

# Limited Partnership Act 1907

CHFP025

# 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 and section 47 of the Finance Act 1973)


Registration No. LP11493

Name of firm or partnership CARLYLE COM HEM AND UPC PARTNERS II, LP

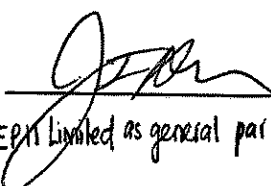
Notice is hereby given that the changes specified below have occurred in this limited partnership:

(Please see notes overleaf)

a.	The firms 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 SEE ATTACHED SCHEDULE	New place of business SEE ATTACHED SCHEDULE
d.	Change in the partners or the name of a partner (see Note 1) SEE ATTACHED SCHEDULE	
e.	Term of 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) overleaf). 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. SEE ATTACHED SCHEDULE	

  
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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		

Signature of firms   
 For and on behalf of CEP II Limited as general partner of CEP II GP, L.P.

Date 8 SEPTEMBER 2006

Presented by: Clifford Chance LLP  
 10 Upper Bank Street  
 London  
 E14 5JJ

Presentor's reference: TSXB/70-40047683/MJL

#### NOTES

149120 Canary Wharf 3

- 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. overleaf. 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.

**b. General nature of business carried on**

***Business previously carried on***

The purpose of the Partnership is to carry on the business of seeking and exploiting general commercial opportunities with the principal objective of generating profit.

***Business now carried on***

The purpose of the partnership is to make the Com Hem and UPC Investment (as defined in the deed of limited partnership constituting Carlyle Com Hem and UPC Partners II, L.P) and solely in connection therewith to carry on the business of investment with the principal objective of investing, monitoring such investments, generating superior long-term capital appreciation and realising capital gain together with such other activities and transactions as may in the reasonable opinion of the general partner be necessary or advisable in order to carry out the foregoing purposes and objectives.

**c. Principal place of business**

*Previous place of business*

10 Upper Bank Street, London, E14 5JJ.

*New place of business*

1001 Pennsylvania Avenue, N.W., Suite 220 South, Washington D.C. 2004, United States of America or such other place as the general partner shall from time to time determine.

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

Carlyle Co-Investment Limited retired as general partner of the Partnership and was replaced as general partner by CEP II GP, L.P. (acting by its general partner, CEP II Limited).

*The following limited partners were admitted to the Partnership:*

AXA CDP Co-investment Fund LLC

AXA Co-investment II LLC

Parinvest SAS

South Light Investment Pte Ltd.

All of the entities above have separate legal personality.

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

***Previous Term***

The partnership shall continue from its commencement date for a period of fifteen years, provided that it shall determine immediately upon:

- (a) the written deed of both partners; or
- (b) the bankruptcy, insolvency, dissolution or liquidation of Carlyle Co-Investment Limited.

***New Term***

The term of the partnership shall continue until the tenth anniversary of the closing date (which date is the same as the date of this Form LP6) unless sooner terminated in accordance with the provisions of the partnership agreement governing the partnership.

**g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.**

CEP II GP, L.P. (acting by its general partner, CEP II Limited) ceased to be a limited partner and became general partner of the Partnership.

**f. and h. Statement of increase in capital contributions**

<b>Name of Limited Partner</b>	<b>Increase or additional sum now contributed  €</b>	<b>Total amount contributed  €</b>
AXA CDP Co-investment Fund LLC	245.78	245.78
AXA Co-investment II LLC	611.32	611.32
Parinvest SAS	260.86	260.86
South Light Investment Pte Ltd.	517.45	517.45

All these limited partners have separate legal personality.