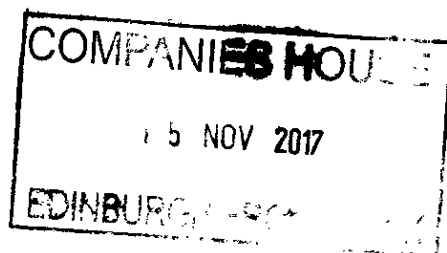


Limited Partnerships Act 1907



LP6

Statement specifying the nature of a change in the limited partnership

Pursuant to section 9 of the Limited Partnerships Act 1907

Registration No. SL032104

WEDNESDAY



SCT 15/11/2017 #499
COMPANIES HOUSE

Name of firm **GS Mezzanine Partners VII Offshore Treaty, L.P. (the "Partnership")**

The changes specified below have been made or have occurred in this limited partnership:

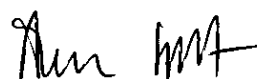
(Please see notes page 3)

a. Firm name	Previous name Nil	New name Nil
b. Principal place of business	Previous place of business Nil	New place of business Nil
c. Change in partners or the name of a partner (see note 2) In the case of an authorised partnership, only state any change in the general partner or in the name of the general partner Each of the following has been admitted as a limited partner of the Partnership: 1. TfL Trustee Company Limited as trustee of the TfL Pension Fund; 2. BBC Pension Trust Limited as corporate trustee of the BBC Pension Scheme; and 3. GS Mezzanine Partners VII MBD Fund, L.P.		
d. The liability of any partner by reason of the partner becoming a limited instead of a general partner or a general instead of a limited partner Nil		
e. General nature of the business (not applicable to a private fund limited partnership)	Business previously carried on Nil	Business now carried on Nil

f. Term or character of the partnership <i>(see note 2)</i> (not applicable to a private fund limited partnership) Where the change in character is authorisation as an authorised partnership, or the revocation of such authorisation, give the date and the number of the authorisation order	Change in character Nil	Previous term Nil	New term Nil
g. The sum contributed by any limited partner <i>(see note 3)</i> (not applicable to an authorised partnership) Nil			
Statement of increase in capital contributions to a limited partnership (which is not an authorised partnership or a private fund limited partnership)			
Name of limited partner	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)	
Nil	Nil	Nil	

Signature of firm

Signed by **Alan Soppitt** as attorney for and on behalf of **GS Mezzanine Partners VII Advisors, Ltd.**, general partner of the Partnership



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

Presenter's reference: **GOL/3004/00006**

Date: **15 October 2017**

ED 73 Edinburgh

This form is also to be used to notify changes in a limited partnership which is a partnership scheme (within the meaning given by section 235A(5) of the Financial Services and Markets Act 2000) for which an authorisation order has been made under section 261D of that Act or a limited partnership which has been authorised under Regulation (EU) No 2015/760 of the European Parliament and of the Council of 29th April 2015 on European Long-term Investment Funds ("an authorised partnership"). The requirement to notify changes in partnerships under section 9 of the Limited Partnerships Act 1907 has been modified for authorised partnerships by regulation 16(6) of the Collective Investment in Transferable Securities (Contractual Scheme) Regulations 2013 and by regulation 9 of the European Long-term Investment Funds Regulations 2015.

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. In the case of an authorised partnership, any change in the general partner or in the name of the general partner must be notified here (no change in the limited partners or in the name of a limited partner is required to be notified).
- 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. In the case of an authorised partnership, notify here the making or revocation of the authorisation order by the Financial Conduct Authority (include the authorisation order).
- 3 Any variation in the sum contributed by any limited partner must be stated in section g. 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 here. In the case of an authorised partnership, or a partnership which has been designated as a private fund limited partnership, no change in the sum contributed by a limited partner is required to be notified (except as mentioned below).

In the case of a private fund limited partnership that was registered as a limited partnership before 6 April 2017, you should show any withdrawal by a limited partner of the partner's contribution which has the effect that the amount of the partner's contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.

- 4 Each change must be entered in the proper section (a., b., c., d., e., f. and g. 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 change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections. Sections e and f do not apply (and section g applies only in limited circumstances) to a limited partnership which has been designated as a private fund limited partnership.

The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.

Please be aware that all information on this form will be available on the public record.