

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 which have been supplemented by a Supplement dated 13 October 2008 (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 as supplemented by a Supplement dated 13 October 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 Prospectus Law 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 Prospectus 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. This Supplement will be published on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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.

SUPPLEMENTAL INFORMATION¹

The purpose of this Supplement is to incorporate the selected financial figures for the first nine months of 2008. These figures are neither audited nor reviewed. Bertelsmann therefore discloses the following changes.

Supplemental information pertaining to Bertelsmann

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

	1 January 2008 - 30 September 2008	1 January 2007 – 30 September 2007
Consolidated revenues	11,379	11,454
Operating EBIT by division	1,009	1,091
Corporate/Consolidation	(83)	(58)
Operating EBIT	926	1,033
Special items	(103)	(341)
EBIT (Earnings before interest and taxes)	823	692
Financial result	(306)	(310)
Earnings before taxes from continuing operations	517	382
Income taxes	(30)	(181)
Earnings after taxes from continuing operations	487	201
Earnings after taxes from discontinued operations	(100)	(69)
Net income	387	132
attributable to: Share of profit of Bertelsmann shareholders	285	10
attributable to: Minority interest	102	122
Investments	691	693

	Balance as of 30 September 2008	Balance as of 31 December 2007
Economic debt	7,569	7,720
Employees	101,347	93,660

The corresponding figures for the previous period have been adjusted in accordance with IFRS 5.

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

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

	1.1.2008 – 30.9.2008	1.1.2007 – 30.09.2007
Konzernumsatz	11.379	11.454
Operating EBIT der Bereiche	1.009	1.091
Corporate/Konsolidierung	-83	-58
Operating EBIT	926	1.033
Sondereinflüsse	-103	-341
EBIT (Ergebnis vor Finanzergebnis und Steuern)	823	692
Finanzergebnis	-306	-310
Ergebnis vor Steuern aus fortgeführten Aktivitäten	517	382
Steuern vom Einkommen und vom Ertrag	-30	-181
Ergebnis nach Steuern aus fortgeführten Aktivitäten	487	201
Ergebnis nach Steuern aus nicht fortgeführten Aktivitäten	-100	-69
Konzerngewinn	387	132
davon: Gewinnanteil Bertelsmann-Aktionäre	285	10
davon: Gewinnanteil Minderheiten	102	122
Investitionen	691	693

	Stand 30.9.2008	Stand 31.12.2007
Wirtschaftliche Finanzschulden	7.569	7.720
Mitarbeiter	101.347	93.660

Die Vergleichszahlen der Vorperiode wurden entsprechend IFRS 5 angepasst.

The following table shall be deemed inserted on page 52 (*Selected Financial Information*).

	1 January 2008 - 30 September 2008	1 January 2007 – 30 September 2007
Consolidated revenues	11,379	11,454
Operating EBIT by division	1,009	1,091
Corporate/Consolidation	(83)	(58)
Operating EBIT	926	1,033
Special items	(103)	(341)
EBIT (Earnings before interest and taxes)	823	692
Financial result	(306)	(310)
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Economic debt	7,569	7,720
Employees	101,347	93,660

The corresponding figures for the previous period have been adjusted in accordance with IFRS 5.

NAMES AND ADDRESSES

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