

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

Mindray Medical International LTD  
Form SC 13G/A  
February 14, 2008

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

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

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, 2007

-----  
(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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



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5,870,413

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

[ ]

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

9.7%

-----  
12. Type of Reporting Person

HC-CO  
-----

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-----  
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  
Shares

0  
-----

Beneficially

6. Shared Voting Power

5,870,413  
-----

Owned by

Each

7. Sole Dispositive Power  
-----

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Reporting 0

Person

8. Shared Dispositive Power

With:

5,870,413

9. Aggregate Amount Beneficially Owned by Each Reporting Person

5,870,413

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

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

9.7%

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

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

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

---

6. Shared Voting Power  
3,014,611

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
3,014,611

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
3,014,611

---

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

---

11. Percent of Class Represented by Amount in Row (9)  
5.0%

---

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.

---

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

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

Delaware

---

5. Sole Voting Power

Number of  
Shares

0

Beneficially

---

6. Shared Voting Power

3,014,611

Owned by

Each

---

7. Sole Dispositive Power

0

Reporting

Person

---

8. Shared Dispositive Power

With:

3,014,611

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,014,611

---

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

---

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

5.0%

---

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

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GS Capital Partners V Offshore Fund, L.P.

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

(a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of  
Shares

0

Beneficially  
Owned by

6. Shared Voting Power

1,557,223

Each  
Reporting  
Person

7. Sole Dispositive Power

0

With:

8. Shared Dispositive Power

1,557,223

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,557,223

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

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  
Shares

0

Beneficially

- 6. Shared Voting Power

1,557,223

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

With:

- 8. Shared Dispositive Power

1,557,223

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,557,223

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

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

2.6%



-----  
12. Type of Reporting Person

00  
-----

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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

1,033,754

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

With:

-----  
8. Shared Dispositive Power

1,033,754  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,033,754

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
1.7%

-----  
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 Advisors V, 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 1,033,754  
Owned by

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

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Person -----  
8. Shared Dispositive Power  
With: 1,033,754

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,033,754

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
1.7%

-----  
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 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

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Shares -----  
Beneficially 6. Shared Voting Power  
119,517  
Owned by -----  
Each 7. Sole Dispositive Power  
Reporting 0  
Person -----  
With: 8. Shared Dispositive Power  
119,517

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
119,517

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

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

-----  
12. Type of Reporting Person  
00

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

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

Goldman, Sachs Capital Management GP GmbH

-----  
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

Germany

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

119,517

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

119,517

9. Aggregate Amount Beneficially Owned by Each Reporting Person

119,517

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

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

0.2%

12. Type of Reporting Person

00

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

(c). Number of shares as to which such person has:

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

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See Exhibit (99.2) as previously stated

-----  
\* 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, 2008

THE GOLDMAN SACHS GROUP, INC.

GOLDMAN, SACHS & CO.

By:/s/ Ronald L. Christopher

By:/s/ Ronald L. Christopher

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

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

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GS CAPITAL PARTNERS V FUND, L.P.

By:/s/ Ronald L. Christopher  
-----

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

GSCP V ADVISORS, L.L.C.

By:/s/ Ronald L. Christopher  
-----

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

GS CAPITAL PARTNERS V OFFSHORE  
FUND, L.P.

By:/s/ Ronald L. Christopher  
-----

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

GSCP V OFFSHORE ADVISORS, L.L.C.

By:/s/ Ronald L. Christopher  
-----

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

GS CAPITAL PARTNERS V INSTITUTIONAL,  
L.P.

By:/s/ Ronald L. Christopher  
-----

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

GS CAPITAL PARTNERS V GMBH & CO. KG

By:/s/ Ronald L. Christopher  
-----

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

GOLDMAN, SACHS CAPITAL MANAGEMENT GP  
GMBH

By:/s/ Ronald L. Christopher  
-----

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

GS ADVISORS V, L.L.C.

By:/s/ Ronald L. Christopher  
-----

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

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INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.3	Power of Attorney, dated as of December 4, 2007, relating to The Goldman Sachs Group, Inc.
99.4	Power of Attorney, dated as of December 4, 2007, relating to Goldman, Sachs & Co.
99.5	Power of Attorney, dated as of February 8, 2008, relating to GS Capital Partners V Fund, L.P.
99.6	Power of Attorney, dated as of December 5, 2007, relating to GSCP V Advisors, L.L.C.

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- 99.5 Power of Attorney, dated as of February 8, 2008, relating to GS Capital Partners V Offshore Fund, L.P.
- 99.8 Power of Attorney, dated as of November 30, 2007, relating to GSCP V Offshore Advisors, L.L.C.
- 99.9 Power of Attorney, dated as of February 8, 2008, relating to GS Capital Partners V Institutional, L.P.
- 99.10 Power of Attorney, dated as of February 8, 2008, relating to GS Capital Partners V GmbH & Co. KG
- 99.11 Power of Attorney, dated as of February 12, 2007, 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 (99.3)

### 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 Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro (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 December 4, 2007.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm

Title: Executive Vice President and General Counsel

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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 Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro, (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 December 4, 2007.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm  
Title: Managing Director

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Exhibit (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS Capital Partners V, L.P. (the "Company") does hereby make, constitute and appoint each of Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the

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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 February 8, 2008.

GS Capital Partners V, L.P.

By: /s/ Adrian M. Jones

-----  
Name: Adrian M. Jones  
Title: Managing Director

Page 17 of 24 pages

Exhibit (99.6)

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 Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro (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 December 5, 2007.

GSCP V ADVISORS, L.L.C.

By: /s/ Adrian M. Jones

-----  
Name: Adrian M. Jones  
Title: Managing Director

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Exhibit (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS Capital Partners V Offshore, L.P. (the "Company") does hereby make, constitute and appoint each of Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro (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 February 8, 2008.

GS Capital Partners V Offshore, L.P.

By: /s/ Adrian M. Jones

-----  
Name: Adrian M. Jones  
Title: Managing Director

Page 19 of 24 pages

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 Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro (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 November 30, 2007.

GSCP V OFFSHORE ADVISORS, L.L.C.

By: /s/ Adrian M. Jones

-----  
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 Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro (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

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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 February 8, 2008.

GS Capital Partners V Institutional, L.P.

By: /s/ Adrian M. Jones

-----

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 Ronald L. Christopher and Lauren LoFaro, 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, 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 February 8, 2008.

GS CAPITAL PARTNERS V GmbH & CO. KG

By: Goldman Sachs Management GP GmbH

/s/ John E. Bowman

By: -----  
JOHN E. BOWMAN, 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 Ronald L. Christopher and Lauren LoFaro, 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, 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 February 12, 2007.

GOLDMAN SACHS MANAGEMENT GP GMBH

By: /s/ John E. Bowman  
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JOHN E. BOWMAN, Managing Director

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Exhibit (99.12)

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 Catherine Wedgbury, Ronald L. Christopher and Lauren LoFaro (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 February 13, 2008.

GS ADVISORS V, L.L.C.

By: /s/ Adrian M. Jones

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Name: Adrian M. Jones  
Title: Managing Director