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Carlyle Group L.P.
Form 13F-HR
May 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: March 31, 2013

Check here if Amendment []; Amendment Number: -----
This Amendment (Check only one.): [] is a restatement.
[] adds new holdings entries.

Institutional Investment Manager filing this Report:

Name: The Carlyle Group L.P.

Address: 1001 Pennsylvania Avenue, NW

Suite 220 S.

Washington, DC 20004-2505

Form 13F File Number: 28- 15025

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Daniel A. D'Aniello

Title: Managing Director

Phone: 202-729-5626

Signature, Place, and Date of Signing:

/s/ R. Rainey Hoffman as Attorney-
in-Fact for Daniel A. D'Aniello* Washington, DC May 15, 2013

Signature City, State Date

*Signed pursuant to a Power Of Attorney dated May 7, 2012, included as an exhibit to this Form 13F-HR filed with the Securities and Exchange Commission by The Carlyle Group L.P.

** The Carlyle Group L.P. (the "Reporting Manager") does not serve as adviser to all of the owners of, or have formal investment discretion with respect to, the securities in the indicated row, but may be deemed to be part of a group of affiliated persons exercising investment discretion with respect to such securities.

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The filing of this report shall not be deemed an admission, for purposes of Section 13(f), 13(d), 13(g) or 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, or for any other purpose, that the Reporting Manager or any other manager with respect to the securities listed herein exercises investment discretion or is a member of, or is otherwise affiliated with, such a group with respect to such securities. Reference is made, where relevant, to reports filed under Sections 13(d), 13(g) and 16(a) of the Exchange Act for additional information with respect to such beneficial ownership and/or pecuniary interest of the Reporting Manager, any other manager with which it may share or be deemed to share investment discretion, and related entities. The filing of this report shall not be deemed an admission, for purposes of Section 13(f), 13(d), 13(g) or

16(a) of the Exchange Act, as amended, and the rules thereunder, or for any other purpose, that the Reporting Manager or any other person is the beneficial owner of any securities.

- 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager: NONE
Form 13F File Number Name

28- _____

FORM 13F SUMMARY PAGE

Report Summary:

| | |
|---|--------------|
| Number of Other Included Managers: | 2 |
| | ----- |
| Form 13F Information Table Entry Total: | 31 |
| | ----- |
| Form 13F Information Table Value Total: | \$12,752,693 |
| | ----- |
| | (thousands) |

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No. Form 13F File Number Name

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| | | |
|-------|----------|--------------------------------------|
| 1 | 28-12429 | Carlyle Investment Management L.L.C. |
| ----- | ----- | ----- |
| 2 | 28-15024 | CIM Global, L.L.C. |
| ----- | ----- | ----- |

Explanatory Note:

The Carlyle Group L.P. is managed by its general partner, Carlyle Group Management L.L.C., which is in turn wholly-owned and controlled by Carlyle's senior professionals

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| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | | COLUMN 6 | |
|------------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|--------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION |
| Allison Transmission Hldgs I | Com | 01973R101 | \$1,809,123 | 75,348,750 | SH | -- | Shared- Defined |
| Atlas Resource Partners LP | Com Unt Ltd Pr | 04941A101 | \$183,265 | 7,576,047 | SH | -- | Shared- Defined |
| BankUnited Inc | Com | 06652K103 | \$224,435 | 8,760,145 | SH | -- | Shared- Defined |
| Booz Allen Hamilton Hldg Cor | Cl A | 099502106 | \$1,233,921 | 91,809,598 | SH | -- | Shared- Defined |
| Boston Private Finl Hldgs In | Com | 101119105 | \$76,629 | 7,756,022 | SH | -- | Shared- Defined |
| Central Pac Finl Corp | Com | 154760409 | \$148,571 | 9,463,095 | SH | -- | Shared- Defined |
| China Recycling Energy Corp | Com | 168913101 | \$13,339 | 12,465,938 | SH | -- | Shared- Defined |
| Cobalt Intl Energy Inc | Com | 19075F106 | \$1,407,355 | 49,906,206 | SH | -- | Shared- Defined |
| Concord Med Svcs Hldgs Ltd | Sponsored ADR | 206277105 | \$37,950 | 8,724,233 | SH | -- | Shared- Defined |
| Enduro Rty Tr | Tr Unit | 29269K100 | \$317,196 | 19,800,000 | SH | -- | Shared- Defined |
| F N B United Corp | Com | 302519202 | \$48,120 | 4,930,313 | SH | -- | Shared- Defined |
| Fairpoint Communications | Com | 305560302 | \$255 | 34,202 | SH | -- | Shared- |

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| | | | | | | | | |
|------------------------------|------------------|-----------|-------------|-------------|-----|----|--|----------------|
| Inc | | | | | | | | Defined |
| Freescale Semiconductor Hldg | SHS Old | G3727Q101 | \$2,920,478 | 196,136,895 | SH | -- | | Shared-Other** |
| Genesee & Wyo Inc | Cl A | 371559105 | \$557,192 | 5,984,232 | SH | -- | | Shared-Defined |
| Hampton Roads Bankshares Inc | Com | 409321502 | \$55,542 | 42,398,583 | SH | -- | | Shared-Defined |
| Hertz Global Holdings Inc | Com | 42805T105 | \$49,171 | 2,208,961 | SH | -- | | Shared-Defined |
| Hertz Global Holdings Inc | Com | 42805T105 | \$403,416 | 18,122,911 | SH | -- | | Shared-Defined |
| Lear Corp | Com | 521865204 | \$18,525 | 337,618 | SH | -- | | Shared-Defined |
| Magnachip Semiconductor Corp | Com | 55933J203 | \$7,058 | 407,768 | SH | -- | | Shared-Defined |
| Nielsen Holdings N V | Com | N63218106 | \$251,333 | 7,016,557 | SH | -- | | Shared-Defined |
| Nielsen Holdings N V | Com | N63218106 | \$1,144,961 | 31,964,301 | SH | -- | | Shared-Defined |
| Niska Gas Storage Partners L | Unit Ltd Liabi | 654678101 | \$218,860 | 16,992,245 | SH | -- | | Shared-Defined |
| RTI Intl Metals Inc | Com | 74973W107 | \$64,382 | 2,031,615 | SH | -- | | Shared-Defined |
| Sandridge Energy Inc | Com | 80007P307 | \$270,725 | 51,370,888 | SH | -- | | Shared-Defined |
| SS&C Technologies Hldgs Inc | Com | 78467J100 | \$448,795 | 14,969,799 | SH | -- | | Shared-Defined |
| Superior Energy Svcs Inc | Com | 868157108 | \$23,761 | 914,934 | SH | -- | | Shared-Defined |
| Weatherford International Lt | Reg Shs | H27013103 | \$12,140 | 1,000,000 | SH | -- | | Shared-Defined |
| Wesco Aircraft Hldgs Inc | Com | 950814103 | \$787,228 | 53,480,184 | SH | -- | | Shared-Defined |
| Willbros Group Inc | Com | 969203108 | \$9,821 | 1,000,141 | SH | -- | | Shared-Defined |
| YRC Worldwide Inc | Note 10.000% 3/3 | 984249AB8 | \$6,401 | 12,459,989 | PRN | -- | | Shared-Defined |
| YRC Worldwide Inc | Com Par \$.01 | 984249607 | \$2,745 | 363,642 | SH | -- | | Shared-Defined |

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LIST OF EXHIBITS

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|----------------------|----------------------|
| 99 | Power of Attorney |

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EXHIBIT 99

POWER OF ATTORNEY -----

The undersigned understands that, from time to time, the Carlyle Companies (defined below) are required to prepare, execute and file certain federal and state securities laws filings.

Know all by these presents, that the undersigned hereby constitutes and appoints each of Curt Buser, Jeff Ferguson, David Pearson, Catherine Ziobro, R. Rainey Hoffman, Joanne Cosiol, Monica Harris, Jeremy Anderson, Bruno De Gusmao, Ann Siebecker, Andrea Pekala, Tom Mayrhofer, Orit Mizrachi, John Beczak, Rick Kappler, Matt LoRusso, Rob Konigsberg, James Sloan, Anne Frederick, Norma Kuntz, Victoria Jong, Erica Herberg or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the name of each Carlyle Company and on behalf of each Carlyle Company, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of Forms D ("Form D") required to be filed in accordance with Rule 503 ("Rule 503") promulgated with respect to Sections 4(2), 4(6) and 3(b) of the Securities Act of 1933 (the "1933 Act") and reports required by Sections 13(d) and 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") or any rule or regulation of the SEC;

(2) prepare and execute for and on behalf of each Carlyle Company, in the undersigned's capacity as a Chairman, authorized person, officer and/or director of each Carlyle Company, federal and state securities laws filings including without limitation Forms D pursuant to Rule 503 and Schedules 13D and 13G and Forms 3, 4, and 5 in accordance with Sections 13(d) and 16(a) of the 1934 Act and the rules thereunder;

(3) do and perform any and all acts for and on behalf of each Carlyle Company which may be necessary or desirable to complete and execute any such federal and state securities laws filings including without limitation Forms D, Schedules 13D and 13G and Forms 3, 4, and 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and the securities administrators of any state, the District of Columbia, the Commonwealth of Puerto Rico, Guam and the United States Virgin Islands or their designees and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on

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behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney

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and the rights and powers herein granted, whether the same needs to be executed, taken or done by him in his capacity as a current or former member, partner, shareholder, director or officer of any company, partnership, corporation, organization, firm, branch or other entity connected with, related to or affiliated with any of the entities constituting the Carlyle Companies or entities that directly or indirectly hold interests in the Carlyle Companies.

The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with federal and state securities laws, including without limitation Rule 503 of the 1933 Act or Section 13 and Section 16 of the 1934 Act.

This Power of Attorney and all authority conferred hereby shall not be terminated by operation of law, whether by the death or incapacity of the undersigned or by occurrence of any other event. Actions taken by an attorney-in-fact pursuant to this Power of Attorney shall be as valid as if any event described in the preceding sentence had not occurred, whether or not the attorney-in-fact shall have received notice of such event. Notwithstanding the foregoing, (i) in the event that an attorney-in-fact is no longer employed by The Carlyle Group Employee Co., L.L.C. or its affiliates, this Power of Attorney and all authority conferred hereby shall be immediately terminated with respect to such Attorney, and (ii) the undersigned may terminate or revoke this Power of Attorney at any time.

For purposes hereof, the "Carlyle Companies" shall consist of: (i) Carlyle Group Management L.L.C., The Carlyle Group L.P., Carlyle Holdings I GP Inc., Carlyle Holdings I GP Sub L.L.C., Carlyle Holdings I L.P., Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., Carlyle Holdings III GP Management L.L.C., Carlyle Holdings III GP L.P., Carlyle Holdings III GP Sub L.L.C., Carlyle Holdings III L.P., TC Group Sub L.P., TC Group Investment Holdings Sub L.P., TC Group Cayman Investment Holdings Sub L.P., TC Group Cayman Sub L.P. and (ii) the subsidiaries and affiliates of the foregoing in clause (i), including without limitation investment funds sponsored directly or indirectly by one or more of the Carlyle Companies.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7th day of May, 2012.

/s/ Daniel A. D'Aniello

Name: Daniel A. D'Aniello
Title: Chairman

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