

Limited Partnership Act 1907

LP6

CHFP025

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 and section 47 of the Finance Act 1973)

Registration No.: SL5592

Name of firm or partnership: ABN AMRO INFRASTRUCTURE INVESTMENT PARTNERS, L.P.


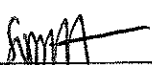
Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firm's name Previous Name Nil	New name Nil
b	General nature of the business Business previously carried on See schedule attached	Business now carried on See schedule attached
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) On 20 January 2006 the persons named in section (h) overleaf were admitted as limited partners to the partnership (except Hans Meissner, who has been a limited partner in the partnership since 25 November 2005).	
e	Term of character of the partnership (see Note 2) Previous term See schedule attached	New term See schedule attached
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) overleaf). See (h) overleaf.	
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)
ABN AMRO Bank N.V.	€ 3,500	€ 3,500
Stichting Pensioenfonds ABP	€ 1,500	€ 1,500
Hans Meissner	€ 625	€ 625 plus £1
Hafeez Ahmed	€ 250	€ 250
Catherine Lloyd	€ 250	€ 250
Isabel Liu	€ 400	€ 400
Michael Carrick	€ 400	€ 400
David Orford	€ 200	€ 200
Walid Majdalani	€ 200	€ 200
Graham Carvalho	€ 100	€ 100

Signature of firms   Date: 20 January 2006

**Alan Soppitt as attorney FOR AND ON BEHALF OF
ABN AMRO Infrastructure Capital Management
Limited as general partner of ABN AMRO
Infrastructure Investment Partners, L.P.**

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

Presentor's reference: JZP/LIN/0041/0017

DX ED 73 Edinburgh

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. overleaf. 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.

- 5 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 LP6 RELATING TO ABN AMRO INFRASTRUCTURE
INVESTMENT PARTNERS, L.P.**

Business previously carried on:

To carry on in Scotland and elsewhere the business of making equity and equity-related investments in infrastructure assets and projects with long-term stable income streams predominantly in Europe, Australia, Canada and other OECD countries, by investing in ABN AMRO Infrastructure Capital Management Limited.

Business now carried on:

To carry on in Scotland and elsewhere the business of making equity and equity-related investments in infrastructure assets and projects with long-term stable income streams predominantly in Europe, Australia, Canada and other OECD countries, by acting as Special Limited Partner of the Fund Partnerships.

Previous term:

The term of the partnership shall continue for 20 years from the date of commencement or such earlier date as the partners of the partnership may agree.

New term:

The term of the partnership shall continue until the earlier of:

(i) the date on which the fund consisting of ABN AMRO Infrastructure Capital Equity Partners 1-A and any other partnership, trust, body corporate or other entity which is established on the same commercial terms as ABN AMRO Infrastructure Capital Equity Partners 1-A has been fully liquidated in accordance with the provisions of the Fund Agreement and all its assets distributed; or

(ii) on the coming into force of any law, regulation or binding authority that renders illegal or impractical, in the opinion of the General Partner, the continuation of the Partnership.

This power of attorney is made the 24th day of November 2005 by ABN AMRO Infrastructure Capital Management Ltd.

We, ABN AMRO Infrastructure Capital Management Ltd, registered number 05375885 having our registered office at 250 Bishopsgate, London EC2M 4AA hereby irrevocably make, constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson and Grant Tennant Stevenson 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 to be known as ABN AMRO Infrastructure Investment Partners, L.P. (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);
- 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.

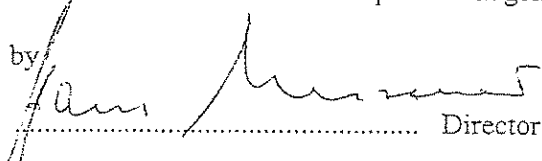
This power of attorney shall expire one year from the date hereof. And we undertake to ratify and confirm any action taken lawfully by our attorney pursuant to this power of attorney and to indemnify our attorney against all and any actions, damages, expenses, costs and claims which may be suffered by 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 250 Bishopsgate, London EC2M 4AA on the 24th day of November 2005 as follows:-

For and on behalf of

ABN AMRO Infrastructure Capital Management Ltd

by


..... Director

Hans Meissner

and

