

# LP7(s)

A fee is payable with this form.

## LIMITED PARTNERSHIPS ACT 1907

**Application for Registration of a Limited Partnership in Scotland as a private fund limited partnership**

(In accordance with Section 8A & 8D of the Limited Partnerships Act 1907)

This form is to be used to register new private fund limited partnerships in Scotland only

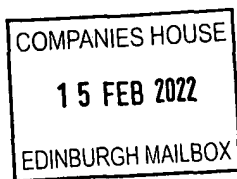
Applications to designate an existing limited partnership as a private fund limited partnership should use form LP8.

Do not use this form to apply to register a limited partnership as a private fund limited partnership in

England, Wales or Northern Ireland (use LP7)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact [secureforms@companieshouse.gov.uk](mailto:secureforms@companieshouse.gov.uk) to

obtain the correct form



522501/520

Name of firm



Keyhaven Monorail LP (the "Partnership")



Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

50 Lothian Road, Festival Square, Edinburgh EH3 9WJ

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## People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us: [secureforms@companieshouse.gov.uk](mailto:secureforms@companieshouse.gov.uk)

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

**A**

### Statement of initial significant control <sup>1</sup>

On registration, there will be person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

**1** Statement of initial significant control  
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.  
Please use continuation pages if necessary.

**B**

### Statement of no PSC

(Please tick the statement below if appropriate)

There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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## Individual PSC

### Statement about individual PSC particulars

Please tick the box to confirm

- The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

#### C1 Individual's details

Title	
Full forename(s)	
Surname	
Country/State of residence ①	
Nationality	
Month/year of birth ②	X X    m m    y y y y

- ① **Country/State of residence**  
This is in respect of the usual residential address as stated in section C4.
- ② **Month and year of birth**  
Please provide month and year only. Provide full date of birth in section C3.

#### C2 Individual's service address ③

	Please show the individual's service address below. You must also complete the usual residential address in Section C4.
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

- ③ **Service address**  
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.
- If you provide the individual's residential address here it will appear on the public record.

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C5

### Nature of control for an individual <sup>①</sup>

Please indicate the individual's nature of control over the LP.

#### Share of assets

The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

#### Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

#### Ownership of right to appoint/remove management

- The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

#### Significant influence or control (Only tick if none of the above apply)

- The individual has the right to exercise, or actually exercises, significant influence or control over the LP.

**① Tick each that apply**  
Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.

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**C6**

**Nature of control by a firm over which the individual has significant control<sup>ⓐ</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

ⓐ Tick each that apply

**C7**

**Nature of control by a trust over which the individual has significant control<sup>ⓐ</sup>**

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

ⓐ Tick each that apply

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Relevant legal entity (RLE)

<b>D1</b> RLE details <sup>①</sup>	
Corporate or firm name	KEYHAVEN SECONDARIES III GP L.P.
Building name/number	50
Street	LOTHIAN ROAD FESTIVAL SQUARE
Post town	EDINBURGH
Country/Region	
Postcode	E H 3 9 W J
Country	UNITED KINGDOM

<sup>①</sup> Registered or principal office address  
This address will appear on the public record.

<b>D2</b> Legal form and governing law	
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.
Legal form	LIMITED PARTNERSHIP
Governing law	SCOTS LAW
If applicable, register in which RLE is entered <sup>②</sup>	REGISTER OF LIMITED PARTNERSHIPS
Country/State <sup>②</sup>	SCOTLAND
Registration number <sup>②</sup>	SL034559

<sup>②</sup> Registration number  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

## LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

**D3**

### Nature of control for an RLE <sup>①</sup>

Please indicate the RLE's nature of control over the LP.

#### Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

#### Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

#### Ownership of right to appoint/remove management

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

#### Significant influence or control (Only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

#### ① Tick each that apply

Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.

**D4**

### Nature of control by a firm over which the RLE has significant control <sup>②</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

#### ② Tick each that apply

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Application for registration of a limited partnership in Scotland as a private fund limited partnership

D5

**Nature of control by a trust over which the RLE has significant control <sup>o</sup>**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**o Tick each that apply**



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**Other registrable person (ORP)**

**E1**

**Person details**

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

**E2**

**Principal office address** 

Building name/number

Street

Post town

County/Region

Postcode

Country

**Principal office address**

This address will appear on the public record.

**E3**

**Legal form and governing law**

Legal form

Governing law

## LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

E4

### Nature of control for an ORP <sup>1</sup>

Please indicate the ORP's nature of control over the LP.

#### Share of assets

The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

#### Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

#### Ownership of right to appoint/remove management

- The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

#### Significant influence or control (Only tick if none of the above apply)

- The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.

<sup>1</sup> Tick each that apply  
Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.

E5

### Nature of control by a firm over which the ORP has significant control <sup>2</sup>

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

<sup>2</sup> Tick each that apply

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Application for registration of a limited partnership in Scotland as a private fund limited partnership

E6

**Nature of control by a trust over which the ORP has significant control**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

• Tick each that apply

LP7(s)

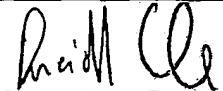
Application for registration of a limited partnership in Scotland as a private fund limited partnership

**F**

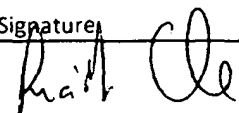
**Names and signatures**

I/We apply for this firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.

Please give the name and signature of each general partner

Name	Signature
<b>Keyhaven Secondaries III GP L.P.</b>	 <b>Signed by Ruaridh Cole as attorney for and on behalf of Keyhaven Secondaries III GP L.P.</b>

Please give the name and signature of each limited partner

Name	Signature
<b>Keyhaven Secondaries Fund III, L.P.</b>	 <b>Signed by Ruaridh Cole as attorney for and on behalf of Keyhaven Secondaries Fund III, L.P.</b>

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- ① State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record

When you have completed the form, please send to the Registrar of Companies.

Presented by:

**Burness Pauli LLP  
50 Lothian Road  
Festival Square  
Edinburgh  
EH3 9WJ**

**ED73 Edinburgh**

Presenters reference:

**Presenter's Reference: KEY/2015/00041/GF**

**Date: 15 February 2022**

LP7(s) - Continuation page

Relevant legal entity (RLE)

<b>D1</b>		<b>RLE details ①</b>
Corporate or firm name	KEYHAVEN SECONDARIES FUND III, L.P.	
Building name/number	50	
Street	LOTHIAN ROAD FESTIVAL SQUARE	
Post town	EDINBURGH	
County/Region		
Postcode	E   H   3     9   W   J	
Country	UNITED KINGDOM	

① Registered or principal office address  
This address will appear on the public record.

<b>D2</b>		<b>Legal form and governing law</b>
	Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.	
Legal form	LIMITED PARTNERSHIP	
Governing law	SCOTS LAW	
If applicable, register in which RLE is entered ②	REGISTER OF LIMITED PARTNERSHIPS	
Country/State ②	SCOTLAND	
Registration number ②	SL034576	

② Registration number  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

## LP7(s) - Continuation page

**D3****Nature of control for an RLE** <sup>①</sup>

Please indicate the RLE's nature of control over the LP.

① Tick each that apply

**Share of assets**

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

**Ownership of voting rights**

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

**Ownership of right to appoint/remove management**

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

**Significant influence or control (Only tick if none of the above apply)**

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

**D4****Nature of control by a firm over which the RLE has significant control** <sup>②</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

② Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

D5

**Nature of control by a trust over which the RLE has significant control** <sup>Ⓢ</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

● Tick each that apply



LP7(s) - Continuation page

Relevant legal entity (RLE)

<b>D1</b>		<b>RLE details <sup>①</sup></b>
Corporate or firm name	<b>KEYHAVEN CAPITAL PARTNERS LIMITED</b>	
Building name/number	<b>NO. 1</b>	
Street	<b>MAPLE PLACE</b>	
Post town	<b>LONDON</b>	
County/Region		
Postcode	<b>W 1 T 4 B B</b>	
Country	<b>UNITED KINGDOM</b>	

**① Registered or principal office address**  
This address will appear on the public record.

<b>D2</b>		<b>Legal form and governing law</b>
		Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.
Legal form	<b>PRIVATE LIMITED COMPANY</b>	
Governing law	<b>LAWS OF ENGLAND &amp; WALES</b>	
If applicable, register in which RLE is entered <sup>②</sup>	<b>REGISTER OF COMPANIES</b>	
Country/State <sup>②</sup>	<b>ENGLAND &amp; WALES</b>	
Registration number <sup>②</sup>	<b>04562641</b>	

**② Registration number**  
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

# LP7(s) - Continuation page

**D3**

## Nature of control for an RLE <sup>①</sup>

Please indicate the RLE's nature of control over the LP.

① Tick each that apply

### Share of assets

The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

### Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

### Ownership of right to appoint/remove management

- The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.

### Significant influence or control (Only tick if none of the above apply)

- The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.

**D4**

## Nature of control by a firm over which the RLE has significant control <sup>②</sup>

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

② Tick each that apply

the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

- the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

- the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**D5**

**Nature of control by a trust over which the RLE has significant control**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

**Tick each that apply**

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF A  
LIMITED PARTNERSHIP  
AND  
DESIGNATION AS A  
PRIVATE FUND LIMITED PARTNERSHIP**

Limited Partnership Number **SL035533**

The Registrar of Companies for Scotland, hereby certifies that

**KEYHAVEN MONORAIL LP**

is this day registered under the Limited Partnerships Act 1907 as a Limited Partnership which is designated as a Private Fund Limited Partnership.

Given at Companies House, Edinburgh, on **18th February 2022**