

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 LP17433

Name of firm BREP Gallant Q UK Holding L P (the "Partnership")

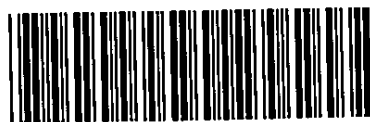
The changes specified below have been made or have occurred in this limited partnership

(Please see notes overleaf)

a	The firm name Previous Name Nil	New name Nil
b	General nature of the business Business previously carried on See attached schedule	Business now carried on See attached schedule
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) See attached schedule	
e	Term or character of the partnership (see Note 2) Previous term See attached schedule	New term See attached schedule
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)) See attached schedule	
g	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa Nil	

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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	See attached schedule	See attached schedule

Signature of firm



For and on behalf of Blackstone Real Estate Supervisory UK Asia Limited, acting in its capacity as managing member of Blackstone UK Real Estate Supervisory Asia LLP, acting in its capacity as supervisory general partner of BREP Gallant Q UK Holding L P

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

Presenter's reference 010396-1276

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

Schedule to Form LP6 for BREP Gallant Q UK Holding L P (the "Partnership")

b General nature of the business

Business previously carried on

Seeking and exploiting general commercial opportunities with the principal objective of generating profit

Business now carried on

To carry on the business of serving, directly or indirectly, as a collective holding investment vehicle in respect of certain real estate-related investments from time to time in accordance with the limited partnership agreement of the Partnership dated 23 May 2016 (as amended and/or restated from time to time) (the "**Partnership Agreement**") and to conduct any activities ancillary thereto

d Change in the partners of name of a partner

Blackstone Real Estate UK Limited transferred 100% of its interest in the Partnership, including 100% of its capital contribution amounting to \$10, to Blackstone Real Estate Capital GP Asia LLP, an existing general partner of the Partnership, and, consequently, Blackstone Real Estate UK Limited ceased to be a limited partner of the Partnership

The following entities were admitted to the Partnership as new limited partners on 23 June 2016

- BREP Asia L L C as general partner of Blackstone Real Estate Associates Asia L P as general partner of **BREP Asia Feeder L P**
- BREP Asia Feeder B L P
- Blackstone Real Estate Partners Asia L P
- Blackstone Family GP L L C as general partner of **Blackstone Family Real Estate Partnership Asia-SMD L P**
- BREP Asia Side-by-Side GP L L C as general partner of **Blackstone Real Estate Holdings Asia-ESC L P**
- Ciconia & Co L L C
- Clifford Adler
- Common Pension Fund E
- Evergreen Institutional Partners, L P
- Evergreen Partners, L P
- Hannover Re Global Alternatives GmbH & Co KG
- Illinois Municipal Retirement Fund
- JMAD Investments LLC
- Kier Family, L P
- *Kuwait Investment Authority Acting For and on behalf of the Government of the State of Kuwait*
- National Railroad Retirement Investment Trust
- New York State Teachers' Retirement System
- Public Employees' Retirement Association of Colorado

- State Board of Administration of Florida acting on behalf of the Florida Retirement System Trust Fund
- Teachers' Retirement System of the State of Illinois
- Valencia Holdings Ltd
- Virginia Retirement System
- Comptroller of the State of New York, as Trustee of the Common Retirement Fund
- Stichting Bedrijfstakpensioenfond's Zorgverzekeraars
- Cathay Life Insurance Co , Ltd
- GSI Global Shipping Inc
- Microsoft Global Finance
- David Walker and Elizabeth Walker
- Peterson Capital Investors, LLC
- Tangent LLC
- Manbro R E IV, LP
- Asset Holdings Ltd
- Hallador Alternative Assets Fund, LLC
- VFF Investments III LLC
- Richard C Schwartz
- Provident Fund For Employees of El-Al Israel Airlines Ltd Co-operative Society Ltd
- State of New Mexico State Investment Council
- PCT Associates, L L C
- Elizabeth G Riley
- THK Private Equities, LLC
- WRP Capital Ltd
- The Asian Private Real Estate Fund of Funds Company Limited

- SOPAI-RE
- Vision Capital Holding Limited
- Richard Rogel
- 425 Private Fund I, LLC – 2012 Non-U S Series
- General Pension and Social Security Authority
- Missouri Education Pension Trust
- Alfa Life Insurance Corporation
- Alfa Mutual Fire Insurance Company
- Alfa Insurance Corporation
- Alfa General Insurance Corporation
- Alfa Benefits Corporation
- Cadim Fonds Inc
- 8626413 Canada Inc
- Alfa Mutual Insurance Company
- Highmark Limited, in respect of its Segregated Account Highmark Real Estate 2
- Amphitheatre LLC
- PESARC Real Estate Holdings Ltd
- TINDY Foreign, Inc
- Shin Kong Life Insurance Co Ltd
- CAMAC Growth Fund plc
- Golden Arc Investments, LP
- Hyperion (PED) Limited
- EverWatch Capital II, LP
- EverWatch Capital III, LP
- CJS Group, L P

- Kung Hung Ka
- Private Equity Premium Offering 2014 – Blackstone Re Asia Ltd as general partner for and on behalf of **Private Equity Premium Offering 2014 - Blackstone RE Asia L P.**
- Beheer- en beleggingsmaatschappij Radi B V
- Talanx Asset Management GmbH as general partner for and on behalf of **HG-I AI USD Beteiligungs-GmbH & Co KG**
- Crista Pte Ltd
- JCK MIRAI, LLC - Sub Fund 2
- Kenneth Landon
- Lalit Goyal
- Lim Hock Eng
- Peter Kwee Seng Chio
- Rachel Friedman
- Richard Stephenson and Margot Stephenson
- Wee Bin Seng and Liew Lee Fah
- Violet Worldwide Ltd
- Linbobri Associates, LLC
- Gregory L. Guyett Trust
- Russell Global Property Fund II
- OCT 2012 Holdings, LLC
- Akash Prakash and Ameet Akash Parikh
- Macro Continental, Inc
- Big Trees Partners
- Standard Chartered Bank Korea Limited as Trustee for KIM Private Placement Asia Opportunistic Real Estate Investment Trust No 1
- Roderick N. Reed Children's Trust

- SEI Private Trust Company fbo Vatera Investment Partners LLC Strategy 6
- BREP Asia Private Investors Offshore, L P
- BREP Asia Private Investors, LLC
- J P Morgan Global Access Private Investments Vintage 2014, LLC
- J P Morgan Global Access Private Investments Vintage 2014 Offshore, L P
- Calcaire Limited
- Personalvorsorgestiftung der Unternehmen der Gruppe JT International in der Schweiz
- Sengg Investments Ltd
- Partners Group Real Estate Secondary 2013 (USD) A, L P Inc
- Al Sariya Investments Limited
- BRCAP Investment Fund, LP
- Deed of Trust of John O Haas
- Deed of Trust of Janet F Haas
- BREP Asia L L C as general partner of **Blackstone Real Estate Associates Asia L P**
- BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of **Blackstone Real Estate Partners (Offshore) VIII TE 1 L P.**
- BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of **Blackstone Real Estate Partners (Offshore) VIII TE 2 L P**
- BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of **Blackstone Real Estate Partners (Offshore) VIII F L P.**
- BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of **Blackstone Real Estate Holdings (Offshore) VIII-ESC L.P.**
- BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of **Blackstone Real Estate Partners (Offshore) VIII L P**
- BTAS Holdings L L C

- BREP VIII (Offshore) GP L L C , as general partner of BREP VIII (Offshore) G P L P , as general partner of Blackstone Real Estate Associates (Offshore) VIII L P , as general partner of **Blackstone Real Estate Partners (Offshore) VIII L P**
- Blackstone Side-by-Side Umbrella GP L L C , as general partner of Blackstone Side-by-Side Umbrella Partnership L P , the sole member of BREP VIII SBS Holdings L L C
- Blackstone Side-by-Side Umbrella GP L L C , as general partner of Blackstone Side-by-Side Umbrella Partnership L P , the sole member of **BREP Asia SBS Holdings L L C**
- BREP Asia L L C , as general partner of Blackstone Real Estate Associates Asia L P , as attorney of **DODT Holdings, LLC**
- BREP Asia Side-by-Side GP L L C , as general partner of **Blackstone Real Estate Holdings Asia-ESC L P**
- BREP Asia L L C , as general partner of Blackstone Real Estate Associates Asia L P , as attorney of **Mind Power Investments Limited**

e. Term or character of the partnership**Previous term**

The Partnership shall continue from its date of registration for a period of fifteen years, provided that it shall terminate immediately upon

- a) the written deed of both partners, or
- b) the bankruptcy, insolvency, dissolution or liquidation of Blackstone Real Estate Capital GP Asia LLP

New term

The term of the Partnership shall continue in full force and effect through the earlier of the expiration of the terms of BREP Asia (as defined in the Partnership Agreement) and BREP VIII (as defined in the Partnership Agreement)

f Change in the sum contributed by a limited partner

Blackstone Real Estate UK Limited has transferred 100% of its interest in the Partnership, including 100% of its capital contribution amounting to \$10, to Blackstone Real Estate Capital GP Asia LLP, an existing general partner of the Partnership, and consequently, Blackstone Real Estate UK Limited has ceased to be a limited partner in the Partnership

The limited partners have made capital contributions as set out in section h below

h Statement of increase in the 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 USD)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) (in USD)
BREP Asia L L C as general partner of Blackstone Real Estate Associates Asia L P as general partner of BREP Asia Feeder L P	0 10	0 10
BREP Asia Feeder B L P	0 10	0 10
Blackstone Real Estate Partners Asia F L P	0 10	0 10
Blackstone Family GP L L C as general partner of Blackstone Family Real Estate Partnership Asia-SMD L P	0 10	0 10
BREP Asia Side-by-Side GP L L C as general partner of Blackstone Real Estate Holdings Asia-ESC L P	0 10	0 10
Ciconia & Co L L C	0 10	0 10
Clifford Adler	0 10	0 10
Common Pension Fund E	0 10	0 10

Evergreen Institutional Partners, L P	0 10	0 10
Evergreen Partners, L P	0 10	0 10
Hannover Re Global Alternatives GmbH & Co KG	0 10	0 10
Illinois Municipal Retirement Fund	0 10	0 10
JMAD Investments LLC	0 10	0 10
Kier Family, L P	0 10	0 10
Kuwait Investment Authority Acting For and on behalf of the Government of the State of Kuwait	0 10	0 10
National Railroad Retirement Investment Trust	0 10	0 10
New York State Teachers' Retirement System	0 10	0 10
Public Employees' Retirement Association of Colorado	0 10	0 10

State Board of Administration of Florida acting on behalf of the Florida Retirement System Trust Fund	0 10	0 10
Teachers' Retirement System of the State of Illinois	0 10	0 10
Valencia Holdings Ltd	0 10	0 10
Virginia Retirement System	0 10	0 10
Comptroller of the State of New York, as Trustee of the Common Retirement Fund	0 10	0 10
Stichting Bedrijfstakpensioenfonds Zorgverzekeraars	0 10	0 10
Cathay Life Insurance Co , Ltd	0 10	0 10
GSI Global Shipping Inc	0 10	0 10
Microsoft Global Finance	0 10	0 10
David Walker and Elizabeth Walker	0 10	0 10
Peterson Capital Investors, LLC	0 10	0 10

Tangent LLC	0 10	0 10
Manbro R E IV, LP	0 10	0 10
Asset Holdings Ltd	0 10	0 10
Hallador Alternative Assets Fund, LLC	0 10	0 10
VFF Investments III LLC	0 10	0 10
Richard C Schwartz	0 10	0 10
Provident Fund For Employees of El-Al Israel Airlines Ltd Co-operative Society Ltd	0 10	0 10
State of New Mexico State Investment Council	0 10	0 10
PCT Associates, LLC	0 10	0 10
Elizabeth G Riley	0 10	0 10
THK Private Equities, LLC	0 10	0 10
WRP Capital Ltd	0 10	0 10
The Asian Private Real Estate Fund of Funds Company Limited	0 10	0 10
SOPAI-RE	0 10	0 10

Vision Capital Holding Limited	0 10	0 10
Richard Rogel	0 10	0 10
425 Private Fund I, LLC – 2012 Non-U S Series	0 10	0 10
General Pension and Social Security Authority	0 10	0 10
Missouri Education Pension Trust	0 10	0 10
Alfa Life Insurance Corporation	0 10	0 10
Alfa Mutual Fire Insurance Company	0 10	0 10
Alfa Insurance Corporation	0 10	0 10
Alfa General Insurance Corporation	0 10	0 10
Alfa Benefits Corporation	0 10	0 10
Cadim Fonds Inc	0 10	0 10
8626413 Canada Inc	0 10	0 10
Alfa Mutual Insurance Company	0 10	0 10

Highmark Limited, in respect of its Segregated Account Highmark Real Estate 2	0 10	0 10
Amphitheatre LLC	0 10	0 10
PESARC Real Estate Holdings Ltd	0 10	0 10
TINDY Foreign, Inc	0 10	0 10
Shin Kong Life Insurance Co Ltd	0 10	0 10
CAMAC Growth Fund plc	0 10	0 10
Golden Arc Investments, LP	0 10	0 10
Hyperion (PED) Limited	0 10	0 10
EverWatch Capital II, LP	0 10	0 10
EverWatch Capital III, LP	0 10	0 10
CJS Group, L P	0 10	0 10
Kung Hung Ka	0 10	0 10

Private Equity Premium Offering 2014 – Blackstone Re Asia Ltd as general partner for and on behalf of Private Equity Premium Offering 2014 - Blackstone RE Asia L P	0 10	0 10
Beheer- en beleggingsmaatschappij Radi B V	0 10	0 10
Talanx Asset Management GmbH as general partner for and on behalf of HG-I AI USD Beteiligungs- GmbH & Co KG	0 10	0 10
Crista Pte Ltd	0 10	0 10
JCK MIRAI, LLC - Sub Fund 2	0 10	0 10
Kenneth Landon	0 10	0 10
Lalit Goyal	0 10	0 10
Lim Hock Eng	0 10	0 10
Peter Kwee Seng Chio	0 10	0 10
Rachel Friedman	0 10	0 10
Richard Stephenson and Margot Stephenson	0 10	0 10

Wee Bin Seng and Liew Lee Fah	0 10	0 10
Violet Worldwide Ltd	0 10	0 10
Linbobri Associates, LLC	0 10	0 10
Gregory L. Guyett Trust	0 10	0 10
Russell Global Property Fund II	0 10	0 10
OCT 2012 Holdings, LLC	0 10	0 10
Akash Prakash and Ameer Akash Parikh	0 10	0 10
Macro Continental, Inc	0 10	0 10
Big Trees Partners	0 10	0 10
Standard Chartered Bank Korea Limited as Trustee for KIM Private Placement Asia Opportunistic Real Estate Investment Trust No 1	0 10	0 10
Roderick N. Reed Children's Trust	0 10	0 10
SEI Private Trust Company fbo Vatera Investment Partners LLC Strategy 6	0 10	0 10

BREP Asia Private Investors Offshore, L P	0 10	0 10
BREP Asia Private Investors, LLC	0 10	0 10
J P Morgan Global Access Private Investments Vintage 2014, LLC	0 10	0 10
J P Morgan Global Access Private Investments Vintage 2014 Offshore, LP	0 10	0 10
Calcaire Limited	0 10	0 10
Personalvorsorgestiftung der Unternehmen der Gruppe JT International in der Schweiz	0 10	0 10
Sengg Investments Ltd	0 10	0 10
Partners Group Real Estate Secondary 2013 (USD) A, L P Inc	0 10	0 10
Al Sariya Investments Limited	0 10	0 10
BRCAP Investment Fund, LP	0 10	0 10

Deed of Trust of John O Haas	0 10	0 10
Deed of Trust of Janet F Haas	0 10	0 10
BREP Asia L L C as general partner of Blackstone Real Estate Associates Asia L P	0 10	0 10
BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of Blackstone Real Estate Partners (Offshore) VIII TE 1 L P	0 10	0 10
BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of Blackstone Real Estate Partners (Offshore) VIII TE 2 L P	0 10	0 10

BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of Blackstone Real Estate Partners (Offshore) VIII F L P	0 10	0 10
BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Holdings (Offshore) VIII-ESC L P	0 10	0 10
BREP VIII (Offshore) GP L L C as general partner of BREP VIII (Offshore) GP L P as general partner of Blackstone Real Estate Associates (Offshore) VIII L P as general partner of Blackstone Real Estate Partners (Offshore) VIII L P	0 10	0 10
BTAS Holdings L L C	0 10	0 10

BREP VIII (Offshore) GP LLC, as general partner of BREP VIII (Offshore) GP LP, as general partner of Blackstone Real Estate Associates (Offshore) VIII LP, as general partner of Blackstone Real Estate Partners (Offshore) VIII LP	0 10	0 10
Blackstone Side-by-Side Umbrella GP LLC, as general partner of Blackstone Side-by-Side Umbrella Partnership LP, the sole member of BREP VIII SBS Holdings LLC	0 10	0 10
Blackstone Side-by-Side Umbrella GP LLC, as general partner of Blackstone Side-by-Side Umbrella Partnership LP, the sole member of BREP Asia SBS Holdings LLC	0 10	0 10
BREP Asia LLC, as general partner of Blackstone Real Estate Associates Asia LP, DODT as attorney of Holdings, LLC	0 10	0 10
BREP Asia Side-by-Side GP LLC, as general partner of Blackstone Real Estate Holdings Asia-ESC LP	0 10	0 10

BREP Asia L L C , as general partner of Blackstone Real Estate Associates Asia L P , as attorney of Mind Power Investments Limited	0 10	0 10
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