

FILED



CERTIFICATE OF REGISTRATION OF A LIMITED PARTNERSHIP


No. 8908

I hereby certify that the firm

AAC CAPITAL III CARRY LP

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 26th April 2011.


Registrar of Limited Partnerships

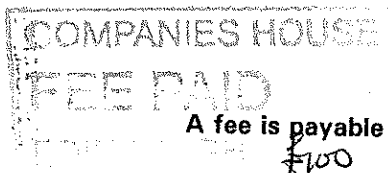


Companies House

— for the record —



SCT 26/04/2011 880
COMPANIES HOUSE



A fee is payable with this form.

LP5

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership

(In accordance with section 8A of the Limited Partnerships Act 1907)

Name of firm ❶ AAC Capital III Carry LP (the "Partnership")

We the undersigned, being the partners of the above-named firm, apply for registration as a limited partnership and for that purpose supply the following details:

The general nature of the business

The purpose of the Partnership is to carry on in Scotland and elsewhere the business of participating in other limited partnerships and making investments.

Address of the proposed principal place of business of the limited partnership

50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

The term, if any, for which the limited partnership is to be entered into ❷

The Partnership shall terminate on the happening of any of the following events (but not otherwise): -

(a) if an order is made by the courts, or an effective resolution is passed for, the liquidation, winding-up or administration of the General Partner (other than where any of the foregoing is taken or effected for the purpose of any reconstruction or reorganisation while solvent and where the successor General Partner appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the General Partner); or

(b) if all the Limited Partners unanimously agree in writing that the Partnership should so terminate.

Please give the name and signatures of each general partner

Names	Signatures	
AAC Capital III GP LLP	See Paper Apart 1	
Please give the name, amount of capital contributed and signature of each limited partner		
Names	Amount contributed ₤	Signatures
Paul Graham Southwell	£1.00	See Paper Apart 1
Simon Anthony Tuttle	£1.00	See Paper Apart 1
Andrew Dennis Moye	£1.00	See Paper Apart 1

❶ State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.

❷ This begins with the date of registration.

③ State the amount of capital contributed by each limited partner, and whether paid in cash, or in what form otherwise.

Please be aware that all information on this form will be available on the public record

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Burness LLP
50 Lothian Road
Festival Square
Edinburgh
EH3 9WJ

Presenter's reference: OME/1/42/AXC

Date: 26 April 2011

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, if companies registered in Scotland:-



The Registrar of Companies
Companies House
Fourth Floor
Edinburgh Quay 2
139 Fountainbridge
Edinburgh
Scotland
EH3 9FF

AAC Capital III Carry LP
FORM LP5



PAPER APART 1

Signatures of all the Partners

Alan Soppitt
As attorney for and on behalf of
AAC Capital III GP LLP



Alan Soppitt
As attorney for and on behalf of
Paul Graham Southwell

Alan Soppitt
As attorney for and on behalf of
Simon Anthony Tuttle

Alan Soppitt
As attorney for and on behalf of
Andrew Dennis Moye

This power of attorney is made the 21st day of April 2011 by AAC Capital III GP LLP.

We, AAC Capital III GP LLP, registered number OC364080 having our registered office at 1 Carey Lane, London EC2V 8AE hereby irrevocably make, constitute and appoint each of Walter James Clark, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts and Jonathan Heaney all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as our true and lawful attorney with full power and authority in our name and on our behalf:

- 1 to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as AAC Capital III Carry LP;
- 2 to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish limited partnership known or to be known as AAC Capital III GP LP;
- 3 to execute any replacement partnership agreement and any documents that are required to be executed by us, in connection with any changes made to any of the documents referred to in paragraphs 1 and 2 above;
- 4 to execute any deed of assignment or assignation or any other instrument of transfer in respect of our interest or any part thereof in the said Partnerships; and
- 5 without prejudice to the generality of the foregoing to execute in our name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

This power of attorney shall expire one year from the date hereof. And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the *bona fide* exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF

This power of attorney has been executed by us as a deed at London on the 21st day of April 2011 as follows:

For and on behalf of
AAC Capital III GP LLP
by

PAUL GRAHAM SOUTHERN Member
(print full name)

and

SIMON ANTHONY TUTTLE Member
(print full name)

P. Heaney
(signature)

[Signature]
(signature)

This power of attorney is made the 21st day of April 2011 by Paul Graham Southwell.

I, Paul Graham Southwell, of 1 Carey Lane, London EC2V 8AE hereby irrevocably make, constitute and appoint each of Walter James Clark, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts and Jonathan Heaney all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as AAC Capital III Carry LP;
- 2 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as AAC Capital III GP LP;
- 3 to execute any replacement partnership agreement and any documents that are required to be executed by me, in connection with any changes made to any of the documents referred to in paragraphs 1 and 2 above;
- 4 to execute or sign any election under section 431 Income Tax (Earnings and Pensions) Act 2003 and/or any other tax election in respect of my interest or any part thereof in the said Partnerships;
- 5 to execute any deed of assignment or assignation or any other instrument of transfer in respect of my interest or any part thereof in the said Partnerships; and
- 6 without prejudice to the generality of the foregoing to execute in my name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

This power of attorney shall expire one year from the date hereof. And I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the *bona fide* exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF

This power of attorney has been executed by me as a deed at London on the 21st day of April 2011 as follows:

Paul Graham Southwell Signature

In the presence of this witness

J. D. Squires Witness Signature

JULIA DAWN SQUIRES Full Name

OFFICE MANAGER Occupation

22 HILL CRESCENT, BEXLEY Address

KENT, DA5 2DR


This power of attorney is made the 21 day of April 2011 by Simon Anthony Tuttle.

I, Simon Anthony Tuttle, of 1 Carey Lane, London EC2V 8AE hereby irrevocably make, constitute and appoint each of Walter James Clark, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts and Jonathan Heaney all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:

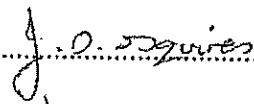
- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as AAC Capital III Carry LP;
- 2 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as AAC Capital III GP LP;
- 3 to execute any replacement partnership agreement and any documents that are required to be executed by me, in connection with any changes made to any of the documents referred to in paragraphs 1 and 2 above;
- 4 to execute or sign any election under section 431 Income Tax (Earnings and Pensions) Act 2003 and/or any other tax election in respect of my interest or any part thereof in the said Partnerships;
- 5 to execute any deed of assignment or assignation or any other instrument of transfer in respect of my interest or any part thereof in the said Partnerships; and
- 6 without prejudice to the generality of the foregoing to execute in my name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

This power of attorney shall expire one year from the date hereof. And I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the *bona fide* exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF

This power of attorney has been executed by me as a deed at London on the 21 day of April 2011 as follows:


..... Signature

In the presence of this witness


..... Witness Signature

JULIA DAWN SQUIRES
..... Full Name

OFFICE MANAGER
..... Occupation

22 HILL CRESCENT, BEXLEY
..... Address

KENT, DA5 2DR
.....

This power of attorney is made the 21 day of April 2011 by Andrew Dennis Moye.

I, Andrew Dennis Moye, of 1 Carey Lane, London EC2V 8AE hereby irrevocably make, constitute and appoint each of Walter James Clark, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts and Jonathan Heaney all of Burness LLP, 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ as my true and lawful attorney with full power and authority in my name and on my behalf:

- 1 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as AAC Capital III Carry LP;
- 2 to execute the partnership agreement and any other documents that are required to be executed by me, in connection with the Scottish limited partnership known or to be known as AAC Capital III GP LP;
- 3 to execute any replacement partnership agreement and any documents that are required to be executed by me, in connection with any changes made to any of the documents referred to in paragraphs 1 and 2 above;
- 4 to execute or sign any election under section 431 Income Tax (Earnings and Pensions) Act 2003 and/or any other tax election in respect of my interest or any part thereof in the said Partnerships;
- 5 to execute any deed of assignment or assignation or any other instrument of transfer in respect of my interest or any part thereof in the said Partnerships; and
- 6 without prejudice to the generality of the foregoing to execute in my name and to file with the Registrar of Limited Partnerships such statutory form or forms as may be required under the Limited Partnerships Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

This power of attorney shall expire one year from the date hereof. And I undertake to ratify and confirm any action taken lawfully by my attorney pursuant to this power of attorney and to indemnify my attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the *bona fide* exercise by him of his power pursuant to this power of attorney: IN WITNESS WHEREOF

This power of attorney has been executed by me as a deed at London on the 21 day of April 2011 as follows:

.....A. Moye..... Signature

In the presence of this witness

.....J. D. Squires..... Witness Signature

.....JULIA SQUIRES..... Full Name

.....OFFICE MANAGER..... Occupation

.....22 HILL CRESCENT, BEXLEY..... Address

.....KENT DA5 2DB.....