

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)

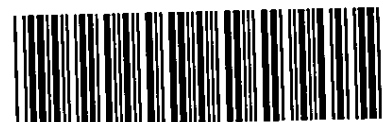
Registration No. LP010314

Name of firm BRIDGEPOINT EUROPE III 'B' LP (the "Partnership")

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

(Please see notes overleaf)

a	The firm 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) See attached Schedule	
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)) See attached Schedule	
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)
Nil	Nil	Nil

Signature of firm

For and on behalf of Bridgepoint Advisers Limited acting in its capacity as manager of the Partnership

Presented by Simpson Thacher & Bartlett LLP
CityPoint, One Ropemaker Street
London, England EC2Y 9HU

Presenter's reference 001587-0018-16223-20382932

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
- Any variation in the sum contributed by any limited partner must be stated at f. 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
- 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
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place

Schedule to Form LP6 for BRIDGEPOINT EUROPE III 'B' LP (the "Partnership")

d. Change in the partners or a name of a partner

The following changes in the limited partners of the Partnership have occurred

- I Citigroup Pension Plan transferred 100% of its interest in the Partnership, including 100% of its capital contribution, to ASF Phantom L P , and consequently Citigroup Pension Plan ceased to be a limited partner of the Partnership
- II Textron, Inc Master Trust transferred 100% of its interest in the Partnership, including 100% of its capital contribution, to ASF Phantom L P , and consequently Textron, Inc Master Trust ceased to be a limited partner of the Partnership
- III As a consequence of the transfers detailed above, ASF Phantom L P was admitted as a limited partner of the Partnership

f. Change in the sum contributed by a limited partner

The following changes in the sums contributed by limited partners have occurred

- I Citigroup Pension Plan transferred 100% of its interest in the Partnership, including 100% of its capital contribution amounting to EURO 189 34, to ASF Phantom L P , and consequently Citigroup Pension Plan ceased to be a limited partner of the Partnership and held a capital contribution of EURO 0
- II Textron, Inc Master Trust transferred 100% of its interest in the Partnership, including 100% of its capital contribution amounting to EURO 155, to ASF Phantom L P , and consequently Textron, Inc Master Trust ceased to be a limited partner of the Partnership and held a capital contribution of EURO 0
- III As a consequence of the transfers detailed above, ASF Phantom L P holds a capital contribution of EURO 344 34