

Edgar Filing: Mindray Medical International LTD - Form SC 13G

Mindray Medical International LTD  
Form SC 13G  
February 14, 2007

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OMB APPROVAL  
-----

OMB Number: 3235-0145  
Expires: February 28, 2009  
Estimated average burden  
hours per response.....10.4  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

Mindray Medical International Limited  
-----

(Name of Issuer)

Class A ordinary shares, par value HK\$0.001 per share  
-----

(Title of Class of Securities)

602675100  
-----

(CUSIP Number)

December 31, 2006  
-----

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and

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for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

SEC 1745 (3-06)

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-----  
CUSIP No. 602675100 13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
The Goldman Sachs Group, Inc.  
-----

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

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization  
  
Delaware  
-----

-----  
5. Sole Voting Power  
  
Number of 0  
Shares  
-----

6. Shared Voting Power  
  
Beneficially 8,975,105  
Owned by  
-----

7. Sole Dispositive Power  
  
Each 0  
Reporting  
-----

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Person -----  
8. Shared Dispositive Power  
With: 8,975,105

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,975,105

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
14.3%

-----  
12. Type of Reporting Person  
HC-CO

-----  
Page 2 of 27 pages

-----  
CUSIP No. 602675100 13G  
-----

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

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

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization  
New York

-----  
5. Sole Voting Power  
Number of 0

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Shares -----  
Beneficially 6. Shared Voting Power  
8,897,105  
Owned by -----  
Each 7. Sole Dispositive Power  
Reporting 0  
Person -----  
With: 8. Shared Dispositive Power  
8,975,105

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
8,975,105

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
14.3%

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

-----  
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-----  
CUSIP No. 602675100 13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
GS Capital Partners V Fund, L.P.

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

-----  
3. SEC Use Only

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-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of 0

Shares

-----  
6. Shared Voting Power

Beneficially

4,725,931

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

-----  
8. Shared Dispositive Power

With:

4,725,931

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,725,931

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

[ ]

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

7.5%

-----  
12. Type of Reporting Person

PN

-----  
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-----  
CUSIP No. 602675100

13G

-----  
1. Name of Reporting Person

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

GSCP V Advisors, L.L.C.

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

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

4,725,931

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

4,725,931

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,725,931

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

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

7.5%

12. Type of Reporting Person

00



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PN

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CUSIP No. 602675100

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GSCP V Offshore Advisors, L.L.C.

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

3. SEC Use Only

4. Citizenship or Place of Organization  
  
Delaware

5. Sole Voting Power  
  
Number of 0  
Shares

6. Shared Voting Power  
  
Beneficially 2,441,220  
Owned by

7. Sole Dispositive Power  
  
Each 0  
Reporting Person

8. Shared Dispositive Power  
  
With: 2,441,220

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
2,441,220

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



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[\_]

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

3.9%

-----  
12. Type of Reporting Person

00  
-----

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-----  
CUSIP No. 602675100

13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS Capital Partners V Institutional, L.P.  
-----

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

(a) [\_]

(b) [\_]  
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization

Delaware  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

1,620,590

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

-----  
8. Shared Dispositive Power

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With:

1,620,590

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,620,590

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

[ ]

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

2.6%

-----  
12. Type of Reporting Person

PN

-----  
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-----  
CUSIP No. 602675100

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS Capital Partners V GmbH & Co. KG

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

(a) [ ]

(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Germany

-----  
5. Sole Voting Power

Number of 0

Shares

-----  
6. Shared Voting Power

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Beneficially  
Owned by 187,364  
-----  
Each 7. Sole Dispositive Power  
Reporting 0  
Person -----  
With: 8. Shared Dispositive Power  
187,364

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

187,364

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

[ ]

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

0.3%

-----  
12. Type of Reporting Person

00

-----  
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-----  
CUSIP No. 602675100

13G

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

Goldman, Sachs Management GP GmbH

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

(a) [ ]

(b) [ ]

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

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Germany

---

	5. Sole Voting Power
Number of	0
Shares	
Beneficially	6. Shared Voting Power
Owned by	187,364
Each	7. Sole Dispositive Power
Reporting	0
Person	
With:	8. Shared Dispositive Power
	187,364

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

187,364

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

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

0.3%

12. Type of Reporting Person

00

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CUSIP No. 602675100

13G

---

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

GS Advisors V, L.L.C.

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

(a)

-----  
 3. SEC Use Only

-----  
 4. Citizenship or Place of Organization

Delaware

-----  
 5. Sole Voting Power

Number of 0

Shares

-----  
 6. Shared Voting Power

Beneficially

1,807,954

Owned by

Each

-----  
 7. Sole Dispositive Power

Reporting

0

Person

-----  
 8. Shared Dispositive Power

With:

1,807,954

-----  
 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,807,954

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

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

2.9%

-----  
 12. Type of Reporting Person

00

-----

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- Item 1(b). Address of Issuer's Principal Executive Offices:  
Mindray Building, Keji 12th Road South  
Hi-tech Industrial Park, Nanshan  
Shenzhen 518057  
People's Republic of China
- Item 2(a). Name of Persons Filing:  
The Goldman Sachs Group, Inc., Goldman, Sachs & Co., GS  
Capital Partners V Fund, L.P., GSCP V Advisors, L.L.C., GS  
Capital Partners V Offshore Fund, L.P., GSCP V Offshore  
Advisors, L.L.C., GS Capital Partners V Institutional, L.P.,  
GS Capital Partners V GmbH & Co. KG, Goldman, Sachs  
Management GP GmbH and GS Advisors V, L.L.C.
- Item 2(b). Address of Principal Business Office or, if none, Residence:  
The Goldman Sachs Group, Inc., Goldman, Sachs & Co., GS  
Capital Partners V Fund, L.P., GSCP V Advisors, L.L.C., GS  
Capital Partners V Institutional, L.P., GSCP V Offshore  
Advisors, L.L.C. and GS Advisors V, L.L.C.:  
85 Broad Street, New York, NY 10004
- GS Capital Partners V 2000 Offshore Fund, L.P.,:  
c/o M&C Corporate Services Ltd., P.O. Box 309, Grand Cayman,  
Cayman Islands
- GS Capital Partners V GmbH & Co. KG and Goldman, Sachs  
Management GP GmbH:  
MesseTurm, 60308 Frankfurt am Main, Germany
- Item 2(c). Citizenship:  
The Goldman Sachs Group, Inc. - Delaware  
Goldman, Sachs & Co. - New York  
GS Capital Partners V Fund, L.P.- Delaware  
GSCP V Advisors, L.L.C. - Delaware  
GS Capital Partners V Offshore Fund, L.P. - Cayman Islands  
GSCP V Offshore Advisors, L.L.C. - Delaware  
GS Capital Partners V Institutional, L.P. - Delaware  
GS Capital Partners V GmbH & Co. KG - Germany  
Goldman, Sachs Management GP GmbH - Germany  
GS Advisors V, L.L.C.- Delaware
- Item 2(d). Title of Class of Securities:  
Class A ordinary shares, par value HK\$0.001 per share
- Item 2(e). CUSIP Number:  
602675100
- Item 3. Not applicable. This Schedule 13G is filed pursuant to Rule  
13d-1(d).

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- Item 4. Ownership.\*
- (a). Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:

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See the response(s) to Item 11 on the attached cover page(s).

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

- Item 5. Ownership of Five Percent or Less of a Class.  
Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.  
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.  
Not Applicable
- Item 9. Notice of Dissolution of Group.  
Not Applicable
- Item 10. Certification.  
Not Applicable

-----  
\* In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion, or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

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SIGNATURE

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

Date: February 14, 2007

THE GOLDMAN SACHS GROUP, INC.

GOLDMAN, SACHS & CO.

By:/s/ Yvette Kasic  
-----

By:/s/ Yvette Kasic  
-----

Name: Yvette Kasic  
Title: Attorney-in-fact

Name: Yvette Kasic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V FUND, L.P.

GSCP V ADVISORS, L.L.C.

By:/s/ Yvette Kasic  
-----

By:/s/ Yvette Kasic  
-----

Name: Yvette Kasic  
Title: Attorney-in-fact

Name: Yvette Kasic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V OFFSHORE  
FUND, L.P.

GSCP V OFFSHORE ADVISORS, L.L.C.

By:/s/ Yvette Kasic  
-----

By:/s/ Yvette Kasic  
-----

Name: Yvette Kasic  
Title: Attorney-in-fact

Name: Yvette Kasic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V INSTITUTIONAL,  
L.P.

GS CAPITAL PARTNERS V GMBH & CO. KG

By:/s/ Yvette Kasic  
-----

By:/s/ Yvette Kasic  
-----

Name: Yvette Kasic  
Title: Attorney-in-fact

Name: Yvette Kasic  
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

GS ADVISORS V, L.L.C.

By:/s/ Yvette Kasic  
-----

By:/s/ Yvette Kasic  
-----

Name: Yvette Kasic  
Title: Attorney-in-fact

Name: Yvette Kasic  
Title: Attorney-in-fact



# Edgar Filing: Mindray Medical International LTD - Form SC 13G

## INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement, dated February 14, 2007
99.2	Item 7 Information
99.3	Power of Attorney, dated as of November 7, 2005, relating to The Goldman Sachs Group, Inc.
99.4	Power of Attorney, dated as of November 7, 2005, relating to Goldman, Sachs & Co.
99.5	Power of Attorney, dated as of April 12, 2006, relating to GS Capital Partners V Fund, L.P.
99.6	Power of Attorney, dated as of April 12, 2006, relating to GSCP V Advisors, L.L.C.
99.7	Power of Attorney, dated as of April 12, 2006, relating to GS Capital Partners V Offshore Fund, L.P.
99.8	Power of Attorney, dated as of April 12, 2006, relating to GSCP V Offshore Advisors, L.L.C.
99.9	Power of Attorney, dated as of April 12, 2006, relating to GS Capital Partners V Institutional, L.P.
99.10	Power of Attorney, dated as of April 12, 2006, relating to GS Capital Partners V GmbH & Co. KG
99.11	Power of Attorney, dated as of November 21, 2005, relating to Goldman, Sachs Management GP GmbH
99.12	Power of Attorney, dated as of April 12, 2006, relating to GS Advisors V, L.L.C.

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Exhibit (99.1)

## JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Class A ordinary shares, par value HK\$0.001 per share, of Mindray Medical International Limited and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

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Date: February 14, 2007

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V FUND, L.P.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GSCP V ADVISORS, L.L.C.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V OFFSHORE  
FUND, L.P.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GSCP V OFFSHORE ADVISORS, L.L.C.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V INSTITUTIONAL,  
L.P.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V GMBH & CO. KG

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

GS ADVISORS V, L.L.C.

By:/s/ Yvette Kusic

-----  
Name: Yvette Kusic  
Title: Attorney-in-fact

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Exhibit (99.2)

ITEM 7 INFORMATION

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The securities being reported on by The Goldman Sachs Group, Inc. ("GS Group"), as a parent holding company, are owned by GS Capital Partners V Fund, L.P., and GS Capital Partners V Institutional, L.P., each a Delaware limited partnership, GS Capital Partners V Offshore Fund, L.P., a Cayman Islands exempted limited partnership, and GS Capital Partners V GmbH & Co. KG, a German civil law partnership with limitation of liability (collectively, the "Investing Entities"), or are owned, or may be deemed to be beneficially owned, by Goldman, Sachs & Co. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. The general partner, managing general partner or other manager of each of the Investing Entities is an affiliate of GS Group. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Investing Entities.

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Exhibit (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kosic, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 7, 2005.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

-----  
Name: Gregory K. Palm  
Title: Executive Vice President and General Counsel

Exhibit (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kasic, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 7, 2005.

GOLDMAN, SACHS & CO.

By:/s/ Gregory K. Palm

-----  
Name: Gregory K. Palm  
Title: Managing Director

Exhibit (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kasic, Andrea Louro DeMar, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong (and any other employee of The Goldman Sachs

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Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney-in-fact, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 12, 2006.

GS CAPITAL PARTNERS V FUND, L.P.

By: GSCP V Advisors, L.L.C., its General Partner

By: /s/ Adrian M. Jones  
-----  
Name: Adrian M. Jones  
Title: Managing Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP V ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kusic, Andrea Louro DeMar, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney-in-fact, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 12, 2006.

GSCP V ADVISORS, L.L.C.

By: /s/ Adrian M. Jones  
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Name: Adrian M. Jones  
Title: Managing Director

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Exhibit (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kosic, Andrea Louro DeMar, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney-in-fact, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 12, 2006.

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.

By: GSCP V Offshore Advisors, L.L.C., its General Partner

By: /s/ Adrian M. Jones  
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Name: Adrian M. Jones  
Title: Managing Director

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Exhibit (99.8)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP V OFFSHORE ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kotic, Andrea Louro DeMar, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney-in-fact, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 12, 2006.

GSCP V OFFSHORE ADVISORS, L.L.C.

By: /s/ Adrian M. Jones

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Name: Adrian M. Jones  
Title: Managing Director

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Exhibit (99.9)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kotic, Andrea Louro DeMar, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney-in-fact, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to

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be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 12, 2006.

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.

By: GS Advisors V, L.L.C., its General Partner

By: /s/ Adrian M. Jones

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Name: Adrian M. Jones  
Title: Managing Director

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Exhibit (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V GmbH & CO. KG (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kosic, Andrea Louro DeMar, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney-in-fact, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 12, 2006.



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GS CAPITAL PARTNERS V GmbH & CO. KG

By: GS Advisors V, L.L.C., its Managing Limited Partner

By: /s/ Adrian M. Jones

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Name: Adrian M. Jones  
Title: Managing Director

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Exhibit (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kosic, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 21, 2005.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ John E. Bowman

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Name: John E. Bowman  
Title: Managing Director

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS V, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Yvette Kusic, Andrea Louro DeMar, John M. O'Rourke, Felicia J. Rector, Michael T. Seeley, and Stephen Wong (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney-in-fact, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 12, 2006.

GS ADVISORS V, L.L.C.

By: /s/ Adrian M. Jones

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Name: Adrian M. Jones  
Title: Managing Director