

## 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)

Registration No. LP014739

Name of firm BLACKSTONE REAL ESTATE PARTNERS VII-VD L.P. (the "Partnership")

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

(Please see notes overleaf)

a. The firm name Previous Name NIL	New name NIL
b. General nature of the business NIL	
c. Principal place of business Previous place of business NIL	New place of business NIL
d. Change in the partners or the name of a partner (see Note 1) <b>See attached schedule</b>	
e. Term or character of the partnership (see Note 2) 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)). <b>See attached schedule</b>	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. NIL	


SATURDAY



A08 \*A16T0AK2\* 14/04/2012 #263  
COMPANIES HOUSE

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)
See attached schedule		

Signature of firm



Director, Blackstone Real Estate Supervisory UK VII Limited as Member for and on behalf of Blackstone UK Real Estate Supervisory VII LLP acting in its capacity as a general partner of the Partnership

Presented by: Simpson Thacher & Bartlett LLP  
CityPoint, One Ropemaker Street  
London, England EC2Y 9HU

Presenter's reference: 12790981-14472-12928096

## NOTES

- 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.
- 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.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

02A

**Schedule to Form LP6 for Blackstone Real Estate Partners VII - VD L.P. (the "Partnership")**

**d. Change in the partners or name of a partner**

On 24 February 2012, the following were admitted to the Partnership as new limited partners (the "New Limited Partners")<sup>1</sup>:

1. ARNOLD AND MABEL BECKMAN FOUNDATION
2. CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM
3. CHARLES ROSS PARTNERS INVESTMENT FUND NUMBER 62
4. CYPRESS GROUP HOLDINGS II, LLC
5. DORLEDOR (U.S.) PARTNERSHIP
6. GFAM REAL ESTATE OPPORTUNITIES FUND I, LLC
7. GOODMAN DAVIS FAMILY L.P.
8. HALLADOR ALTERNATIVE ASSETS FUND LLC
9. INDIANA PUBLIC RETIREMENT SYSTEM
10. JMAD INVESTMENTS LLC
11. MAINE PUBLIC EMPLOYEES RETIREMENT SYSTEM
12. MEDLEY PARTNERS 2D, L.P., ON BEHALF OF SERIES 2012
13. MF REAL ASSETS LLC
14. MICHAEL J. SCHMERIN
15. MISSOURI STATE EMPLOYEES RETIREMENT SYSTEM
16. NEIL GOLDSTEIN
17. OCA BREP VII FUND LLC
18. OHIM STRATEGIC PARTNERS, L.P.
19. PCT PARTNERS, LLC
20. PERE UBU INVESTMENTS, L.P.
21. SEALASKA CORPORATION
22. SHERMAN FAMILY IRREVOCABLE TRUST III
23. STATE BOARD OF ADMINISTRATION OF FLORIDA ACTING ON BEHALF OF THE FLORIDA RETIREMENT SYSTEM TRUST FUND
24. TERREBONNE INVESTMENTS, L.P.
25. TEXAS COUNTY & DISTRICT RETIREMENT SYSTEM
26. THE PUBLIC EDUCATION EMPLOYEE RETIREMENT SYSTEM OF MISSOURI
27. THE PUBLIC SCHOOL RETIREMENT SYSTEM OF MISSOURI
28. WILLIAM S. KELLOGG IRREVOCABLE TRUST
29. WOODLEY FAMILY REAL ESTATE GROUP 2012, LLC

**f. Change in the sum contributed by a limited partner**

The existing limited partners have increased their capital contributions to the Partnership with effect from 24 February 2012 (particulars of increases in capital contributions are provided at (h) below)

1. BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of BLACKSTONE REAL ESTATE ASSOCIATES (OFFSHORE) VII-NQ L.P.

---

<sup>1</sup> Each of the new limited partners has separate legal personality.

2. BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of Blackstone Real Estate Associates (Offshore) VII-NQ L.P., as general partner of BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VII.TE.1-3-NQ L.P.
3. BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of Blackstone Real Estate Associates (Offshore) VII-NQ L.P., as general partner of BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VII.F-NQ L.P.
4. BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of BLACKSTONE REAL ESTATE HOLDINGS (OFFSHORE) VII-NQ L.P.
5. BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of BLACKSTONE REAL ESTATE HOLDINGS (OFFSHORE) VII-NQ-ESC L.P.
6. Blackstone Family GP L.L.C., as general partner of Blackstone Family GP L.P., as general partner of BLACKSTONE FAMILY REAL ESTATE PARTNERSHIP (OFFSHORE) VII-SMD L.P.
7. ALLSTATE INSURANCE COMPANY
8. AMANDA CHAMBERS
9. C.V. STARR & CO., INC., TRUST
10. CLIFFORD ADLER
11. COMMON PENSION FUND E
12. COMMONWEALTH OF PENNSYLVANIA STATE EMPLOYEES' RETIREMENT SYSTEM
13. CONNECTICUT GENERAL LIFE INSURANCE COMPANY
14. CREL/OAC L.L.C.
15. DEXTER REAL ASSETS LLC
16. EDWARD E. MATTHEWS
17. ELLIOTT SUMERS MD
18. ENSEMBLE IX CAPITAL PARTNERS, L.P.
19. FIRE AND POLICE PENSION ASSOCIATION OF COLORADO
20. H.P. VAN INGEN
21. HANNOVER RE REAL ESTATE HOLDINGS, INC.
22. HIGHVIEW INVESTMENT LP
23. HOLLY STONE AS TRUSTEE OF LAURENCE L. STONE FAMILY TRUST
24. ISAAC KIER
25. JAFFE FAMILY LIMITED PARTNERSHIP
26. JAMES H. ROSS
27. JBM EQUITY PARTNERS I, LP
28. LEONARD AND SHARI POTTER, JTWROS
29. LEONARD HERMAN REVOCABLE TRUST
30. LIFE INSURANCE COMPANY OF NORTH AMERICA
31. MANBRO R.E. IV, LP
32. MARTIN D. GRUSS AS TRUSTEE OF REVOCABLE TRUST FBO MARTIN D. GRUSS DTD 4/25/88
33. MAURICE R. & CORINNE P. GREENBERG JOINT TENANCY COMPANY, LLC
34. NEXT CHAPTER HOLDINGS, LP
35. OLD WESTBURY GLOBAL REAL ESTATE FUND LLC
36. PIRATES' COVE PARTNERS LLC
37. PORTFOLIO ADVISORS REAL ESTATE FUND IV, L.P. (ON BEHALF OF ITS GLOBALLY DIVERSIFIED SECTOR)
38. SIDNEY N. HERMAN REVOCABLE TRUST U/A DATED 12/23/2004
39. SMEH, LLC
40. STARR INTERNATIONAL INVESTMENTS USA, LC
41. STATE OF WISCONSIN INVESTMENT BOARD
42. STERLING STAMOS REAL ASSETS FUND II, L.P.
43. STEVEN R. FRANK
44. TEACHERS' RETIREMENT SYSTEM OF THE STATE OF KENTUCKY

45. TEXAS EDUCATION AGENCY
46. TEXAS TREASURY SAFEKEEPING TRUST COMPANY
47. THE FISHER GROUP 2011 BREP VII FUND LLC
48. TRAVELERS CASUALTY INSURANCE COMPANY OF AMERICA
49. TREASURER OF THE STATE OF NORTH CAROLINA
50. UBS REAL ESTATE OPPORTUNITY FUND IV, L.L.C.
51. VMP HOLDINGS LLC

(the "Existing Limited Partners")

The New Limited Partners and Existing Limited Partners have made capital contributions as set out in section h.

**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) (in US\$)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)
BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of BLACKSTONE REAL ESTATE ASSOCIATES (OFFSHORE) VII-NQ L.P.	264.75	265.84
BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of Blackstone Real Estate Associates (Offshore) VII-NQ L.P., as general partner of BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VII.TE.1-3-NQ L.P.	29,703.90	29,818.18
BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of Blackstone Real Estate Associates (Offshore) VII-NQ L.P., as general partner of BLACKSTONE REAL ESTATE PARTNERS (OFFSHORE) VII.F-NQ L.P.	37,150.79	37,268.14

Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)
BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of BLACKSTONE REAL ESTATE HOLDINGS (OFFSHORE) VII-NQ L.P.	125.73	126.25 ✓
BREP VII-NQ (Offshore) GP L.L.C. as general partner of BREP VII-NQ (Offshore) GP L.P., as general partner of BLACKSTONE REAL ESTATE HOLDINGS (OFFSHORE) VII-NQ-ESC L.P.	641.03	642.94 ✓
Blackstone Family GP L.L.C., as general partner of Blackstone Family GP L.P., as general partner of BLACKSTONE FAMILY REAL ESTATE PARTNERSHIP (OFFSHORE) VII-SMD L.P.	847.12	850.75 ✓
Allstate Insurance Company	496.81	500 ✓
Amanda Chambers	24.84	25 ✓
Arnold and Mabel Beckman Foundation	200	200
C.V. Starr & Co., Inc., Trust	62.10	62.50 ✓
California State Teachers' Retirement System	1,000	1,000
Charles Ross Partners Investment Fund Number 62	15	15
Clifford Adler	8.94	9 ✓
Common Pension Fund E	2,980.85	3,000 ✓
Commonwealth of Pennsylvania State Employees' Retirement System	745.21	750 ✓
Connecticut General Life Insurance Company	298.09	300 ✓
CREL/OAC L.L.C.	496.81	500 ✓
Cypress Group Holdings II, LLC	25	25
Dexter Real Assets LLC	49.68	50 ✓
Dorledor (U.S.) Partnership	100	100
Edward E. Matthews	29.81	30 ✓
Elliott Sumers MD	9.94	10
Ensemble IX Capital Partners, L.P.	14.94	15

Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)
Fire and Police Pension Association of Colorado	149.04	150 ✓
GFAM Real Estate Opportunities Fund I, LLC	10	10
Goodman Davis Family L.P.	10	10
H.P. Van Ingen	24.84	25 ✓
Hallador Alternative Assets Fund LLC	125	125
Hannover Re Real Estate Holdings, Inc	150	150
Highview Investment LP	9.94	10 ✓
Holly Stone as Trustee of Laurence L. Stone Family Trust	39.74	40 ✓
Indiana Public Retirement System	1,000	1,000
Isaac Kier	9.94	10 ✓
Jaffe Family Limited Partnership	9.94	10 ✓
James H. Ross	9.94	10 ✓
JBM Equity Partners I, L.P.	19.87	20 ✓
JMAD Investments LLC	15	15
Leonard & Shari Potter, JTWROS	9.94	10 ✓
Leonard Herman Revocable Trust	14.90	15 ✓
Life Insurance Company of North America	99.36	100 ✓
Maine Public Employees Retirement System	750	750
Manbro R.E. IV, LP	99.36	100 ✓
Martin D. Gruss as trustee of Revocable Trust fbo Martin D. Gruss dtd 4/25/88	64.59	65 ✓
Maurice R. & Corinne P. Greenberg Joint Tenancy Company, LLC	49.68	50 ✓
Medley Partners 2D, L.P., on behalf of Series 2012	266.67	266.67
MF Real Assets LLC	40	40
Michael J. Schmerin	10	10
Missouri State Employees Retirement System	700	700
Neil Goldstein	10	10 ✓
Next Chapter Holdings, LP	14.90	15 ✓
OCA BREP VII Fund LLC	311.10	311.10
OHIM Strategic Partners, L.P.	50	50
Old Westbury Global Real Estate Fund LLC	139.11	140 ✓

Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)
PCT Partners, LLC	100	100
Pere Ubu Investments, L.P.	54	54
Pirates' Cove Partners LLC	19.87	20 ✓
Portfolio Advisors Real Estate Fund IV, L.P. (on behalf of its Globally Diversified Sector)	149.04	150 ✓
Sealaska Corporation	100	100
Sherman Family Irrevocable Trust III	10	10
Sidney N. Herman Revocable Trust u/a dated 12/23/2004	19.87	20 ✓
SMEH, LLC	9.94	10 ✓
Starr International Investments USA, LC	186.30	187.50 ✓
State Board of Administration of Florida acting on behalf of the Florida Retirement System Trust Fund	3,000	3,000
State of Wisconsin Investment Board	1,490.43	1,500 ✓
Sterling Stamos Real Assets Fund II, L.P.	49.68	50 ✓
Steven R. Frank	19.87	20 ✓
Teachers' Retirement System of the State of Kentucky	496.81	500 ✓
Terrebonne Investments, L.P.	100	100
Texas County & District Retirement System	400	400
Texas Education Agency	496.81	500 ✓
Texas Treasury Safekeeping Trust Company	198.72	200 ✓
The Fisher Group 2011 BREP VII Fund LLC	28.32	28.50 ✓
The Public Education Employee Retirement System of Missouri	135	135
The Public School Retirement System of Missouri	865	865
Travelers Casualty Insurance Company of America	248.40	250 ✓
Treasurer of the State of North Carolina	2,980.85	3,000 ✓
UBS Real Estate Opportunity Fund IV, L.L.C.	2,134.66	2,146 ✓

19  
20

21  
22

23

24  
25

26  
27



Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in US\$)
VMP Holdings LLC	29.81	30 ✓
William S. Kellogg Irrevocable Trust	50	50
Woodley Family Real Estate Group 2012, LLC	20	20

28  
29