

SCHEDULE

Article 4(3)

New Schedule to the Limited Partnerships (Forms) Rules 2009

“SCHEDULE

Rule 3

Forms to be used for the purposes of the Limited Partnerships Act 1907

PART 1

Form for Registration of Limited Partnerships

A fee is payable with this form.

LP5

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership

(In accordance with section 8A of the Limited Partnerships Act 1907)

Name of firm ● _____

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 details:

The general nature of the business

Address of the proposed principal place of business of the limited partnership

The term, if any, for which the limited partnership is to be entered into ●

Please give the name and signature of each general partner

| Name | Signature |
|------|-----------|
| | |
| | |

Please give the name, amount contributed and signature of each limited partner

| Name | Amount contributed ● | Signature |
|------|----------------------|-----------|
| | | |
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Draft Legislation: This is a draft item of legislation. This draft has since been made as a UK Statutory Instrument: *The Legislative Reform (Private Fund Limited Partnerships) Order 2017 No. 514*

- 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.
- This begins with the date of registration.
- State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use form LP7).

Please be aware that all information on this form will be available on the public record.
When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenter's reference:

PART 2

Form for Registering Changes to Limited Partnerships

LP6

Limited Partnerships Act 1907

Statement specifying the nature of a change in the limited partnership

Pursuant to section 9 of the Limited Partnerships Act 1907

Registration No. _____

Name of firm _____

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

(Please see notes page 3)

| | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|-----------------------|-------------------------|
| a. Firm name | Previous name | New name | |
| b. Principal place of business | Previous place of business | New place of business | |
| c. Change in partners or the name of any 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 | | | |
| 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 | | | |
| e. General nature of the business (not applicable to a private fund limited partnership) | Business previously carried on | | Business now carried on |
| f. Term or character of the partnership (see note 2) (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 | Previous term | New term |

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| | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|--|
| <p>g. The sum contributed by any limited partner (see note 3) (not applicable to an authorised partnership)</p> | | | |
| <p>Statement of increase in capital contributions to a limited partnership (which is not an authorised partnership or a private fund limited partnership)</p> | | | |
| <p>Name of limited partner</p> | <p>Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)</p> | <p>Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)</p> | |
| | | | |
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| | | | |
| | | | |

Signature of firm _____

Presented by:

Presenter's reference:

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.

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PART 3

Form for Registration of Limited Partnerships to be Designated as Private Fund Limited Partnerships

A fee is payable with this form.

LP7

LIMITED PARTNERSHIPS ACT 1907

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

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

This form is to be used to register new private fund limited partnerships only. Applications to designate an existing limited partnership as a private fund limited partnership should use form LP8

Name of firm

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 details which include an application for designation as a private fund limited partnership:

Address of the proposed principal place of business of the limited partnership

Please give the name and signature of each limited partner

| Name | Signature |
|------|-----------|
| | |
| | |

I/We apply for the above-named 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 |
|------|-----------|
| | |
| | |

Presented by:

Presenter's reference:

Notes

● 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 will be available on the public record.

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

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PART 4

Form for Designation of Existing Limited Partnerships as Private Fund Limited Partnerships

LP8

LIMITED PARTNERSHIPS ACT 1907

Application for designation as a private fund limited partnership

(In accordance with section 8D of the Limited Partnerships Act 1907)

This form is to be used by existing limited partnerships only, applications to register a new private fund limited partnership should use form LP7.

Name of firm

Registered number

| | | | | | | | |
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Date of registration

| | | | | | | | |
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|---|---|---|---|---|---|---|---|

Address of the principal place of business

I/We apply for the above-named 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 |
|------|-----------|
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Notes

Pursuant to section 235A(8)(aa) of the Financial Services and Markets Act 2000, a limited partnership designated as a private fund limited partnership does not qualify as a 'partnership scheme', and therefore cannot be an authorised contractual scheme under that Act.

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

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

Presented by:

Presenter's reference: