

STRATEGIC HOTEL CAPITAL INC
Form SC 13D/A
March 23, 2005

SECURITIES EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)

Strategic Hotel Capital, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

86272T106

(CUSIP Number)

Roger S. Begelman
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)

March 17, 2005

(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 0 Shares

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

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REPORTING PERSON WITH 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 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 []

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

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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 7. SOLE VOTING POWER:
SHARES 0 Shares

BENEFICIALLY 8. SHARED VOTING POWER:
OWNED BY 2,668,300 Shares
EACH

REPORTING 9. SOLE DISPOSITIVE POWER:
PERSON 0 Shares
WITH

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

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

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: Whitehall Street Real Estate Limited
Partnership IX

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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

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

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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
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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)	8.9%
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14. TYPE OF REPORTING PERSON: OO

CUSIP NO. 86272T106	13D
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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 PURSUANT TO ITEMS 2 (d) OR 2 (e)	[X]
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6. CITIZENSHIP OR PLACE OF ORGANIZATION: New York

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
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PERSON

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. 2, filed by WSHC, L.L.C. ("WSHC LLC"), W9/WSHC,

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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 and amended by Amendment No. 1 thereto on October 1, 2004. Schedules II and III to the Schedule 13D are hereby amended and replaced in their entirety by Schedules II and III 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 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 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, on March 17, 2005, at the Company's suggestion, Jonathan A. Langer, a Managing Director of Goldman, Sachs & Co., where he is Head of US Acquisitions for the Real Estate Principal Investment Area, forwarded to the Chairman of the Company's Corporate Governance and Nominating Committee and the Company's Chief Executive Officer his resume in connection with the Corporate Governance and Nominating Committee's consideration of Mr. Langer's nomination to stand for election as a director of the Company at the annual meeting of shareholders scheduled for May 18, 2005.

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.

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[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.

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: March 23, 2005

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

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Name: Ted Chang
 Title: Attorney-in-Fact

WHSHC, L.L.C.

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 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 WHSHC, 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/WHSHC, 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 Thomas D. Ferguson, 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 Todd P. Giannoble is 600 East Las Colinas Blvd., Suite 400, Irving, Texas 75039. 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, Brian Collyer, 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 and citizens of both France and the United Kingdom.

Name	Position	Present Principal Occupation

Rothenberg, Stuart M.	Manager/President	Managing Director of Goldman, Sachs & Co.
Bloomer, Kavin C.	Vice President	Vice President of Goldman Sachs Japan Realty Ltd.

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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 Paris Inc. et Cie
Cramer, Brahm S.	Manager/Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.
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 Archon Group, L.P.
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/	Managing Director of

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	Vice President	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/ Treasurer/Secretary	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.

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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. 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

Broderick, Craig	Managing Director of Goldman, Sachs & Co.
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
Viniar, David A.	Managing Director of Goldman, Sachs & Co.
Williams, Todd A.	Managing Director of Goldman, Sachs & Co.