

(Registration fee £2)



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

144583

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

Name of firm or partnership <u>BERTELSMANN ONLTNE</u>	
We, the undersigned, being the partners of the above-name	ed firm, hereby apply for registration as a limited partnership and for that
purpose supply the following particulars:	and for that
specific queries by users) in any fo	g in the United Kingdom of on-line services to oply of data (whether or not in response to orm for any purpose whether directly to users services or in conjunction with other services
The principal place of business Bedford House 69/79 Fulham High Street London SW6 3JW	The term, if any, for which the partnership is entered into no definite term
If no definite term, the conditions of existence of the part	nership
The partnership shall be of indefini a partner may terminate the partners at any time after 31st December 1999	te duration subject to termination by notice: thip by not less than 12 months' notice expiring
Date of commencement Date of registrati	en as a limited partnership 45 August 1995 W
The partnership is limited and the full name and address	of each of the partners are as follows:
General partners ONLINE (UK MANAGEMENT) L (Company number: 3052992 5 Chancery Lane Clifford's Inn London EC4A 1BU	IMITED
Limited partners BERTELSMANN (UK ONLINE) LIMITED	Amounts Contributed (1)
(Company number: 3053966) 5 Chancery Lane Clifford's Inn London EC4A IBU	£99,900 contributed in cash
TOTAL	£99,900
for and on behalf of Online (UK Ma Limited * for and on behalf of Bertelsmann (Denton Hall Presented by: 5 Chancery Lane London EC4A 1BU	
Notes	

FILE COPY



OF A LIMITED PARTNERSHIP

No. LP4917

I hereby certify that the firm

BERTELSMANN ONLINE

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 7th August 1995

KR Davies

Assistant Registrar of Limited Partnerships





Statement specifiying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

Registration No		
Name of firm or partnership $_$ $BERTE$	ELSMANN ON	LINE (PREVIOUS NAME)
Notice is hereby given that the changes spe	ecified below have	occurred in this limited partnership:
		(Please see notes overleaf)
a. The firms name Previous Name BERTELSMAN	N ONLINE	New name AOL BERTELSMANN ONLINE
b. General nature of the business Business previo	ously carried on	Business now carried on PROVISION OF ONLINE SERVICES
c. Principal place of business Previous place THE FULHAM CENTRE 20 FULHAM BROADW LONDON SW6 LAH	: _	New place of business NO CMANGE
d. Change in the partners or the nam		Note 1)
e. Term of character of the partnersh Previous term NO DEFINITE		New term No DEFINITE TERM
f. Change in the sum contributed by contributions must be provided at NO (HANGE	a limited partner ((h) overleaf),	see Note 3) (particulars of any increase in capital
g. Change in the liability of any partr or vice versa.	ner by reason of hi	s becoming a limited instead of a general partner

Statement of increase i	n capital contributions			
Name of Limited Partners	now contributed (if other than in cash, that fact, v	wise vith	(if otherwise than in that fact, with partic	cash, culars,
		-		
· ·				
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				,
				-
Bray a		Date	24m Novemb	- [9 9 \^
Far and Silver			or's reference:	•
	Name of Limited Partners	now contributed (if other than in cash, that fact, we particulars, must be stated to particulars, must be stated to particulars, must be stated to particulars. **Por and particulars, must be stated to particulars, must be stated to particulars. **Por and particulars to particulars. **Por and particulars. **Por an	Name of Limited Partners Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated) Por sno particulars, must be stated) Presentory	Name of 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) Total amount 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) Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) Total amount contributed (if otherwise than in that fact, with particulars, must be stated) Total amount contributed (if otherwise than in that fact, with particulars, must be stated) Total amount 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) Total amount 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) Total amount 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) Total amount 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) Total amount 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) Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated) Total amount contributed (if otherwise than in cash, that fact, with particular than i

- 1. Changes brought about by death, by transfer of interests, y 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 partnershi 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.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.

FILE COPY



OF A LIMITED PARTNERSHIP ON CHANGE OF NAME

No. LP4917

I hereby certify that the firm

BERTELSMANN ONLINE

having lodged a statement of particulars pursuant to section 9 of the Limited Partnerships Act, 1907, is this day registered under the name of

AOL BERTELSMANN ONLINE.

Given at Companies House, Cardiff, the 29th November 1995

KR Jaires
Assistant Registrar of Limited Partnerships





A31 *AG7QVITT* 528 COMPANIES HOUSE 06/02/96

Statement specifiying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

		(Please see notes overleaf)
a.	The firms name Previous Name	New name
b.	General nature of the business Business previously carried on	Business now carried on
C.	Principal place of business Previous place of business	New place of business
	Change in the partners or the name of a partner (see Figure 2) I he general partner changed its name from Bertelsmann Online (UK Management) Limited The limited partner changed its name from Bertelsmann (UK Online) Limited on 17th No	Online (UK Management) Limited to AOL on 17th November 1995. Bertelsmann (UK Online) Limited to AO
e.	Term of character of the partnership (see Note 2) Previous term	New term
	Change in the sum contributed by a limited partner contributions must be provided at (h) overleaf). On 2nd October 1995 the limited partner (the Limited) contributed a further sum of £2,6 of the partnership. On 3rd January 1996 the limited partner (A	then known as Bertelsmann (UK Online) 663,234.05 as additional capital

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)
AOL Bertelsmann (UK	£2,663,234.05 (on 02/10/95)	£2,763,134.05(on 02/10/95)
nline) Limited	£894,574.41 (on 03/01/96)	£3,657,708.46 (on 03/01/96)
·····		
		-

Signature of firms	E-C/M	Mbrs	-
Cignatate of Intitis			

Date 5th February 1996

for and on behalf of AOL Bertelsmann

Online (UK Management) Limited for and on behalf of AOL Bertelsmann

Presented by:

Denton Hall

Presentor's reference:

AMW/PAG

Five Chancery Lane

Clifford's Inn London EC4A 1BU

NOTES

1.

- Changes brought about by death, by transfer of interests, y 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.



Statement specifiying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

Registra	LP4917	
Name of	f firm or partnership <u>AOL BERTELSMANN ONLINE</u>	
Notice is	s hereby given that the changes specified below hav	e occurred in this limited partnership:
	, .	(Please see notes overleaf)
a.	The firms name Previous Name	New name
b.	General nature of the business Business previously carried on	Business now carried on
c.	Principal place of business Previous place of business	New place of business
d.	Change in the partners or the name of a partner (see AOL (UK) Limited, a company registered 3114559, has become a limited partner to the existing partners) with effect	in England and Wales under number
е.	Term of character of the partnership (see Note 2) Previous term	New term
f.	Change in the sum contributed by a limited partner contributions must be provided at (h) overleaf). AOL (UK) Limited contributed a sum of partnership on 28th June 1996.	
g.	hange in the liability of any partner by reason of hange versa.	is becoming a limited instead of a general partner

Name	of	n capital contributions	
Limited P	artners	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)
OL (UK) L	IMITED	fl00 (in cash)	f100 (in cash)
_			
			
	For end on be		
ture of firms	The last of	SCIERCIOS Limited Concern Conce	te 8th August 1996

Presented by:

Denton Hall

Five Chancery Lane

Clifford's Inn London EC4A 1BU Presentor's reference: AMW/PAG

- Changes brought about by death, by transfer of interests, y increase in the number of partners, or by change 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.
- 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.
- The statement must be signed at the end by the firm, and delivered for registration within seven days of the changes taking place.



Statement specifiying the nature of a change in the Limited Partnership and Statement of increase in the amount contributed (in cash or otherwise) by Limited Partners.

Registr	LP4917 ation No.	
Name o	of firm or partnershipAOL_BERTELSMANN_ONLINE	
Notice i	is hereby given that the changes specified below have	e occurred in this limited partnership:
		(Please see notes overleaf)
a.	The firms name Previous Name	New name
b.	General nature of the business Business previously carried on	Business now carried on
C.	Principal place of business Previous place of business	New place of business
d.	Change in the partners or the name of a partner (see AOL (UK) Limited, a company registered 3114559, has become a limited partner to the existing partners) with effect	in England and Wales under number of AOL Bertelsmann Online (in addition
e.	Term of character of the partnership (see Note 2) Previous term	New term
f.	Change in the sum contributed by a limited partner contributions must be provided at (h) overleaf). AOL (UK) Limited contributed a sum of partnership on 28th June 1996.	
g.	hange in the liability of any partner by reason of to vice versa.	nis becoming a limited instead of a general partner
		#20862NY2* 116

		capital contributions				
Name Limited Pa		Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)		Total amount c (if otherwise th that fact, with p must be si	an in cash, particulars,	
AOL (UK) LI	MITED	£100 (in cash)	£100	(in cash)	 	 -
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				· · · · · · · · · · · · · · · · · · ·		
						10 40
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						*1
						M
					 	
	For end on be					
Signature of firms		DIRECTORI AUTHORISED SIGNATORY	Date 8	th August 199	6	

For and on behalf of AOL Bertelsmann Online (UK Management) Limited

Presented by:

Denton Hall

Five Chancery Lane

Clifford's Inn London EC4A 1BU Presentor's reference: AMW/PAG

- Changes brought about by death, by transfer of interests, y increase in the number of partners, or by change 1. 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.
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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.

CHFP000



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.

Regis	tration No. LP 4917	
Name	of firm or partnershipAOL BERTELSMANN ONLINE	
Notice	is hereby given that the changes specified below have o	occurred in this limited partnership:
		(Please see notes overleaf)
a.	The firms name Previous Name	New name
b.	General nature of the business Business previously carried on	Business now carried on
c.	Principal place of business Previous place of business	New place of business
d.	Change in the partners or the name of a partner (see AOL BERTELSMANN (UK ONLINE) LIMITED HAS (UK ONLINE) LIMITED	Note 1) CHANGED ITS NAME TO BERTELSMANN
e.	Term of character of the partnership (see Note 2) Previous term	New term
f.	Change in the sum contributed by a limited partner (scontributions must be provided at (h) overleaf).	ee Note 3) (particulars of any increase in capital
g	Change in the liability of any partner by reason of his or vice versa.	becoming a limited instead of a general partner
		EDS *ESC3900U* 450

Name of Limited Partners	Increase or additional sum now contributed (if otherwis than in cash, that fact, with particulars, must be stated	se 1	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)
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		-	

	19/	
Signature of firms	_(/(2	<u>.</u>

Date 16 th of June 1955

Presented by:

Presentor's reference:

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





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)

me of firm or partners	hip AOL Bertelsmann Online		
tice is hereby given th	at the changes specified below have	occurred in this limited partnership	:
		(Please see n	otes overleaf)
a. The firms name	Previous Name	New name	
) CITAIVGE		NO CHANGE	
O. General nature	of the business Business previously carried on	Business now carried on NO CHANGE	
Principal place			
CHANGE	Previous place of business	New place of business NO CHANGE	
d. Change in the p	artners or the name of a partner (see	NO CHANGE Note 1)	and
d. Change in the pool Bertelsmann Or ssigned its entiroldings (UK) Limi	artners or the name of a partner (see aline (UK Management) Limit re general partnership intelited, 200 Aldersgate Street er of the partnership (see Note 2)	Note 1) ed ceased to be a partner rest to the new general pa	and artner, AOI
d. Change in the pool Bertelsmann Or ssigned its entiroldings (UK) Limi	artners or the name of a partner (see nline (UK Management) Limit re general partnership inte ited, 200 Aldersgate Street	Note 1) ed ceased to be a partner	and artner, AOL
d. Change in the poll Bertelsmann Oresigned its entired oldings (UK) Limite. Term of charact Change in the se	artners or the name of a partner (see aline (UK Management) Limit re general partnership intelited, 200 Aldersgate Street er of the partnership (see Note 2)	Note 1) ed ceased to be a partner rest to the new general partner, London EC1A 4JJ New term NO CHANGE	artner, AOI
d. Change in the poll Bertelsmann Or ssigned its entired oldings (UK) Limited. Term of charact Change in the secontributions me	artners or the name of a partner (see aline (UK Management) Limit re general partnership intelited, 200 Aldersgate Street er of the partnership (see Note 2) Previous term	Note 1) ed ceased to be a partner rest to the new general partner, London EC1A 4JJ New term NO CHANGE	artner, AOI

EDX *EQA5400N* COMPANIES HOUSE W /12

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)
NO CHANGE		
		,

i	ar	atı	ırΔ	of	firms	

Director management) Limited, General Partner of AOL Bertelsmann Online

Date 4 December 2000

Presentor's reference: CAMC/DK

Presented by: Clifford Chance Limited Liability Partnersh

200 Aldersgate Street

London

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NOTES

EC1A 4JJ

DX No 606 LONDON

London-1/621510

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





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.

			(Please see notes overleaf)
a.	The firms name	Previous Name	New name NO CHANGE
b.	General nature of t	the business	
JO (CHANGE	Business previously carried on	Business now carried on NO CHANGE
c .	Principal place of t	ousiness Previous place of business	New place of business
=110.	telsmann (UK Onl:	nership interest to the l	Note 1) o be a partner and assigned its imited partner AOL (UK) Limited, 200
Bert Alde	telsmann (UK Onliire limited partmersgate Street, I	ine) Limited has ceased t nership interest to the l	Note 1) o be a partner and assigned its imited partner AOL (UK) Limited, 200
e. f.	telsmann (UK Online limited partmersgate Street, I Term of character CHANGE Change in the sum	ine) Limited has ceased to the lace to the	Note 1) o be a partner and assigned its imited partner AOL (UK) Limited, 200
e. f.	telsmann (UK Online limited partmersgate Street, I Term of character CHANGE Change in the sum contributions must	ine) Limited has ceased to the laceship interest to the laced London EC1A 4JJ of the partnership (see Note 2) Previous term	Note 1) o be a partner and assigned its imited partner AOL (UK) Limited, 200 New term NO CHANGE

in capital contributions	
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)
	Increase or additional sum now contributed (if otherwise than in cash, that fact, with

Signature of firms

Director management) Limited, General Partner of

AOL Bertelsmann Online

Date 4 December 2000

Presentor's reference: CAMC/DK

Presented by: Clifford Chance Limited Liability Partnersh

200 Aldersgate Street

London EC1A 4JJ

NOTES

DX No 606 LONDON

London-1/621273

- 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.
- 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.
- I. 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.

CHFP025

Registration No. LP 4917



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.

	f firm or partnership AOL BERTELSMANN ONLINE	
tice i	s hereby given that the changes specified below have	
		(Please see notes overleaf)
а.	The firms name	
IL	Previous Name	New name
b.	General nature of the business	
IL	Business previously carried on	Business now carried on NIL
C.	Principal place of business	
IL	Previous place of business	New place of business
9. IL	Term of character of the partnership (see Note 2) Previous term	New term
,	Change in the sum contributed by a limited partner (200 Note 2) (norticulars of an invariant
IL	Change in the sum contributed by a limited partner (scontributions must be provided at (h) overleaf).	see Note 3) (particulars of any increase in capital
].	Change in the liability of any partner by reason of his or vice versa.	becoming a limited instead of a general partner
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		COMPANIES HOUSE 03/03/01