

This document constitutes a supplement (the "**Supplement**") in the meaning of Art. 16 of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003 (the "**Prospectus Directive**") or pursuant to Art. 13 of the Loi relative aux prospectus pour valeurs mobilières (the "**Luxembourg Prospectus Law**") to two base prospectuses: (i) the base prospectus of Bertelsmann AG in respect of non-equity securities within the meaning of Art. 22 No. 6 (4) of the Commission Regulation (EC) No. 809/2004 of 29 April 2004 ("**Non-Equity Securities**") and (ii) the base prospectus of Bertelsmann U.S. Finance LLC in respect of Non-Equity Securities (together, the "**Debt Issuance Programme Prospectus**" or the "**Prospectus**")

This Supplement is supplemental to, and must be read in conjunction with, the Debt Issuance Programme Prospectus dated 8 April 2008.



Bertelsmann AG

(Gütersloh, Federal Republic of Germany)
as Issuer and, in respect of Notes issued by Bertelsmann U.S. Finance LLC as Guarantor

Bertelsmann U.S. Finance LLC

(Wilmington, Delaware, U.S.A.)
as Issuer

€4,000,000,000

Debt Issuance Programme
(the "**Programme**")

Each Issuer has requested the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (the "**CSSF**") to provide the competent authority in the Federal Republic of Germany as soon as possible after approval of this Supplement has been granted with a certificate of such approval (the "**Notification**") attesting that the Supplement has been drawn up in accordance with the Luxembourg law relating to prospectuses for securities (*Loi relative aux prospectus pour valeurs mobilières*) which implements Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 into Luxembourg law. The Issuers may request the CSSF to provide competent authorities in additional host Member States within the European Economic Area with a Notification.

RIGHT TO WITHDRAW

Investors who have already agreed to purchase or subscribe for Notes of any tranche to be issued under the Programme prior to publication of this Supplement are entitled to withdraw their purchase orders pursuant to Art. 13(2) of the Luxembourg Law within two working days after the publication of this Supplement provided that the relevant purchase has not yet been completed. A withdrawal, if any, is to be addressed to the relevant bank or savings bank or any other distributor with whom the relevant agreement to purchase or subscribe has been entered into.

This Supplement will be published in the same way as the Prospectus. Copies of this Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu). It is valid as long as the Prospectus is valid.

RESPONSIBILITY STATEMENT

Bertelsmann AG ("**Bertelsmann**" or the "**Guarantor**", together with its consolidated group companies, the "**Bertelsmann Group**") with its registered office in Gütersloh, Germany and Bertelsmann U.S. Finance LLC ("**BUS Finance**") with its registered office in Wilmington, Delaware, U.S.A. (herein each also called an "**Issuer**" and together the "**Issuers**") accept responsibility for the information given in this Supplement. Each Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement for which it is responsible is, to the best of its knowledge and belief, in accordance with the facts and contains no omission likely to affect its import.

NOTICE

Terms defined or otherwise attributed meanings in the Prospectus have the same meaning when used in this Supplement.

This Supplement shall only be distributed in connection with the Prospectus.

Each Issuer has confirmed to the Dealers that the Prospectus (as supplemented) contains all information which is material in the context of the Programme and the issue and offering of Notes thereunder; that the information contained therein is accurate in all material respects and is not misleading; that any opinions and intentions expressed therein are honestly held and based on reasonable assumptions; that there are no other facts, the omission of which would make any statement, whether fact or opinion, in the Prospectus (as supplemented) misleading in any material respect; and that all reasonable enquiries have been made to ascertain all facts and to verify the accuracy of all statements contained therein.

No person has been authorised to give any information which is not contained in or not consistent with the Prospectus or this Supplement or any other information supplied in connection with the Programme and, if given or made, such information must not be relied upon as having been authorised by or on behalf of the Issuers or any of the Dealers.

Neither the Arranger nor any Dealer nor any person mentioned in the Prospectus or this Supplement, excluding the Issuers, accepts any responsibility for the accuracy and completeness of the information contained in the Prospectus, this Supplement, any other supplement to the Prospectus or any document incorporated by reference nor for the information contained in any Final Terms.

This Supplement and the Prospectus should be read in conjunction with all documents which are incorporated by reference, which together constitute two base prospectuses for the purposes of the Prospectus Directive, and for a particular issue of or tranche of Notes in conjunction with any applicable Final Terms.

Save as disclosed herein and in the Prospectus there has been no other significant new factor, material mistake or material inaccuracy relating to the information included in the Prospectus since its publication.

TABLE OF CONTENTS

	Page
Responsibility Statement	2
Notice	2
Supplemental Information	4
Names and Addresses.....	14

SUPPLEMENTAL INFORMATION¹

Supplemental information pertaining to Bertelsmann

Page	Section	
14	SUMMARY REGARDING BERTELSMANN AG	
	<p>The Issuer is the parent company of the Bertelsmann Group of companies and serves as an operative management holding company. The Group comprises six corporate divisions, namely RTL Group, Random House, Gruner + Jahr, BMG, Arvato and Direct Group. Within the scope defined by the parent company, the six corporate divisions are operationally autonomous. They are reporting segments.</p>	<p><u>Shall be amended as follows:</u></p> <p>The Issuer is the parent company of the Bertelsmann Group of companies and serves as an operative management holding company. The Group comprises five corporate divisions, namely RTL Group, Random House, Gruner + Jahr, Arvato and Direct Group. Within the scope defined by the parent company, the five corporate divisions are operationally autonomous. They are reporting segments.</p>
14	Business Overview	
	<p>RTL Group is active in the television and radio sector, as well as in TV production. Its television operations include the RTL Germany media group, M6 in France and the RTL channels in the Benelux region. Random House is a global publishing group with a portfolio of editorially independent imprints, including Knopf and Doubleday in the U.S., Ebury and Transworld in the U.K., and Siedler and Goldmann in Germany. Random House publishes hardcover and paperback fiction and non-fiction books for adults and children in English, German, Spanish, Japanese and Korean. Gruner + Jahr is a magazine publisher, with approximately 300 magazines and newspapers in more than 20 countries around the world. Its most significant international participation is Prisma Presse in France. Other countries in which Gruner + Jahr is active include China, Italy, Poland, Russia and Spain. The BMG division primarily consists of the Sony BMG Music Entertainment joint venture. Sony BMG is a music-oriented entertainment company with domestic and international artists. The joint venture includes major labels such as RCA, Arista, Columbia, Epic and Jive. The international media and communications service provider Arvato is present in more than 35 countries worldwide with its Arvato Services, Arvato Print, Arvato Digital Services and Arvato Systems units. The business activities include customer loyalty programs, logistics services, supply chain management, call and service center activities, gravure and offset printing plants, optical storage media production, IT services, address</p>	<p><u>Shall be amended as follows:</u></p> <p>RTL Group is active in the television and radio sector, as well as in TV production. Its television operations include the RTL Germany media group, M6 in France and the RTL channels in the Benelux region. Random House is a global publishing group with a portfolio of editorially independent imprints, including Knopf and Doubleday in the U.S., Ebury and Transworld in the U.K., and Siedler and Goldmann in Germany. Random House publishes hardcover and paperback fiction and non-fiction books for adults and children in English, German, Spanish, Japanese and Korean. Gruner + Jahr is a magazine publisher, with approximately 300 magazines and newspapers in more than 20 countries around the world. Its most significant international participation is Prisma Presse in France. Other countries in which Gruner + Jahr is active include China, Italy, Poland, Russia and Spain. The international media and communications service provider Arvato is present in more than 35 countries worldwide with its Arvato Services, Arvato Print, Arvato Digital Services and Arvato Systems units. The business activities include customer loyalty programs, logistics services, supply chain management, call and service center activities, gravure and offset printing plants, optical storage media production, IT services, address and database management, mobile and wireless services, and direct media sales. The remaining parts of Direct Group bundle most of Bertelsmann's direct-to-customer business with its clubs, bookstores and online shops in Germany, France, Spain, Portugal and Italy.</p>

¹ References to pages, sections and sub-sections are to pages, sections and sub-sections of the Prospectus.

	and database management, mobile and wireless services, and direct media sales. Direct Group with its book, music and DVD clubs, bookstores and online shops which bundles most of Bertelsmann's global direct-to-customer business.	
14	Recent Developments	
	<p>Hartmut Ostrowski was appointed as the CEO of Bertelsmann AG effective 1 January 2008. Rolf Buch, previously Chief Executive Officer of Arvato Direct Services, succeeded Mr. Ostrowski as CEO of the Arvato division and member of the Bertelsmann AG Executive Board with effect from 6 February 2008. The former CEO of Bertelsmann AG, Gunter Thielen, moved to the Supervisory Board of Bertelsmann AG, where he was appointed Chairman in January 2008. The changes to the composition of the Executive Board and the Supervisory Board were resolved at the meeting of the Supervisory Board on 19 January 2007.</p>	<p><u>Shall be amended as follows:</u></p> <p>Hartmut Ostrowski was appointed as the CEO of Bertelsmann AG effective 1 January 2008. Rolf Buch, previously Chief Executive Officer of Arvato Direct Services, succeeded Mr. Ostrowski as CEO of the Arvato division and member of the Bertelsmann AG Executive Board with effect from 6 February 2008. The former CEO of Bertelsmann AG, Gunter Thielen, moved to the Supervisory Board of Bertelsmann AG, where he was appointed Chairman in January 2008. The changes to the composition of the Executive Board and the Supervisory Board were resolved at the meeting of the Supervisory Board on 19 January 2007.</p> <p>Bertelsmann's core businesses are media related, including media production and services for both Group-internal and external customers. Bertelsmann is focusing on moving into new growth markets, in parallel with growing its existing businesses. Investments should focus on businesses with high organic growth potential. Bertelsmann's objective is to be a market leader and to extend its leading position in selected, attractive markets.</p> <p>The sale of the 50 percent stake in SonyBMG and the strategic restructuring of the Direct Group are parts of the efforts to realign the Group around growth businesses more intensively.</p> <p>The Sale of Direct Group's businesses in North America was closed on 11 August 2008. The sale of Bertelsmann's 50% stake in SonyBMG to Sony Corporation was closed on 1 October 2008.</p>
15	Selected Financial Information	
	<p>Accounting and reporting of the Bertelsmann Group is performed in accordance with the International Financial Reporting Standards ("IFRS").</p> <p>[TABLE]</p>	<p><u>Shall be amended as follows:</u></p> <p>Accounting and reporting of the Bertelsmann Group is performed in accordance with the International Financial Reporting Standards ("IFRS").</p> <p>[TABLE]</p> <p>As the consequence of Bertelsmann's Portfolio analysis, all non-core businesses were separated as discontinued operations in line with IFRS 5. The continuing operations of Bertelsmann are the RTL Group, Random House, Gruner + Jahr, Arvato, and DirectGroup</p>

		businesses in German- and French-speaking countries and southern Europe (Italy, Portugal, Spain). With the exception of the DirectGroup, the remaining divisions are directly comparable with the figures reported in the previous year.
15	Significant change in Bertelsmann Groups financial or trading position	
	There has been no significant change in the financial or trading position of Bertelsmann Group since 31 December 2007.	<u>Shall be amended as follows:</u> There has been no significant change in the financial or trading position of Bertelsmann Group since 31 December 2007, except for the disposal/closure of the discontinued operations.
25	ZUSAMMENFASSUNG IN BEZUG AUF BERTELSMANN AG	
	Die Emittentin ist die Obergesellschaft des Bertelsmann-Konzerns und dient als operative Management-Holding. Der Konzern umfasst sechs Unternehmensbereiche, namentlich RTL Group, Random House, Gruner + Jahr, BMG, Arvato und Direct Group. Innerhalb des Konzerns sind die sechs Unternehmensbereiche selbständig operativ tätig und stellen Berichtseinheiten dar.	<u>Shall be amended as follows:</u> Die Emittentin ist die Obergesellschaft des Bertelsmann-Konzerns und dient als operative Management-Holding. Der Konzern umfasst fünf Unternehmensbereiche, namentlich RTL Group, Random House, Gruner + Jahr, Arvato und Direct Group. Innerhalb des Konzerns sind die fünf Unternehmensbereiche selbständig operativ tätig und stellen Berichtseinheiten dar.
25	Geschäftsüberblick	
	<p>Die RTL Group ist im Fernseh- und Radio- sowie im TV-Produktionsgeschäft tätig. Zum Fernsehgeschäft zählen unter anderem die Mediengruppe RTL Deutschland, M6 in Frankreich und die RTL-Sender im Benelux-Raum.</p> <p>Random House ist eine internationale Publikumsverlagsgruppe mit einem Portfolio von publizistisch unabhängigen Einzelverlagen, so z. B. Knopf und Doubleday in den USA, Ebury und Transworld in Großbritannien oder Siedler und Goldmann in Deutschland. Random House veröffentlicht Romane, Sach- und Jugendbücher als Hardcover und Taschenbuchausgaben und dies in den Sprachen Englisch, Deutsch, Spanisch, Japanisch und Koreanisch.</p> <p>Gruner + Jahr ist ein Zeitschriftenverlag mit 300 Zeitschriften und Zeitungen in weltweit mehr als 20 Ländern. Die bedeutendste Auslandsbeteiligung ist Prisma Presse in Frankreich. Daneben ist Gruner + Jahr unter anderem in China, Italien, Polen, Russland und Spanien tätig.</p> <p>Der Unternehmensbereich BMG besteht im Wesentlichen aus dem Joint Venture Sony BMG Music Entertainment. Sony BMG ist ein auf Musik ausgerichtetes Unterhaltungs-</p>	<u>Shall be amended as follows:</u> <p>Die RTL Group ist im Fernseh- und Radio- sowie im TV-Produktionsgeschäft tätig. Zum Fernsehgeschäft zählen unter anderem die Mediengruppe RTL Deutschland, M6 in Frankreich und die RTL-Sender im Benelux-Raum.</p> <p>Random House ist eine internationale Publikumsverlagsgruppe mit einem Portfolio von publizistisch unabhängigen Einzelverlagen, so z. B. Knopf und Doubleday in den USA, Ebury und Transworld in Großbritannien oder Siedler und Goldmann in Deutschland. Random House veröffentlicht Romane, Sach- und Jugendbücher als Hardcover und Taschenbuchausgaben und dies in den Sprachen Englisch, Deutsch, Spanisch, Japanisch und Koreanisch.</p> <p>Gruner + Jahr ist ein Zeitschriftenverlag mit 300 Zeitschriften und Zeitungen in weltweit mehr als 20 Ländern. Die bedeutendste Auslandsbeteiligung ist Prisma Presse in Frankreich. Daneben ist Gruner + Jahr unter anderem in China, Italien, Polen, Russland und Spanien tätig.</p> <p>Der internationale Medien- und Kommunikationsdienstleister Arvato ist weltweit in mehr als 35 Ländern präsent und besteht aus den Geschäftsbereichen Arvato Services, Arvato</p>

	<p>unternehmen mit nationalen und internationalen Künstlern. Das Joint Venture vereint bedeutende Labels wie RCA, Arista, Columbia, Epic und Jive.</p> <p>Der internationale Medien- und Kommunikationsdienstleister Arvato ist weltweit in mehr als 35 Ländern präsent und besteht aus den Geschäftsbereichen Arvato Services, Arvato Print, Arvato Digital Services und Arvato Systems. Die Geschäftstätigkeiten von Arvato umfassen Kundenbindungsprogramme, Logistikdienstleistungen, Supply Chain Management, Call- und Servicecenter, Tief- und Offsetdruckereien, Herstellung optischer Speichermedien, IT-Services, Adress- und Datenbankmanagement, Mobilfunkdienstleistungen sowie Mediendirektvertrieb.</p> <p>Die Direct Group mit ihren Buch-, Musik-, DVD-Clubs, Buchhandlungen und Online-Shops vereint einen Großteil von Bertelsmanns weltweiten Endkundengeschäften.</p>	<p>Print, Arvato Digital Services und Arvato Systems. Die Geschäftstätigkeiten von Arvato umfassen Kundenbindungsprogramme, Logistikdienstleistungen, Supply Chain Management, Call- und Servicecenter, Tief- und Offsetdruckereien, Herstellung optischer Speichermedien, IT-Services, Adress- und Datenbankmanagement, Mobilfunkdienstleistungen sowie Mediendirektvertrieb.</p> <p>Die verbleibenden Geschäfte der Direct Group vereinen einen Großteil von Bertelsmanns Endkundengeschäften mit ihren Clubs, Buchhandlungen und Online-Shops in Deutschland, Frankreich, Spanien, Portugal und Italien.</p>
25	Letzte Entwicklungen	
	<p>Mit Wirkung zum 1. Januar 2008 hat Hartmut Ostrowski den Vorstandsvorsitz der Bertelsmann AG übernommen. Sein Nachfolger als Vorstandsvorsitzender des Unternehmensbereichs Arvato und Vorstandsmitglied der Bertelsmann AG wurde per 6. Februar 2008 Rolf Buch, bis dahin Vorsitzender der Geschäftsführung Arvato Direct Services. Der ehemalige Bertelsmann-Vorstandsvorsitzende Gunter Thielen ist in den Aufsichtsrat der Bertelsmann AG gewechselt, zu dessen Vorsitzenden er im Januar 2008 vom Aufsichtsrat gewählt wurde. Die Veränderungen in Vorstand und Aufsichtsrat wurden bereits auf einer Sitzung des Aufsichtsrats am 19. Januar 2007 beschlossen.</p>	<p><u>Shall be amended as follows:</u></p> <p>Mit Wirkung zum 1. Januar 2008 hat Hartmut Ostrowski den Vorstandsvorsitz der Bertelsmann AG übernommen. Sein Nachfolger als Vorstandsvorsitzender des Unternehmensbereichs Arvato und Vorstandsmitglied der Bertelsmann AG wurde per 6. Februar 2008 Rolf Buch, bis dahin Vorsitzender der Geschäftsführung Arvato Direct Services. Der ehemalige Bertelsmann-Vorstandsvorsitzende Gunter Thielen ist in den Aufsichtsrat der Bertelsmann AG gewechselt, zu dessen Vorsitzenden er im Januar 2008 vom Aufsichtsrat gewählt wurde. Die Veränderungen in Vorstand und Aufsichtsrat wurden auf einer Sitzung des Aufsichtsrats am 19. Januar 2007 beschlossen.</p> <p>Die Kerngeschäfte von Bertelsmann sind Mediengeschäfte sowie mediale Produktions- und Dienstleistungsgeschäfte für Drittkunden und konzerninterne Kunden. Investitionen sollen sich auf Geschäfte mit starkem organischen Wachstumspotential konzentrieren. Bertelsmann strebt führende Positionen bzw. den Ausbau führender Positionen in attraktiven Märkten an.</p> <p>Der Verkauf der 50-Prozent-Beteiligung an SonyBMG sowie die strategische Neuordnung der Direct Group folgen der Strategie, das Unternehmen stärker auf Wachstum auszurichten.</p> <p>Die Anteile an der Direct Group North America wurden am 11. August 2008 übertragen. Der Verkauf des 50%igen Anteils von Bertelsmann</p>

		an SonyBMG wurde am 1. Oktober 2008 mit der Eigentumsübertragung (Closing) an Sony Corporation abgeschlossen.
26	Ausgewählte Finanzinformationen	
	Der Konzernabschluss der Bertelsmann AG wird nach den International Financial Reporting Standards (" IFRS ") erstellt. [TABLE]	<p><u>Shall be amended as follows:</u></p> <p>Der Konzernabschluss der Bertelsmann AG wird nach den International Financial Reporting Standards ("IFRS") erstellt. [TABLE]</p> <p>Als Ergebnis der Portfolioanalyse werden Nichtkerngeschäfte gemäß IFRS 5 als nicht fortgeführte Aktivitäten gesondert ausgewiesen. Die fortgeführten Aktivitäten von Bertelsmann umfassen die Unternehmensbereiche RTL Group, Random House, Gruner + Jahr, Arvato sowie die Aktivitäten der Direct Group in den deutschsprachigen und französischsprachigen Geschäften sowie in Südeuropa (Italien, Portugal, Spanien). Mit Ausnahme der Direct Group sind die übrigen Unternehmensbereiche unmittelbar mit den im Vorjahr berichteten Angaben vergleichbar.</p>
26	Signifikante Veränderungen in der Finanz- bzw. Handelsposition der Bertelsmann AG	
	Seit dem 31. Dezember 2007 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition des Bertelsmann-Konzerns gegeben.	<p><u>Shall be amended as follows:</u></p> <p>Seit dem 31. Dezember 2007 hat es keine signifikanten Änderungen der Finanz- bzw. Handelsposition des Bertelsmann-Konzerns gegeben, ausgenommen die Verkäufe/Schließungen der nicht fortgeführten Aktivitäten.</p>
29	RISK FACTORS REGARDING BERTELSMANN AG	
		<p><u>Shall be supplemented as follows:</u></p> <p>Share purchase agreement with Sony in relation to stake in SonyBMG</p> <p>Although currently no further financial liabilities for the Group resulting from the share purchase agreement with Sony are anticipated, a liability of the Group in relation to the sale of the 50% stake / former shareholding in SonyBMG cannot be excluded.</p>
42	Executive Board	
	The following table sets forth the names of the members of the Executive Board as well as the principal activities currently performed by them outside the Issuer. The members of the Executive Board accept memberships in the supervisory boards of other corporations, including the Issuer's subsidiaries, within the	<p><u>Shall be amended as follows:</u></p> <p>The following table sets forth the names of the members of the Executive Board as well as the principal activities currently performed by them outside the Issuer. The members of the Executive Board accept memberships in the supervisory boards of other corporations, including the Issuer's subsidiaries, within the</p>

	<p>limits prescribed by law. The table does not list the memberships of the executive board members on the administrative, management or supervisory entities of the Issuer's subsidiaries.</p> <p>Hartmut Ostrowski Chairman (since 1 January 2008) Chairman and Chief Executive Officer, Arvato AG (until 31 December 2007)</p> <p>Dr. Gunter Thielen Chairman (until 31 December 2007)</p> <ul style="list-style-type: none"> • Leipziger Messe GmbH • Groupe Bruxelles Lambert (since 24 April 2007) <p>Rolf Buch Member of the Executive Board, Arvato AG (Chairman and Chief Executive Officer since 6 February 2008)</p> <ul style="list-style-type: none"> • Brief-Union eG (Chairman) <p>Dr. Bernd Kundrun Chairman and Chief Executive Officer, Gruner + Jahr AG</p> <p>Peter Olson, J.D./MBA Chairman und Chief Executive Officer, Random House</p> <p>Dr. Thomas Rabe Chief Financial Officer Head of Bertelsmann Music Group (BMG)</p> <p>Dr. Ewald Walgenbach Chief Executive Officer, Direct Group Bertelsmann (until 31 December 2007)</p> <p>Gerhard Zeiler Chief Executive Officer, RTL Group</p> <p>The members of the Executive Board may be contacted through the Issuer's headquarters in Gütersloh. With regard to any of the Executive Board members, there are no conflicting interests between any of their duties to the Issuer and their private interests and/or other duties.</p>	<p>limits prescribed by law. The table does not list the memberships of the Executive Board members on the administrative, management or supervisory entities of the Issuer's subsidiaries.</p> <p>Hartmut Ostrowski Chairman (since 1 January 2008) Chairman and Chief Executive Officer, Arvato AG (until 31 December 2007)</p> <p>Dr. Gunter Thielen Chairman (until 31 December 2007)</p> <ul style="list-style-type: none"> • Leipziger Messe GmbH • Groupe Bruxelles Lambert (since 24 April 2007) <p>Rolf Buch Member of the Executive Board, Arvato AG (Chairman and Chief Executive Officer since 6 February 2008)</p> <ul style="list-style-type: none"> • Brief-Union eG (Chairman) <p>Markus Dohle Chairman and Chief Executive Officer, Random House (since 1 June 2008)</p> <p>Dr. Bernd Kundrun Chairman and Chief Executive Officer, Gruner + Jahr AG</p> <p>Peter Olson, J.D./MBA Chairman und Chief Executive Officer, Random House (until 31 May 2008)</p> <p>Dr. Thomas Rabe Chief Financial Officer Head of Bertelsmann Music Group (BMG) (until 1 October, 2008)</p> <p>Dr. Ewald Walgenbach Chief Executive Officer, Direct Group Bertelsmann (until 31 December 2007)</p> <p>Gerhard Zeiler Chief Executive Officer, RTL Group</p> <p>The members of the Executive Board may be contacted through the Issuer's headquarters in Gütersloh. With regard to any of the Executive Board members, there are no conflicting interests between any of their duties to the Issuer and their private interests and/or other duties.</p>
43	Organisational Structure	
	<p>The Issuer is the parent company of the Bertelsmann Group of companies and serves as an operative management holding company. The Group comprises six corporate divisions, namely RTL Group, Random House, Gruner + Jahr, BMG, Arvato and Direct Group. Within the scope defined by the parent company, the six corporate divisions are operationally autonomous. They are reporting segments.</p>	<p><u>Shall be amended as follows:</u></p> <p>The Issuer is the parent company of the Bertelsmann Group of companies and serves as an operative management holding company. The Group comprises five corporate divisions, namely RTL Group, Random House, Gruner + Jahr, Arvato and Direct Group. Within the scope defined by the parent company, the five corporate divisions are operationally autonomous. They are reporting segments.</p>
45	Overview	

	<p>The Group comprises six corporate divisions which are – within the scope defined by the Issuer – operationally autonomous: RTL Group, Random House, Gruner + Jahr, BMG, Arvato and Direct Group.</p>	<p><u>Shall be amended as follows:</u></p> <p>The Group comprises five corporate divisions which are – within the scope defined by the Issuer – operationally autonomous: RTL Group, Random House, Gruner + Jahr, Arvato and Direct Group.</p>
45	<p>Description of the Corporate Divisions</p>	
	<p>RTL Group is active in the television and radio sector, as well as in TV production. With 42 TV channels and 32 radio stations in ten countries, RTL Group is Europe's leading entertainment company. Its television operations include the RTL Germany media group, M6 in France and the RTL channels in the Benelux region. In addition, RTL Group's production arm Fremantle Media makes it one of the world's largest independent producers of TV content. RTL Group is a listed stock corporation domiciled in Luxembourg.</p> <p>New York-based Random House is a leading global publishing group with a portfolio of more than 120 editorially independent imprints, including Knopf and Doubleday in the U.S., Ebury and Transworld in the U.K., and Siedler and Goldmann in Germany. Random House publishes hardcover and paperback fiction and non-fiction books for adults and children in 19 countries in English, German, Spanish, Japanese and Korean.</p> <p>Gruner + Jahr, which is headquartered in Hamburg, is Europe's leading magazine publisher, with approximately 300 magazines and newspapers in more than 20 countries around the world. Its most significant international participation is Prisma Presse, France's number 2 magazine publisher. Other countries in which Gruner + Jahr is active include China, Italy, Poland, Russia and Spain. The company has bundled its gravure activities within the Prinovis joint venture, which it operates in conjunction with Arvato (each holding an interest of 37.45%) and Axel Springer AG (25.1%).</p> <p>The BMG division primarily consists of the Sony BMG Music Entertainment joint venture. Sony BMG is a music-oriented entertainment company with domestic and international artists. The joint venture has a presence in more than 40 countries and includes major labels such as RCA, Arista, Columbia, Epic and Jive. Sony BMG is headquartered in New York and is owned in equal parts by Bertelsmann AG and the Sony Corporation of America.</p> <p>The international media and communications service provider Arvato, which is based in Gütersloh, is present in more than 35 countries worldwide with its Arvato Services, Arvato Print, Arvato Digital Services and Arvato Systems units. Arvato is one of Europe's largest media and communications service providers. Its business activities include customer loyalty programs, logistics services, supply chain management, call and service center activities, gravure and offset printing plants, optical storage media production, IT services, address and database management, mobile and wireless services, and direct media sales.</p> <p>Direct Group, which bundles most of Bertelsmann's direct-to-customer business, is active in 5 European countries with its clubs,</p>	<p><u>Shall be amended as follows:</u></p> <p>RTL Group is active in the television and radio sector, as well as in TV production. With 42 TV channels and 32 radio stations in ten countries, RTL Group is Europe's leading entertainment company. Its television operations include the RTL Germany media group, M6 in France and the RTL channels in the Benelux region. In addition, RTL Group's production arm Fremantle Media makes it one of the world's largest independent producers of TV content. RTL Group is a listed stock corporation domiciled in Luxembourg.</p> <p>New York-based Random House is a leading global publishing group with a portfolio of more than 120 editorially independent imprints, including Knopf and Doubleday in the U.S., Ebury and Transworld in the U.K., and Siedler and Goldmann in Germany. Random House publishes hardcover and paperback fiction and non-fiction books for adults and children in 19 countries in English, German, Spanish, Japanese and Korean.</p> <p>Gruner + Jahr, which is headquartered in Hamburg, is Europe's leading magazine publisher, with approximately 300 magazines and newspapers in more than 20 countries around the world. Its most significant international participation is Prisma Presse, France's number 2 magazine publisher. Other countries in which Gruner + Jahr is active include China, Italy, Poland, Russia and Spain. The company has bundled its gravure activities within the Prinovis joint venture, which it operates in conjunction with Arvato (each holding an interest of 37.45%) and Axel Springer AG (25.1%).</p> <p>The international media and communications service provider Arvato, which is based in Gütersloh, is present in more than 35 countries worldwide with its Arvato Services, Arvato Print, Arvato Digital Services and Arvato Systems units. Arvato is one of Europe's largest media and communications service providers. Its business activities include customer loyalty programs, logistics services, supply chain management, call and service center activities, gravure and offset printing plants, optical storage media production, IT services, address and database management, mobile and wireless services, and direct media sales.</p> <p>Direct Group, which bundles most of Bertelsmann's direct-to-customer business, is active in 5 European countries with its clubs,</p>

	<p>business activities include customer loyalty programs, logistics services, supply chain management, call and service center activities, gravure and offset printing plants, optical storage media production, IT services, address and database management, mobile and wireless services, and direct media sales.</p> <p>Direct Group, which bundles most of Bertelsmann's global direct-to-customer business, is active in around 20 countries with its book, music and DVD clubs, bookstores and online-shops. Direct Group is represented by France Loisirs in France and Der Club Bertelsmann in Germany. The North American unit operates music and DVD clubs in the U.S. and Canada, as well as the Bookspan book club. Direct Group is based in Gütersloh.</p>	<p>bookstores and online-shops. Direct Group is represented by France Loisirs in France and Der Club Bertelsmann in Germany. Direct Group is based in Gütersloh.</p>
148	Documents incorporated by Reference	
	<p>The following documents which have been published or which are published simultaneously with this Prospectus and filed with the Commission shall be incorporated in, and form part of, this Prospectus:</p> <p>(a) the published audited consolidated annual financial statements of Bertelsmann Group dated 31 December 2006 and 31 December 2007, in each case including the auditor's report thereon;</p> <p>(b) the published audited unconsolidated annual financial statements of Bertelsmann AG dated 31 December 2006 and 31 December 2007 including the auditor's report thereon;</p> <p>(c) the audited annual financial statements of BUS Finance in respect of the financial years ended 2006 and 2007 including the auditor's report thereon.</p>	<p><u>Shall be amended as follows:</u></p> <p>The following documents which have been published or which are published simultaneously with this Prospectus and filed with the Commission shall be incorporated in, and form part of, this Prospectus:</p> <p>(a) the published audited consolidated annual financial statements of Bertelsmann Group dated 31 December 2006 and 31 December 2007, in each case including the auditor's report thereon;</p> <p>(b) the published audited unconsolidated annual financial statements of Bertelsmann AG dated 31 December 2006 and 31 December 2007 including the auditor's report thereon;</p> <p>(c) the audited annual financial statements of BUS Finance in respect of the financial years ended 2006 and 2007 including the auditor's report thereon;</p> <p>(d) the published unaudited interim consolidated financial statements of Bertelsmann Group for the half year ended 30 June 2008.</p>

The following table shall be deemed inserted on page 15 (*Selected Financial Information*).

(in EUR millions)	1.1.-30.6.2008	1.1.-30.6.2007
Revenues	7.635	7.728
EBIT (Earnings before interest and taxes)	637	472
Financial result	-201	-196
Income from continuing operations after taxes	458	112
Income from discontinued operations after taxes	-70	-61
Net income	388	51

	30.6.2008	31.12.2007
Balance sheet total	20.830	21.776
Non-current assets	12.535	13.617
Current assets	6.324	8.118
Assets held for sale	1.971	41
Equity	6.193	6.124
Non-current liabilities	6.896	8.154
Current liabilities	6.547	7.466
Liabilities included in assets held for sale	1.194	32

The following table shall be deemed inserted on page 26 (*Ausgewählte Finanzinformationen*).

(in EUR millions)	1.1.-30.6.2008	1.1.-30.6.2007
Umsatzerlöse	7.635	7.728
EBIT (Ergebnis vor Finanzergebnis und Steuern)	637	472
Finanzergebnis	-201	-196
Ergebnis nach Steuern aus fortgeführten Aktivitäten	458	112
Ergebnis nach Steuern aus nicht fortgeführten Aktivitäten	-70	-61
Konzerngewinn	388	51

	30.6.2008	31.12.2007
Bilanzsumme	20.830	21.776
Langfristige Vermögenswerte	12.535	13.617
Kurzfristige Vermögenswerte	6.324	8.118
Zur Veräußerung gehaltene Vermögenswerte	1.971	41
Eigenkapital	6.193	6.124
Langfristige Schulden	6.896	8.154
Kurzfristige Schulden	6.547	7.466
Schulden der zur Veräußerung gehaltenen Vermögenswerte	1.194	32

The following table shall be deemed inserted on page 50 (*Selected Financial Information*).

(in EUR millions)	1.1.-30.6.2008	1.1.-30.6.2007
Revenues	7.635	7.728
EBIT (Earnings before interest and taxes)	637	472
Financial result	-201	-196
Income from continuing operations after taxes	458	112
Income from discontinued operations after taxes	-70	-61
Net income	388	51

	30.6.2008	31.12.2007
Balance sheet total	20.830	21.776
Non-current assets	12.535	13.617
Current assets	6.324	8.118
Assets held for sale	1.971	41
Equity	6.193	6.124
Non-current liabilities	6.896	8.154
Current liabilities	6.547	7.466
Liabilities included in assets held for sale	1.194	32

The following section shall be deemed inserted into the table on page 148 (*Comparative Table of Documents incorporated by Reference*) under Bertelsmann Group, Selected Financial Information - Financial Report 2007 of Bertelsmann Group.

50 Bertelsmann Group,
Selected Financial Information

Interim Report 2008 of Bertelsmann Group
Consolidated Balance Sheet, (p. 12)
Consolidated Income Statement, (p. 11)
Consolidated Cash Flow Statement, (p. 13)
Selected Explanatory Notes, (p. 14)

The document incorporated by reference can be obtained without charge at the offices of Bertelsmann and BUS Finance as set out at the end of this Supplement and on the website of Bertelsmann (www.bertelsmann.de). Additionally, the document will be available free of charge from the principal office in Luxembourg of Deutsche Bank Luxembourg S.A. (the "**Luxembourg Listing Agent**") for Notes listed on the Luxembourg Stock Exchange and will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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