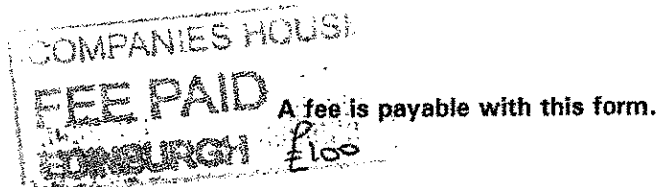


CHFP025



LP5

5410401  
LIMITED PARTNERSHIPS ACT 1907

## Application for Registration of a Limited Partnership

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

Name of firm or partnership ① Beechbrook Mezzanine 2012 GP LP (the "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

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

The principal place of business

50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ

MONDAY



SCT 12/03/2012 #304  
COMPANIES HOUSE

The term, if any, for which the limited partnership is to be entered into ②

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
Beechbrook Mezzanine 2012 General Partner Limited	See Paper Apart 1

Please give the name, amount contributed and signature of each limited partner		
Names	Amount contributed ③	Signatures
Beechbrook Capital LLP	£20.00	See Paper Apart 1

① This must include the appropriate name ending.

② This begins with the date of registration.

③ State the amount contributed by each limited partner, and whether paid in cash, or how 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: SJB/1/780/AXC**

**Date: 12 March 2012**

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## **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

**BEECHBROOK MEZZANINE 2012 GPLP**

**FORM LP5**

**PAPER APART 1**

**Signatures of all the Partners**

Mark Ellis  
As attorney for and on behalf of  
Beechbrook Mezzanine 2012 General  
Partner Limited

.....

Mark Ellis  
As attorney for and on behalf of  
Beechbrook Capital LLP

.....

This power of attorney is made on 09 March 2012 by Mezzanine 2012 General Partner Limited.

We, Mezzanine 2012 General Partner Limited, company number SC418963 having our registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ, hereby irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark 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 Beechbrook Mezzanine 2012 GPLP;
- 2 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 paragraph 1 above;
- 3 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 Partnership; and
- 4 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 9 Orange Street, London WC2H 7EA on 09 March 2012 as follows:-

For and on behalf of

Mezzanine 2012 General Partner Limited

by

..... PAUL SILEA ..... Director

.....  .....

and

..... Director .....

WITNESSED BY:



TIM JOHNSTON (CHARTERED ACCOUNTANT)  
7 CLARE COURT, WOLPINGTON, SURREY CR3 7C

This power of attorney is made on 09 March 2012 by Beechbrook Capital LLP.

We, Beechbrook Capital LLP, registered number OC337678 having our registered office at 2<sup>nd</sup> Floor, 43-45 Dorset Street, London W1U 7NA hereby irrevocably make, constitute and appoint each of Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson, Mark Julian Ellis, Christopher Phillip Gotts, Jonathan Heaney and Walter James Clark 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 Beechbrook Mezzanine 2012 GPLP;
- 2 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 paragraph 1 above;
- 3 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 Partnership; and
- 4 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 9 Orange Street, London WC2H 7EA on 09 March 2012 as follows:-

For and on behalf of

Beechbrook Capital LLP

by

PAUL SELKA ..... Member

Paul Selka

and

..... Member

WITNESSED BY:

Jim Johnston

JIM JOHNSTON (CHARTERED ACCOUNTANT)

7 CLARE COURT, WOLINGHAM, SURREY

CR3 7ER

FILE COPY



**CERTIFICATE OF REGISTRATION  
OF A LIMITED PARTNERSHIP**

**Partnership No. 10401**

I hereby certify that the firm

**BEECHBROOK MEZZANINE 2012 GP 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 12th March 2012.

  
 Registrar of Limited Partnerships



*Companies House*  
— for the record —