

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: September 30, 2012

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 November 14, 2012

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. 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

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Report Summary:

Number of Other Included Managers:	2
Form 13F Information Table Entry Total:	33
Form 13F Information Table Value Total:	\$12,840,287
	(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
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. FORM 13-F INFORMATION TABLE

FORM 13-F INFORMATION TABLE

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGERS	COLUMN 8		
				SHRS OR PRN AMT	SH/ PRN	PUT/ CALL			SOLE	SHARED	NONE
Allison Transmission Hldgs I	Com	01973R101	\$1,516,017	75,348,750	SH	--	Shared- Defined	1		75,348,750	
Atlas Resource Partners LP	Com Unt Ltd Pr	04941A101	\$196,081	7,683,442	SH	--	Shared- Defined	1		7,683,442	
BankUnited Inc	Com	06652K103	\$337,677	13,721,131	SH	--	Shared- Defined	1		13,721,131	
Booz Allen Hamilton Hldg Cor	Cl A	099502106	\$1,271,562	91,809,598	SH	--	Shared- Defined	1		91,809,598	
Boston Private Finl Hldgs In	Com	101119105	\$74,380	7,756,022	SH	--	Shared- Defined	1		7,756,022	
Central Pac Finl Corp	Com	154760409	\$135,322	9,463,095	SH	--	Shared- Defined	1		9,463,095	
China Recycling Energy Corp	Com	168913101	\$12,466	12,465,938	SH	--	Shared- Defined	1, 2		12,465,938	
Cobalt Intl Energy Inc	Com	19075F106	\$1,402,025	62,955,756	SH	--	Shared- Defined	1		62,955,756	
Concord Med Svcs Hldgs Ltd	Sponsored ADR	206277105	\$32,716	8,724,233	SH	--	Shared- Defined	1, 2		8,724,233	
Enduro Rty Tr	Tr Unit	29269K100	\$364,716	19,800,000	SH	--	Shared- Defined	1		19,800,000	

F N B United Corp	Com	302519202	\$58,572	4,930,313	SH	--	Shared-Defined	1	4,930,313
Fairpoint Communications Inc	Com	305560302	\$259	34,202	SH	--	Shared-Defined	1	34,202
Freescale Semiconductor Hldg	SHS Old	G3727Q101	\$1,865,262	196,136,895	SH	--	Shared-Other**	1, 2	196,136,895
Hampton Roads Bankshares Inc	Com	409321502	\$63,598	42,398,583	SH	--	Shared-Defined	1	42,398,583
Hertz Global Holdings Inc	Com	42805T105	\$81,003	5,899,719	SH	--	Shared-Defined	1, 2	5,899,719
Hertz Global Holdings Inc	Com	42805T105	\$664,571	48,402,867	SH	--	Shared-Defined	1	48,402,867
Kinder Morgan Inc Del	Com	49456B101	\$1,374,775	38,704,258	SH	--	Shared-Defined	1	38,704,258
Lear Corp	Com	521865204	\$12,759	337,618	SH	--	Shared-Defined	1	337,618
Magnachip Semiconductor Corp	Com	55933J203	\$4,753	402,761	SH	--	Shared-Defined	1	402,761
Nielsen Holdings N V	Com	N63218106	\$255,164	8,511,137	SH	--	Shared-Defined	1, 2	8,511,137
Nielsen Holdings N V	Com	N63218106	\$1,162,413	38,772,943	SH	--	Shared-Defined	1	38,772,943

Niska Gas Storage Partners L	Unit Ltd Liabi	654678101	\$213,083	16,992,245	SH	--	Shared-Defined	1	16,992,245
RTI Intl Metals Inc	Com	74973W107	\$48,637	2,031,615	SH	--	Shared-Defined	1	2,031,615
Sandridge Energy Inc	Com	80007P307	\$358,312	51,370,888	SH	--	Shared-Defined	1	51,370,888
SS&C Technologies Hldgs Inc	Com	78467J100	\$541,254	21,469,799	SH	--	Shared-Defined	1	21,469,799
Superior Energy Svcs Inc	Com	868157108	\$18,774	914,934	SH	--	Shared-Defined	1	914,934
TRW Automotive Hldgs Corp	Com	87264S106	\$4,423	101,200	SH	--	Shared-Defined	1	101,200
Weatherford International Lt	Reg Shs	H27013103	\$12,680	1,000,000	SH	--	Shared-Defined	1	1,000,000
Wesco Aircraft Hldgs Inc	Com	950814103	\$737,845	54,014,987	SH	--	Shared-Defined	1	54,014,987
Willbros Group Inc	Com	969203108	\$5,371	1,000,141	SH	--	Shared-Defined	1	1,000,141
YRC Worldwide Inc	Note 10.000% 3/3	984249AB8	\$2,996	11,304,367	SH	--	Shared-Defined	1	11,304,367
YRC Worldwide Inc	Note 10.000% 3/3	984249AC6	\$8,359	16,718,923	SH	--	Shared-Defined	1	16,718,923
YRC Worldwide Inc	Com Par \$.01	984249607	\$2,462	363,642	SH	--	Shared-Defined	1	363,642

LIST OF EXHIBITS

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

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 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