

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Burger King Holdings Inc
Form SC 13G/A
February 14, 2008

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Burger King Holdings, Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

121208201

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

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

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Notes).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (3-06)

Page 1 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

The Goldman Sachs Group, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 11,651

Shares

Beneficially

6. Shared Voting Power

18,662,310

Owned by

Each

7. Sole Dispositive Power

Reporting 11,651

Person

8. Shared Dispositive Power

With:

18,662,310

9. Aggregate Amount Beneficially Owned by Each Reporting Person

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

18,662,310

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

13.8%

12. Type of Reporting Person:

HC-CO

Page 2 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Goldman Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

18,662,310

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Person -----
8. Shared Dispositive Power
With: 18,662,310

9. Aggregate Amount Beneficially Owned by Each Reporting Person
18,662,310

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
13.8%

12. Type of Reporting Person:
BD-PN-IA

Page 3 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
GS Capital Partners 2000, L.P.

2. Check the Appropriate Box if a Member of a Group:
(a) []
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

5. Sole Voting Power
Number of 0

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Shares -----
Beneficially 6. Shared Voting Power
Owned by 9,744,463

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 9,744,463

9. Aggregate Amount Beneficially Owned by Each Reporting Person
9,744,463

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
7.2%

12. Type of Reporting Person:
PN

Page 4 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
GS Capital Partners 2000 Offshore, L.P.

2. Check the Appropriate Box if a Member of a Group:
(a) []
(b) []

3. SEC Use Only

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

4. Citizenship or Place of Organization:

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

3,540,766

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

3,540,766

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,540,766

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

2.6%

12. Type of Reporting Person:

PN

Page 5 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.

I.R.S. Identification No. of Above Person

GS Advisors 2000, L.L.C.

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

2. Check the Appropriate Box if a Member of a Group: (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

	5. Sole Voting Power	
Number of		0
Shares		
Beneficially	6. Shared Voting Power	
Owned by		13,285,229
Each	7. Sole Dispositive Power	
Reporting		0
Person		
With:	8. Shared Dispositive Power	
		13,285,229

9. Aggregate Amount Beneficially Owned by Each Reporting Person
13,285,229

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
9.8%

12. Type of Reporting Person:
00

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS Capital Partners 2000 GmbH & Co. Beteiligungs KG

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Germany

	5. Sole Voting Power	
Number of		0
Shares	-----	
	6. Shared Voting Power	
Beneficially		407,296
Owned by	-----	
Each	7. Sole Dispositive Power	
Reporting		0
Person	-----	
With:	8. Shared Dispositive Power	
		407,296

9. Aggregate Amount Beneficially Owned by Each Reporting Person

407,296

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person:

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

PN

Page 7 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Goldman, Sachs Management GP GmbH

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Germany

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

407,296

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

407,296

9. Aggregate Amount Beneficially Owned by Each Reporting Person

407,296

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

11. Percent of Class Represented by Amount in Row (9)
0.3%

12. Type of Reporting Person:
OO

Page 8 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
Goldman, Sachs & Co. oHG

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:
Germany

5. Sole Voting Power
Number of 0
Shares

6. Shared Voting Power
Beneficially 407,296
Owned by

7. Sole Dispositive Power
Each 0
Reporting
Person

8. Shared Dispositive Power
With: 407,296

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

9. Aggregate Amount Beneficially Owned by Each Reporting Person

407,296

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person:

00

Page 9 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS Capital Partners 2000 Employee Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

3,094,204

Owned by

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Each Reporting Person 7. Sole Dispositive Power
0

Person With: 8. Shared Dispositive Power
3,094,204

9. Aggregate Amount Beneficially Owned by Each Reporting Person
3,094,204

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
2.3%

12. Type of Reporting Person:
PN

Page 10 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
Goldman Sachs Direct Investment Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

5. Sole Voting Power

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Number of Shares Beneficially Owned by Each Reporting Person With: 0

6. Shared Voting Power 477,819

7. Sole Dispositive Power 0

8. Shared Dispositive Power 477,819

9. Aggregate Amount Beneficially Owned by Each Reporting Person
477,819

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.4%

12. Type of Reporting Person:
PN

Page 11 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
GS Employee Funds 2000 GP, L.L.C.

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

3,572,023

Owned by

Each

7. Sole Dispositive Power

0

Reporting

Person

8. Shared Dispositive Power

With:

3,572,023

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,572,023

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

2.6%

12. Type of Reporting Person:

00

Page 12 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

GS Private Equity Partners 2000, L.P.

2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power
- | | |
|--------------|---|
| Number of | 0 |
| Shares | |
| Beneficially | |
| Owned by | |
| Each | |
| Reporting | |
| Person | |
| With: | |
6. Shared Voting Power
- | | |
|--|---------|
| | 554,052 |
|--|---------|
7. Sole Dispositive Power
- | | |
|--|---|
| | 0 |
|--|---|
8. Shared Dispositive Power
- | | |
|--|---------|
| | 554,052 |
|--|---------|

9. Aggregate Amount Beneficially Owned by Each Reporting Person

554,052

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.4%

12. Type of Reporting Person:

PN

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS PEP 2000 Advisors, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

554,052

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

554,052

9. Aggregate Amount Beneficially Owned by Each Reporting Person

554,052

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.4%

12. Type of Reporting Person:

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

PN

Page 14 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Private Equity Partners 2000 Offshore Holdings, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0
Shares

6. Shared Voting Power

Beneficially 190,449
Owned by

7. Sole Dispositive Power

Each 0
Reporting

8. Shared Dispositive Power

Person 190,449
With:

9. Aggregate Amount Beneficially Owned by Each Reporting Person

190,449

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person:

PN

Page 15 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.

I.R.S. Identification No. of Above Person

GS PEP 2000 Offshore Holdings Advisors, Inc.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 190,449

Owned by

7. Sole Dispositive Power

Each Reporting 0

Person

8. Shared Dispositive Power

With: 190,449

9. Aggregate Amount Beneficially Owned by Each Reporting Person

190,449

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person:

00

Page 16 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS Private Equity Partners 2000 - Direct Investment Fund, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) []
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0
Shares

6. Shared Voting Power

Beneficially 211,138
Owned by

7. Sole Dispositive Power

Each 0
Reporting

8. Shared Dispositive Power

Person

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

With:

211,138

9. Aggregate Amount Beneficially Owned by Each Reporting Person

211,138

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person:

PN

Page 17 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

GS PEP 2000 Direct Investment Advisors L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

211,138

Owned by

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Each Reporting Person
7. Sole Dispositive Power
0

Person With:
8. Shared Dispositive Power
211,138

9. Aggregate Amount Beneficially Owned by Each Reporting Person
211,138

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person:
OO

Page 18 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
Stone Street Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group
(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:
Delaware

5. Sole Voting Power

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Number of Shares Beneficially Owned by Each Reporting Person With: 0

6. Shared Voting Power 286,692

7. Sole Dispositive Power 0

8. Shared Dispositive Power 286,692

9. Aggregate Amount Beneficially Owned by Each Reporting Person
286,692

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person:
PN

Page 19 of 25 pages

CUSIP No. 121208201 13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person
Stone Street 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3. SEC Use Only

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

286,692

Owned by

Each

7. Sole Dispositive Power

0

Reporting

Person

8. Shared Dispositive Power

With:

286,692

9. Aggregate Amount Beneficially Owned by Each Reporting Person

286,692

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.2%

12. Type of Reporting Person:

00

Page 20 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

I.R.S. Identification No. of Above Person

Bridge Street Special Opportunities Fund 2000, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

143,346

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

143,346

9. Aggregate Amount Beneficially Owned by Each Reporting Person

143,346

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

0.1%

12. Type of Reporting Person

PN

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

Page 21 of 25 pages

CUSIP No. 121208201

13G

1. Name of Reporting Person.
I.R.S. Identification No. of Above Person

Bridge Street Special Opportunities Fund 2000, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization:

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially
Owned by

6. Shared Voting Power

143,346

Each
Reporting
Person

7. Sole Dispositive Power

0

With:

8. Shared Dispositive Power

143,346

9. Aggregate Amount Beneficially Owned by Each Reporting Person

143,346

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

0.1%

12. Type of Reporting Person

00

Page 22 of 25 pages

Item 4. Ownership. *

- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
 - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on by the
Parent Holding Company.
See Exhibit (99.2) as previously reported

Item 8. Identification and Classification of Members of the Group.
Not Applicable

* In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

employees have voting or investment discretion, or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

Page 23 of 25 pages

SIGNATURE

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.

Date: February 14, 2008

THE GOLDMAN SACHS GROUP, INC.

GOLDMAN, SACHS & CO.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000, L.P.

GS Capital Partners 2000
Offshore, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

GS CAPITAL PARTNERS 2000 GmbH & Co.
BETEILIGUNGS KG

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GmbH

GOLDMAN, SACHS & CO. oHG

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE
FUND, L.P.

GOLDMAN SACHS DIRECT INVESTMENT FUND
2000, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

Edgar Filing: Burger King Holdings Inc - Form SC 13G/A

GS EMPLOYEE FUNDS 2000 GP L.L.C.

GS PRIVATE EQUITY PARTNERS 2000, L.P.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

GS PRIVATE EQUITY PARTNERS 2000, L.P.

GS PEP ADVISORS, L.L.C.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

PRIVATE EQUITY PARTNERS 2000 OFFSHORE
HOLDING, L.P.

GS PEP 2000 OFFSHORE HOLDINGS
ADVISORS, INC.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

Page 24 of 25 pages

Signature Page continued

GS PRIVATE EQUITY PARTNERS 2000 DIRECT
INVESTMENT FUND, L.P.

GS PEP 2000 DIRECT INVESTMENT
ADVISORS, L.L.C.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

STONE STREET FUND 2000, L.L.C.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

Bridge Street Special Opportunities
2000, L.P.

Bridge Street Special Opportunities
2000, L.L.C.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

Name: Ronald L. Christopher
Title: Attorney-in-fact

Name: Ronald L. Christopher
Title: Attorney-in-fact

Page 25 of 25 pages

