

STRATEGIC HOTEL CAPITAL INC
Form SC 13D/A
October 01, 2004

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

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

Strategic Hotel Capital, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

86272T106

(CUSIP Number)

Ted Chang
The Goldman Sachs Group, Inc.
85 Broad Street
New York, New York 10004
Telephone: (212) 902-1000

(Name, Address and Telephone Number of Persons Authorized to
Receive Notices and Communications)

September 29, 2004

(Date of Event which Requires Filing of this Statement)

If the filing 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 [].

(Continued on following pages)

CUSIP NO. 86272T106

13D

1. NAMES OF REPORTING PERSONS: WSHC, L.L.C.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: OO

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 Shares

8. SHARED VOTING POWER:
2,854,554 Shares

9. SOLE DISPOSITIVE POWER:
0 Shares

10. SHARED DISPOSITIVE POWER:
2,854,554 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,854,554

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%

14. TYPE OF REPORTING PERSON: OO

CUSIP NO. 86272T106 13D

1. NAMES OF REPORTING PERSONS: Whitehall Street Real Estate Limited Partnership VII

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 Shares

8. SHARED VOTING POWER:

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OWNED BY EACH REPORTING PERSON WITH 2,854,554 Shares

9. SOLE DISPOSITIVE POWER: 0 Shares

10. SHARED DISPOSITIVE POWER: 2,854,554 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,854,554

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%

14. TYPE OF REPORTING PERSON: PN

CUSIP NO. 86272T106 13D

1. NAMES OF REPORTING PERSONS: WH Advisors, L.L.C. VII

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [] (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7. SOLE VOTING POWER: 0 Shares

8. SHARED VOTING POWER: 2,854,554 Shares

9. SOLE DISPOSITIVE POWER: 0 Shares

10. SHARED DISPOSITIVE POWER: 2,854,554 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,854,554

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

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13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%

14. TYPE OF REPORTING PERSON: OO

CUSIP NO. 86272T106 13D

1. NAMES OF REPORTING PERSONS: W9/WHSHC, L.L.C. I

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER: 0 Shares
	8. SHARED VOTING POWER: 2,668,300 Shares
	9. SOLE DISPOSITIVE POWER: 0 Shares
	10. SHARED DISPOSITIVE POWER: 2,668,300 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,668,300

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9%

14. TYPE OF REPORTING PERSON: OO

CUSIP NO. 86272T106 13D

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1. NAMES OF REPORTING PERSONS: Whitehall Street Real Estate Limited Partnership IX

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER: 0 Shares
	8. SHARED VOTING POWER: 2,668,300 Shares
	9. SOLE DISPOSITIVE POWER: 0 Shares
	10. SHARED DISPOSITIVE POWER: 2,668,300 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,668,300

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9%

14. TYPE OF REPORTING PERSON: PN

CUSIP NO. 86272T106 13D

1. NAMES OF REPORTING PERSONS: WH Advisors, L.L.C. IX

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 Shares

8. SHARED VOTING POWER:
2,668,300 Shares

9. SOLE DISPOSITIVE POWER:
0 Shares

10. SHARED DISPOSITIVE POWER:
2,668,300 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,668,300

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.9%

14. TYPE OF REPORTING PERSON: OO

CUSIP NO. 86272T106 13D

1. NAMES OF REPORTING PERSONS: Goldman, Sachs & Co.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED [X]
PURSUANT TO ITEMS 2(d) OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION: New York

7. SOLE VOTING POWER:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 0 Shares

8. SHARED VOTING POWER:
5,522,854 Shares

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REPORTING PERSON WITH 9. SOLE DISPOSITIVE POWER: 0 Shares

 10. SHARED DISPOSITIVE POWER: 5,522,854 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,522,854

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.4%

14. TYPE OF REPORTING PERSON: PN/BD/IA

 CUSIP NO. 86272T106 13D

1. NAMES OF REPORTING PERSONS: The Goldman Sachs Group, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
 (b) []

3. SEC USE ONLY

4. SOURCE OF FUNDS: AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7. SOLE VOTING POWER: 0 Shares

 8. SHARED VOTING POWER: 5,522,854 Shares

 9. SOLE DISPOSITIVE POWER: 0 Shares

 10. SHARED DISPOSITIVE POWER: 5,522,854 Shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,522,854

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.4%

14. TYPE OF REPORTING PERSON: HC/CO

This Amendment No. 1, filed by WSHC, L.L.C. ("WSHC LLC"), W9/WSHC, L.L.C. I ("W9 LLC"), Whitehall Street Real Estate Limited Partnership VII ("Whitehall Real Estate VII"), Whitehall Street Real Estate Limited Partnership IX ("Whitehall Real Estate IX"), WH Advisors, L.L.C. VII ("WH Advisors VII"), WH Advisors, L.L.C. IX ("WH Advisors IX"), Goldman, Sachs & Co. ("Goldman Sachs") and The Goldman Sachs Group, Inc. ("GS Group", together with WSHC LLC, W9 LLC, Whitehall Real Estate VII, Whitehall Real Estate IX, WH Advisors VII, WH Advisors IX and Goldman Sachs, the "Reporting Persons")¹ amends and supplements the Schedule 13D filed by the Reporting Persons on July 9, 2004. Schedules I, II, III and IV to the Schedule 13D are hereby amended and replaced in their entirety by Schedules I, II, III and IV attached hereto and incorporated herein by reference. Capitalized terms used but otherwise not defined herein shall have the meanings ascribed to such terms in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Item 3 is hereby amended in its entirety as follows:

WSHC LLC and W9 LLC acquired from the Company an aggregate of 4,879,178 shares of Common Stock on June 29, 2004 and an aggregate of 643,676 shares of Common Stock on September 29, 2004 in connection with the initial public offering of the Company (the "IPO"). Specifically, WSHC LLC acquired 2,521,862 shares of Common Stock on June 29, 2004 and 332,692 shares of Common Stock on September 29, 2004 and W9 LLC acquired 2,357,316 shares of Common Stock on June 29, 2004 and 310,984 shares of Common Stock on September 29, 2004 in exchange for an equal number of membership units ("SHC Funding Units") in the operating partnership of the Company, Strategic Hotel Funding, L.L.C. ("SHC Funding"). These exchanges were made pursuant to the terms of the Structuring and Contribution Agreement, dated as of February 13, 2004 (the "Structuring and Contribution Agreement"), by and among SHC Funding, SHC LLC, Whitehall Real Estate VII, Whitehall Real Estate IX and other parties thereto. The Structuring and Contribution Agreement is incorporated herein by reference. Each of WSHC LLC and W9 LLC received the SHC Funding Units for no consideration through a distribution of its pro rata share of the SHC Funding Units held by SHC LLC as a result of transactions (the "Formation and Structuring Transactions") described under the caption "Formation and Structuring Transactions" in the Company's final prospectus dated June 23, 2004 (File No. 333-112846, the "Final Prospectus").

As of September 29, 2004, Goldman Sachs and GS Group may be deemed to beneficially own 5,522,854 shares of Common Stock through (i) WH Advisors VII, the sole general partner of Whitehall Real Estate VII, which is the sole managing member of WSHC LLC which acquired an aggregate of 2,854,554 shares of Common Stock as described above, and (ii) WH Advisors IX, the sole general partner of Whitehall Real Estate IX, which is the sole managing member of W9 LLC, which acquired an aggregate of 2,668,300 shares of Common Stock as described above.

None of the persons listed on Schedules I, II or III hereto has contributed any funds or other consideration towards the acquisition of the Common Stock, except insofar as they may be general or limited partners of, or own membership interests in, certain of the Reporting Persons and have made capital contributions to such Reporting Persons, as the case may be.

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ITEM 4. PURPOSE OF TRANSACTIONS

Item 4 is hereby amended in its entirety as follows:

WSHC LLC and W9 LLC acquired the Common Stock in connection with the Company's IPO for investment purposes. The shares of Common Stock which may be deemed to be held by Goldman Sachs, other

1 Neither the present filing nor anything contained herein shall be construed as an admission that WSHC LLC, W9 LLC, Whitehall Real Estate VII, Whitehall Real Estate IX, WH Advisors VII, WH Advisors IX, Goldman Sachs or GS Group constitute a "person" for any purpose other than Section 13(d) of the Securities Exchange Act of 1934, as amended, or that WSHC LLC, W9 LLC, Whitehall Real Estate VII, Whitehall Real Estate IX, WH Advisors VII, WH Advisors IX, Goldman Sachs or GS Group constitute a "group" for any purpose.

than shares which may be deemed beneficially owned through WH Advisors VII and WH Advisors IX, were acquired in the ordinary course of business of Goldman Sachs.

As of the date of this statement, none of the Reporting Persons, or to the knowledge and belief of the Reporting Persons, any of the persons listed on Schedules I, II or III hereto, has any present plan or proposals which would relate to or would result in any transaction event or action enumerated in paragraphs (a) through (j) of Item 4 of Schedule 13D, other than the fact that, according to a press release of the Company, Jim Lyman has resigned as chief financial officer of the Company in order to pursue other interests; the Company has retained an executive search firm to help identify qualified candidates to fill the position.

Each of the Reporting Persons expects to evaluate on an ongoing basis the Company's financial condition, business, operations and prospects, the market price of the Common Stock, conditions in the securities markets generally, general economic and industry conditions and other factors. Accordingly, each Reporting Person reserves the right to change its plans and intentions at any time, as it deems appropriate. In particular, any one or more of the Reporting Persons (and their respective affiliates) may purchase additional shares of Common Stock or other securities of the Company or may sell or transfer shares of Common Stock beneficially owned by them from time to time in public or private transactions and/or may enter into privately negotiated derivative transactions with institutional counterparties to hedge the market risk of some or all of their positions in the shares of Common Stock or other securities and/or may cause any of the Reporting Persons to distribute in kind to their respective partners or members, as the case may be, shares of Common Stock or other securities. Any such transactions may be effected at any time or from time to time subject to (i) the restrictions contained in the Lock-Up Agreements (described in Item 6) and (ii) any applicable limitations imposed on the sale of any of their Company securities by the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the "Securities Act") or other applicable law. To the knowledge of each Reporting Person, each of the persons listed on Schedules I, II or III hereto may make similar evaluations from time to time or on an ongoing basis and reserves the same rights.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Based on information provided to the Reporting Persons by the Company, there were 30,035,701 shares of Common Stock outstanding as of the

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close of business on September 29, 2004.

As of September 29, 2004, WSHC LLC beneficially owned an aggregate of 2,854,554 shares of Common Stock, representing in the aggregate approximately 9.5% of the outstanding Common Stock.

As of September 29, 2004, Whitehall Real Estate VII, as the sole managing member of WSHC LLC, may be deemed to have beneficially owned an aggregate of 2,854,554 shares of Common Stock beneficially owned by WSHC LLC, representing in the aggregate approximately 9.5% of the outstanding Common Stock.

As of September 29, 2004, WH Advisors VII, as the sole general partner of Whitehall Real Estate VII, may be deemed to have beneficially owned an aggregate of 2,854,554 shares of Common Stock beneficially owned by WSHC LLC, representing in the aggregate approximately 9.5% of the outstanding Common Stock.

As of September 29, 2004, W9 LLC beneficially owned an aggregate of 2,668,300 shares of Common Stock, representing in the aggregate approximately 8.9% of the outstanding Common Stock.

As of September 29, 2004, Whitehall Real Estate IX, as the sole managing member of W9 LLC, may be deemed to have beneficially owned an aggregate of 2,668,300 shares of Common Stock beneficially owned by W9 LLC, representing in the aggregate approximately 8.9% of the outstanding Common Stock.

As of September 29, 2004, WH Advisors IX, as the sole general partner of Whitehall Real Estate IX, may be deemed to have beneficially owned an aggregate of 2,668,300 shares of Common Stock beneficially owned by W9 LLC, representing in the aggregate approximately 8.9% of the outstanding Common Stock.

As of September 29, 2004, Goldman Sachs and GS Group may be deemed to have beneficially owned an aggregate of 5,522,854 shares of Common Stock through WH Advisors VII and WH Advisors IX as described above, such shares representing in the aggregate approximately 18.4% of the outstanding Common Stock.

None of the shares of Common Stock reported in rows (11) and (13) of the cover pages to this Amendment No. 1 are shares as to which there is a right to acquire exercisable within 60 days.

None of the Reporting Persons or, to the knowledge of the Reporting Persons, any of the persons listed on Schedules I, II or III hereto, beneficially owned any shares of Common Stock as of September 29, 2004, other than as set forth herein.

(b) Rows (7) through (10) of the cover pages to this Amendment No. 1 set forth (i) the number of shares of Common Stock as to which there is sole power to vote or direct the vote or to dispose or direct the disposition and (ii) the number of shares of Common Stock as to which there is shared power to vote or direct the vote or to dispose or direct the disposition. Each Reporting Person hereby disclaims beneficial ownership of any shares of Common Stock held by any other Reporting Person.

(c) Except with respect to the acquisition of shares of Common Stock by WSHC LLC and W9 LLC as described herein, 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 or III hereto during the 60 days prior to and including September 29, 2004.

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(d) No other person is known by any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock beneficially owned by any Reporting Person.

(e) Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 1, 2004

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-Fact

GOLDMAN, SACHS & CO.

By: /s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-Fact

WH ADVISORS, L.L.C. VII

By: /s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-Fact

WH ADVISORS, L.L.C. IX

By: /s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-Fact

WHITEHALL STREET REAL ESTATE LIMITED PARTNERSHIP VII

By: /s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-Fact

WHITEHALL STREET REAL ESTATE LIMITED PARTNERSHIP IX

By: /s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-Fact

WHSHC, L.L.C.

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By: /s/ Ted Chang

Name: Ted Chang
Title: Attorney-in-Fact

W9/WHSHC, L.L.C. I

By: /s/ Ted Chang

Name: Ted Chang
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., 85 Broad Street, New York, NY 10004.

Each person is a citizen of the United States of America except for Lord Browne of Madingley, who is a citizen of the United Kingdom and Claes Dahlback, who is a citizen of Sweden. The present principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation

Henry M. Paulson, Jr.	Chairman and Chief Executive Officer of The Goldman Sachs Group, Inc.
Lloyd C. Blankfein	President and Chief Operating Officer of The Goldman Sachs Group, Inc.
Lord Browne of Madingley	Group Chief Executive of BP plc
John H. Bryan	Retired Chairman and Chief Executive Officer of Sara Lee Corporation
Claes Dahlback	Nonexecutive Chairman of Investor AB
William W. George	Retired Chairman and Chief Executive Officer of Medtronic, Inc.
James A. Johnson	Vice Chairman of Perseus, L.L.C.
Lois D. Juliber	Vice Chairman of Colgate-Palmolive Company
Edward M. Liddy	Chairman of the Board, President and Chief Executive Officer of The Allstate Corporation
Ruth J. Simmons	President of Brown University

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SCHEDULE II

The name, position and present principal occupation of each director and executive officer of WH Advisors, L.L.C. VII, the sole general partner of Whitehall Street Real Estate Limited Partnership VII, which is the sole managing member of WSHC, L.L.C., and the name, position and present principal occupation of each director and executive officer of WH Advisors, L.L.C. IX, the sole general partner of Whitehall Street Real Estate Limited Partnership IX, which is the sole managing member of W9/WSHC, L.L.C. I, are set forth below.

The business address of each director and executive officer listed below is 85 Broad Street, New York, New York 10004, except as follows: The business address of Brian Collyer, Thomas D. Ferguson, Todd P. Giannoble, Larry J. Goodwin, Helen Hyde Hallaron, Patrick J. Tribolet, Michael M. Watts, Aaron D. Wetherill and Todd A. Williams is 100 Crescent Court, Suite 1000, Dallas, TX 75201. The business address of Philippe Camu, Giovanni Cutaia, Tracy Deblieck, Nathalie L. Dimitrov, James R. Garman, Benoit Herault, Zubin P. Irani, Brian P. Niles, Paul A. Obey, Penny A. Petrow, Jean A. De Pourtales, Richard H. Powers and Edward M. Siskind is 133 Fleet Street, London EC4A 2BB, England. The business address of Yves Checoury and Jon J. Franco is 2, rue de Thann, 75017, Paris, France. The business address of Kavin C. Bloomer is Shibuya Cross Tower, 24F, 15-1, Shibuya 2-chome, Shibuya-ku, Tokyo Japan.

Each director and executive officer listed below is a citizen of the United States, except as follows: Kavin C. Bloomer is a citizen of Thailand. Philippe L. Camu is a citizen of Belgium. Brian Collyer and Brahm S. Cramer are citizens of Canada. Zubin P. Irani is citizen of India. Yves Checoury and Benoit Herault are citizens of France. James R. Garman and Paul A. Obey are citizens of the United Kingdom. Nathalie L. Dimitrov and Jean A. De Pourtales are citizens of both France and the United Kingdom.

Name	Position	Present Principal Occupation
Rothenberg, Stuart M.	Manager/Director/ Vice President	Managing Director of Goldman, Sachs & Co.
Bloomer, Kavin C.	Vice President	Vice President of Goldman Sachs Japan Realty Ltd.
Brooks, Adam J.	Vice President	Vice President of Goldman, Sachs & Co.
Burban, Elizabeth M.	Vice President/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Camu, Philippe	Vice President	Managing Director of Goldman Sachs International
Checoury, Yves	Vice President	Vice President of Goldman Sachs Paris Inc. et Cie
Collyer, Brian	Vice President	Vice President of Goldman, Sachs & Co.
Cramer, Brahm S.	Manager/Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.

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Cutaia, Giovanni	Vice President	Vice President of Goldman Sachs International
Deblieck, Tracy	Vice President	Vice President of Goldman Sachs International
Dimitrov, Nathalie L.	Vice President	Vice President of Goldman Sachs International
Ferguson, Thomas D.	Vice President	Vice President of Goldman, Sachs & Co.
Franco, Jon J.	Vice President	Vice President of Goldman Sachs Paris Inc.
Garman, James R.	Vice President	Vice President of Goldman Sachs International
Giannoble, Todd P.	Vice President	Vice President of Goldman, Sachs & Co.
Goodwin, Larry J.	Vice President	Managing Director of Goldman, Sachs & Co.
Herault, Benoit	Vice President/ Assistant Secretary	Managing Director of Goldman Sachs International
Hyde Hallaron, Helen	Vice President	Vice President of Goldman, Sachs & Co.
Iorio, Steven J.	Vice President	Vice President of Goldman, Sachs & Co.
Irani, Zubin P.	Vice President	Managing Director of Goldman Sachs International
Karr, Jerome S.	Vice President/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Kava, Alan S.	Manager/ Vice President	Managing Director of Goldman, Sachs & Co.
Langer, Jonathan A.	Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Lapidus, Roy I.	Vice President	Vice President of Goldman, Sachs & Co.
Mandis, Vivian	Vice President	Vice President of Goldman, Sachs & Co.
Metz, Justin E.	Vice President	Vice President of Goldman, Sachs & Co.
Niles, Brian P.	Vice President	Vice President of Goldman Sachs International
Obey, Paul A.	Vice President/ Assistant Secretary	Vice President of Goldman Sachs International

Petrow, Penny A.	Vice President	Vice President of Goldman Sachs International
De Pourtales, Jean A.	Vice President	Managing Director of Goldman Sachs International
Powers, Richard H.	Vice President/ Assistant Secretary	Managing Director of Goldman Sachs International
Scesney, Josephine	Manager/Vice President/ Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Siskind, Edward M.	Vice President/ Assistant Treasurer	Managing Director of Goldman Sachs International
Tribolet, Patrick M.	Vice President	Vice President of Goldman, Sachs & Co.
Tsai, Teresa	Vice President/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Watts, Michael M.	Vice President	Vice President of Goldman, Sachs & Co.
Weidman, Peter A.	Vice President	Vice President of Goldman, Sachs & Co.
Weiss, Mitchell S.	Assistant Treasurer/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Wetherill, Aaron D.	Vice President	Vice President of Goldman, Sachs & Co.
Williams, Todd A.	Vice President/ Assistant Secretary/ Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Zucker, Lauren J.	Vice President	Vice President of Goldman, Sachs & Co.

SCHEDULE III

The name and principal occupation of each member of the Whitehall Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing each of WH Advisors, L.L.C. VII and WH Advisors, L.L.C. IX, are set forth below.

The business address of each member listed below is 85 Broad Street, New York, New York 10004, except as follows: The business address of Richard H.

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Powers and Edward M. Siskind is 133 Fleet Street, London EC4A 2BB, England. The business address of Todd A. Williams is 100 Crescent Court, Suite 1000, Dallas, TX 75201. The business address of Toshinobu Kasai is Roppongi Hills Mori Tower, 47th floor, 10-1, Roppongi 6-chome, Minato-ku, Tokyo 106-6147, Japan.

Each member listed below is a citizen of the United States, except as follows: Brahm S. Cramer is a citizen of Canada. Toshinobu Kasai is a citizen of Japan.

Name	Present Principal Occupation
Cramer, Brahm S.	Managing Director of Goldman, Sachs & Co.
Feldman, Steven M.	Managing Director of Goldman, Sachs & Co.
Friedman, Richard A.	Managing Director of Goldman, Sachs & Co.
Jonas, Andrew J.	Managing Director of Goldman, Sachs & Co.
Kasai, Toshinobu	Managing Director of Goldman Sachs (Japan) Ltd.
Powers, Richard H.	Managing Director of Goldman Sachs International
Rosenberg, Ralph F.	Managing Director of Goldman, Sachs & Co.
Rothenberg, Stuart M.	Managing Director of Goldman, Sachs & Co.
Siskind, Edward M.	Managing Director of Goldman Sachs International
Stecher, Esta E.	Managing Director of Goldman, Sachs & Co.
Viniar, David A.	Managing Director of Goldman, Sachs & Co.
Williams, Todd A.	Managing Director of Goldman, Sachs & Co.

SCHEDULE IV

On April 6, 2000, in connection with an industry-wide investigation by the Securities and Exchange Commission (the "SEC") relating to the pricing of government securities in advance refunding transactions, Goldman, Sachs & Co. ("Goldman Sachs") joined in a global settlement resolving the SEC investigation as well as a related qui tam lawsuit purportedly brought on behalf of the United States entitled United States ex rel. Lissack v. Goldman, Sachs & Co., et al., 95 Civ. 1363 (S.D.N.Y.) (BSJ). Pursuant to the settlement, without admitting or denying the findings, Goldman Sachs consented to the issuance of an SEC administrative order (SEA Rel. No. 42640) which, among other things, found that Goldman Sachs had violated Sections 17(a)(2) and (3) of the Securities Act of 1933 in connection with such pricing of government securities, required Goldman Sachs to cease and desist from violating such provisions, and ordered Goldman Sachs to make payments totaling approximately \$5.1 Million to the U.S. Treasury and \$104,000 to two municipalities. Under the global settlement, the qui tam lawsuit was dismissed with prejudice, and the Internal Revenue Service agreed not to challenge the tax-free nature of the refundings by virtue of the pricing of such securities.

In November 2002, the SEC, the National Association of Securities Dealers

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("NASD") and the New York Stock Exchange, Inc. ("NYSE") alleged that five broker dealers, including Goldman Sachs, violated Section 17(a) of the Exchange Act and Rule 17a-4 hereunder, NYSE Rules 440 and 342 and NASD Rules 3010 and 3110 by allegedly failing to preserve electronic mail communications for three years and/or to preserve electronic mail communications for the first two years in an accessible place, and by allegedly having inadequate supervisory systems and procedures in relation to the retention of electronic mail communications. Without admitting or denying the allegations, the five broker dealers, including Goldman Sachs, consented to censure by the SEC, NASD and NYSE and to the imposition of a cease-and-desist order by the SEC and Goldman Sachs paid a total fine of \$1,650,000 (\$550,000 each to the SEC, NASD and NYSE). Goldman Sachs also undertook to review its procedures regarding the preservation of electronic mail communications for compliance with the federal securities laws and regulations and the rules of the NASD and NYSE, and to confirm within a specified period of time that it has established systems and procedures reasonably designed to achieve compliance with those laws, regulations and rules.

On April 28, 2003, without admitting or denying liability, ten investment banking firms including Goldman Sachs, entered into global settlements with the SEC, the NYSE, the NASD and certain states to resolve the investigations relating to equity research analyst conflicts of interest. Goldman Sachs was charged with violating NYSE Rules 342, 401, 472 and 475, and NASD Conduct Rules 2110, 2210 and 3010. Goldman Sachs also agreed to a censure by the NYSE and the NASD and to pay a total of \$110,000,000 and to adopt a set of industry-wide reforms of its research and investment banking businesses and to adopt certain restrictions on the allocations of "hot" IPO shares. The terms of the global settlement were entered in an order by a federal court in the Southern District of New York on October 31, 2003 (Civil Action Number 03CV2944).

On September 4, 2003, Goldman Sachs and the SEC settled administrative proceedings relating to certain trading in U.S. Treasury securities by Goldman Sachs on the morning of October 31, 2001. The Staff of the SEC alleged that Goldman Sachs violated (i) Section 15(c)(1) and Rule 15c1-2 of the Exchange Act as a result of certain trading in U.S. Treasury bonds over an eight minute period on October 31, 2001; and (ii) Section 15(f) of the Exchange Act by failing to maintain policies and procedures specifically addressed to the

possible misuse of non-public information obtained from outside consultants. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC's allegations, Goldman Sachs consented to the entry of an Order that, among other things, (i) censured Goldman Sachs; (ii) directed Goldman Sachs to cease and desist from committing or causing any violations of Section 15(c)(1)(A) & (C) and 15(f) and Rule 15c1-2 of the Exchange Act; (iii) ordered Goldman Sachs to pay disgorgement and prejudgment interest in the amount of \$1,742,642, and a civil monetary penalty of \$5 million; and (iv) directed Goldman Sachs to conduct a review its policies and procedures and to adopt, implement and maintain policies and procedures consistent with the Order and that review. Goldman Sachs also undertook to pay \$2,562,740 in disgorgement and interest relating to certain trading in U.S. Treasury bond futures during the same eight minute period.

On July 1, 2004, Goldman Sachs and the SEC settled administrative proceedings relating to communications from Goldman Sachs sales traders on its Asian Shares Sales Desk to certain institutional customers and news media concerning four international public securities offerings during the period between October 1999 and March 2000. The SEC alleged (i) that certain of these communications by Goldman Sachs employees were made after the registration statements pertaining to those offerings were filed, but not yet declared

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effective by the SEC, in violation of Section 5(b) of the Securities Act of 1933 (the "Securities Act"), and (ii) that certain comments to the news media by Goldman Sachs with respect to one of the offerings constituted an offer to sell securities in violation of Section 5(c) of the Securities Act. The SEC also alleged that Goldman Sachs failed to adequately supervise the Asian Shares Sales Desk traders, as required by Section 15(b)(4)(E) of the Securities Exchange Act of 1934. Under the Offer of Settlement submitted by Goldman Sachs and accepted by the SEC, without admitting or denying the SEC's allegations, Goldman Sachs consented to the entry of an Order that, among other things, directed Goldman Sachs to cease and desist from committing or causing any violations of Sections 5(b) and 5(c) of the Securities Act, and ordered Goldman Sachs to pay a civil monetary penalty of \$2 million.