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(Address)

(Address)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section
Division of Corporations

**SUBJECT:** Brown Brothers Harriman & Co.
Name of Foreign Limited Partnership or Limited Liability Limited Partnership

The enclosed amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Richard P. Ghiraldi
Contact Person

Brown Brothers Harriman & Co.
Firm/Company

140 Broadway
Address

New York, NY 10005
City, State and Zip Code

richard.ghiraldi@bbh.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard P. Ghiraldi at ( 212 ) 493-7653
Name of Contact Person — Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- [ ] $52.50 Filing Fee
- [ ] $61.25 Filing Fee and Certificate of Status
- [ ] $105.00 Filing Fee and Certified Copy
- [x] $113.75 Filing Fee, Certified Copy, and Certificate of Status

**STREET ADDRESS:**
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**MAILING ADDRESS:**
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**AMENDMENT TO CERTIFICATE OF AUTHORITY**
**FOR**
**FOREIGN LIMITED PARTNERSHIP OR**
**LIMITED LIABILITY LIMITED PARTNERSHIP**

1. The name of the limited partnership or limited liability limited partnership as it appears on the records of the Florida Department of State is:
Brown Brothers Harriman & Co. Limited Partnership

2. The jurisdiction of its formation is: New York

3. The date the entity was authorized to transact business in Florida is: 10/19/1994

4. If the amendment changes the name of the limited partnership or limited liability limited partnership, enter the new name:

*Acceptable Limited Partnership suffixes: Limited Partnership, Limited, L.P., LP, or Ltd.*
*Acceptable Limited Liability Limited Partnership suffixes: Limited Liability Limited Partnership, L.L.L.P. or LLLP.*

5. If the amendment changes the general partner(s), list the name and business address of each general partner:

| Name: | Business Address: |
|---|---|
| See Schedule A attached | |

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TALLAHASSEE, FLORIDA

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6. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

_____

7. If the amendment corrects any false statement listed in the application, indicate the statement being corrected and the correction:

_____

_____

_____

_____

_____

8. If the amendment is to add or delete an election to be a limited liability limited partnership statement, check the appropriate box:

☐ The entity elects to be a limited liability limited partnership.

☐ The entity is no longer a limited liability limited partnership.

9. Attached is an original certificate, no more than 90 days olds, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

10. Effective date, if other than the date of filing: January 1, 2010

*(Effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)*

Signature of a general partner:

_____

Typed or printed name:

Douglas A. Donahue, Jr.

| | |
|---|---|
| **Filing Fee:** | **$52.50** |
| **Certified Copy (optional):** | **$52.50** |
| **Certificate of Status (optional):** | **$8.75** |

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TALLAHASSEE, FLORIDA

**Schedule A**

**Brown Brothers Harriman & Co., Limited Partnership**

GENERAL PARTNERS as of January 1, 2010

| Name | Office |
|---|---|
| Thomas E. Berk | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Brian A. Berris | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Taylor S. Bodman | Brown Brothers Harriman & Co.<br>40 Water Street<br>Boston, Massachusetts 02109 |
| John J. Borland | Brown Brothers Harriman & Co.<br>150 South Wacker Drive, Suite 3250<br>Chicago, Illinois 60606 |
| Timothy J. Connelly | Brown Brothers Harriman & Co.<br>40 Water Street<br>Boston, Massachusetts 02109 |
| Geoffrey M. Cook | c/o Brown Brothers Harriman (Luxembourg) S.C.A.<br>2-8 Avenue Charles De Gaulle<br>B.P. 403<br>L-2014, Luxembourg |
| Carl C. Cutler | Brown Brothers Harriman & Co.<br>1531 Walnut Street<br>Philadelphia, Pennsylvania 19102-3098 |
| Douglas A. Donahue, Jr. | Brown Brothers Harriman & Co.<br>40 Water Street<br>Boston, Massachusetts 02109 |

| | |
|---|---|
| Anthony T. Enders | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| A. T. Ercklentz | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Dario Galindo | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| John A. Gehret | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Kathryn C. George | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Robert R. Gould | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Timothy E. Hartch | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, NY 10005 |
| Kyosuke Hashimoto | c/o Brown Brothers Harriman Securities (Japan) Inc.<br>1-2-8 Toranomon, Minato-ku<br>Tokyo, 105-0001<br>Japan |
| Landon Hilliard | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Jeffrey R. Holland | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |

| | |
|---|---|
| Charles O. Izard | Brown Brothers Harriman & Co.<br>227 West Trade Street, Suite 2100<br>Charlotte, North Carolina 28202 |
| Radford W. Klotz | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Susan C. Livingston | Brown Brothers Harriman & Co.<br>40 Water Street<br>Boston, Massachusetts 02109 |
| T. Michael Long | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Hampton S. Lynch, Jr. | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Michael W. McConnell | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| John P. Molner | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Donald B. Murphy | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Yukinori Nagahisa | c/o Brown Brothers Harriman Securities (Japan) Inc.<br>1-2-8 Toranomon, Minato-ku<br>Tokyo, 105-0001<br>Japan |
| John A. Nielsen | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |

| | |
|---|---|
| Seán Páircéir | c/o Brown Brothers Harriman<br>Fund Administration Services (Ireland) Limited<br>Styne House<br>Upper Hatch Street<br>Dublin 2, Ireland |
| A. Heaton Robertson III | Brown Brothers Harriman & Co.<br>40 Water Street<br>Boston, Massachusetts 02109 |
| Jeffrey A. Schoenfeld | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Kevin W. Stone | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| W. Carter Sullivan III | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Andrew J. F. Tucker | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Lawrence C. Tucker | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| William B. Tyree | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Maroa C. Velez | Brown Brothers Harriman & Co.<br>140 Broadway<br>New York, New York 10005-1101 |
| Douglas C. Walker | Brown Brothers Harriman & Co.<br>1531 Walnut Street<br>Philadelphia, Pennsylvania 19102-3098 |

William J. Whelan, Jr.

Brown Brothers Harriman & Co.
40 Water Street
Boston, Massachusetts 02109

Richard H. Witmer, Jr.

Brown Brothers Harriman & Co.
140 Broadway
New York, New York 10005-1101

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# *State of New York,*

# Banking Department

**WHEREAS,** the Superintendent of Banks of the State of New York has heretofore approved the verified certificate filed by:

**GENERAL PARTNERS/CLASS 1 LIMITED PARTNERS**

Thomas E. Berk
Brian A. Berris
Taylor S. Bodman
John J. Borland
Timothy J. Connelly
Geoffrey M. Cook
Carl S. Cutler
Douglas A. Donahue, Jr.
Anthony T. Enders
Alexander T. Ercklentz
Dario Galindo
John A. Gehret
Kathryn C. George
Robert R. Gould
Timothy E. Hartch
Kyosuke Hashimoto
Landon Hilliard
Jeffrey R. Holland
Charles O. Izard
Radford W. Klotz
Susan C. Livingston
T. Michael Long
Hampton S. Lynch, Jr.
Michael W. McConnell
John P. Molner
Donald B. Murphy
Yukinori Nagahisa
John A. Nielsen
Sean Pairceir
A. Heaton Robertson III
Jeffrey A. Schoenfeld
Kevin W. Stone
W. Carter Sullivan III
Andrew J. F. Tucker
Lawrence C. Tucker
William B. Tyree
Maroa C. Velez
Douglas C. Walker
William J. Whelan, Jr.
Richard H. Witmer, Jr.

**CLASS 2 LIMITED PARTNERS**

J. William Anderson
Peter B. Bartlett
Walter H. Brown
Terrence M. Farley
Elbridge T. Gerry, Jr.
Kristen F. Giarrusso
John C. Hanson
Ronald J. Hill
Michael Kraynak, Jr.
Eugene C. Rainis
Stokley P. Towles

of **BROWN BROTHERS HARRIMAN & CO.,** who have applied for authorization to conduct within this State the business of Private Bankers, in accordance with the provisions of Article IV of the Banking Law, and it appearing that such business may be safely entrusted to such persons and that they have complied with the requirements of law and fulfilled all the conditions precedent to commencing business imposed by Chapter II of the Consolidated Laws;

**NOW, THEREFORE, I, REGINA A. STONE,** Deputy Superintendent of Banks of the State of New York, **DO HEREBY AUTHORIZE** the said named persons to transact the business of Private Bankers at 140 Broadway, New York, within this State, effective on or after January 1, 2010.

***Witness, my hand and official seal of the Banking Department at the City of New York,***
***this 28th day of December two thousand and nine.***

STATE OF NEW YORK BANKING DEPARTMENT

I hereby certify this document as a true and complete copy of the original, which is in full force and effect.
Richard P. Ghiraldi, Asst. Vice President
Brown Brothers Harriman & Co.
BBH BBH
Signature
4/9/10
Date

Regina A. Stone
*Deputy Superintendent of Banks*

# *State of New York*
# *Banking Department*

***I, ANGELO J. SIGISMONDO,*** *Deputy Superintendent of Banks of the State of New York,* ***DO HEREBY CERTIFY:***

***THAT, BROWN BROTHERS HARRIMAN & CO.,*** *is a partnership which has been issued an authorization certificate to engage in business in New York as a private banker under Article IV of the Banking Law. Its office for the transaction of business is located at* ***140 Broadway, New York, New York.*** *The authorization certificate of such partnership has not been revoked or suspended and such partnership is a subsisting* ***private banker*** *under the supervision of this Department.*

***WITNESS,*** *my hand and official seal of the Banking Department at the City of New York, this 1st day of* ***March*** *in the Year* ***two thousand and ten.***

Angelo J. Sigismondo
***Deputy Superintendent of Banks***

BROWN
BROTHERS
HARRIMAN

April 9, 2010

*VIA CERTIFIED MAIL*

Florida Department of State
Registration Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Brown Brothers Harriman & Co. Limited Partnership
Certificate of Amendment

Dear Sir / Madam:

Please find enclosed a Certificate of Amendment for Brown Brothers Harriman & Co., Limited Partnership along with a check in the amount of $113.75, which represents the filing fee and the additional charge for a Certified Copy and Certificate of Status. The amendment is for the admission of Timothy E. Hartch and Seán Páircéir as General Partners effective as of January 1, 2010 and the withdrawal of Stokley P. Towles as a General Partner effective as of January 1, 2010.

I have included a certified true copy of our Certificate of Authority listing all the general and limited partners and an original Certificate of Good Standing, both issued by the New York State Banking Department.

If you have any questions or require additional information, please contact me by phone at (212) 493-7653 or via email at richard.ghiraldi@bbh.com.

Very truly yours,

Richard P. Ghiraldi
Asst. Vice President

BROWN BROTHERS HARRIMAN & CO.
140 BROADWAY, NEW YORK, NY 10005-1101
www.bbh.com TEL 212.483.1818