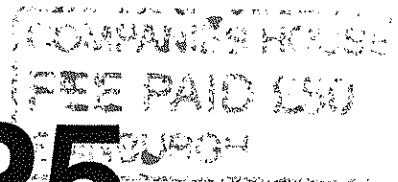



C O M P A N I E S H O U S E

SL5379

(Registration fee £2)

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 ESP 2004 Conduit LP

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

To carry on the business of identifying, researching, negotiating, making, monitoring and realising investments and investing in limited partnerships and other collective investment schemes

The principal place of business

**1 George Street
Edinburgh EH2 2LL**

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

Until the expiry of eighteen years from the date hereof

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

Date of commencement : **23 November 2004**

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

General partners

Standard Life Investments (General Partner ESP 2004)

Limited

1 George Street

Edinburgh EH2 2LL

Limited partners

See attached Schedule 1

Amounts Contributed (i)

£2

TOTAL

£2

Signatures of all the partners

Please see attached Schedule 2

Date 23 November 2004

Presented by:

Presentor's reference: 931/S11873.8/CP289763.1/magw

S J Berwin

222 Grays Inn Road, London WC1X 8XF

Notes



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


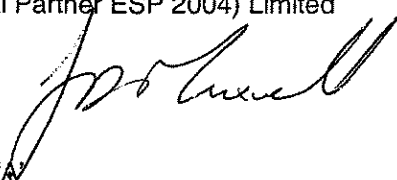



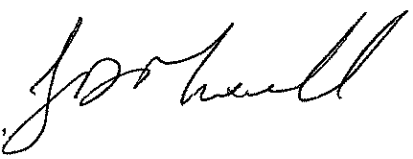
SCHEDULE 1

Limited Partners	Address	Amount contributed (€)
European Strategic Partners 2004 'A'	1 George Street Edinburgh EH2 2LL	1
European Strategic Partners 2004 'B'	1 George Street Edinburgh EH2 2LL	1

SCHEDULE 2 TO FORM LP5

 
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for and on behalf of
Standard Life Investments (General Partner ESP 2004) Limited

 
.....
for and on behalf of
European Strategic Partners 2004 'A'

 
.....
for and on behalf of
European Strategic Partners 2004 'B'