UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. ___)*

Avago Technologies Limited

(Name of Issuer)

Ordinary Shares, no par value (Title of Class of Securities)

Y0486S 104

(CUSIP Number)

December 31, 2009

(Date of Event Which Requires Filing of this Statement)

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

o Rule 13d-1(b)

o 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 KKR Millennium Fund (Overseas), Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Alberta,		P OR PLACE OF ORGANIZATION da		
SHA BENEF OWN EA REPC PEI	BER OF ARES TICIALLY IED BY ACH DRTING RSON ITH:	5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 150,274,441 shares*		
9	AGGRE 150,274,		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*		
10			CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*				
12	TYPE OF REPORTING PERSON PN				

Page 2 of 36 pages.

1	NAMES OF REPORTING PERSONS KKR Associates Millennium (Overseas), Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Alberta,	-	P OR PLACE OF ORGANIZATION da		
SHA BENEF OWN EA REPC PEI	BER OF ARES TICIALLY IED BY ACH ORTING RSON ITH:	5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 150,274,441 shares*		
9	AGGRE 150,274,		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*		
10	10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*				
12	TYPE OF REPORTING PERSON PN				

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1	NAMES OF REPORTING PERSONS KKR Millennium Limited						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2							
	(a) o (b) ☑						
	SEC US	E ON	LY				
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	CITIZE	NSHI	P OR PLACE OF ORGANIZATION				
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	BER OF ARES		-0- SHARED VOTING POWER				
_	FICIALLY	6	SHARED VOTING FOWER				
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	ACH DRTING	7	SOLE DISPOSITIVE POWER				
	RSON	1	-0-				
W	ITH:	0	SHARED DISPOSITIVE POWER				
		8	150,274,441 shares*				
	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	150 274	150,274,441 shares*					
			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10							
	-	o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11							
	63.7%*						
12	TYPE O	F RE	PORTING PERSON				
	00						
* Donro			ate number of ordinary charge of Avago Technologies Limited held by Bali Investments Sarl as of				

Page 4 of 36 pages.

1	NAMES OF REPORTING PERSONS KKR European Fund, Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Alberta,	-	P OR PLACE OF ORGANIZATION da		
SHA	BER OF ARES TICIALLY	5	SOLE VOTING POWER -0- SHARED VOTING POWER		
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	RSON ITH:	8	-0- SHARED DISPOSITIVE POWER 150,274,441 shares*		
9	AGGRE 150,274,		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10			CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*				
12	TYPE OF REPORTING PERSON PN				

Page 5 of 36 pages.

1	NAMES OF REPORTING PERSONS KKR Associates Europe, Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Alberta,		P OR PLACE OF ORGANIZATION da		
SHA BENEF OWN	BER OF ARES TCIALLY IED BY	5 6	-0- SHARED VOTING POWER 150,274,441 shares*		
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9	AGGRE 150,274	-	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*		
10			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*				
12	63.7%* TYPE OF REPORTING PERSON PN				

Page 6 of 36 pages.

	1							
1			REPORTING PERSONS					
-	KKR Europe Limited							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2								
	(a) 0 (b) ☑	(a) o (b) ☑						
	SEC US	E ON	LY					
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	CITIZEI	NSHI	P OR PLACE OF ORGANIZATION					
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	BER OF ARES		-0- SHARED VOTING POWER					
	ICIALLY	6	SHARED VOTING FOWER					
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	ACH	7	SOLE DISPOSITIVE POWER					
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W	ITH:	•	SHARED DISPOSITIVE POWER					
		8	150,274,441 shares*					
	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	150.274	150,274,441 shares*						
			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10								
	-	0 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11								
	63.7%*	63.7%*						
12	TYPE O	F RE	PORTING PERSON					
14	00	00						
			ate number of ordinary charge of Arrage Technologies Limited held by Deli Investments S by Lee of					

Page 7 of 36 pages.

1	NAMES OF REPORTING PERSONS KKR European Fund II, Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Alberta,		P OR PLACE OF ORGANIZATION da		
SHA BENEF OWN EA REPC PEF	BER OF ARES ICIALLY ED BY ACH ORTING RSON ITH:	5 6 7	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER		
9			150,274,441 shares* E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
150,274,441 shares* CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN 0					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*				
12	PN		PORTING PERSON		

Page 8 of 36 pages.

NAMES OF REPORTING PERSONS KKR Associates Europe II, Limited Partnership				
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
SEC US	E ON	LY		
-	-	P OR PLACE OF ORGANIZATION da		
BER OF	5	SOLE VOTING POWER -0-		
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.CH RTING SON	7	SOLE DISPOSITIVE POWER -0-		
TH:	8	SHARED DISPOSITIVE POWER 150,274,441 shares*		
		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*		
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	F RE	PORTING PERSON		
	KKR As CHECK (a) 0 (b) Z SEC US SEC US CITIZEN Alberta, CITIZEN Alberta, CITIZEN CH RES CIALLY ED BY CH RTING SON TH: 150,274, CHECK 0 PERCEN 63.7%*	KKR Associat CHECK THE (a) o (b) ☑ SEC USE ON CITIZENSHI Alberta, Canaa CITIZENSHI Alberta, Canaa 5 6 6 7 6 7 6 7 8 AGGREGATH 150,274,441 s CHECK IF TH o PERCENT OH 63.7%* TYPE OF REI		

Page 9 of 36 pages.

1	NAMES OF REPORTING PERSONS KKR Europe II Limited				
2	 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑ 				
3	SEC US	E ON	LY		
4	CITIZEI Cayman		P OR PLACE OF ORGANIZATION ds		
SH. BENEF	BER OF ARES FICIALLY IED BY	5 6	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares*		
EA REPC	ACH DRTING RSON	7	SOLE DISPOSITIVE POWER -0-		
W	ITH:	8	SHARED DISPOSITIVE POWER 150,274,441 shares*		
9	AGGRE 150,274,		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*		
10	CHECK o	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 				
12	TYPE OF REPORTING PERSON OO				

Page 10 of 36 pages.

1	NAMES OF REPORTING PERSONS Avago Investment Partners, Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Cayman		P OR PLACE OF ORGANIZATION ds		
Sole voting power NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: 8 SOLE VOTING POWER -0-		-0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0-			
9	AGGRE 150,274,		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*		
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*				
12	TYPE O PN	F RE	PORTING PERSON		

Page 11 of 36 pages.

1	NAMES OF REPORTING PERSONS Avago Investment G.P., Limited					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑					
3	SEC US	E ON	LY			
4	CITIZEI Cayman		P OR PLACE OF ORGANIZATION ds			
SH. BENEF OWN E/ REPC PEI	BER OF ARES FICIALLY VED BY ACH DRTING RSON ITH:	5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 150,274,441 shares*			
9	AGGRE		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*			
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		IF T	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*					
12	63.7%* TYPE OF REPORTING PERSON OO					

Page 12 of 36 pages.

1	NAMES OF REPORTING PERSONS KKR Millennium GP LLC						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a) o (b) ☑						
3	SEC US	E ON	LY				
4	CITIZEI Delawar		P OR PLACE OF ORGANIZATION				
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		U	150,274,441 shares*				
	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	150 274	150,274,441 shares*					
			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10		CHECK IF THE AGGREGATE AMOUNT IN NOW (5) EACLODES CERTAIN SHARES					
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	PERCE	NT O	F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11							
	63.7%*						
12	TYPE O	F RE	PORTING PERSON				
12	00	00					
* Doprov	esents the aggregate number of ordinary shares of Ayago Technologies Limited held by Bali Investments S ar L as of						

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	-					
1			REPORTING PERSONS oldings L.P.			
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2 (a) o (b) ☑						
3	SEC US	E ON	LY			
4	CITIZEI Cayman		P OR PLACE OF ORGANIZATION			
	Cayman	131011	SOLE VOTING POWER			
		5	SOLE VOTING POWER			
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SHA	ARES		SHARED VOTING POWER			
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OWN	ED BY		150,274,441 shares*			
	АСН	_	SOLE DISPOSITIVE POWER			
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		U	150,274,441 shares*			
	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9						
		0,274,441 shares*				
10	CHECK	ECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10						
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11						
	63.7%*					
	TYPE O	F RE	PORTING PERSON			
12	DM					
	PN		ate number of ordinary shares of Ayago Technologies I imited hold by Bali Investments S ar las of			

Page 14 of 36 pages.

1	NAMES OF REPORTING PERSONS KKR Fund Holdings GP Limited				
2	 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑ 				
3	SEC US	E ON	LY		
4	CITIZEI Cayman		P OR PLACE OF ORGANIZATION ds		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 150,274,441 shares*		
9	AGGRE 150,274		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*		
10			CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*		F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
12	TYPE O OO	TYPE OF REPORTING PERSON			

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1	NAMES OF REPORTING PERSONS KKR Group Holdings L.P.					
2	 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑ 					
3	SEC US	E ON	LY			
4	CITIZEN Cayman		P OR PLACE OF ORGANIZATION ds			
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 150,274,441 shares*			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 150,274,441 shares*					
10	CHECK o	HECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7 %*		F CLASS REPRESENTED BY AMOUNT IN ROW (9)			
12	TYPE OF REPORTING PERSON PN					

Page 16 of 36 pages.

	1						
1			REPORTING PERSONS				
	KKR Gr	oup 1	linned				
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	(a) o						
	(a) 0 (b) ☑						
	SEC US	E ON	ILY				
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	Cayman	151011	SOLE VOTING POWER				
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		8	150,274,441 shares*				
	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	150 274	0,274,441 shares*					
		HECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	10						
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11		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
63.7%*							
12	TYPE O	TYPE OF REPORTING PERSON					
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			ate number of ordinary charge of Augo Technologies Limited hold by Doli Investments Sort as of				

Page 17 of 36 pages.

	1						
1			REPORTING PERSONS				
_	KKR &	C0. L	л.Р.				
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2							
	(a) o (b) ☑						
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3							
	CITIZEI	NSHI	P OR PLACE OF ORGANIZATION				
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	Delawar	e	SOLE VOTING POWER				
		5	SOLE VOTING FOWER				
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EA	АСН		SOLE DISPOSITIVE POWER				
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	ITH:		-0- SHARED DISPOSITIVE POWER				
		8					
			150,274,441 shares*				
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	150,274,	441 s	shares*				
	CHECK	ECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	10						
	PERCE		RCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	63.7%*						
		FRF	PORTING PERSON				
12							
	PN		ate number of ordinary charge of Arrage Technologies I imited hold by Dali Investments C by Lee of				

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1	NAMES OF REPORTING PERSONS KKR Management LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑			
3	SEC US	E ON	LY	
4	CITIZEN		P OR PLACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 150,274,441 shares*	
9	AGGRE 150,274,		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON hares*	
10	CHECK o	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*		F CLASS REPRESENTED BY AMOUNT IN ROW (9)	
12	TYPE OF REPORTING PERSON OO			

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1	NAMES OF REPORTING PERSONS KKR Partners (International), Limited Partnership				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Alberta,		P OR PLACE OF ORGANIZATION da		
SHA	BER OF ARES TICIALLY	5	SOLE VOTING POWER -0- SHARED VOTING POWER		
OWN EA	ACH IED BY IED BY IED BY IED BY	7	150,274,441 shares* SOLE DISPOSITIVE POWER		
	RSON ITH:	8	-0- SHARED DISPOSITIVE POWER 150,274,441 shares*		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 150,274,441 shares*		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	CHECK o	HECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*				
12	TYPE OF REPORTING PERSON PN				

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1	NAMES OF REPORTING PERSONS KKR 1996 Overseas, Limited				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) o (b) ☑				
3	SEC US	E ON	LY		
4	CITIZEI Cayman		P OR PLACE OF ORGANIZATION ds		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:		5 6 7 8	SOLE VOTING POWER -0- SHARED VOTING POWER 150,274,441 shares* SOLE DISPOSITIVE POWER -0- SHARED DISPOSITIVE POWER 150,274,441 shares*		
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 150,274,441 shares*				
10	CHECK o	HECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 63.7%*		F CLASS REPRESENTED BY AMOUNT IN ROW (9)		
12	TYPE O	TYPE OF REPORTING PERSON			

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1			REPORTING PERSONS				
_	Henry R	. Krav	VIS				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(2) 2						
	(a) o (b) ☑						
_		USE ONLY					
3							
	CITIZEI	NSHI	P OR PLACE OF ORGANIZATION				
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EA	CH		SOLE DISPOSITIVE POWER				
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	TH:		-U- SHARED DISPOSITIVE POWER				
		8					
			150,274,441 shares*				
9	AGGRE	GATI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
3	150,274,	.50,274,441 shares*					
	CHECK	IF TI	HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10							
	-	NT OI	F CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11							
	63.7%* TYPE OF REPORTING PERSON		PORTING PERSON				
12		I IFE OF REPORTING PERSON					
* Dopros	IN						

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1			REPORTING PERSONS				
	George I	K. K0	DERIS				
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
2	(-)						
	(a) o (b) ☑						
		SE ONLY					
3							
	CITIZEI	NSHI	P OR PLACE OF ORGANIZATION				
4	United S	States					
			SOLE VOTING POWER				
		5					
	BER OF		-0-				
	ARES ICIALLY	6	SHARED VOTING POWER				
	ED BY	U	150,274,441 shares*				
EA	АСН		SOLE DISPOSITIVE POWER				
	ORTING RSON	7					
	ITH:		-0- SHARED DISPOSITIVE POWER				
		8	SIMILED DISCOSITIVE FOWER				
			150,274,441 shares*				
0	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	150,274.	150,274,441 shares*					
			HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10							
11	PERCEI	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	63.7%*	3.7%*					
10	TYPE O	F RE	PORTING PERSON				
12	IN	IN					
	IN						

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Pursuant to Rule 13d-1(d) under the Securities Exchange Act of 1934, as amended (the "Act"), and as provided in the Joint Filing Agreement filed as Exhibit 1 to this Statement on Schedule 13G (this "Schedule 13G"), each of the persons listed below under Item 2 (each a "Reporting Person," and collectively the "Reporting Persons"), have agreed to file one statement with respect to their ownership of ordinary shares, no par value, of Avago Technologies Limited.

Item 1.

(a) Name of Issuer:

Avago Technologies Limited

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

1 Yishun Avenue 7 Singapore 768923

Item 2.

(a) Name of Persons Filing:

KKR Millennium Fund (Overseas), Limited Partnership KKR Associates Millennium (Overseas), Limited Partnership KKR Millennium Limited KKR European Fund, Limited Partnership KKR Associates Europe, Limited Partnership KKR Europe Limited KKR European Fund II, Limited Partnership KKR Associates Europe II, Limited Partnership KKR Europe II Limited KKR Millennium GP LLC KKR Fund Holdings L.P. KKR Fund Holdings GP Limited KKR Group Holdings L.P. KKR Group Limited KKR & Co. L.P. KKR Management LLC KKR Partners (International), Limited Partnership KKR 1996 Overseas, Limited Henry R. Kravis George R. Roberts

Avago Investment Partners, Limited Partnership Avago Investment G.P., Limited

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(b) Address of Principal Business Office:

The principal business office for all persons filing except George R. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P. 9 West 57th Street New York, NY 10019

The principal business office for George R. Roberts is:

c/o Kohlberg Kravis Roberts & Co. L.P. 2800 Sand Hill Road, Suite 200 Menlo Park, CA 94025

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Ordinary shares, no par value per share

(e) CUSIP Number:

Y0486S 104

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

As of December 31, 2009, Bali Investments S.àr.l. ("Bali") held 150,274,441 ordinary shares of Avago Technologies Limited ("Avago"). On February 2, 2010, Bali participated in a secondary offering of Avago's ordinary shares, in which Bali sold 19,490,425 ordinary shares of Avago. As of February 12, 2010, Bali held 130,784,016 ordinary shares of Avago. The shareholders of Bali include funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR") and funds affiliated with Silver Lake Partners ("Silver Lake"). Each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago held by Bali. However, each such person disclaims beneficial ownership of these securities.

Bali, certain affiliates of KKR, certain affiliates of Silver Lake, Seletar Investments Pte Ltd and Geyser Investment Pte Ltd are parties to a shareholders agreement with respect to the ordinary shares of Avago, and solely as a result of which each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. However, each such person disclaims membership in any such group and disclaims beneficial ownership of these securities. Affiliates of each of KKR and Silver Lake have the right under the shareholders agreement to nominate up to three directors of Avago.

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As of December 31, 2009, KKR Millennium Fund (Overseas), Limited Partnership ("Millennium Fund"), as a shareholder of Bali, may be deemed to have indirectly owned 15,475,684 ordinary shares of Avago. As of February 12, 2010, Millennium Fund, as a shareholder of Bali, may be deemed to indirectly own 13,468,505 ordinary shares of Avago. As the sole general partner of Millennium Fund, KKR Associates Millennium (Overseas), Limited Partnership may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Millennium Fund. As the sole general partner of KKR Associates Millennium (Overseas), Limited Partnership, KKR Millennium Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Millennium Fund. KKR Associates Millennium (Overseas), Limited Partnership, and KKR Millennium Limited disclaim beneficial ownership of such securities.

As of December 31, 2009, KKR European Fund, Limited Partnership ("European Fund"), as a shareholder of Bali, may be deemed to have indirectly owned 30,814,161 ordinary shares of Avago. As of February 12, 2010, European Fund, as a shareholder of Bali, may be deemed to indirectly own 26,817,599 ordinary shares of Avago. As the sole general partner of European Fund, KKR Associates Europe, Limited Partnership may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund. As the sole general partner of KKR Associates Europe, Limited Partnership, KKR Europe Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund. KKR Associates Europe, Limited Partnership, KKR Europe Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund. KKR Associates Europe, Limited Partnership, and KKR Europe Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund. KKR Associates Europe, Limited Partnership and KKR Europe Limited disclaim beneficial ownership of such securities.

As of December 31, 2009, KKR European Fund II, Limited Partnership ("European Fund II"), as a shareholder of Bali, may be deemed to have indirectly owned 20,667,556 ordinary shares of Avago. As of February 12, 2010, European Fund II, as a shareholder of Bali, may be deemed to indirectly own 13,468,505 ordinary shares of Avago. As the sole general partner of European Fund II, KKR Associates Europe II, Limited Partnership may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund II. As the sole general partner of KKR Associates Europe II, Limited Partnership, KKR Europe II Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by European Fund II. KKR Associates Europe II, Limited Partnership, and KKR Europe II Limited isclaim beneficial ownership of such securities.

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As of December 31, 2009, Avago Investment Partners, Limited Partnership ("AIP"), as a shareholder of Bali, may be deemed to have indirectly owned 10,550,790 ordinary shares of Avago. As of February 12, 2010, AIP, as a shareholder of Bali, may be deemed to indirectly own 13,468,505 ordinary shares of Avago. As the sole general partner of AIP, Avago Investment G.P., Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by AIP. As a member of Avago Investment G.P., Limited, KKR Millennium GP LLC may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by AIP. Avago Investment G.P., Limited and KKR Millennium GP LLC disclaim beneficial ownership of such securities.

Each of KKR Fund Holdings L.P. ("KKR Fund Holdings") (as the sole shareholder of KKR Millennium Limited, KKR Europe Limited and KKR Europe II Limited and the designated member of KKR Millennium GP LLC); KKR Fund Holdings GP Limited ("KKR Fund Holdings GP") (as a general partner of KKR Fund Holdings); KKR Group Holdings") (as the sole shareholder of KKR Fund Holdings GP and a general partner of KKR Fund Holdings); KKR Group Limited ("KKR Group") (as the general partner of KKR Group Holdings); KKR & Co. L.P. ("KKR & Co.") (as the sole shareholder of KKR Group); and KKR Management LLC ("KKR Management") (as the general partner of KKR & Co.) may also be deemed to be the beneficial owner of the securities held by Millennium Fund, European Fund and European Fund II. KKR Fund Holdings, KKR Fund Holdings GP, KKR Group Holdings, KKR Group, KKR & Co. and KKR Management disclaim beneficial ownership of such securities.

As of December 31, 2009, KKR Partners (International), Limited Partnership ("Partners International"), as a shareholder of Bali, may be deemed to have indirectly owned 2,736,160 ordinary shares of Avago. As of February 12, 2010, Partners International, as a shareholder of Bali, may be deemed to indirectly own 2,381,283 ordinary shares of Avago. As the sole general partner of Partners International, KKR 1996 Overseas, Limited may be deemed to share voting and dispositive power with respect to the ordinary shares of Avago indirectly owned by Partners International. KKR 1996 Overseas, Limited disclaims beneficial ownership of such securities.

As the designated members of KKR Management LLC, Messrs. Henry R. Kravis and George R. Roberts may be deemed to be the beneficial owner of the securities held by Millennium Fund, European Fund and European Fund II but disclaim beneficial ownership of such securities. As directors of KKR 1996 Overseas, Limited, Messrs. Kravis, Roberts, James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc S. Lipschultz, Reinhard Gorenflos, Joseph Y. Bae, Brian F. Carroll, Scott C. Nuttal and William J. Janetschek may be deemed to be the beneficial owner of the securities held by Partners International but disclaim beneficial ownership of such securities. Kravis and Roberts have also been designated as managers of KKR Millennium GP LLC by KKR Fund Holdings. Mr. Greene is a member of the board of directors of Avago.

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(b) Percent of Class:

See Item 11 of each cover page. The percentages of beneficial ownership are based on 236,011,856 ordinary shares outstanding as of December 31, 2009.

As of February 12, 2010, the percentages of beneficial ownership of ordinary shares of Avago of the Reporting Persons was 55.2% (based on 237,073,449 shares outstanding as of February 3, 2010).

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of each cover page.

As of February 12, 2010, Bali had the sole power to vote and dispose of 130,784,016 ordinary shares.

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.

See Item 4 above. To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, the partners, members, affiliates or shareholders of the Reporting Persons and any other persons named in Item 4 has the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of common stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

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

See Attachment A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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SIGNATURES

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.

Dated: February 12, 2010	KKR Millennium Fund (Overseas), Limited Partnership
	By: KKR Associates Millennium (Overseas), Limited Partnership, Its: General Partner
	By: KKR Millennium Limited, Its: General Partner
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Associates Millennium (Overseas), Limited Partnership
	By: KKR Millennium Limited, Its: General Partner
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Millennium Limited
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
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Dated: February 12, 2010	KKR European Fund, Limited Partnership
	By: KKR Associates Europe, Limited Partnership, Its: General Partner
	By: KKR Europe Limited, Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Associates Europe, Limited Partnership
	By: KKR Europe Limited, Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Europe Limited
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR European Fund II, Limited Partnership
	By: KKR Associates Europe II, Limited Partnership, Its: General Partner
	By: KKR Europe II Limited, Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,

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Dated: February 12, 2010	KKR Associates Europe II, Limited Partnership
	By: KKR Europe II Limited, Its: General Partner
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Europe II Limited
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	Avago Investment Partners, Limited Partnership
	By: Avago Investment G.P., Limited, Its: General Partner
	By: KKR Millennium GP LLC Its: Member
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Attorney-in-fact for Henry R. Kravis, Manager
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Attorney-in-fact for George R. Roberts, Manager
Dated: February 12, 2010	Avago Investment G.P., Limited
	By: KKR Millennium GP LLC Its: Member
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Attorney-in-fact for Henry R. Kravis, Manager
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Attorney-in-fact for George R. Roberts, Manager

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Dated: February 12, 2010	KKR Millennium GP LLC
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-fact for Henry R. Kravis, Manager
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-fact for George R. Roberts, Manager
Dated: February 12, 2010	KKR Fund Holdings L.P.
	By: KKR Fund Holdings GP Limited,
	Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Fund Holdings GP Limited
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Group Holdings L.P.
	By: KKR Group Limited,
	Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Group Limited
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director

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Dated: February 12, 2010	KKR & Co. L.P.
	By: KKR Management LLC, Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Chief Financial Officer
Dated: February 12, 2010	KKR Management LLC
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Chief Financial Officer
Dated: February 12, 2010	KKR Partners (International), Limited Partnership
	By: KKR 1996 Overseas, Limited
	Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR 1996 Overseas, Limited
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	Henry R. Kravis
Dated. 1 Coldary 12, 2010	ficiny R. Ridvis
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-Fact
Dated: February 12, 2010	George R. Roberts
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-Fact
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ATTACHMENT A

The shareholders of Bali Investments S.àr.l. ("Bali") include funds affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR") and funds affiliated with Silver Lake Partners ("Silver Lake"). Each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago Technologies Limited ("Avago") held by Bali. However, each such person disclaims beneficial ownership of the shares reported on this Schedule 13G.

The following persons affiliated with KKR may be deemed to be a member of such group: KKR Millennium Fund (Overseas), Limited Partnership; KKR Associates Millennium (Overseas), Limited Partnership; KKR Millennium Limited; KKR European Fund, Limited Partnership; KKR Associates Europe, Limited Partnership; KKR Europe Limited; KKR European Fund II, Limited Partnership; KKR Associates Europe II, Limited Partnership; KKR Millennium GP LLC; KKR Fund Holdings L.P.; KKR Fund Holdings GP Limited; KKR Group Holdings L.P.; KKR Group Limited; KKR & Co. L.P.; KKR Management LLC; KKR Partners (International), Limited Partnership; KKR 1996 Overseas, Limited; Henry R. Kravis and George R. Roberts. Please also refer to Item 4 of this Schedule 13G.

The following persons affiliated with Silver Lake may be deemed to be a member of such group, based solely on information received from such persons: Silver Lake Partners II Cayman, L.P., Silver Lake Technology Associates II Cayman, L.P., Silver Lake Technology Investors II Cayman, L.P., and Silver Lake (Offshore) AIV GP II, Ltd.

The following persons affiliated with both KKR and Silver Lake may be deemed to be a member of such group: Avago Investment Partners, Limited Partnership; and Avago Investment G.P., Limited. Please also refer to Item 4 of this Schedule 13G.

Bali, certain affiliates of KKR, certain affiliates of Silver Lake, Seletar Investments Pte Ltd and Geyser Investment Pte Ltd are parties to a shareholders agreement with respect to the ordinary shares of Avago, and solely as a result of which each such person may be deemed to be a member of a group with respect to the ordinary shares of Avago directly or indirectly owned by such persons. However, each such person disclaims membership in any such group and disclaims beneficial ownership of these securities.

Each such person is responsible for complying with its Schedule 13G reporting obligations with respect to Avago.

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EXHIBIT INDEX

- Exhibit 1 Joint Filing Agreement dated as of February 12, 2010
- Exhibit 2 Power of Attorney dated as of July 31, 2005
- Exhibit 3 Power of Attorney dated as of July 31, 2005

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<u>Exhibit 1</u>

Joint Filing Agreement

We, the signatories of the statement on Schedule 13G to which this Agreement is attached, hereby agree that such statement is, and any amendments thereto filed by any of us will be, filed on behalf of each of us.	
Dated: February 12, 2010	KKR Millennium Fund (Overseas), Limited Partnership
	By: KKR Associates Millennium (Overseas), Limited Partnership, Its: General Partner
	By: KKR Millennium Limited, Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Associates Millennium (Overseas), Limited Partnership
	By: KKR Millennium Limited,
	Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Millennium Limited
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director

Dated: February 12, 2010	KKR European Fund, Limited Partnership
	By: KKR Associates Europe, Limited Partnership, Its: General Partner
	By: KKR Europe Limited, Its: General Partner
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Associates Europe, Limited Partnership
	By: KKR Europe Limited, Its: General Partner
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Europe Limited
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR European Fund II, Limited Partnership
	By: KKR Associates Europe II, Limited Partnership, Its: General Partner
	By: KKR Europe II Limited, Its: General Partner
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director

Dated: February 12, 2010	KKR Associates Europe II, Limited Partnership
	By: KKR Europe II Limited, Its: General Partner
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	KKR Europe II Limited
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Director
Dated: February 12, 2010	Avago Investment Partners, Limited Partnership
	By: Avago Investment G.P., Limited, Its: General Partner
	By: KKR Millennium GP LLC Its: Member
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Attorney-in-fact for Henry R. Kravis, Manager
	/s/ William J. Janetschek
	Name: William J. Janetschek, Title: Attorney-in-fact for George R. Roberts, Manager
Dated: February 12, 2010	Avago Investment G.P., Limited
	By: KKR Millennium GP LLC Its: Member
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Attorney-in-fact for Henry R. Kravis, Manager
	/s/ William J. Janetschek Name: William J. Janetschek, Title: Attorney-in-fact for George R. Roberts, Manager

Dated: February 12, 2010	KKR Millennium GP LLC
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-fact for Henry R. Kravis, Manager
	The. Automey-m-fact for field y K. Klavis, Manager
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-fact for George R. Roberts, Manager
Dated: February 12, 2010	KKR Fund Holdings L.P.
	By: KKR Fund Holdings GP Limited,
	Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Fund Holdings GP Limited
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Group Holdings L.P.
	By: KKR Group Limited,
	Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR Group Limited
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director

Dated: February 12, 2010	KKR & Co. L.P.
	By: KKR Management LLC,
	Its: General Partner
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Chief Financial Officer
Dated: February 12, 2010	KKR Management LLC
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Chief Financial Officer
Dated: February 12, 2010	KKR Partners (International), Limited Partnership
	By: KKR 1996 Overseas, Limited
	Its: General Partner
	/c/William I. Innetechol
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	KKR 1996 Overseas, Limited
Dated. February 12, 2010	KKK 1990 Overseas, Linned
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Director
Dated: February 12, 2010	Henry R. Kravis
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-Fact
	,
Dated: February 12, 2010	George R. Roberts
	/s/ William J. Janetschek
	Name: William J. Janetschek,
	Title: Attorney-in-Fact

<u>Exhibit 2</u>

Power of Attorney

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

Dated: July 31, 2005

/s/ Henry R. Kravis Henry R. Kravis

<u>Exhibit 3</u>

Power of Attorney

Know all men by these presents that George R. Roberts does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

Dated: July 31, 2005

/s/ George R. Roberts George R. Roberts