

FILE COPY



CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP

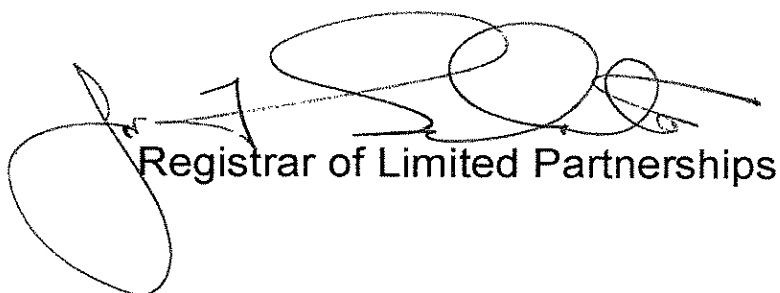
Partnership No. 5604

I hereby certify that the firm

ESP 2004 CO INVESTMENT LIMITED PARTNERSHIP

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, Edinburgh, the 13th December 2005



Registrar of Limited Partnerships

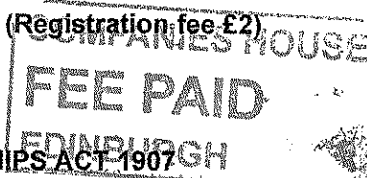


Companies House

— for the record —

SL 5604

(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 Co Investment Limited Partnership

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

Investment



The principal place of business

 16 Charlotte Square, Edinburgh
EH2 4DF

The term, if any, for which the partnership,

See below

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

Fourteen years or, if later, until the latest date of termination of any of the Fund Partnerships (as defined in the Partnership Agreement), or until the partnership is otherwise dissolved earlier on one of the events specified in the Partnership Agreement

 Date of commencement 12th December 2005

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

General partners

 ESP 2004 General Partner Limited Partnership, 1 George Street, Edinburgh
EH2 2LL

Limited partners	Amounts Contributed (i)
See Paper Apart A	1 Euro in cash (see Paper Apart A for allocation amongst Limited Partners) 1 Euro in cash by ESP 2004 General Partner Limited Partnership, the General Partner
TOTAL	2 Euros in cash

Signatures of all the partners

See Paper Apart B

 Date 12th December 2005

Presented by:

 Dickson Minto W.S.
16 Charlotte Square,
Edinburgh (Ref: LP5/ESP.lpd)

Presentor's reference:

S164/086/NAL/DOCM

Notes

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

FORM LP5

ESP 2004 CO INVESTMENT LIMITED PARTNERSHIP

Paper Apart A

Limited Partners

Amounts contributed

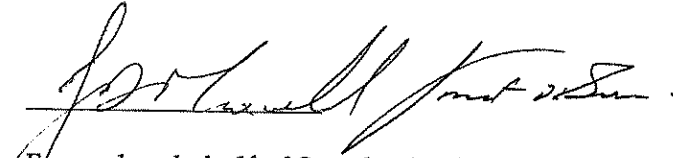
- | | Limited Partners | Amounts contributed |
|----|---|---------------------|
| 1. | Jonny Maxwell
"Belmont"
47 Eskbank Road
Dalkeith
Midlothian EH22 3BH | 0.25 Euros in cash |
| 2. | David Currie
91 Colinton Road
Edinburgh EH10 5DF | 0.5 Euros in cash |
| 3. | Umrigar Investments Limited
(Registered Number SC131040)
11 Spylaw Park
Edinburgh EH13 0LP | 0.15 Euros in cash |
| 4. | Craig Williamson
Devonhall
Yetts O'Muckhart (By Dollar)
Clackmannanshire FK14 7JT | 0.1 Euros in cash |

FORM LP5

ESP 2004 CO INVESTMENT LIMITED PARTNERSHIP

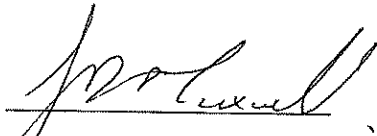
Paper Apart B - Signatures of all the Partners

General Partner

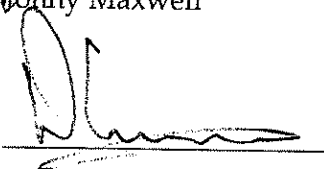


For and on behalf of Standard Life (Private Equity) Investments Limited acting in its capacity as manager of ESP 2004 General Partner Limited Partnership

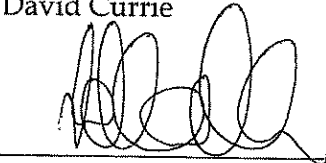
Limited Partners



Jonny Maxwell



David Currie



Umrigar Investments Limited

DRE/OK



Craig Williamson

DICKSON MINTO W.S.

Solicitors

16 Charlotte Square
Edinburgh EH2 4DF

Telephone +44 (0)131-225-4455

FACSIMILE +44 (0)131-225-2712

DX ED199

e-mail natalie.amer@dmws.com

Our Ref: S164\086\NSA\DOCM

Your Ref:

EH1922985.1

**URGENT
BY HAND**

FAO: Martin Paterson
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

13 December 2005

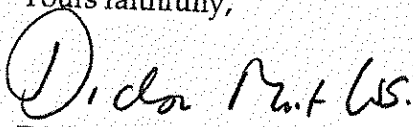
Dear Sirs,

Registration of Limited Partnership

We enclose a Form LP5 in respect of the registration of "ESP 2004 Co Investment Limited Partnership" (the "Limited Partnership") together with a cheque for £2.00 in respect of the registration fee.

We should be grateful if you would arrange as soon as possible for the Limited Partnership to be registered. Please call Natalie Amer at this office as soon as the certificate of registration is ready for collection, and we will arrange for it to be uplifted by courier.

Yours faithfully,


Dickson Minto W.S.

Enc.

