

Limited Partnerships Act 1907

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: **SL6105**

Name of firm or partnership: **BBOF III INVESTORS LP (the "Partnership")**

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 To carry on in Scotland and elsewhere, the business of an investor and, in particular but without limitation, to identify, research, negotiate, make and monitor the progress of and sell, realise, exchange or distribute investments which shall include but shall not be limited to the purchase, subscription, acquisition, sale and disposal of shares, debentures, convertible loan stock and other securities in unquoted companies in connection with equity or equity related investments.	 Business now carried on To carry on, in Scotland and elsewhere with a view to producing profit, the business of an investor and founder and in particular to participate as the sole investor and the sole founder in BENCIS Buyout Fund III B C.V.
c. Principal place of business Previous place of business NIL	 New place of business NIL

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COMPANIES HOUSE

d. Change in the partners or the name of a partner (see Note 1)

With effect from 2 July 2007 each of AGF Pehe V, LLC, Axa Primary Fund Europe IV L.P., Crown III Beteiligungsgesellschaft, Crown European Buyout Opportunities II PLC, Diageo Pension Trust Limited, European Buy-Out Opportunities II, LP, Goldman Sachs Investments, Ltd., Goldman Sachs Private Equity Partners (NJ), L.P.; Goldman Sachs Private Equity Partners IX-Manager Fund, L.P., HRJ Global Buy-Out III (Europe), L.P., Jan A. M. Driessens, P.Koivula, Keir Field Limited, M.M. Warburg-LuxInvest S.A. on behalf of BAEK Fund, M.M. Warburg-LuxInvest S.A. on behalf of HAEK Fund, Microcap 07 S.C.A, SICAR, Pantheon Capital Partners, L.P., Pantheon Europe Fund IV, L.P., Pantheon Europe Fund IV Limited, Pantheon Europe Fund V A', LP, Pantheon GP Limited, Pantheon International Participations PLC, Port Able Limited, Port D'Attache Limited, PPMC First Nominees Limited, Quod Erat Demonstrandum (QED) LTD, SGAM Private Value Fund L.P., Stichting Beteiligungsfonds Timeless, Stichting Pensioenfonds ABP, Stichting Pensioenfonds voor de Gezowdheid, Swift Capital 1 Europäische Fondsbeteiligungen GmbH & Co KG, Theo Dietz, Thuishaven Limited, Wilshire European Private Markets Fund VII, L.P. and Stichting BBOF Managers were admitted as a limited partner in the Partnership with the capital contribution shown overleaf.

e. Term of character of the firm (see Note 2)

Previous term

NIL

New term

NIL

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).

NIL

g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa

With effect from 2 July 2007 each of AGF Pehe V, LLC, Axa Primary Fund Europe IV L.P., Crown III Beteiligungsgesellschaft, Crown European Buyout Opportunities II PLC, Diageo Pension Trust Limited, European Buy-Out Opportunities II, LP, Goldman Sachs Investments, Ltd., Goldman Sachs Private Equity Partners (NJ), L.P.; Goldman Sachs Private Equity Partners IX-Manager Fund, L.P., HRJ Global Buy-Out III (Europe), L.P., Jan A. M. Driessens, P. Koivula, Keir Field Limited, M.M. Warburg-LuxInvest S.A. on behalf of BAEK Fund, M.M. Warburg-LuxInvest S.A. on behalf of HAEK Fund, Microcap 07 S.C.A, SICAR, Pantheon Capital Partners, L.P., Pantheon Europe Fund IV, L.P., Pantheon Europe Fund IV Limited, Pantheon Europe Fund V A', LP, Pantheon GP Limited, Pantheon International Participations PLC, Port Able Limited, Port D'Attache Limited, PPMC First Nominees Limited, Quod Erat Demonstrandum (QED) LTD, SGAM Private Value Fund L.P., Stichting Beteiligungsfonds Timeless, Stichting Pensioenfonds ABP, Stichting Pensioenfonds voor de Gezowdheid, Swift Capital 1 Europäische Fondsbeteiligungen GmbH & Co KG, Theo Dietz, Thuishaven Limited, Wilshire European Private Markets Fund VII, L.P. and Stichting BBOF Managers made the capital contribution to the Partnership set out at (h) below

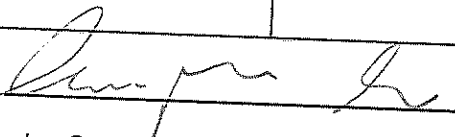
h. Statement of increase in capital contributions

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)
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AGF Pehe V, LLC	€ 198,000	€ 198,000
Axa Primary Fund Europe IV L.P.	€ 495,000	€ 495,000
Crown III Beteiligungsgesellschaft	€ 165,000	€ 165,000
Crown European Buyout Opportunities II PLC	€ 495,000	€ 495,000
Diageo Pension Trust Limited (as trustee of the Diageo Pension Scheme)	€ 1,650	€ 1,650
European Buy-Out Opportunities II, LP	€ 148,500	€ 148,500
Goldman Sachs Investments, Ltd.	€ 233,376	€ 233,376
Goldman Sachs Private Equity Partners (NJ), L.P.	€ 119, 262	€ 119, 262
Goldman Sachs Private Equity Partners IX-Manager Fund, L.P.	€ 183,612	€ 183,612
HRJ Global Buy-Out III (Europe), L.P.	€ 165,000	€ 165,000
Jan A. M. Driessens	€ 3,300	€ 3,300
P.Koivula	€ 16,500	€ 16,500
Keir Field Limited	€ 24,750	€ 24,750
M.M. Warburg-LuxInvest S.A. on behalf of BAEK Fund	€ 132,000	€ 132,000
M.M. Warburg-LuxInvest S.A. on behalf of HAEK Fund	€ 66,000	€ 66,000
Microcap O7 S.C.A, SICAR	€ 49,500	€ 49,500
Pantheon Capital Partners, L.P.	€ 9,900	€ 9,900
Pantheon Europe Fund IV, L.P.	€ 8,250	€ 8,250
Pantheon Europe Fund IV Limited	€ 108,900	€ 108,900
Pantheon Europe Fund V 'A', LP	€ 186,450	€ 186,450
Pantheon GP Limited (as trustee for the partners in Pantheon SA203 LP)	€ 80,850	€ 80,850
Pantheon International Participations PLC	€ 89,100	€ 89,100

Port Able Limited	€ 16,500	€ 16,500
Port D'Attache Limited	€ 41,250	€ 41,250
PPMC First Nominees Limited	€ 396,000	€ 396,000
Quod Erat Demonstrandum (QED) LTD	€ 41,250	€ 41,250
SGAM Private Value Fund L.P.	€ 13,200	€ 13,200
Stichting Beteiligungs fonds Timeless	€ 33,000	€ 33,000
Stichting Pensioen fonds ABP	€ 355,311	€ 355,311
Stichting Pensioen fonds voor de Gezondheid, Geestelijke en Maatschappelijke Belangen	€ 180,939	€ 180,939
Swift Capital 1 Europäische Fondsbeteiligungen GmbH & Co KG	€ 264,000	€ 264,000
Theo Dietz	€ 41,250	€ 41,250
Thuishaven Limited	€ 24,750	€ 24,750
Wilshire European Private Markets Fund VII, L.P.	€ 115,500	€ 115,500
Stichting BBOF Managers	€ 825,462.96	€ 825,463.96

Signature of firm



Date: 6 July 2007

Signed by Christopher Scott as attorney for and on behalf of
BBOF III SLP GP Limited
in its capacity as general partner of
BBOF III INVESTORS LP

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

Presentor's reference: SJB/0001/0427/FXR

NOTES

- Changes brought about by death, by transfer of interest, 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. 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 registrar within seven days of the changes taking place.

LP6

This power of attorney is made the 2 day of July 2007 by BBOF III SLP GP Limited.

We, BBOF III SLP GP Limited, a Guernsey company with registered number 47211 having our registered office at Carinthia House, 9-12 The Grange, St Peter Port, Guernsey GY1 4BF, 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 to be known as BBOF III Investors 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 in Guernsey on the 2 day of July 2007 as follows:-

For and on behalf of

BBOF III SLP GP Limited

by Rhea Gordon Director

RHEA GORDON
ALTERNATE DIRECTOR
FOR GRAVIN FAIRRELL

and [Signature] Director/Secretary

MARK McHENRY

For Augustus Fund Administration (Guernsey) Limited