

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

Partnership No. 4000

I hereby certify that the firm

CINVEN CAPITAL MANAGEMENT (TF NO. 1) 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 20th December 2000


for Registrar of Limited Partnerships



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

SLH000

LP5

and Statement of particulars and
ers.

Name of firm or partnership: **CINVEN CAPITAL MANAGEMENT (TF NO. 1) LIMITED PARTNERSHIP**

The general nature of the business

The principal place of business

The term, if any, for which the partnership is entered into **10 years from the date of the agreement constituting the Partnership ("the Partnership Agreement") unless terminated sooner or extended in accordance with the Partnership Agreement.**

Date of commencement
19 December 2000

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

General Partners

CINVEN CAPITAL MANAGEMENT (TF NO. 1) LIMITED
50 Lothian Road
Festival Square
Edinburgh EH3 9BY

Limited partners

See Paper Apart 1

Amounts Contributed (1)

TOTAL

Signature of all the partners

See Paper Apart 2

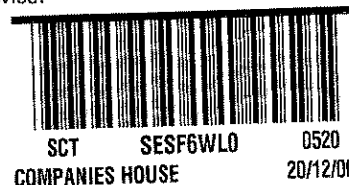
Date **20 December 2000**

Presented by: Burness
50 Lothian Road
Festival Square
Edinburgh EH3 9WJ

Presentor's reference: **SMM/AHS/A1226**

Notes

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



**CINVEN CAPITAL MANAGEMENT (TF NO. 1) LIMITED
PARTNERSHIP**

PAPER APART 1 TO FORM LP5

LIMITED PARTNERS

Limited Partners	Amounts Contributed (1) (£)
CINVEN SERVICES (LP NO 1) LIMITED PO Box 248, Lord Coutanche House, 66-68 Esplanade, St. Helier, Jersey JE4 5PS	1
CINVEN SERVICES (LP NO 2) LIMITED Broadwalk House, 5 Appold Street, London EC2A 2HA	1
Total	2

CINVEN CAPITAL MANAGEMENT (TF NO. 1) LIMITED
PARTNERSHIP

PAPER APART 2 TO FORM LP5

SIGNATURE OF ALL THE PARTNERS

Signed by Alan Soppitt
as attorney for and on behalf of
CINVEN CAPITAL MANAGEMENT (TF NO. 1) LIMITED

.....Alan Soppitt.....

Signed by Christopher Scott
as attorney for and on behalf of
CINVEN SERVICES (LP NO 1) LIMITED

.....Christopher Scott.....

Signed by Alan Soppitt
as attorney for and on behalf of
CINVEN SERVICES (LP NO 2) LIMITED

.....Alan Soppitt.....

CINVEN CAPITAL MANAGEMENT (TF No. 1) LIMITED

This power of attorney is made the 19th day of DECEMBER 2000 by Cinven Capital Management (TF No. 1) Limited.

We, Cinven Capital Management (TF No. 1) Limited, having our registered office at 50 Lothian Road, Festival Square, Edinburgh, EH3 9BY, hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Malcolm James Wood, Christopher Scott and Alan Henry Soppitt all of Burness Solicitors, 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:-

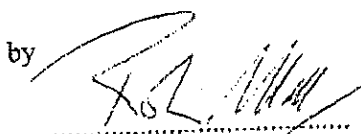
- (a) to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish Limited Partnership to be known as Cinven Capital Management (TF No. 1) Limited Partnership (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said Partnership shall be allocated);
- (b) 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 (a) above;
- (c) 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
- (d) 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 Partnership Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

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 BURNES HALL, LONDON on the 19th day of DECEMBER 2000 as follows:-

For and on behalf of
CINVEN CAPITAL MANAGEMENT (TF No. 1) LIMITED

by  Director

and
 Director/Secretary

CINVEN SERVICES (LP No. 1) LIMITED

This power of attorney is made the 15TH day of DECEMBER 2000 by Cinven Services (LP No. 1) Limited.

We, Cinven Services (LP No. 1) Limited, having our registered office at PO Box 248, Lord Coutanche House, 66-68 Esplanade, St Helier, Jersey JE4 5PS, hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Malcolm James Wood, Christopher Scott and Alan Henry Soppitt all of Burness Solicitors, 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:-

- (a) to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish Limited Partnership to be known as Cinven Capital Management (TF No. 1) Limited Partnership (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said Partnership shall be allocated);
- (b) 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 (a) above;
- (c) 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
- (d) 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 Partnership Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

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 JERSEA/..... on the 15TH day of DECEMBER 2000 as follows:-

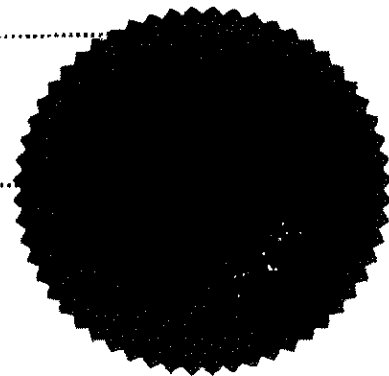
For and on behalf of
CINVEN SERVICES (LP No. 1) LIMITED

by

[Signature] Director

and

[Signature] Director/Secretary



CINVEN SERVICES (LP No. 2) LIMITED

This power of attorney is made the 19th day of DECEMBER 2000 by Cinven Services (LP No. 2) Limited.

We, Cinven Services (LP No. 2) Limited, having our registered office at Broadwalk House, 5 Appold Street, London EC2A 2HA, hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Malcolm James Wood, Christopher Scott and Alan Henry Soppitt all of Burness Solicitors, 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:-

- (a) to execute the partnership agreement and any other documents that are required to be executed by us, in connection with the Scottish Limited Partnership to be known as Cinven Capital Management (TF No. 1) Limited Partnership (which shall include for the avoidance of doubt any partnership interests agreement dealing with how the income and capital accruing to the said Partnership shall be allocated);
- (b) 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 (a) above;
- (c) 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
- (d) 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 Partnership Act 1907 or any regulations made thereunder in relation to such execution pursuant to this power of attorney.

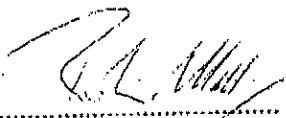
And We undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by or made against him pursuant to the bona fide exercise by him of his power pursuant to this power of attorney.

IN WITNESS WHEREOF

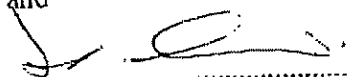
This power of attorney has been executed by us as a deed at PINNERS HALL, LONDON on the 19th day of DECEMBER 2000 as follows:-

For and on behalf of
CINVEN SERVICES (LP No. 2) LIMITED

by

 Director

and

 Director/Secretary

Your Ref:
Our Ref: SMM/ASH/A1226
Direct E-Mail: SMM@burness.co.uk

50 Lothian Road
Festival Square
Edinburgh EH3 9WJ

DX ED73 Edinburgh

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

Tel: 0131 473 6000

Fax: 0131 473 6006

www.burness.co.uk
edinburgh@burness.co.uk

20 December 2000

Dear Sir

CINVEN CAPITAL MANAGEMENT (TF NO 1) LIMITED PARTNERSHIP

We enclose a form LP5 in respect of the above limited partnership. We also enclose copies of each of the powers of attorney pursuant to which the form LP5 was signed.

Please arrange to effect a same day registration and let us have the certificate of registration. We enclose our cheque for £100 in respect of your fee this service.

Please acknowledge receipt by date stamping one copy of this letter and returning it to us.

Please telephone Susan Mitchell on 0131 473 6000 when the certificate of registration is available.

Yours faithfully

