

Multi Packaging Solutions International Ltd  
Form SC 13G  
February 12, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. )\***

**MULTI PACKAGING SOLUTIONS**

**INTERNATIONAL LIMITED**

**(Name of Issuer)**

**Common Stock**

**(Title of Class of Securities)**

**G6331W109**

**(CUSIP Number)**

**December 31, 2015**

**(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)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1 NAMES OF REPORTING PERSONS**

**The Carlyle Group L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**1 NAMES OF REPORTING PERSONS**

**Carlyle Group Management L.L.C.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES 0**

**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY 27,955,571**

**EACH 7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON 0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**

**1 NAMES OF REPORTING PERSONS**

**Carlyle Holdings II GP L.L.C.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Delaware**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**OO (Limited Liability Company)**



**1 NAMES OF REPORTING PERSONS**

**Carlyle Holdings II L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Québec**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**OO (Québec société en commandit)**

**1 NAMES OF REPORTING PERSONS**

**TC Group Cayman Investment Holdings, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Cayman Islands**

**5 SOLE VOTING POWER**

**NUMBER OF**

**0**

**SHARES 6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY 27,955,571**

**EACH 7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON 0**

**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**

**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**1 NAMES OF REPORTING PERSONS**

**TC Group Cayman Investment Holdings Sub L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Cayman Islands**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**1 NAMES OF REPORTING PERSONS**

**CEP III Managing GP Holdings, Ltd.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Cayman Islands**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**OO (Cayman Islands Exempt Company)**



**1 NAMES OF REPORTING PERSONS**

**CEP III Managing GP, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**United Kingdom**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**1 NAMES OF REPORTING PERSONS**

**Carlyle Europe Partners III, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**United Kingdom**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**PN**

**1 NAMES OF REPORTING PERSONS**

**CEP III Participations S.à r.l. SICAR**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Luxembourg**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**OO (Luxembourg Limited Liability Company)**

**1 NAMES OF REPORTING PERSONS**

**CEP III Chase S.à r.l.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**Luxembourg**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **27,955,571**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**27,955,571**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**27,955,571**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**36.1%**

**12** TYPE OF REPORTING PERSON

**OO (Luxembourg Limited Liability Company)**



**1 NAMES OF REPORTING PERSONS**

**Chase Manco, G.P. Limited**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**United Kingdom**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **1,042,499**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**1,042,499**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**1,042,499**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**1.3%**

**12** TYPE OF REPORTING PERSON

**OO (United Kingdom Limited Company)**

**1 NAMES OF REPORTING PERSONS**

**Chase Manco, L.P.**

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP**

(a) " (b) "

**3 SEC USE ONLY**

**4 CITIZEN OR PLACE OF ORGANIZATION**

**United Kingdom**

**5 SOLE VOTING POWER**

**NUMBER OF**

**SHARES** **0**  
**6 SHARED VOTING POWER**

**BENEFICIALLY**

**OWNED BY** **1,042,499**  
**EACH** **7 SOLE DISPOSITIVE POWER**

**REPORTING**

**PERSON** **0**  
**8 SHARED DISPOSITIVE POWER**

**WITH**

**1,042,499**  
**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

**1,042,499**  
**10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES**

**Not Applicable**

**11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**1.3%**

**12** TYPE OF REPORTING PERSON

**PN**

**ITEM 1. (a) Name of Issuer:**

Multi Packaging Solutions International Limited (the Issuer )

**(b) Address of Issuer s Principal Executive Offices:**

Clarendon House,

2 Church Street

Hamilton, Bermuda HM 11

**ITEM 2. (a) Name of Person Filing:**

Each of the following is hereinafter individually referred to as a Reporting Person and collectively as the Reporting Persons. This statement is filed on behalf of:

Carlyle Group Management L.L.C.

The Carlyle Group L.P.

Carlyle Holdings II GP L.L.C.

Carlyle Holdings II L.P.

TC Group Cayman Investment Holdings, L.P.

TC Group Cayman Investment Holdings Sub L.P.

CEP III Managing GP Holdings, Ltd.

CEP III Managing GP, L.P.

Carlyle Europe Partners III, L.P.

CEP III Participations S.à r.l. SICAR

CEP III Chase S.à r.l. ( CEP III )

Chase Manco, G.P. Limited

Chase Manco, L.P.

**(b) Address or Principal Business Office:**

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The address for each of TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P and CEP III Managing GP Holdings, Ltd. is c/o Intertrust Corporate Services, 190 Elgin Avenue, George Town, Grand Cayman, E9 KY1-9005, Cayman Islands. The address for each of CEP III Participations S.à r.l. SICAR and CEP III is c/o The Carlyle Group, 2, avenue Charles de Gaulle, L -1653 Luxembourg, Luxembourg. The address for each of Chase Manco, G.P. Limited and Chase Manco, L.P. is 1<sup>st</sup> and 2<sup>nd</sup> Floors, Elizabeth House, Les Ruettes Brayes, St. Peter Port, Guernsey. The address of each of the other Reporting Persons is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, D.C. 20004-2505.

**(c) Citizenship of each Reporting Person is:**

Carlyle Group Management L.L.C., The Carlyle Group L.P. and Carlyle Holdings II GP L.L.C. are organized in the state of Delaware. Carlyle

Holdings II L.P. is a Québec société en commandit. CEP III Managing GP, L.P., Carlyle Europe Partners III, L.P., Chase Manco, G.P. Limited and Chase Manco, L.P. are organized under the laws of the United Kingdom. CEP III Participations S.à r.l. SICAR and CEP III are organized under the laws of Luxembourg. Each of the other Reporting Persons is organized under the laws of the Cayman Islands.

**(d) Title of Class of Securities:**

Common shares, \$1.00 par value per share ( Common Shares ).

**(e) CUSIP Number:**

G6331W109

**ITEM 3.**

Not applicable.

**ITEM 4. Ownership**  
**Ownership (a-c)**

The ownership information presented below represents beneficial ownership of Common Shares of the Issuer as of December 31, 2015, based upon 77,439,432 Common Shares outstanding as of November 12, 2015.

Reporting Person	Amount beneficially owned	Percent of class:	Sole power to vote or to 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:
Carlyle Group Management L.L.C.	27,955,571	36.1%	0	27,955,571	0	27,955,571
The Carlyle Group L.P.	27,955,571	36.1%	0	27,955,571	0	27,955,571
Carlyle Holdings II GP L.L.C.	27,955,571	36.1%	0	27,955,571	0	27,955,571
Carlyle Holdings II L.P.	27,955,571	36.1%	0	27,955,571	0	27,955,571
TC Group Cayman Investment Holdings, L.P.	27,955,571	36.1%	0	27,955,571	0	27,955,571
TC Group Cayman Investment Holdings Sub L.P.	27,955,571	36.1%	0	27,955,571	0	27,955,571
CEP III Managing GP Holdings, Ltd.	27,955,571	36.1%	0	27,955,571	0	27,955,571
CEP III Managing GP, L.P.	27,955,571	36.1%	0	27,955,571	0	27,955,571
Carlyle Europe Partners III, L.P.	27,955,571	36.1%	0	27,955,571	0	27,955,571
CEP III Participations S.à r.l. SICAR	27,955,571	36.1%	0	27,955,571	0	27,955,571
CEP III Chase S.à r.l.	27,955,571	36.1%	0	27,955,571	0	27,955,571
Chase Manco, G.P. Limited	1,042,499	1.3%	0	1,042,499	0	1,042,499
Chase Manco, L.P.	1,042,499	1.3%	0	1,042,499	0	1,042,499

CEP III and Chase Manco, L.P. are the record holders of 26,913,072 and 1,042,499 Common Shares, respectively.

Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole shareholder of CEP III Managing GP Holdings, Ltd., which is the general partner of CEP III Managing GP, L.P., which is the general partner of Carlyle Europe Partners III, L.P., which is the sole shareholder of CEP III Participations, S.à r.l., SICAR, which is the sole shareholder of CEP III, which is the sole shareholder of Chase Manco, G.P. Limited, which is the general partner of Chase Manco L.P.



**ITEM 5. Ownership of Five Percent or Less of a Class**

Not applicable.

**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 on  
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**

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, 2016

**CARLYLE GROUP MANAGEMENT L.L.C.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**THE CARLYLE GROUP L.P.**

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II GP L.L.C.**

By: The Carlyle Group L.P., its managing member  
By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**CARLYLE HOLDINGS II L.P.**

By: /s/ Daniel D Aniello  
Name: Daniel D Aniello  
Title: Chairman

**TC GROUP CAYMAN INVESTMENT**

**HOLDINGS, L.P.**

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

**TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.**

By: TC Group Cayman Investment Holdings, L.P., its general partner

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Chairman

**CEP III MANAGING GP HOLDINGS, LTD.**

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

Title: Director

**CEP III MANAGING GP, L.P.**

By: Daniel D Aniello, for an on behalf of CEP III Managing GP Holdings, Ltd. as general partner of CEP III Managing GP, L.P.

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

**CARLYLE EUROPE PARTNERS III, L.P.**

By: Daniel D Aniello, for an on behalf of CEP III Managing GP Holdings, Ltd., as general partner of CEP III Managing GP, L.P., as GP of Carlyle Europe Partners III, L.P.

By: /s/ Daniel D Aniello

Name: Daniel D Aniello

**CEP III PARTICIPATIONS S.À R.L. SICAR**

By: /s/ David B. Pearson

Name: David B. Pearson

Title: Manager

**CEP III CHASE S.À R.L.**

Represented by Andrew Howlett-Bolton, as Manager and authorized representative of CEP III Advisor

S.à r.l., Manager

By: /s/ Andrew Howlett-Bolton

Name: Andrew Howlett-Bolton

**CHASE MANCO, G.P. LIMITED**

By: /s/ Zeina Bain

Name: Zeina Bain

Title: Director

**CHASE MANCO, L.P.**

By: Chase Manco, G.P. Limited, its general partner

By: /s/ Zeina Bain

Name: Zeina Bain

Title: Director

**LIST OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99	Joint Filing Agreement