

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:

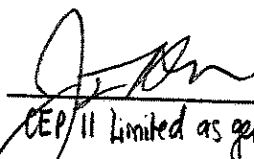
(Please see notes overleaf)

a.	The firms name	Previous Name	New name
		NIL	NIL
b.	General nature of the business	Business previously carried on	Business now carried on
		NIL	NIL
c.	Principal place of business	Previous place of business	New place of business
		NIL	NIL
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	New term
		NIL	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) 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.		
	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		

Signature of firms



Date 25 SEPTEMBER 2006

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

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.

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

The following limited partners were admitted to the Partnership:

Caisse de dépôt et placement du Québec

The entity above has separate legal personality.

f. and h. Statement of increase in capital contributions

Name of Limited Partner	Increase or additional sum now contributed €	Total amount contributed €
Caisse de dépôt et placement du Québec	500.00	500.00