

# Limited Partnership Act 1907

CHFP025

TUESDAY



SCT 18/11/2008 279  
COMPANIES HOUSE

# 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 and section 47 of the Finance Act 1973)

Registration No.: SL5971

Name of firm or partnership: AAC Capital NEBO Feeder II LP (the "Partnership")

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

(Please see notes overleaf)

<p>a. The firm's name Previous Name</p> <p>Nil</p>	<p>New name</p> <p>Nil</p>
<p>b General nature of the business Business previously carried on</p> <p>To carry on in Scotland and elsewhere the business of participating in other limited partnerships and making investments.</p>	<p>Business now carried on</p> <p>In Scotland and elsewhere, (i) to acquire an interest as a limited partner of AAC Capital NEBO Fund II LP (the "Main Fund") (the "Main Fund Interest"), and (ii) to engage in such other activities as the General Partner deems necessary, advisable, convenient or incidental to the foregoing.</p>
<p>c Principal place of business Previous place of business</p> <p>50 Lothian Road Festival Square Edinburgh EH3 9WJ</p>	<p>New place of business</p> <p>Heritage Hall, Le Marchant Street, St Peter Port Guernsey</p>
<p>d Change in the partners or the name of a partner (see Note 1)</p> <p>On 13 November 2008 each of CPP Investment Board Private Holdings, Inc., AlpInvest Partners Secondary Investments 2008, C.V., Goldman Sachs Private Equity Holdings, L.P., GR AAC Investors, LLC, Trinity Universal Insurance Company, Adams Street Partnership Fund - 2006 Non-U.S. Fund, L.P., Adams Street Partnership Fund - 2007 Non-U.S. Fund, L.P., Adams Street Partnership Fund - 2008 Non-U.S. Fund, L.P., Goldman Sachs Private Equity Partners IX L.P., Goldman Sachs Private Equity Partners IX Offshore Holdings, L.P., Goldman Sachs Private Equity Partners IX PMD QP Fund, L.P., Goldman Sachs Private Equity Partners (NJ), L.P. and Goldman Sachs Private Equity Opportunities, L.P. were admitted as limited partners to the Partnership.</p>	
<p>e Term of character of the partnership (see Note 2)</p> <p>Previous term</p> <p>The Partnership shall terminate upon the</p>	<p>New term</p> <p>The Partnership shall continue, unless the</p>

happening of any of the following events (but not otherwise): (1) if an order is made by the courts, or an effective resolution is passed for, the liquidation, winding-up or administration of the General Partner (other than where any of the foregoing is taken or effected for the purpose of any reconstruction or reorganisation while solvent and where the successor General Partner appointed subsequent to such reconstruction or reorganisation has assumed the rights and obligations of the General Partner; or (2) if all the Limited Partners unanimously agree in writing that the Partnership should so terminate.	Partnership is sooner dissolved, until the Main Fund is dissolved or in accordance with the provisions of the agreement governing the Partnership.
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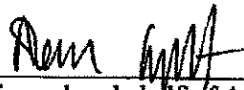
f	Change in the sum contributed by a limited partner (see Note 3) (particulars of any increase in capital contributions must be provided at (h) overleaf).  For increases see (h) below.
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g	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.  Nil
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h	Statement of increase in capital contributions
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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)
CPP Investment Board Private Holdings, Inc.	€6,923.08	€6,923.08
AlpInvest Partners Secondary Investments 2008, C.V.	€6,923.08	€6,923.08
Goldman Sachs Private Equity Holdings, L.P.	€23,733.72	€23,733.72
GR AAC Investors, LLC	€667.04	€667.04
Trinity Universal Insurance Company	€166.76	€166.76
Adams Street Partnership Fund - 2006 Non-U.S. Fund, L.P.	€243.54	€243.54
Adams Street Partnership Fund - 2007 Non-U.S. Fund, L.P.	€392.47	€392.47
Adams Street Partnership Fund - 2008 Non-U.S. Fund, L.P.	€405.66	€405.66
Goldman Sachs Private Equity Partners IX L.P.	€104.06	€104.06
Goldman Sachs Private Equity Partners IX Offshore Holdings, L.P.	€199.46	€199.46
Goldman Sachs Private Equity Partners IX PMD QP Fund, L.P.	€30.01	€30.01
Goldman Sachs Private Equity Partners (NJ), L.P.	€208.33	€208.33
Goldman Sachs Private Equity Opportunities, L.P.	€5,002.80	€5,002.80

Signature of firms



Date: 17 November 2008

Alan Soppitt as attorney for and on behalf of AAC  
Capital NEBO Feeder GP Limited, general partner of the  
Partnership.

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

Presentor's reference: deb/10/5/jzm

**DX ED 73 Edinburgh**

**NOTES:**

- 1 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.
- 2 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.
- 3 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.
- 4 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.

This power of attorney is made the 15th day of April 2008 by AAC Capital NEBO Feeder GP Limited.

We, AAC Capital NEBO Feeder GP Limited, having our registered office at Polygon Hall, Le Marchant Street, St Peter Port, Guernsey GY1 4HY hereby irrevocably make, 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 that are required to be executed by us, in connection with the Scottish limited partnership known as AAC Capital NEBO Feeder LP (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 Guernsey on the 15 day of April 2008 as follows:-

For and on behalf of

**AAC CAPITAL NEBO FEEDER GP LIMITED**

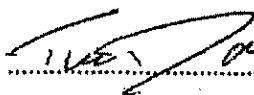
by


Laurence McNairn ..... Director

  
.....

and

Heritage International Fund Managers  
Limited..... Secretary

  
TIM DAVISON

  
SARAH LEAH-AT