

UNITED DEFENSE INDUSTRIES INC
Form SC 13G/A
February 12, 2004

OMB APPROVAL

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

United Defense Industries, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

91018B 10 4

(CUSIP Number)

July 31, 2003

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. TCG Holdings, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 54-1686011

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

11,094,413

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

11,094,413

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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11,094,413

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

21.28

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

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CUSIP No. 91018B 10 4

1. Names of Reporting Persons. TC Group, L.L.C. d/b/a The Carlyle Group

I.R.S. Identification Nos. of above persons (entities only). 54-1686957

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

11,094,413

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

11,094,413

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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11,094,413

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

21.28%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

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CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 51-0357731

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 3,352,321

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

3,352,321

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,352,321

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

6.43%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle SBC Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 51-0369721

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 153,013

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

153,013

9. Aggregate Amount Beneficially Owned by Each Reporting Person

153,013

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

.29%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. State Board of Administration of Florida

I.R.S. Identification Nos. of above persons (entities only). 52-2038314

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Instrumentality of the State of Florida

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 1,408,137

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

1,408,137

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,408,137

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

2.70%

12. Type of Reporting Person (See Instructions)

OO

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle Investment Group, L.P.

I.R.S. Identification Nos. of above persons (entities only). 51-0357730

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 3,521

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

3,521

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,521

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

.01%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle International Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0153707

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 2,829,707

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

2,829,707

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,829,707

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

5.43%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle International Partners III, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0153592

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 152,464

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

152,464

9. Aggregate Amount Beneficially Owned by Each Reporting Person

152,464

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

.29%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. C/S International Partners

I.R.S. Identification Nos. of above persons (entities only). 98-0160490

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

637,123

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

637,123

9. Aggregate Amount Beneficially Owned by Each Reporting Person

637,123

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

1.22%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle-UDLP Partners, L.P.

I.R.S. Identification Nos. of above persons (entities only). 52-2060122

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

943,562

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

943,562

9. Aggregate Amount Beneficially Owned by Each Reporting Person

943,562

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

1.81%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle-UDLP International Partners, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0181881

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 463,366

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

463,366

9. Aggregate Amount Beneficially Owned by Each Reporting Person

463,366

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

.89%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle-UDLP Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 52-2060123

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

931,510

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

931,510

9. Aggregate Amount Beneficially Owned by Each Reporting Person

931,510

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

1.79%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle-UDLP International Partners II, L.P.

I.R.S. Identification Nos. of above persons (entities only). 98-0181883

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 219,689

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

219,689

9. Aggregate Amount Beneficially Owned by Each Reporting Person

219,689

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

.42%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Carlyle Investment Management, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 52-1988385

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF

0

SHARES

6. Shared Voting Power

BENEFICIALLY

OWNED BY

1,408,137

EACH

7. Sole Dispositive Power

REPORTING

PERSON

0

WITH

8. Shared Dispositive Power

1,408,137

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,408,137

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

2.70%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. DBD Investors IV, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 52-2076068

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 128,259

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

128,259

9. Aggregate Amount Beneficially Owned by Each Reporting Person

128,259

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

.25%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. TC Group II, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 54-1686957

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 7,124,628

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

7,124,628

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,124,628

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

13.67%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

CUSIP No. 91018B 10 4

1. Names of Reporting Persons. Iron Horse Investors, L.L.C.

I.R.S. Identification Nos. of above persons (entities only). 52-2059783

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

NUMBER OF 0

SHARES 6. Shared Voting Power

BENEFICIALLY

OWNED BY 11,222,672

EACH 7. Sole Dispositive Power

REPORTING

PERSON 0

WITH 8. Shared Dispositive Power

11,222,672

9. Aggregate Amount Beneficially Owned by Each Reporting Person

11,222,672

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

..

11. Percent of Class Represented by Amount in Row (9)

21.53%

12. Type of Reporting Person (See Instructions)

OO (Limited Liability Company)

SCHEDULE 13G

- Item 1(a). Name of Issuer:**
United Defense Industries, Inc.
- Item 1(b). Address of Issuer's Principal Executive Offices:**
1525 Wilson Boulevard, Suite 700
Arlington, VA 22209-2444
- Item 2(a). Name of Person Filing:**
TCG Holdings, L.L.C.
TC Group, L.L.C.
Carlyle Partners II, L.P.
Carlyle SBC Partners II, L.P.
State Board of Administration of Florida
Carlyle Investment Group, L.P.
Carlyle International Partners II, L.P.
Carlyle International Partners III, L.P.
C/S International Partners
Carlyle-UDLP Partners, L.P.
Carlyle-UDLP International Partners, L.P.
Carlyle-UDLP Partners II, L.P.
Carlyle-UDLP International Partners II, L.P.
Carlyle Investment Management, L.L.C.
DBD Investors IV, L.L.C.
TC Group II, L.L.C.
Iron Horse Investors, L.L.C.
- Item 2(b). Address of Principal Business Office:**
c/o The Carlyle Group
1001 Pennsylvania Ave, NW
Suite 220 South
Washington, D.C. 20004-2505
- Item 2(c). Citizenship:**
TCG Holdings, L.L.C. Delaware
TC Group, L.L.C. Delaware
Carlyle Partners II, L.P. Delaware
Carlyle SBC Partners II, L.P. Delaware
State Board of Administration of Florida Instrumentality of the State of Florida
Carlyle Investment Group, L.P. Delaware
Carlyle International Partners II, L.P. Cayman Islands
Carlyle International Partners III, L.P. Cayman Islands
C/S International Partners Cayman Islands
Carlyle-UDLP Partners, L.P. Delaware
Carlyle-UDLP International Partners, L.P. Cayman Islands
Carlyle-UDLP Partners II, L.P. Delaware
Carlyle-UDLP International Partners II, L.P. Cayman Islands
Carlyle Investment Management, L.L.C. Delaware

DBD Investors IV, L.L.C. Delaware
TC Group II, L.L.C. Delaware
Iron Horse Investors, L.L.C Delaware

Item 2(d). Title of Class of Securities

Common Stock, Par Value \$0.01 Per Share

Item 2(e). CUSIP Number
91018B 10 4

Item 3. Not applicable.

[Remainder of this page has been left intentionally blank.]

Item 4. Ownership

Reporting Person	Amount beneficially owned:	Percent of class:	Sole power to vote or direct the vote:	Shared power to vote or to direct the vote:	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
TCG Holdings, L.L.C.	11,094,413	21.28%	0	11,094,413	0	11,094,413
TC Group, L.L.C.	11,094,413	21.28%	0	11,094,413	0	11,094,413
Carlyle Partners II, L.P.	3,352,321	6.43%	0	3,352,321	0	3,352,321
Carlyle SBC Partners II, L.P.	153,013	.29%	0	153,013	0	153,013
State Board of Administration of Florida	1,408,137	2.70%	0	1,408,137	0	1,408,137
Carlyle Investment Group, L.P.	3,521	.01%	0	3,521	0	3,521
Carlyle International Partners II, L.P.	2,829,707	5.43%	0	2,829,707	0	2,829,707
Carlyle International Partners III, L.P.	152,464	.29%	0	152,464	0	152,464
C/S International Partners	637,123	1.22%	0	637,123	0	637,123
Carlyle-UDLP Partners, L.P.	943,562	1.81%	0	943,562	0	943,562
Carlyle-UDLP International Partners, L.P.	463,366	.89%	0	463,366	0	463,366
Carlyle-UDLP Partners II, L.P.	931,510	1.79%	0	931,510	0	931,510
Carlyle-UDLP International Partners II, L.P.	219,689	.42%	0	219,689	0	219,689
Carlyle Investment Management, L.L.C.	1,408,137	2.70%	0	1,408,137	0	1,408,137
DBD Investors IV, L.L.C.	128,259	.25%	0	128,259	0	128,259
TC Group II, L.L.C.	7,124,628	13.67%	0	7,124,628	0	7,124,628
Iron Horse Investors, L.L.C.	11,222,672	21.53%	0	11,222,672	0	11,222,672

Iron Horse Investors, L.L.C., a Delaware limited liability company (Iron Horse) is the record owner of 11,222,672 shares of Common Stock of United Defense Industries, Inc. Carlyle Partners II, L.P., Carlyle SBC Partners II, L.P., Carlyle Investment Group, L.P., Carlyle International Partners II, L.P., Carlyle International Partners III, L.P., C/S International Partners, Carlyle-UDLP Partners, L.P., Carlyle-UDLP International Partners, L.P., Carlyle-UDLP Partners II, L.P., and Carlyle-UDLP International Partners II, L.P., (collectively, the Investment Partnerships) together with DBD Investors IV, L.L.C. and the State Board of Administration of Florida constitute all the members of Iron Horse.

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TC Group, L.L.C. exercises investment discretion and control over the shares held by the Investment Partnership directly through its capacity as the sole general partner of certain of the Investment Partnerships or indirectly through its wholly-owned subsidiary TC Group II, L.L.C., the sole general partner of certain of the Investment Partnerships. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. TCG Holdings, L.L.C., TC Group, L.L.C., TC Group II, L.L.C. and the Investment

Partnerships could therefore be deemed to be beneficial owners of the shares owned of record by Iron Horse.

William E. Conway, Jr., Daniel A. D'Aniello, and David M. Rubenstein, as the managing members of TCG Holdings, L.L.C., and DBD Investors IV, L.L.C., may be deemed to share beneficial ownership of the shares shown as beneficially owned by each entity. Such persons disclaim such beneficial ownership.

Carlyle Investment Management, L.L.C. acts as investment advisor and manager with authority and responsibility to invest certain assets on behalf of the State Board of Administration of Florida. TC Group, L.L.C. is the sole managing member of Carlyle Investment Management, L.L.C. TCG Holdings, L.L.C. is the sole managing member of TC Group, L.L.C. Accordingly, Carlyle Investment Management, L.L.C., TC Group, L.L.C. and TCG Holdings, L.L.C. may be deemed to be beneficial owners of shares of Common Stock owned by the State Board of Administration of Florida.

Item 5. Ownership of Five Percent or Less of a Class

If this statement has been filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6: Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7: Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company

Not applicable.

Item 8: Identification and Classification of Members of the Group.

Not applicable.

Item 9: Notice of Dissolution of Group

Not applicable.

Item 10: Certification

Not applicable.

Signature Page 1 of 5

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2004

TCG HOLDINGS, L.L.C.

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello
Title: Managing Director

TC GROUP, L.L.C.

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello
Title: Managing Director

CARLYLE PARTNERS II, L.P.

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello
Title: Managing Director

Signature Page 2 of 5

CARLYLE SBC PARTNERS II, L.P.

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CARLYLE INVESTMENT GROUP, L.P.

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CARLYLE INTERNATIONAL PARTNERS II, L.P.

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

Signature Page 3 of 5

CARLYLE INTERNATIONAL PARTNERS III, L.P.

By: TC Group II, L.L.C., its General Partner

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CARLYLE-UDLP PARTNERS, L.P.

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CARLYLE-UDLP INTERNATIONAL PARTNERS, L.P.

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

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C/S INTERNATIONAL PARTNERS

By: TC Group II, L.L.C., its Managing General Partner

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CARLYLE-UDLP PARTNERS II, L.P.

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CARLYLE-UDLP INTERNATIONAL PARTNERS II, L.P.

By: TC Group, L.L.C., its General Partner

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

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DBD INVESTORS IV, L.L.C.

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

CARLYLE INVESTMENT MANAGEMENT, L.L.C.

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

TC GROUP II, L.L.C.

By: TC Group, L.L.C., its Managing Member

By: TCG Holdings, L.L.C., its Managing Member

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

IRON HORSE INVESTORS, L.L.C.

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director

STATE BOARD OF ADMINISTRATION OF FLORIDA

separate account maintained pursuant to an Investment Management Agreement dated as of September 6, 1996 between the State Board of Administration of Florida, Carlyle Investment Group, L.P. and Carlyle Investment Management, L.L.C.

By: Carlyle Investment Management, L.L.C.,

as Investment Manager

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Managing Director