

LP 11645

CHWP000

(Registration fee £2)

LP5

AIQ  
COMPANIES HOUSE3  
19/10/06

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 SMIF Germany 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 business of the Partnership will be the making, holding and realisation of investments.

The principal place of business

Aylesbury House, 17-18 Aylesbury Street,  
London EC1R 0DB

The term, if any, for which the partnership is entered into

No definite term, see Cont. Sheet 1.

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

See Continuation Sheet 1

Date of commencement 19 October 2006

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

General partners

SMIF Germany Limited, whose registered office is at Aylesbury House,  
17-18 Aylesbury Street, London EC1R 0DB. (the "General Partner")

Limited partners

Secondary Market Infrastructure  
Fund UK LP, whose principal place  
of business is at Aylesbury House 17-18  
Aylesbury Street, London, EC1R 0DB  
(the "Limited Partner") TOTAL

Amounts Contributed (1)

£930, Paid in cash

Signatures of all the partners

*Monty Little*

Director for and on  
behalf of the General Partner

Date 19/10/06

*[Signature]* duly authorised attorney of SMIF UK Limited as general partner  
of the Limited Partner.  
Presented by: FRESHFIELDS BRUCKHAUS DERINGER  
65 FLEET STREET LONDON EC4Y 1HS  
Presentor's reference: 128951-0009 APC/JH

Notes

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

(02/00)

## Notes

The address for companies registered in England and Wales or Wales is :-

The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

DX 33050 Cardiff

or, for companies registered in Scotland :-

The Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

DX 235 or LP - 4 Edinburgh 2

## CONTINUATION SHEET 1

**Conditions of existence of the partnership:**

- The insolvency (meaning the inability of the Limited Partner to pay its debts as they fall due), dissolution or liquidation, receivership or administration of or in relation to the Limited Partner (or the equivalent under any applicable insolvency law), the transfer of or other dealing with the Limited Partner's interest in the Partnership in accordance with Clause 15.1 of the Limited Partnership Agreement shall not operate to terminate the Partnership unless (as a result of such event) only one partner would remain in the Partnership and the trustee, receiver, liquidator, administrator or assignee of the insolvent or dissolved or other, as appropriate, Limited Partner shall not have the right to withdraw the balances on the Limited Partner's partnership accounts or require repayment of the Partner Loan, as defined in the Limited Partnership Agreement, otherwise than in accordance with that Agreement.
- The Partnership shall terminate upon the happening of any of the following events:
  - i. the insolvency (meaning the inability of the General Partner to pay its debts as they fall due or its liabilities being in excess of his assets), dissolution or liquidation of the General Partner or the appointment of an administrator or receiver thereto (or the equivalent under any applicable insolvency law);
  - ii. the agreement in writing of all the partners that the Partnership should terminate;
  - iii. the distribution to the Limited Partner of all the Partnership Assets (as defined in the Limited Partnership Agreement) (except for the avoidance of doubt the Capital Contributions, as defined in the Limited Partnership Agreement); or
  - iv. there being only one partner remaining.

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF A LIMITED PARTNERSHIP**

No. LP11645

I hereby certify that the firm

**SMIF GERMANY LP**

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, Cardiff, the 19th October 2006



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —