

## FORM OF U.S. QUALIFIED PURCHASER LETTER

NB Private Equity Partners Limited  
c/o NB Private Fund Advisers, LP  
325 N. St. Paul Street, Suite 4900  
Dallas, TX 75201  
United States of America

Ladies and Gentlemen:

In connection with the undersigned's proposed purchase of the Class A ordinary shares (the "*Shares*") of NB Private Equity Partners Limited (formerly known as Lehman Brothers Private Equity Partners Limited), a Guernsey investment company (the "*Company*"), from a holder of the Shares (a "*Seller*"), the undersigned agrees and acknowledges, on its own behalf or on behalf of each account for which it acquires any Shares, and makes the representations and warranties, on its own behalf or on behalf of each account for which it acquires any Shares, as set forth in this letter (this "*U.S. Qualified Purchaser Letter*"):

1. The undersigned certifies that it is a Qualified Purchaser, as such term is defined under the Investment Company Act of 1940 (the "Investment Company Act").
2. The undersigned understands that, subject to certain exceptions, to be a Qualified Purchaser, an individual must have \$5 million, and other entities must have \$25 million, in "investments" as defined in Rule 2a51-1 of the Investment Company Act.
3. The undersigned acknowledges that the Company and its respective affiliates and others will rely on the acknowledgments, representations and warranties contained in this U.S. Qualified Purchaser Letter. The undersigned agrees to promptly notify the Company if any of the acknowledgments, representations or warranties set forth herein are no longer accurate.
4. The Company and its respective affiliates are irrevocably authorized to produce this U.S. Qualified Purchaser Letter or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.
5. This U.S. Transferee's Letter shall be governed by and construed in accordance with the laws of the State of New York.

[The next page is the signature page.]

The undersigned has caused this U.S. Qualified Purchaser Letter to be executed by its duly authorized representative as of the date set forth below.

Date: \_\_\_\_\_

Name of Purchaser (use exact name in which Shares are to be registered):

\_\_\_\_\_

Address of Purchaser for Registration of Shares:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Company  
Name: \_\_\_\_\_

Title: \_\_\_\_\_

If the investor is an individual, the investor's social security number: \_\_\_\_\_

If the investor is a corporation, Company, trust or other legal entity its tax payer identification number:

\_\_\_\_\_