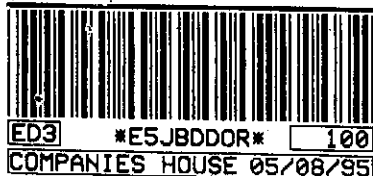


484917



(Registration fee £2)

LP5

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)

28/1/95
144583

Name of firm or partnership BERTELSMANN ONLINE

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 the offering in the United Kingdom of on-line services to businesses and consumers for the supply of data (whether or not in response to specific queries by users) in any form for any purpose whether directly to users or via other providers as separate 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 partnership

The partnership shall be of indefinite duration subject to termination by notice: a partner may terminate the partnership by not less than 12 months' notice expiring at any time after 31st December 1999

Date of commencement ~~Date of registration as a limited partnership~~ 4th August 1995 *JA*

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

General partners **ONLINE (UK MANAGEMENT) LIMITED**
(Company number: 3052992)
5 Chancery Lane
Clifford's Inn
London EC4A 1BU

Limited partners BERTELSMANN (UK ONLINE) LIMITED (Company number: 3053966) 5 Chancery Lane Clifford's Inn London EC4A 1BU	Amounts Contributed (1)
	£99,900 contributed in cash
TOTAL	£99,900

Signatures of all the partners

for and on behalf of Online (UK Management) Limited

Date 27th July 1995

for and on behalf of Bertelsmann (UK Online) Limited
Denton Hall

Presented by: 5 Chancery Lane
London EC4A 1BU

Presenter's reference: **AMW/PAG**

Notes

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

FILE COPY



**CERTIFICATE OF REGISTRATION
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

K R Davies

Assistant Registrar of Limited Partnerships



C O M P A N I E S H O U S E

Limited Partnership 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. LP4917

Name of firm or partnership BERTELSMANN ONLINE (PREVIOUS NAME)

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

(Please see notes overleaf)

a.	The firm's name Previous Name <u>BERTELSMANN ONLINE</u>	New name <u>AOL BERTELSMANN ONLINE</u>
b.	General nature of the business Business previously carried on <u>PROVISION OF ONLINE SERVICES</u>	Business now carried on <u>PROVISION OF ONLINE SERVICES</u>
c.	Principal place of business Previous place of business <u>THE FULHAM CENTRE 20 FULHAM BROADWAY LONDON SW6 1AH</u>	New place of business <u>NO CHANGE</u>
d.	Change in the partners or the name of a partner (see Note 1) <u>NO CHANGE</u>	
e.	Term of character of the partnership (see Note 2) Previous term <u>NO DEFINITE TERM</u>	New term <u>NO DEFINITE TERM</u>
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). <u>NO CHANGE</u>	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa. <u>NO CHANGE</u>	

FILE COPY



**CERTIFICATE OF REGISTRATION
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

K R Davies

Assistant Registrar of Limited Partnerships



C O M P A N I E S H O U S E

Limited Partnership 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. LP4917

Name of firm or partnership AOL Bertelsmann

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
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 Note 1) The general partner changed its name from Online (UK Management) Limited to AOL Bertelsmann Online (UK Management) Limited on 17th November 1995. The limited partner changed its name from Bertelsmann (UK Online) Limited to AOL Bertelsmann (UK Online) Limited on 17th November 1995.	
e.	Term of character of the partnership (see Note 2) Previous term	New term
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 2nd October 1995 the limited partner (then known as Bertelsmann (UK Online) Limited) contributed a further sum of £2,663,234.05 as additional capital of the partnership. On 3rd January 1996 the limited partner (AOL Bertelsmann (UK Online) Limited) contributed a further sum of £894,574.41 as additional capital of 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.	


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

h. Statement of increase in capital contributions

[illegible]

Signature of firms

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
Five Chancery Lane
Clifford's Inn
London EC4A 1BU

Presentor's reference: AMW/PAG

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.

Limited Partnership 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. LP4917

Name of firm or partnership AOL BERTELSMANN ONLINE

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
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 Note 1) AOL (UK) Limited, a company registered in England and Wales under number 3114559, has become a limited partner of AOL Bertelsmann Online (in addition to the existing partners) with effect from 28th June 1996.	
e.	Term of character of the partnership (see Note 2) Previous term	New term
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). AOL (UK) Limited contributed a sum of £100 towards the capital of the partnership on 28th June 1996.	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner vice versa.	



A03 *AQBZNY2* 116
COMPANIES HOUSE 09/08/96

h. Statement of increase in capital contributions

[illegible]

For and on behalf of
Gray's Inn Secretaries Limited

J. M. Wilson DIRECTOR
AUTHORISED SIGNATORY

Signature of firms

Date 8th August 1996

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

Presented by: Denton Hall
Five Chancery Lane
Clifford's Inn
London EC4A 1BU

Presenter's reference: AMW/PAG

NOTES

1. 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.
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.

Limited Partnership 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)

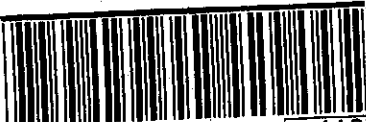
Registration No. LP4917

Name of firm or partnership AOL BERTELSMANN ONLINE

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
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 Note 1) AOL (UK) Limited, a company registered in England and Wales under number 3114559, has become a limited partner of AOL Bertelsmann Online (in addition to the existing partners) with effect from 28th June 1996.	
e.	Term of character of the partnership (see Note 2) Previous term	New term
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). AOL (UK) Limited contributed a sum of £100 towards the capital of the partnership on 28th June 1996.	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.	



A03 *AQ8AZNY2* 116
COMPANIES HOUSE 09/08/96

[illegible]

Gray's Inn Secretaries Limited

C. M. Wilson DIRECTOR/
AUTHORISED SIGNATORY

Date 8th August 1996

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

Presented by: Denton Hall
Five Chancery Lane
Clifford's Inn
London EC4A 1BU

Presenter's reference: AMW/PAG

1. 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.
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.

Limited Partnership Act 1907

CHFP000

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. LP 4917

Name of firm or partnership AOL BERTELSMANN ONLINE

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
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 Note 1) AOL BERTELSMANN (UK ONLINE) LIMITED HAS CHANGED ITS NAME TO BERTELSMANN (UK ONLINE) LIMITED	
e.	Term of character of the partnership (see Note 2) Previous term	New term
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).	
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.	



ED6 *ESC3900U* 460
COMPANIES HOUSE 23/6/99

[illegible]

Signature of firms _____

Date 16th of June, 1955

Presented by:

Presenter's reference:

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.
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.

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. LP 4917

Name of firm or partnership AOL Bertelsmann Online

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
NO CHANGE	NO CHANGE
b. General nature of the business	
Business previously carried on	Business now carried on
NO CHANGE	NO CHANGE
c. Principal place of business	
Previous place of business	New place of business
NO CHANGE	NO CHANGE
d. Change in the partners or the name of a partner (see Note 1)	
AOL Bertelsmann Online (UK Management) Limited ceased to be a partner and assigned its entire general partnership interest to the new general partner, AOL Holdings (UK) Limited, 200 Aldersgate Street, London EC1A 4JJ	
e. Term of character of the partnership (see Note 2)	
Previous term	New term
NO CHANGE	NO CHANGE
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).	
NO CHANGE	
g. Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.	
NOT HAPPENING	


EDX *EQA5400N* 93
COMPANIES HOUSE 11/12/00

h. Statement of increase in capital contributions

[illegible]

Signature of firms

Director of AOL Bertelsmann Online (UK
management) Limited, General Partner of
AOL Bertelsmann Online

Date 4 December 2000

Presented by: Clifford Chance Limited Liability Partnershs
200 Aldersgate Street
London

Presentor's reference: CAMC/DK

NOTES

EC1A 4JJ
DX No 606 LONDON
London-1/621510

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.

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)

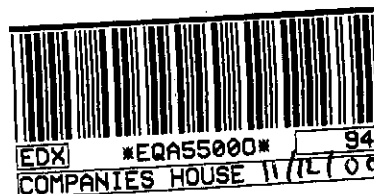
Registration No. LP 4917

Name of firm or partnership AOL Bertelsmann Online


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 NO CHANGE
	NO CHANGE		
b.	General nature of the business	Business previously carried on	Business now carried on
	NO CHANGE		NO CHANGE
c.	Principal place of business	Previous place of business	New place of business
	NO CHANGE		NO CHANGE
d.	Change in the partners or the name of a partner (see Note 1) Bertelsmann (UK Online) Limited has ceased to be a partner and assigned its entire limited partnership interest to the limited partner AOL (UK) Limited, 200 Aldersgate Street, London EC1A 4JJ		
e.	Term of character of the partnership (see Note 2)	Previous term	New term
	NO CHANGE		NO CHANGE
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).		
	NO CHANGE		
g.	Change in the liability of any partner by reason of his becoming a limited instead of a general partner or vice versa.		
	NOT HAPPENING		



[illegible]


Director of AOL Bertelsmann Online (UK
management) Limited, General Partner of
AOL Bertelsmann Online

Date 4 December 2000

Presentor's reference: CAMC/DK

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.

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. LP 4917

Name of firm or partnership AOL BERTELSMANN ONLINE

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) AOL (UK) LIMITED, 200 ALDERSGATE STREET, LONDON EC1A 4JJ, COMPANY NO: 3114559 HAS CEASED TO BE THE LIMITED PARTNER AND ASSIGNED ITS ENTIRE LIMITED PARTNERSHIP INTEREST TO THE GENERAL PARTNER. AOL HOLDINGS (UK)LIMITED, 200 ALDERSGATE STREET, LONDON EC1A 4JJ, COMPANY NO: 3462696 AND THE PARTNERSHIP WILL CEASE TO EXIST.	
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). 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	


ED6 0065
COMPANIES HOUSE 03/03/01