

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

Partnership No. 6358

I hereby certify that the firm

ESP 2008 GENERAL PARTNER LIMITED PARTNERSHIP

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 19th December 2007

A handwritten signature in cursive script, appearing to read 'Elaine Brocks'.

Registrar of Limited Partnerships



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

(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 2008 General Partner 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

To carry on the business of a general partner in limited partnerships and to hold and benefit from investments as a founder partner in the limited partnerships.

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 90 days after the termination of all partnerships in which the partnership is a general partner

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

Date of commencement

14 DECEMBER 2007

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

General partners

SLCP (General Partner ESP 2008) Limited

1 George Street

Edinburgh EH2 2LL

Limited partners

SL Capital Partners LLP

1 George Street

Edinburgh EH2 2LL

Amounts Contributed (i)

€200, in cash

TOTAL

€200, in cash

Signatures of all the partners

Please see attached schedule

Date

14 DECEMBER 2007

1874/S11873.31/CP3:31568

FRIDAY



S5JS4VHO

SCT

14/12/2007

1476

COMPANIES HOUSE

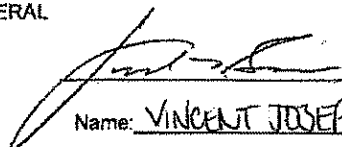
Presented by: SJ Berwin LLP
10 Queen Street Place
London EC4R 1BE
DX 255 LONDON

Presentor's reference: S11873.31/VACC

Notes

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

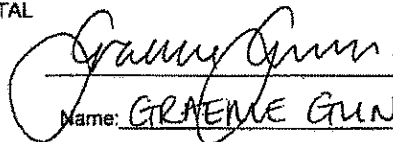
Signed for and on behalf of SLCP (GENERAL
PARTNER ESP 2008) LIMITED by:


Name: VINCENT JOSEPH O'BRIEN
Authorised Signatory

Date

14 DECEMBER 2007

Signed for and on behalf of SL CAPITAL
PARTNERS LLP by:


Name: GRAEME GUNN
Authorised Signatory

Date

14 DECEMBER 2007

Limited Partnerships Act 1907

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. SL006358

Name of firm or partnership: ESP 2008 General Partner Limited Partnership
(the "Partnership")

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

(Please see notes overleaf)

a. The firm's name Previous Name Nil	New Name Nil
b. General nature of the business Business previously carried on Nil	Business now carried on Nil
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) On 23/12/2008, SL Capital Partners LLP ceased to be a Limited Partner in the Partnership, and on the same date, David Currie, Peter McKellar, Stewart Hay, Graham Paterson, Graeme Faulds, Graeme Gunn, Roland Brinkman, Craig Williamson, Roger Pim, Ivan Blair, Catriona Lamb, Annette Johnston, Lisa MacKinnon, Dale Graham, Ian Harris and Mark Nicolson were admitted as limited partners in the Partnership, each with the capital contribution specified in section h below.	
e. Term or character of the partnership (see note 2) Previous term Nil	New term Nil

TUESDAY



- 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

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) (€)
David Currie	19.79	19.79
Peter McKellar	14.85	14.85
Stewart Hay	14.85	14.85
Graham Paterson	8.91	8.91
Graeme Faulds	7.43	7.43
Graeme Gunn	7.43	7.43
Roland Brinkman	7.43	7.43
Craig Williamson	7.43	7.43
Roger Pim	5.94	5.94

Ivan Blair	1.00	1.00
Catriona Lamb	0.78	0.78
Annette Johnston	0.78	0.78
Lisa MacKinnon	0.78	0.78
Ian Harris	0.90	0.90
Dale Graham	0.78	0.78
Mark Nicolson	1.00	1.00
TOTAL	100.08	100.08

Signature of firms



Date

23/12/2008

Signed by
on behalf of SL Capital Partners LLP
as manager of
ESP 2008 General Partner Limited
Partnership

Presented by:

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

Presentor's reference: S11873-0026-000/reaa

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.

- 3 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.
- 4 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.
- 5 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

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)

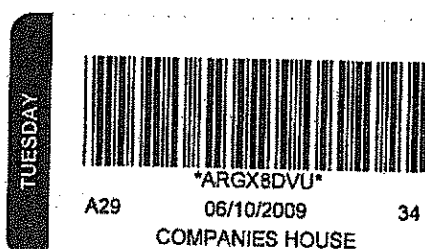
Registration No. SL 6358

Name of firm or partnership: ESP 2008 General Partner Limited Partnership

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

(Please see notes overleaf)

a. The firm's name Previous Name Nil	New Name Nil
b. General nature of the business Business previously carried on Nil	Business now carried on Nil
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) Nil	
e. Term or character of the partnership (see note 2) Previous term Nil	New term 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) overleaf).

On 30 September 2009, Ivan Blair, a limited partner in the Partnership, reduced his capital contribution to the Partnership by €0.4805, and, following this reduction, Ivan Blair's remaining capital contribution to the Partnership is €0.5195.

On 30 September 2009, Ian Harris, a limited partner in the Partnership, increased his capital contribution to the Partnership by the amount specified in section h below.

- g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa

Nil

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)
Ian Harris	€0.4805	€1.3805
TOTAL	€0.4805	€1.3805

Signature of firms



Date

30/9/2009

Signed by
on behalf of SL CAPITAL PARTNERS
LLP
on behalf of ESP 2008 General Partner
Limited Partnership

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

Presentor's reference: S11873-00026-
000/smmr

NOTES

- 1 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.

- 2 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.
- 3 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.
- 4 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.
- 5 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

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. SL6358

Name of firm: **ESP 2008 General Partner Limited Partnership** (the "Partnership")

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

WEDNESDAY



A34

AA09ZH74

03/02/2010

COMPANIES HOUSE

247

(Please see notes overleaf)

<p>a. The firm name</p> <p>Previous Name</p> <p>Nil</p>	<p>New Name</p> <p>Nil</p>
<p>b. General nature of the business</p> <p>Business previously carried on</p> <p>Nil</p>	<p>Business now carried on</p> <p>Nil</p>
<p>c. Principal place of business</p> <p>Previous place of business</p> <p>Nil</p>	<p>New place of business</p> <p>Nil</p>
<p>d. Change in the partners or the name of a partner (see Note 1)</p> <p><i>On 21 December 2009, David Currie transferred part of his interest in the Partnership, including €1.00 of his total capital contribution of €19.789, to Roger Pim, and consequently, on that date, Roger Pim, a limited partner in the Partnership, increased his capital contribution to the Partnership by the amount specified in section h below and David Currie's capital contribution to the Partnership was reduced to €18.789.</i></p> <p><i>On 21 December 2009:</i></p> <p><i>David Currie further transferred part of his interest in the Partnership, including €0.527 of his total capital contribution of €18.789, to Patrick Knechtli, and consequently David Currie's capital contribution to the Partnership was reduced to €18.262;</i></p> <p><i>Peter McKellar transferred part of his interest in the Partnership, including €0.395 of his total capital contribution of €14.842, to Patrick Knechtli, and consequently Peter McKellar's capital contribution to the Partnership was reduced to €14.447;</i></p> <p><i>Graham Paterson transferred part of his interest in the Partnership, including €0.237 of his total capital contribution of €8.905, to Patrick Knechtli, and consequently Graham Paterson's capital contribution to</i></p>	

the Partnership was reduced to €8.668;

Graeme Gunn transferred part of his interest in the Partnership, including €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Graeme Gunn's capital contribution to the Partnership was reduced to €7.224;

Graeme Faulds transferred part of his interest in the Partnership, including in aggregate €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Graeme Faulds' capital contribution to the Partnership was reduced to €7.224;

Stewart Hay transferred part of his interest in the Partnership, including €0.395 of his total capital contribution of €14.842, to Patrick Knechtli, and consequently Stewart Hay's capital contribution to the Partnership was reduced to €14.447;

Roger Pim transferred part of his interest in the Partnership, including €0.158 of his total capital contribution of €5.938, to Patrick Knechtli, and consequently Roger Pim's capital contribution to the Partnership was reduced to €5.780;

Roland Brinkman transferred part of his interest in the Partnership, including €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Roland Brinkman's capital contribution to the Partnership was reduced to €7.224;

Craig Williamson transferred part of his interest in the Partnership, including €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Craig Williamson's capital contribution to the Partnership was reduced to €7.224,

Consequently, as a result of the above transfers, on 21 December 2009, Patrick Knechtli became a limited partner in the Partnership with a capital contribution as shown in (h).

e. Term or character of the partnership (see Note 2)

Previous term

Nil

New term

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)).

On 21 December 2009, David Currie transferred part of his interest in the Partnership, including €1.00 of his total capital contribution of €19.789, to Roger Pim, and consequently, on that date, Roger Pim, a limited partner in the Partnership, increased his capital contribution to the Partnership by the amount specified in section h below and David Currie's capital contribution to the Partnership was reduced to €18.789.

On 21 December 2009:

David Currie further transferred part of his interest in the Partnership, including €0.527 of his total capital contribution of €18.789, to Patrick Knechtli, and consequently David Currie's capital contribution to the Partnership was reduced to €18.262;

Peter McKellar transferred part of his interest in the Partnership, including €0.395 of his total capital contribution of €14.842, to Patrick Knechtli, and consequently Peter McKellar's capital contribution to the Partnership was reduced to €14.447;

Graham Paterson transferred part of his interest in the Partnership, including €0.237 of his total capital contribution of €8.905, to Patrick Knechtli, and consequently Graham Paterson's capital contribution to the Partnership was reduced to €8.668;

Graeme Gunn transferred part of his interest in the Partnership, including €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Graeme Gunn's capital contribution to the Partnership was reduced to €7.224;

Graeme Faulds transferred part of his interest in the Partnership, including in aggregate €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Graeme Faulds' capital contribution to the Partnership was reduced to €7.224;

Stewart Hay transferred part of his interest in the Partnership, including €0.395 of his total capital contribution of €14.842, to Patrick Knechtli, and consequently Stewart Hay's capital contribution to the Partnership was reduced to €14.447;

Roger Pim transferred part of his interest in the Partnership, including €0.158 of his total capital contribution of €5.938, to Patrick Knechtli, and consequently Roger Pim's capital contribution to the Partnership was reduced to €5.780;

Roland Brinkman transferred part of his interest in the Partnership, including €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Roland Brinkman's capital contribution to the Partnership was reduced to €7.224;

Craig Williamson transferred part of his interest in the Partnership, including €0.197 of his total capital contribution of €7.421, to Patrick Knechtli, and consequently Craig Williamson's capital contribution to the Partnership was reduced to €7.224,

Consequently, as a result of the above transfers, on 21 December 2009, Patrick Knechtli became a limited partner in the Partnership with a capital contribution as shown in (h).

g. Change in the liability of any partner by reason of becoming a limited instead of a general partner or vice versa

Nil

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)
<i>Roger Pim</i>	€1.00	€6.78
<i>Patrick Knechtli</i>	€2.50	€2.50

Signature of firm



Signed by SLCP (General Partner ESP 2008) Limited as General Partner of the Partnership.

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

Presenter's reference: S11873.26/JALR