

MONEYGRAM INTERNATIONAL INC
Form SC 13D/A
March 09, 2011

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)

MoneyGram International, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

60935Y109

(CUSIP Number)

Ben I. Adler, Esq.
Goldman, Sachs & Co.
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New York, New York 10282-2198
(212) 902-1000

With a copy to:

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New York, NY 10004
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(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

March 7, 2011

(Date of Event which Requires Filing of this Statement)

If the Reporting Person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box

[].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

The Goldman Sachs Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

152,734,952

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

152,734,952

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

152,734,952

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

29.7% (1)

14 TYPE OF REPORTING PERSON

HC; CO

(1) All calculations of percentage ownership in this Schedule 13D are based upon a total of 513,750,695 shares of Common Stock outstanding, which is the sum of (a) 83,620,522 shares of Common Stock outstanding as of March 1, 2011, as represented by the Issuer in the Recapitalization Agreement (defined herein), plus (b) 277,412,946 shares of Common Stock issuable upon the conversion of the 495,000 shares of Series B Participating Convertible Preferred Stock of the Issuer held by THL (defined herein) and Silver Point (defined herein) as described in Items 3, 4 and 6 herein, if such conversion occurred on December 21, 2010, plus (c) 152,717,228 shares of Common Stock issuable upon the conversion by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, of 152,717.2276 shares of Series D Participating Convertible Preferred Stock of the Issuer, which are issuable upon the conversion of the 272,500 shares of Series B-1 Participating Convertible Preferred Stock of the Issuer issued to the Reporting Persons pursuant to the Purchase Agreement on March 25, 2008, as described in Items 3, 4, 5 and 6 below, if such conversion occurred on December 21, 2010. The shares of Series B-1 Participating Convertible Preferred Stock held by the Reporting Persons or the shares of Series D participating Convertible Preferred Stock that may be held by the Reporting Persons do not vote as a class with the Common Stock.

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

Goldman, Sachs & Co.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, WC, OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☒ x

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

148,531,725

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

148,531,725

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

148,531,725

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

28.9%

14 TYPE OF REPORTING PERSON

BD; PN; IA

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSCP VI Advisors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

55,459,963

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

55,459,963

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

55,459,963

12

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.8%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

55,459,963

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

55,459,963

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

55,459,963

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.8%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Advisors VI, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

15,250,545

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

15,250,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,250,545

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSCP VI Offshore Advisors, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

46,129,645

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

46,129,645

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,129,645

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF
SHARES 7

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

46,129,645

BY EACH
REPORTING 9

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

46,129,645

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,129,645

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

2 Goldman, Sachs Management GP GmbH
CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

1,971,048

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

1,971,048

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,971,048

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI Parallel, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

15,250,545

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

15,250,545

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

15,250,545

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Capital Partners VI GmbH & Co. KG
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Germany

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

1,971,048

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

1,971,048

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,971,048

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.4%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSMP V Onshore US, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

11,463,304

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

11,463,304

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,463,304

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Onshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

11,463,304

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

11,463,304

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,463,304

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Onshore Fund, L.L.C.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

11,463,304

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

11,463,304

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,463,304

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.2%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSMP V Institutional US, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

1,111,319

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

1,111,319

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,111,319

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

2 GS Mezzanine Partners V Institutional Fund, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

1,111,319

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

1,111,319

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,111,319

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Institutional Fund, L.L.C.
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
 GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
 SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
 OWNED

SHARED VOTING POWER

1,111,319

BY EACH 9
 REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
 WITH

SHARED DISPOSITIVE POWER

1,111,319

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,111,319

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.2%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GSMP V Offshore US, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

17,128,177

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

17,128,177

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,128,177

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Offshore Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

17,128,177

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

17,128,177

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,128,177

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.3%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 60935Y109

13D

1 NAMES OF REPORTING PERSON

GS Mezzanine Partners V Offshore Fund, L.L.C.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP (a) ☐

(b) ☒ x

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(d) or 2(e) ☐ o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7
SHARES

SOLE VOTING POWER

0

BENEFICIALLY 8
OWNED

SHARED VOTING POWER

17,128,177

BY EACH 9
REPORTING

SOLE DISPOSITIVE POWER

0

PERSON 10
WITH

SHARED DISPOSITIVE POWER

17,128,177

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

17,128,177

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES ☒ x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.3%

14 TYPE OF REPORTING PERSON

OO

This Amendment No.1 (this “Amendment No. 1”) supplements and amends certain information in the Schedule 13D filed on April 4, 2008 (the “Original 13D” and, together with this Amendment No. 1, the “Schedule 13D”) on behalf of The Goldman Sachs Group, Inc. (“GS Group”), Goldman, Sachs & Co. (“Goldman Sachs”), GSCP VI Advisors, L.L.C. (“GSCP Advisors”), GSCP VI Offshore Advisors, L.L.C. (“GSCP Offshore Advisors”), GS Advisors VI, L.L.C. (“GS Advisors”), Goldman, Sachs Management GP GmbH (“GS GmbH”), GS Capital Partners VI Fund, L.P. (“GS Capital”), GS Capital Partners VI Offshore Fund, L.P. (“GS Offshore”), GS Capital Partners VI GmbH & Co. KG (“GS Germany”), GS Capital Partners VI Parallel, L.P. (“GS Parallel”), GS Mezzanine Partners V Onshore Fund, L.L.C. (“GS Mezzanine Onshore GP”), GS Mezzanine Partners V Institutional Fund, L.L.C. (“GS Mezzanine Institutional GP”), GS Mezzanine Partners V Offshore Fund, L.L.C. (“GS Mezzanine Offshore GP”), GS Mezzanine Partners V Onshore Fund, L.P. (“GS Mezzanine Onshore”), GS Mezzanine Partners V Institutional Fund, L.P. (“GS Mezzanine Institutional”), GS Mezzanine Partners V Offshore Fund, L.P. (“GS Mezzanine Offshore”), GSMP V Onshore US, Ltd. (“GSMP Onshore”), GSMP V Institutional US, Ltd. (“GSMP Institutional”), and GSMP V Offshore US, Ltd. (“GSMP Offshore” and, together with the foregoing entities, the “Reporting Persons”).

ITEM 2. IDENTITY AND BACKGROUND

Item 2 of the Original 13D is hereby amended as follows:

(i) The first sentence of the paragraph beginning “GS Group is a Delaware corporation” is replaced with:

“GS Group is a Delaware corporation and a bank holding company that (directly or indirectly through subsidiaries or affiliated companies or both) is a leading global investment banking, securities and investment management firm.”

(ii) The last sentence of the paragraph beginning “GS Group is a Delaware corporation” is replaced with:

“The principal address of each Reporting Person is 200 West Street, New York, New York 10282-2198.”

In addition, Item 2 of the Original 13D is hereby amended by replacing in their entirety the Schedules I, II-A, II-B, II-C, II-D and III, incorporated therein by reference, with Schedules I, II-A, II-B, II-C, II-D and III hereto, respectively, which Schedules I, II-A, II-B, II-C, II-D and III are incorporated herein by reference into this Item 2.

ITEM 3. SOURCE AND AMOUNTS OF FUNDS OR OTHER CONSIDERATION

Item 3 of the Original 13D is hereby amended by adding the following:

“The Recapitalization (as defined in Item 4) will not involve the Reporting Persons’ use of any funds or other consideration other than the conversion of Series B-1 Stock.

The number of shares of Common Stock of each Reporting Person set forth on the cover pages hereto reflect the fact that the Independent Directors (as defined in the Purchase Agreement, a copy of which is filed as Exhibit 7.01 to the Schedule 13D and incorporated herein by reference) elected to accrue dividends on the Series B Stock and Series B-1 Stock for each quarter for which shares of such Series B Stock and Series B-1 Stock were outstanding concluded prior to date hereof (the “Accrual Period”), the most recent of which ended December 21, 2010 pursuant to the terms of the Series B Certificate and the Series B-1 Certificate. Such accruals have without any action of any Reporting Person increased the number of shares of Common Stock or Series D Stock, as applicable, into which the Series B Stock and Series B-1 Stock are convertible pursuant to the terms of the Series B Certificate and the Series B-1 Certificate. Such accruals did not involve the Reporting Persons’ use of any funds or other consideration.”

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Original 13D is hereby amended by adding the following immediately prior to the paragraph beginning “Except as described in this Schedule 13D”:

“On March 7, 2011, the Investors and the Company entered into a recapitalization agreement (the “Recapitalization Agreement”) in order to facilitate the simplification of the capital structure of the Company and for other good and valid business reasons. The Recapitalization Agreement is attached hereto as Exhibit 1 and is incorporated herein by reference. Pursuant to the Recapitalization Agreement, subject to the terms and conditions therein, (i) the holders of Series B Stock will convert all of the shares of Series B Stock into Common Stock in accordance with the Series B Certificate, (ii) the GS Investors will convert all of the shares of Series B-1 Stock into Series D Stock in accordance with the Series B-1 Certificate, (iii) the Series D Certificate will be amended as set forth in the form of Certificate of Designations, Preferences and Rights of the Series D Participating Convertible Preferred Stock of the Company attached as Annex A to the Recapitalization Agreement and incorporated herein by reference, (iv) the dividends on the Series B Stock and Series B-1 Stock with respect to the quarterly dividend period in which the closing of the Recapitalization takes place (through and including the date of the closing of the Recapitalization (the “Closing Date”)) will be paid in cash at a rate of 12.5%, and (v) as an inducement to the Investors to effect such conversions in accordance with the Series B Certificate and the Series B-1 Certificate and to forgo the rights to liquidation preferences and future dividends provided for in the Series B Certificate and the Series B-1 Certificate, as applicable, the Company will pay the Investors additional consideration in the form of cash and issue to the Investors additional shares of Common Stock or Series D Preferred Stock (such additional shares, the “Additional Shares”), as applicable (collectively, the “Recapitalization”). The Recapitalization Agreement and the Recapitalization did or may result in one or more of the actions specified in clauses (a) – (j) of Item 4 of Schedule 13D, including without limitation a change to the present capitalization or dividend policy of the Company.

As set forth in the Recapitalization Agreement, the consummation of the transactions contemplated by the Recapitalization Agreement is subject to the satisfaction (or waiver by the Company or the GS Investors and holders of 97% of the Series B Stock, as applicable) of certain conditions, including without limitation, (i) the accuracy of representations and warranties of the Company and the Investors, respectively, as of the Closing Date, (ii) the Company’s and the Investors’ respective performance and compliance in all material respects with all agreements, covenants and conditions contained in the Recapitalization Agreement required to be performed or complied with by the Company and the Investors, respectively, (iii) the absence of any order, decree or ruling issued by, or action commenced before, a governmental authority prohibiting the transactions contemplated by the Recapitalization Agreement or that could reasonably be expected to prevent, or result in substantial damages with respect to, the consummation of the transactions contemplated by the Recapitalization Agreement, (iv) receipt of all required governmental approvals, including any regulatory approvals and necessary third party consents and the board of directors of the Company shall not have withdrawn or changed its recommendation that the stockholders of the Company vote in favor of the Recapitalization, (v) receipt of (A) approval by the holders of a majority of all outstanding voting stock of the Company, voting as a single class, present in person or by proxy at a meeting of the stockholders of the Company (the “Stockholder Meeting”) and (B) approval of the Recapitalization by the holders of a majority of all outstanding voting stock of the Company (excluding any stock held by the Investors) at the Stockholder Meeting, (vi) each other Investor shall have consummated, or will consummate, the actions required to consummate the transactions contemplated by the Recapitalization Agreement such that 100% of the Series B-1 Stock and at least 97% of the Series B Stock will be converted on the Closing Date, (vii) the absence of any event, development, circumstance or occurrence since the execution of the Recapitalization Agreement that, individually or in the aggregate, has had or would reasonably be expected to have a material adverse effect on the Company and its subsidiaries taken as a whole, and (viii) the entry into an amendment to the Registration Rights Agreement, dated as of March 25, 2008, by and among the THL Purchasers, the GS Investors and the Company. In addition, the shares of Common Stock issued pursuant to the Recapitalization Agreement, including the shares of Common Stock issuable upon conversion of the Series D Stock, shall be duly listed and admitted and authorized for trading, subject to official notice of issuance, on the New York Stock Exchange. The Company shall have filed a pre-effective amendment to its registration statement (the “Registration Statement”) on Form S-3 to include the Additional Shares, and the shares of

Common Stock into which any Additional Shares may be converted, in the Registration Statement. Lastly, the consummation of the transactions contemplated by the Recapitalization Agreement is subject to receipt by the Company of financing in an amount and on terms no less favorable to the Company than as set forth in the Recapitalization Agreement.

In the event the Closing Date is on June 24, 2011, pursuant to the Recapitalization Agreement, the Reporting Persons will receive an aggregate of 173,189.568 shares of Series D Stock, \$77,519,001.09 in cash and 12.5% cash dividends payable with respect to the Series B-1 Preferred Stock held by the Reporting Person for the quarterly dividend period including the Closing Date. In the event the Closing Date is on or after June 24, 2011, pursuant to the Recapitalization Agreement, the Reporting Persons will receive an aggregate of 178,036.466 shares of Series D Stock, \$77,519,001.09 in cash and 12.5% cash dividends payable with respect to the Series B-1 Preferred Stock held by the Reporting Person for the quarterly dividend period including the Closing Date.

The description of the Recapitalization Agreement in this Schedule 13D does not purport to be complete, and is qualified in its entirety by reference to such Recapitalization Agreement, which is included as Exhibit 1 hereto and incorporated by reference herein.

The GS Investors have advised the Company that, commencing on the six-month anniversary of the Recapitalization, it is their current intention to seek to reduce their beneficial ownership of Common Stock in open market transactions, private negotiated sales, or one or more registered public offerings, with a view that following such sales the GS Investors would beneficially own less than 24.9% of the Common Stock.”

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 of the Original 13D is hereby amended as follows:

(i) Subsection (a) is amended and restated in its entirety as follows:

“As of December 21, 2010, GS Group may be deemed to beneficially own an aggregate of 152,734,952 shares of Common Stock, consisting of (i) 265,000 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 148,514.0012 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 148,514,001 shares of Common Stock, (ii) 7,500 shares of Series B-1 Preferred Stock acquired by GS Group on the Closing Date, which are convertible into 4,203.2264 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 4,203,226 shares of Common Stock, and (iii) 17,724 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 29.7% of the outstanding Common Stock. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

As of December 21, 2010, Goldman Sachs may be deemed to beneficially own an aggregate of 148,531,725 shares of Common Stock, consisting of (i) 265,000 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 148,514.0012 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 148,514,001 shares of Common Stock, and (ii) 17,724 shares of Common Stock acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing in the aggregate approximately 28.9% of the outstanding Common Stock. The Reporting Persons disclaim beneficial ownership of shares of Common Stock held in Managed Accounts.

As of December 21, 2010, GSCP Advisors and GS Capital may each be deemed to beneficially own an aggregate of 55,459,963 shares of Common Stock, consisting of 98,959.628 shares of Series B-1 Preferred Stock acquired by the

GS Investors on the Closing Date, which are convertible into 55,459.9634 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 55,459,963 shares of Common Stock, representing in the aggregate approximately 10.8% of the outstanding Common Stock.

As of December 21, 2010, GSCP Offshore Advisors and GS Offshore may each be deemed to beneficially own an aggregate of 46,129,645 shares of Common Stock, consisting of 82,311.135 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 46,129.6453 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 46,129,645 shares of Common Stock, representing in the aggregate approximately 9.0% of the outstanding Common Stock.

As of December 21, 2010, GS Advisors and GS Parallel may each be deemed to beneficially own an aggregate of 15,250,545 shares of Common Stock, consisting of 27,212.211 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 15,250.5447 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 15,250,545 shares of Common Stock, representing in the aggregate approximately 3.0% of the outstanding Common Stock.

As of December 21, 2010, GS GmbH and GS Germany may each be deemed to beneficially own an aggregate of 1,971,048 shares of Common Stock, consisting of 3,517.026 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 1,971.0476 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 1,971,048 shares of Common Stock, representing in the aggregate approximately 0.4% of the outstanding Common Stock.

As of December 21, 2010, GS Mezzanine Onshore GP, GS Mezzanine Onshore and GSMP Onshore may each be deemed to beneficially own an aggregate of 11,463,304 shares of Common Stock, consisting of 20,454.47 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 11,463.3043 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 11,463,304 shares of Common Stock, representing in the aggregate approximately 2.2% of the outstanding Common Stock.

As of December 21, 2010, GS Mezzanine Institutional GP, GS Mezzanine Institutional and GSMP Institutional may each be deemed to beneficially own an aggregate of 1,111,319 shares of Common Stock, consisting of 1,982.98 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 1,111.3191 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 1,111,319 shares of Common Stock, representing in the aggregate approximately 0.2% of the outstanding Common Stock.

As of December 21, 2010, GS Mezzanine Offshore GP, GS Mezzanine Offshore and GSMP Offshore may each be deemed to beneficially own an aggregate of 17,128,177 shares of Common Stock, consisting of 30,562.55 shares of Series B-1 Preferred Stock acquired by the GS Investors on the Closing Date, which are convertible into 17,128.1769 shares of Series D Preferred Stock, which are convertible by a holder other than the Reporting Persons or their affiliates, subject to certain limitations, into 17,128,177 shares of Common Stock, representing in the aggregate approximately 3.3% of the outstanding Common Stock.

As of December 21, 2010, THL and Silver Point may be deemed to beneficially own an aggregate of 277,412,946 shares of Common Stock, representing in the aggregate approximately 54.0% of the outstanding Common Stock.

In accordance with Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this Schedule 13D reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of GS Group and its subsidiaries and affiliates (collectively, "GSG"). This Schedule 13D 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, if any, by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both, and (ii) certain investment entities of which the Goldman Sachs Reporting Units acts 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.

None of the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A, II-B, II-C, or II-D hereto may be deemed to beneficially own any shares of Common Stock other than as set forth herein."

(ii) Subsection (c) is amended and restated in its entirety as follows:

"Schedule IV sets forth a summary of transactions in the Common Stock which were effected during the sixty day period from January 6, 2011 through March 7, 2011 all of which were effected in the ordinary course of business of Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group. The transactions in the Common Stock described in Schedule IV were effected on the New York Stock Exchange, NYSE Arca, the Chicago Stock Exchange or the over-the-counter market.

No transactions in the Common Stock were effected by the Reporting Persons or, to the knowledge of any of the Reporting Persons, any of the persons listed on Schedules I, II-A, II-B, II-C, or II-D hereto, during the sixty day period from January 6, 2011 through March 7, 2011."

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 of the Original 13D is hereby amended by adding the following:

"Goldman Sachs or another subsidiary of GS Group (collectively, "GS") may, from time to time, in the ordinary course of business, including as a broker, dealer, bank or investment advisor, be party to, enter into or unwind certain cash settled equity derivatives or similar contractual arrangements which provide indirect economic exposure to, but do not give GS direct or indirect voting, investment or dispositive power over, securities of the Issuer and which may be significant in amount. The profit, loss and/or return on such contracts may be wholly or partially dependent on the market value of the securities of the Issuer, the relative value of securities of the Issuer in comparison to one or more other financial instruments, indexes or securities, a basket or group of securities in which the securities of the Issuer may be included, or a combination of any of the foregoing. Accordingly, GS disclaims any beneficial ownership in the securities that may be referenced in such contracts."

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Exhibit 1: Recapitalization Agreement, dated as of March 7, 2011, by and among the Investors and the Company (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company on March 8, 2011).

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: March 8, 2011

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GOLDMAN, SACHS & CO.

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

BY: GS Advisors VI, L.L.C.,
its General Partner

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

BY: GSCP VI Offshore Advisors, L.L.C.,
its General Partner

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI FUND, L.P.

BY: GSCP VI Advisors, L.L.C.,
its General Partner

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GS CAPITAL PARTNERS VI GMBH & CO. KG

BY: Goldman, Sachs Management GP
GmbH,

its General Partner

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GS MEZZANINE PARTNERS V ONSHORE FUND,
L.P.

BY: GS Mezzanine Partners V Onshore
Fund, L.L.C.,
its General Partner

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GSMP V ONSHORE US, LTD.

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GS MEZZANINE PARTNERS V INSTITUTIONAL
FUND, L.P.

BY: GS Mezzanine Partners V
Institutional Fund, L.L.C.,
its General Partner

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GSMP V INSTITUTIONAL US, LTD.

By: /s/ Yvette Kosic
Name: Yvette Kosic
Title: Attorney-in-Fact

GS MEZZANINE PARTNERS V OFFSHORE FUND,
L.P.

BY: GS Mezzanine Partners V Offshore
Fund, L.L.C.,
its General Partner

By: /s/ Yvette Kosic
Name: Yvette Kosic

Title: Attorney-in-Fact

GSMP V OFFSHORE US, LTD.

By: /s/ Yvette Kosic

Name: Yvette Kosic

Title: Attorney-in-Fact

SCHEDULE I

The name of each director of The Goldman Sachs Group, Inc. is set forth below.

The business address of each person listed below is c/o Goldman, Sachs & Co., 200 West Street, New York, New York 10282-2188.

Each person is a citizen of the United States of America except for Claes Dahlback, who is a citizen of Sweden, and Lakshmi N. Mittal, who is a citizen of India. The present principal occupation or employment of each of the listed persons is set forth below.

| Name | Present Principal Occupation |
|--------------------|--|
| Lloyd C. Blankfein | Chairman of the Board and Chief Executive Officer of The Goldman Sachs Group, Inc. |
| Gary D. Cohn | President and Chief Operating Officer of The Goldman Sachs Group, Inc. |
| John H. Bryan | Retired Chairman and Chief Executive Officer of Sara Lee Corporation |
| Claes Dahlback | Senior Advisor to Investor AB and Foundation Asset Management |
| Stephen Friedman | Chairman of Stone Point Capital |
| William W. George | Professor of Management Practice at the Harvard Business School and Former Chairman and Chief Executive Officer of Medtronic, Inc. |
| James A. Johnson | Vice Chairman of Perseus, L.L.C. |
| Lois D. Juliber | Former Vice Chairman and Chief Operating Officer of the Colgate-Palmolive Company |
| Lakshmi N. Mittal | Chairman and Chief Executive Officer of ArcelorMittal S.A. |
| James J. Schiro | Former Chief Executive Officer of Zurich Financial Services |
| H. Lee Scott, Jr. | Chairman of the Executive Committee of the board of Wal-Mart Stores, Inc. |

SCHEDULE II-A

The name, position and present principal occupation of each executive officer of (i) GSCP VI Advisors, L.L.C., the sole general partner of GS Capital Partners VI Fund, L.P., (ii) GSCP VI Offshore Advisors, L.L.C., the sole general partner of GS Capital Partners VI Offshore Fund, L.P. (iii) GS Advisors VI, L.L.C., the sole general partner of GS Capital Partners VI Parallel, L.P., (iv) GS Mezzanine Partners V Onshore Fund, L.L.C., the sole general partners of GS Mezzanine Partners V Onshore Fund, L.P., (v) GS Mezzanine Partners V Institutional Fund, L.L.C., the sole general partners of GS Mezzanine Partners V Institutional Fund, L.P., and (vi) GS Mezzanine Partners V Offshore Fund, L.L.C., the sole general partner of GS Mezzanine Partners V Offshore Fund, L.P. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 200 West Street, New York, New York 10282, except as follows: The business address of each of Hughes B. Lepic, Michael M. Furth, Robert R. Gheewalla, Martin A. Hintze Philippe Camu, Philippe H. Lenoble and Penny McSpadden is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of each of Sanggyun Ahn and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of each of Joseph P. DiSabato and Peter J. Perrone is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Thomas D. Ferguson is 100 Crescent Court, Suite 1000, Dallas, TX 75201.

All executive officers listed below are United States citizens, except as follows: Hughes B. Lepic is a citizen of France; Adrian M. Jones and Michael M. Furth are citizens of Ireland; Martin Hintze is a citizen of Germany; Sanggyun Ahn is a citizen of South Korea; Julian C. Allen is a citizen of the United Kingdom and Philippe Camu and Philippe H. Lenoble are citizens of Belgium.

| Name | Position | Present Principal Occupation |
|---------------------|----------------|--|
| Richard A. Friedman | President | Managing Director of Goldman, Sachs & Co. |
| Sanggyun Ahn | VicePresident | Managing Director of Goldman Sachs (Asia) L.L.C. |
| John E. Bowman | Vice President | Managing Director of Goldman, Sachs & Co. |
| Gerald J. Cardinale | Vice President | Managing Director of Goldman, Sachs & Co. |
| Thomas G. Connolly | Vice President | Managing Director of Goldman, Sachs & Co. |
| Henry Cornell | Vice President | Managing Director of Goldman, Sachs & Co. |
| Joseph P. DiSabato | Vice President | Managing Director of Goldman, Sachs & Co. |
| Steven M. Feldman | Vice President | Managing Director of Goldman, Sachs & Co |
| | Vice President | Managing Director of Goldman Sachs International |

Michael M.
Furth

Robert R.
Gheewalla Vice President

Managing Director of Goldman Sachs International

Joseph H.
Gleberman Vice President

Managing Director of Goldman, Sachs & Co.

Martin A.
Hintze Vice President

Managing Director of Goldman Sachs International

Adrian M. Jones Vice President

Managing Director of Goldman, Sachs & Co.

Michael E.
Koester Vice President

Managing Director of Goldman, Sachs & Co.

Hughes B.
Lepic Vice President

Managing Director of Goldman Sachs International

Sanjeev K.
Mehra Vice President

Managing Director of Goldman, Sachs & Co.

Peter J. Perrone Vice President

Managing Director of Goldman, Sachs & Co.

Kenneth A.
Pontarelli Vice President

Managing Director of Goldman, Sachs & Co.

Richard H.
Powers Vice President

Managing Director of Goldman, Sachs & Co.

Muneer A.
Satter Vice President

Managing Director of Goldman, Sachs & Co.

Andrew E.
Wolff Vice President

Managing Director of Goldman Sachs (Asia) L.L.C.

Julian C. Allen Vice President

Managing Director of Goldman, Sachs & Co.

Philippe Camu Vice President

Managing Director of Goldman Sachs International

Philippe H.
Lenoble Vice President

Managing Director of Goldman Sachs International

Peter Vermette Vice President

Managing Director of Goldman, Sachs & Co.

Penny
McSpadden Vice President

Managing Director of Goldman Sachs International

Laurie E.
Schmidt Vice President

Managing Director of Goldman, Sachs & Co.

| | | |
|----------------------------|------------------------------|---|
| Elizabeth C. Fascitelli | Vice President and Treasurer | Managing Director of Goldman, Sachs & Co. |
|----------------------------|------------------------------|---|

| | | |
|----------------|------------------------------|--|
| Eric Goldstein | Vice President and Secretary | Vice President of Goldman, Sachs & Co. |
|----------------|------------------------------|--|

SCHEDULE II-B

The name, position and present principal occupation of each executive officer of (i) GSMP Onshore US, Ltd., (ii) GSMP Offshore US, Ltd., and (iii) GSMP Institutional US, Ltd. are set forth below.

The business address for all the executive officers listed below is c/o Goldman, Sachs & Co., 200 West Street, New York, New York 10282, except as follows: The business address of each of Hughes B. Lepic, Michael M. Furth, Robert R. Gheewalla, Martin A. Hintze Philippe Camu, Philippe H. Lenoble and Penny McSpadden is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of each of Sanggyun Ahn and Andrew Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of each of Joseph P. DiSabato and Peter J. Perrone is 555 California Street, San Francisco, CA 94104. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of Thomas D. Ferguson is 100 Crescent Court, Suite 1000, Dallas, TX 75201.

All executive officers listed below are United States citizens, except as follows: Hughes B. Lepic is a citizen of France; Adrian M. Jones and Michael M. Furth are citizens of Ireland; Martin Hintze is a citizen of Germany; Sanggyun Ahn is a citizen of South Korea; Julian C. Allen is a citizen of the United Kingdom and Philippe Camu and Philippe H. Lenoble are citizens of Belgium.

| Name | Position | Present Principal Occupation |
|---------------------|-----------------------------|--|
| Richard A. Friedman | President | Managing Director of Goldman, Sachs & Co. |
| Sanggyun Ahn | Vice President | Managing Director of Goldman Sachs (Asia) L.L.C. |
| John E. Bowman | Director and Vice President | Managing Director of Goldman, Sachs & Co. |
| Gerald J. Cardinale | Vice President | Managing Director of Goldman, Sachs & Co. |
| Thomas G. Connolly | Vice President | Managing Director of Goldman, Sachs & Co. |
| Henry Cornell | Vice President | Managing Director of Goldman, Sachs & Co. |
| Joseph P. DiSabato | Vice President | Managing Director of Goldman, Sachs & Co. |
| Steven M. Feldman | Vice President | Managing Director of Goldman, Sachs & Co. |
| Michael M. Furth | Vice President | Managing Director of Goldman Sachs International |
| Robert R. Gheewalla | Vice President | Managing Director of Goldman Sachs International |
| Joseph H. Gleberman | Vice President | Managing Director of Goldman, Sachs & Co. |
| Martin A. Hintze | Vice President | Managing Director of Goldman Sachs International |
| Adrian M. Jones | Vice President | Managing Director of Goldman, Sachs & Co. |
| Michael E. Koester | Vice President | Managing Director of Goldman, Sachs & Co. |

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| | | |
|-------------------------|--|--|
| Hughes B. Lepic | Vice President | Managing Director of Goldman Sachs International |
| Sanjeev K. Mehra | Vice President | Managing Director of Goldman, Sachs & Co. |
| Peter J. Perrone | Vice President | Managing Director of Goldman, Sachs & Co. |
| Kenneth A. Pontarelli | Vice President | Managing Director of Goldman, Sachs & Co. |
| Richard H. Powers | Vice President | Managing Director of Goldman, Sachs & Co. |
| Muneer A. Satter | Vice President | Managing Director of Goldman, Sachs & Co. |
| Andrew E. Wolff | Vice President | Managing Director of Goldman Sachs (Asia) L.L.C. |
| Julian C. Allen | Vice President | Managing Director of Goldman, Sachs & Co. |
| Philippe Camu | Vice President | Managing Director of Goldman Sachs International |
| Philippe H. Lenoble | Vice President | Managing Director of Goldman Sachs International |
| Peter Vermette | Vice President | Managing Director of Goldman, Sachs & Co. |
| Penny McSpadden | Vice President | Managing Director of Goldman Sachs International |
| Laurie E. Schmidt | Vice President | Managing Director of Goldman, Sachs & Co. |
| Elizabeth C. Fascitelli | Vice President and Treasurer | Managing Director of Goldman, Sachs & Co. |
| Eric Goldstein | Director, Vice President and Secretary | Vice President of Goldman, Sachs & Co. |

SCHEDULE II-C

The name, position and present principal occupation of each executive officer of Goldman Sachs Management GP GmbH, the sole managing partner of GS Capital Partners VI GmbH & Co. KG, are set forth below.

The business address for each of the executive officers listed below is c/o Goldman, Sachs & Co., 200 West Street, New York, New York 10282, except for Simon B. Cresswell, whose business address is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England.

All executive officers listed below are United States citizens, except as follows: Sarah E. Smith is a citizen of the United Kingdom.

| Name | Position | Present Principal Occupation |
|-------------------------|-------------------|---|
| Richard A. Friedman | Managing Director | Managing Director of Goldman, Sachs & Co. |
| Joseph H. Gleberman | Managing Director | Managing Director of Goldman, Sachs & Co. |
| Ben I. Adler | Managing Director | Managing Director of Goldman, Sachs & Co. |
| Henry Cornell | Managing Director | Managing Director of Goldman, Sachs & Co. |
| Elizabeth C. Fascitelli | Managing Director | Managing Director of Goldman, Sachs & Co. |
| Sarah E. Smith | Managing Director | Managing Director of Goldman, Sachs & Co. |
| Katherine B. Enquist | Managing Director | Managing Director of Goldman, Sachs & Co. |
| John E. Bowman | Managing Director | Managing Director of Goldman, Sachs & Co. |

SCHEDULE II-D

The name and principal occupation of each member of the Principal Investment Area Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing GSCP VI Advisors, L.L.C., GS Capital Partners VI Fund, L.P., GSCP VI Offshore Advisors, L.L.C., GS Capital Partners VI Offshore Fund, L.P., GS Advisors VI, L.L.C., GS Capital Partners VI Parallel, L.P., GS Capital Partners VI GmbH & Co. KG, GS Mezzanine Partners V Onshore Fund, L.P., GS Mezzanine Partners V Institutional Fund, L.P., GS Mezzanine Partners V Offshore Fund, L.P., GSMP Onshore US, Ltd., GSMP Offshore US, Ltd., and GSMP Institutional US, Ltd. are set forth below.

The business address for each member listed below is c/o Goldman, Sachs & Co., 200 West Street, New York, New York 10282, except as follows: The business address of each of Robert R. Gheewalla, Hughes B. Lepic, Martin A. Hintze and James Reynolds is Peterborough Court, 133 Fleet Street, London EC4A 2BB, England. The business address of Muneer A. Satter is 71 South Wacker Drive, Chicago, IL 60606. The business address of each of Sanggyun Ahn, Stephanie Hui and Andrew E. Wolff is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of each of Ankur A. Sahu and Shigeki Kiritani is Roppongi Hills, Mori Tower, Level 43-48, 10-1, Roppongi 6-chome, Minato-ku, Tokyo, 106-6147, Japan.

All members listed below are United States citizens, except as follows: Stephanie Hui is a citizen of the United Kingdom; Hughes B. Lepic and James Reynolds are citizens of France; Adrian M. Jones is a citizen of Ireland; Martin A. Hintze is a citizen of Germany; Sanggyun Ahn is a citizen of South Korea, Shigeki Kiritani is a citizen of Japan and Ankur A. Sahu and Sumit Rajpal are citizens of India.

| Name | Present Principal Occupation |
|-------------------------|---|
| Richard A. Friedman | Managing Director of Goldman, Sachs & Co. |
| Joseph H. Gleberman | Managing Director of Goldman, Sachs & Co. |
| Henry Cornell | Managing Director of Goldman, Sachs & Co. |
| Sanjeev K. Mehra | Managing Director of Goldman, Sachs & Co. |
| Muneer A. Satter | Managing Director of Goldman, Sachs & Co. |
| Joe DiSabato | Managing Director of Goldman, Sachs & Co. |
| Adrian M. Jones | Managing Director of Goldman, Sachs & Co. |
| Ben I. Adler | Managing Director of Goldman, Sachs & Co. |
| Elizabeth C. Fascitelli | Managing Director of Goldman, Sachs & Co. |
| Michael E. Koester | Managing Director of Goldman, Sachs & Co. |
| Kenneth A. Pontarelli | Managing Director of Goldman, Sachs & Co. |
| Ankur A. Sahu | Managing Director of Goldman Sachs (Japan) L.L.C. |

| | |
|---------------------|---|
| Andrew E. Wolff | Managing Director of Goldman Sachs (Asia) L.L.C. |
| Robert R. Gheewalla | Managing Director of Goldman, Sachs International |
| Hughes B. Lepic | Managing Director of Goldman, Sachs International |
| Gerald J. Cardinale | Managing Director of Goldman, Sachs & Co. |
| Thomas G. Connolly | Managing Director of Goldman, Sachs & Co. |
| Martin A Hintze | Managing Director of Goldman, Sachs International |
| Sanggyun Ahn | Managing Director of Goldman Sachs (Asia) L.L.C. |
| Stephanie Hui | Managing Director of Goldman Sachs (Asia) L.L.C. |
| Sumit Rajpal | Managing Director of Goldman, Sachs & Co. |
| James Reynolds | Managing Director of Goldman, Sachs International |
| Michael Simpson | Managing Director of Goldman, Sachs & Co. |

SCHEDULE III

In May 2006, the Securities and Exchange Commission ("SEC") alleged that fourteen investment banking firms, including Goldman, Sachs & Co. ("Goldman Sachs"), violated Section 17(a)(2) of the Securities Act of 1933, by engaging in one or more practices relating to auctions of auction rate securities during the period from January 1, 2003 through June 30, 2004 as described in the cease-and-desist order entered by the SEC. Goldman Sachs has agreed to provide certain disclosures about its material auction practices and procedures to auction participants and to certify to the SEC that it has implemented certain procedures relating to the auction process. As part of a multi-firm settlement, Goldman Sachs submitted an Offer of Settlement which was accepted by the SEC on May 31, 2006. Without admitting or denying the allegations, Goldman Sachs consented to a censure and cease-and-desist order and payment of \$1,500,000 civil money penalty.

On July 15, 2010, Goldman Sachs agreed with the SEC to settle the SEC's pending case against Goldman Sachs relating to disclosures in the ABACUS 2007-AC1 CDO offering. Goldman Sachs consented to the entry of a final judgment by the court, which has approved the settlement, providing for the payment of penalties and disgorgement totaling \$550 million, Goldman Sachs's implementation of certain remedial measures focused on offerings of mortgage-related securities and an injunction against violating Section 17(a) of the Securities Act of 1933 in the offer or sale of any security. The conduct of Goldman Sachs alleged in the SEC's complaint involved an offering of a synthetic collateralized debt obligation, which referenced a portfolio of synthetic residential mortgage-backed securities, by Goldman Sachs or its affiliates to qualified institutional buyers in reliance on the exemption from registration under the Securities Act of 1933 provided by Rule 144A and to non-U.S. persons in reliance on the safe harbor from registration provided by Regulation S. Specifically, the complaint alleged that the offering materials, in describing the Portfolio Selection Agent for the portfolio of synthetic residential mortgage-backed securities, should have disclosed that the hedge fund assuming the short side of the transaction had played a role in the selection process. In its consent to the judgment, Goldman Sachs acknowledged that it was a mistake not to disclose the role of the hedge fund.

SCHEDULE IV

| Security | Purchases (P)/ Sale (S) | Price | Quantity | Trade Date | Settlement Date |
|----------|----------------------------|-------|----------|------------|-----------------|
| n/a | n/a | n/a | n/a | n/a | n/a |