

CP11493
10-494/2
CHFP025

(Registration fee £2)

LP5
2006

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership and Statement of particulars
and of the amounts contributed (in cash or otherwise) by the Limited Partners

(Pursuant to section 8 of the Limited Partnerships Act 1907)

Name of firm or partnership CARLYLE COM HEM AND UPC PARTNERS II, L.P.

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business

TO CARRY ON THE BUSINESS OF SEEKING AND EXPLOITING GENERAL COMMERCIAL OPPORTUNITIES WITH THE PRINCIPAL OBJECTIVE OF GENERATING PROFIT.

The principal place of business

10 UPPER BANK STREET
LONDON E14 5JJ

The term, if any, for which the partnership is entered into

SEE SCHEDULE 1

If no definite term, the conditions of existence of the partnership

N/A

Date of commencement 20 JULY 2006

The partnership is limited and the full name and address of each of the partners are as follows:

General partners

CARLYLE CO-INVESTMENT LIMITED
10 UPPER BANK STREET
LONDON E14 5JJ

Limited partners

CEP II GP, L.P.
1001 PENNSYLVANIA AVENUE, N.W.
SUITE 220 SOUTH
WASHINGTON D.C. 20004, USA

Amounts Contributed (i)

EURO 10 PAID IN CASH

TOTAL

EURO 10 PAID IN CASH

Signatures of all the partners

X

For and on behalf of Carlyle Co-Investment Limited

X

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

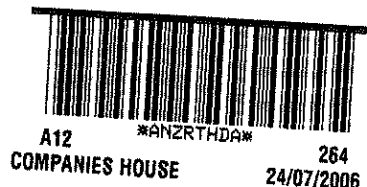
Presented by:

Clifford Chance LLP
10 Upper Bank Street
London E14 5JJDate 21 JULY 2006

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

Notes

(i) State amount contributed by each limited partner, and whether paid in cash, or how otherwise



Notes

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

CARLYLE COM HEM AND UPC PARTNERS II, L.P.

Schedule to Form LP5

Term of the Partnership

The Partnership shall continue for a period of 10 years from the date of commencement, 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.

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

No. LP11493

I hereby certify that the firm

CARLYLE COM HEM AND UPC PARTNERS II, L. P.

having lodged a statement of particulars pursuant to section 8 of the Limited Partnerships Act, 1907, is this day registered as a limited partnership.

Given at Companies House, Cardiff, the 26th July 2006



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

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

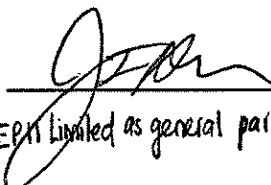
Notice is hereby given that the changes specified below have occurred in this limited partnership:

(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 CEPN 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. 20004, 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

Name of Limited Partner	Increase or additional sum now contributed €	Total amount contributed €
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.

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 NIL	Business now carried on NIL
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 of character of the partnership (see Note 2) Previous term NIL	New term 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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COMPANIES HOUSE 24/10/2006

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Signature of firms 
For and on behalf of CEP II Limited as per

Date 25 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

1. 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.
2. 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.
3. 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.
4. 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.
5. 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

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 and section 47 of the Finance Act 1973)

Registration No: LP011493

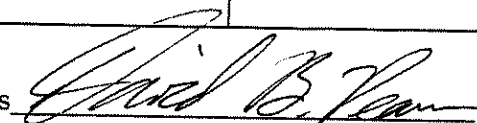
Name of firm or partnership: Carlyle Com Hem And UPC Partners II, L.P. (the "Partnership")

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 Nil	Business now carried on Nil
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) On 1 April 2008, ILP Acquisitions, S.à.r.l. transferred a portion of its interest in the Partnership to CEP II Managing GP, L.P. and, on that date, CEP II Managing GP, L.P. was admitted as a general partner of the Partnership. Although accepted by the General Partner of the Partnership on 1 April 2008, this transfer was deemed to be effective by each party to the transfer on 1 January 2008.		
e. Term or character of the partnership (see note 2)	Previous term Nil	New term 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) On 1 April 2008, ILP Acquisitions, S.à.r.l. transferred a portion of its interest in the Partnership, including a capital contribution in the Partnership equal to €422.81, to CEP II Managing GP, L.P.; on that date, CEP II Managing GP, L.P. became a general partner in the Partnership with a capital contribution of €422.81.		
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa Nil		

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)
Nil	Nil	Nil

Signature of firms



Date 19 March 2009

CEP II Limited
as general partner of
CEP II GP, L.P.
as general partner of
Carlyle Com Hem And UPC Partners II, L.P.

Presented by: Debevoise & Plimpton LLP
Tower 42
Old Broad Street
London EC2N 1HQ

Presentor's reference: 22660-3000/TA

NOTES

1. 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.
2. 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.
3. 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.
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5. The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

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: LP011493

Name of firm Carlyle Com Hem and UPC Partners II, L.P. (the "Partnership")

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

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(Please see notes overleaf)

a. The firm name	Previous Name Nil	New name Nil
b. General nature of the business	Business previously carried on Nil	Business now carried on Nil
c. Principal place of business	Previous place of business Nil	New place of business Nil
d. Change in the partners or the name of partner (see Note 1)	Nil	
e. Term or character of the partnership (see Note 2)	Previous term The term of the Partnership shall continue until the tenth anniversary of the Closing Date unless sooner terminated in accordance with the Limited Partnership Agreement governing the Partnership and the Limited Partnerships Act 1907.	New term The Partnership was dissolved on <u>Jan 28th</u> , 2014 in accordance with the Partnership's Limited Partnership Agreement.
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)).	Nil	
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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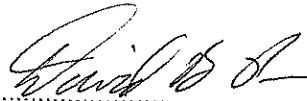
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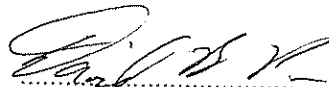
h. Statement of increase in capital contributions		
Name of Limited Partners	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
Nil		
Total	Nil	Nil



Signed by: David Pearson

Title: Director

for and on behalf of CEP II Limited,
as general partner of CEP II GP, L.P.,
as general partner of the Partnership



Signed by: David Pearson

Title: Director

for and on behalf of CEP II Managing GP Holdings, Ltd.,
as general partner of CEP II Managing GP, L.P.,
as managing general partner of the Partnership

Presented by: CECF Advisors LLP
Lansdowne House
57 Berkeley Square
London W1J 6ER
+442078941638

Presenter's reference:
Carlyle Com Hem and UPC Partners II, L.P.

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.
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- The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.