

Limited Partnership Act 1907

COMPANIES HOUSE
FEE PAID
EDINBURGH

SL5802

LP5

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: **BARCLAYS INVESTORS IN INFRASTRUCTURE L.P. (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 To carry on in Scotland and elsewhere the business of seeking and exploiting general commercial opportunities and notifying the limited partner of the Partnership of the same with the principle objective of generating profit.	
The principal place of business 50 Lothian Road Festival Square Edinburgh EH3 9WJ	The term, if any, for which the partnership is entered into 15 years from the date of commencement unless sooner terminated in accordance with the terms of clause 19 of the agreement constituting the Partnership.
If no definite term, the conditions of existence of the partnership N/A	
Date of commencement 28 June 2006	
The partnership is limited and the full name and address of each of the partners are as follows: General Partners BEIF MANAGEMENT LIMITED 1 CHURCHILL PLACE LONDON E14 5HP	
Limited partners INVESTORS IN INFRASTRUCTURE LIMITED 1 CHURCHILL PLACE LONDON E14 5HP	
TOTAL €10	
Signature of all the partners See Paper Apart	
Presented by: Burness 50 Lothian Road Festival Square Edinburgh EH3 9WJ	Date 29 June 2006 Presentor's reference: CLI/0013/0122/AXC
Notes (i) State amount contributed by each limited partner, and whether paid in cash, or otherwise.	



FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

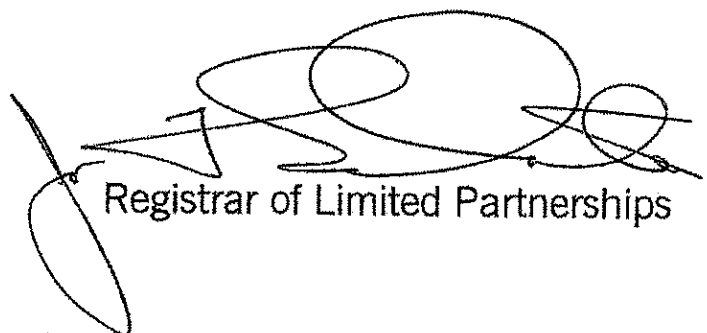
Partnership No. 5802

I hereby certify that the firm

BARCLAYS INVESTORS IN INFRASTRUCTURE L. P.

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 29th June 2006


Registrar of Limited Partnerships



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

**BARCLAYS INVESTORS IN INFRASTRUCTURE L.P.
FORM LP5
PAPER APART**

Signatures of all the Partners

Alan Soppitt
as attorney for and on behalf of
BEIF MANAGEMENT LIMITED

.....
Alan Soppitt

Alan Soppitt
as attorney for and on behalf of
INVESTORS IN INFRASTRUCTURE LIMITED

.....
Alan Soppitt

POWER OF ATTORNEY

UK CORPORATE

This power of attorney is made the 28th day of JUNE 2006 by

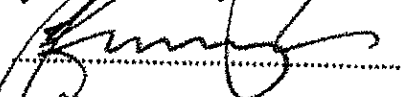
We, Investors in Infrastructure Limited, registered number 02052321, having our registered office at 1 Churchill Place, London E14 5HP constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson and Jonathan Heaney all 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 in a form acceptable to us that are required to be executed by us, in connection with the Scottish limited partnership to be known as Barclays Investors in Infrastructure L.P. (the "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);
- 2 to execute any replacement partnership agreement and any documents in a form acceptable to us 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 a form acceptable to us 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. We may revoke this power of attorney by deed at any time. 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. This power of attorney is governed by, and shall be construed in accordance with the laws of England and Wales, to the jurisdiction of whose courts we and the attorneys hereby submit: IN WITNESS WHEREOF

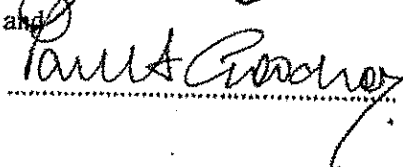
This power of attorney has been executed by us as a deed and is delivered and takes effect on the 28th day of JUNE 2006 as follows:-
For and on behalf of

Investors in Infrastructure Limited
by



Director

PAUL CUNNINGHAM

and


Director/Secretary

P.A. GOODSON

POWER OF ATTORNEY

UK CORPORATE

This power of attorney is made the 28th day of JUNE 2006 by

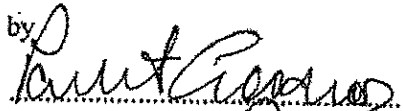
We, Investors in Infrastructure Limited, registered number 02052321, having our registered office at 1 Churchill Place, London E14 5HP constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson and Jonathon Heaney all 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 in a form acceptable to us that are required to be executed by us, in connection with the Scottish limited partnership to be known as BEIF Management II L.P (the "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);
- 2 to execute any replacement partnership agreement and any documents in a form acceptable to us 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 a form acceptable to us 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.


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For and on behalf of
Investors in Infrastructure Limited

by  Director

P. A. GOODSON

and  Director/Secretary

PAUL CHANNINGHAM

POWER OF ATTORNEY

UK CORPORATE

This power of attorney is made the 28th day of JUNE 2006 by

We, BEIF Management Limited, registered number 04186911, having our registered office at 1 Churchill Place, London E14 5HP constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson and Jonathan Heaney 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 in a form acceptable to us that are required to be executed by us, in connection with the Scottish limited partnership to be known as BEIF Management II L.P (the "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);
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- 3 to execute any deed of assignment or assignation or any other instrument of transfer in a form acceptable to us in respect of our interest or any part thereof in the said Partnership; and
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This power of attorney has been executed by us as a deed and is delivered and takes effect on the 28th day of JUNE 2006 as follows:-

For and on behalf of
BEIF Management Limited

by

and

..... Director

..... Director/Secretary

P. CUNNINGHAM

C. J. ELLIOTT

POWER OF ATTORNEY

UK CORPORATE

This power of attorney is made the 28th day of JUNE 2006 by

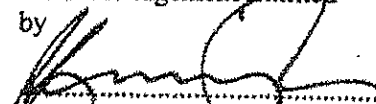
We, BEIF Management Limited, registered number 04186911, having our registered office at 1 Churchill Place, London E14 5HP constitute and appoint each of John Campbell Rafferty, Christopher Scott, Alan Henry Soppitt, Peter Alexander Lawson, Grant Tennant Stevenson and Jonathan Heaney all of Burness LLP, 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:-

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For and on behalf of
BEIF Management Limited
by

 Director

PAUL CUNNINGHAM

and
 Director/Secretary

O.J. ELLIOTT