

Edgar Filing: KAR Auction Services, Inc. - Form SC 13G

KAR Auction Services, Inc.
Form SC 13G
February 16, 2010

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

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

KAR Auction Services, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

48238T109

(CUSIP Number)

December 31, 2009

(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 Notes).

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CUSIP No. 48238T109

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

Beneficially

- 6. Shared Voting Power

27,081,830

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

27,081,830

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

27,081,830

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

☐

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

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20.5%

12. Type of Reporting Person

HC-CO

CUSIP No. 48238T109

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

Shares

Beneficially

6. Shared Voting Power

27,081,830

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

27,081,830

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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27,081,830

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

☐

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

20.5%

12. Type of Reporting Person

BD-PN-IA

CUSIP No. 48238T109

13G

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

GS CAPITAL PARTNERS VI 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

Number of 0

Shares

Beneficially

Owned by

6. Shared Voting Power

12,641,550

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Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 12,641,550

9. Aggregate Amount Beneficially Owned by Each Reporting Person

12,641,550

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

☐

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

9.6%

12. Type of Reporting Person

PN

CUSIP No. 48238T109

13G

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

GSCP VI 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

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	5. Sole Voting Power
Number of	0
Shares	-----
	6. Shared Voting Power
Beneficially	12,641,550
Owned by	-----
Each	7. Sole Dispositive Power
Reporting	0
Person	-----
With:	8. Shared Dispositive Power
	12,641,550

9. Aggregate Amount Beneficially Owned by Each Reporting Person	
	12,641,550

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

11. Percent of Class Represented by Amount in Row (9)	
	9.6%

12. Type of Reporting Person	
	OO

CUSIP No. 48238T109	13G

1. Name of Reporting Person	
I.R.S. Identification No. of above Person	
GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.	

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

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(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

10,514,790

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

10,514,790

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,514,790

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

☐

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

8.0%

12. Type of Reporting Person

PN

CUSIP No. 48238T109

13G

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

GSCP VI 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

Beneficially

6. Shared Voting Power

10,514,790

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

10,514,790

9. Aggregate Amount Beneficially Owned by Each Reporting Person

10,514,790

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

☐

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

8.0%

12. Type of Reporting Person

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00

CUSIP No. 48238T109

13G

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

GS CAPITAL PARTNERS VI PARALLEL, L.P.

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

(a) ☐

(b) ☒

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

3,476,210

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

3,476,210

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,476,210

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)

2.6%

12. Type of Reporting Person

PN

CUSIP No. 48238T109

13G

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

GS CAPITAL PARTNERS VI GMBH & CO. KG

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

(a) []

(b) [x]

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

449,280

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

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With:

449,280

9. Aggregate Amount Beneficially Owned by Each Reporting Person

449,280

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

PN

CUSIP No. 48238T109

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

Germany

5. Sole Voting Power

Number of

0

Shares

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	6.	Shared Voting Power
Beneficially		449,280
Owned by		-----
Each	7.	Sole Dispositive Power
Reporting		0
Person		-----
With:	8.	Shared Dispositive Power
		449,280

9. Aggregate Amount Beneficially Owned by Each Reporting Person

449,280

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

CO

Item 1(a). Name of Issuer:
KAR Auction Services, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
13085 Hamilton Crossing Boulevard
Carmel, IN 46032

Item 2(a). Name of Persons Filing:

THE GOLDMAN SACHS GROUP, INC.
GOLDMAN, SACHS & CO.
GS CAPITAL PARTNERS VI FUND, L.P.
GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.
GS CAPITAL PARTNERS VI PARALLEL, L.P.
GS CAPITAL PARTNERS VI GMBH & CO. KG
GSCP VI ADVISORS, L.L.C.
GSCP VI OFFSHORE ADVISORS, L.L.C.

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GOLDMAN, SACHS MANAGEMENT GP GMBH

- Item 2(b). Address of Principal Business Office or, if none, Residence:
- THE GOLDMAN SACHS GROUP, INC., GOLDMAN, SACHS & CO., GS
CAPITAL PARTNERS VI FUND, L.P., GS CAPITAL PARTNERS VI
PARALLEL, L.P., GSCP VI ADVISORS, L.L.C., GSCP VI OFFSHORE
ADVISORS, L.L.C.:
85 Broad Street, New York, NY 10004
- GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.:
c/o M&C Corporate Services Ltd.,
P.O. Box 309, Grand Cayman, Cayman Islands
- GS CAPITAL PARTNERS VI GMBH & CO. KG,
GOLDMAN, SACHS MANAGEMENT GP GMBH:
Messeturm, Friedrich-Ebert-Anlage 49
60323, Frankfurt/Main, Germany
- Item 2(c). Citizenship:
- THE GOLDMAN SACHS GROUP, INC. - Delaware
GOLDMAN, SACHS & CO. - New York
GS CAPITAL PARTNERS VI FUND, L.P. - Delaware
GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. - Cayman Islands
GS CAPITAL PARTNERS VI PARALLEL, L.P. - Delaware
GS CAPITAL PARTNERS VI GMBH & CO. KG - Germany
GSCP VI ADVISORS, L.L.C. - Delaware
GSCP VI OFFSHORE ADVISORS, L.L.C. - Delaware
GOLDMAN, SACHS MANAGEMENT GP GMBH - Germany
- Item 2(d). Title of Class of Securities:
Common Stock, \$0.01 par value
- Item 2(e). CUSIP Number:
48238T109
- Item 3. If this statement is filed pursuant to Rules 13d-1(b) or
13d-2(b) or (c), check whether the person filing is a:
- (a).[] Broker or dealer registered under Section 15 of the Act
(15 U.S.C. 78o).
- (b).[] Bank as defined in Section 3(a)(6) of the Act
(15 U.S.C. 78c).
- (c).[] Insurance company as defined in Section 3(a)(19) of the Act
(15 U.S.C. 78c).
- (d).[] Investment company registered under Section 8 of the
Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e).[] An investment adviser in accordance with
Rule 13d-1(b)(1)(ii)(E);
- (f).[] An employee benefit plan or endowment fund in accordance
with Rule 13d-1(b)(1)(ii)(F);
- (g).[] A parent holding company or control person in accordance

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with Rule 13d-1(b)(1)(ii)(G);

- (h).[] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i).[] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j).[] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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:
 - (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.

Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are:
NONE

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. See Exhibit (99.3)

Item 9. Notice of Dissolution of Group. Not Applicable

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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.

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 16, 2010

THE GOLDMAN SACHS GROUP, INC.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI FUND, L.P.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

By:/s/ John Colangelo

Name: John Colangelo

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Title: Attorney-in-fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI GMBH & CO. KG

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GSCP VI ADVISORS, L.L.C.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GSCP VI OFFSHORE ADVISORS, L.L.C.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement
99.2	Item 7 Information
99.3	Item 8 Information
99.4	Power of Attorney, relating to THE GOLDMAN SACHS GROUP, INC.
99.5	Power of Attorney, relating to GOLDMAN, SACHS & CO.
99.6	Power of Attorney, relating to GS CAPITAL PARTNERS VI FUND, L.P.
99.7	Power of Attorney, relating to GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.
99.8	Power of Attorney, relating to GS CAPITAL PARTNERS VI PARALLEL, L.P.
99.9	Power of Attorney, relating to

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99.10 GS CAPITAL PARTNERS VI GMBH & CO. KG
Power of Attorney, relating to
GSCP VI ADVISORS, L.L.C.
99.11 Power of Attorney, relating to
GSCP VI OFFSHORE ADVISORS, L.L.C.
99.12 Power of Attorney, relating to
GOLDMAN, SACHS MANAGEMENT GP GMBH

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 Common Stock, \$0.01 par value of KAR Auction Services, Inc. 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.

Date: February 16, 2010

THE GOLDMAN SACHS GROUP, INC.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI FUND, L.P.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

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GS CAPITAL PARTNERS VI GMBH & CO. KG

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GSCP VI ADVISORS, L.L.C.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GSCP VI OFFSHORE ADVISORS, L.L.C.

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ John Colangelo

Name: John Colangelo
Title: Attorney-in-fact

EXHIBIT (99.2)

ITEM 7 INFORMATION

The securities being reported on by THE GOLDMAN SACHS GROUP, INC. ("GS Group"), as a parent holding company, are owned by KAR Holdings II, LLC ("KAR LLC"), and 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. Each of GS CAPITAL PARTNERS VI FUND, L.P., GS CAPITAL PARTNERS VI PARALLEL, L.P., GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. and GS CAPITAL PARTNERS VI GMBH & CO. KG (collectively, the "GS Funds") is a member of KAR LLC. The common interests of KAR LLC are held by a private investor group, which includes the GS Funds. The general partner, managing general partner, managing partner, managing member or member of each of the GS Funds is an affiliate of GS Group. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.

EXHIBIT (99.3)

ITEM 8 INFORMATION

Each of GS CAPITAL PARTNERS VI FUND, L.P., GS CAPITAL PARTNERS VI PARALLEL, L.P., GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. and GS CAPITAL PARTNERS VI GMBH & CO. KG (collectively, the "GS Funds") is a member of KAR Holdings II, LLC

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("KAR LLC"). The common interests of KAR LLC are held by a private investor group, which includes the GS Funds. KAR LLC is a party to a Director Designation Agreement (the "Director Designation Agreement"), by and among KAR Auction Services, Inc. (the "Company") and KAR LLC. The Director Designation Agreement provides that KAR LLC has the right to appoint up to seven members to the Company's board of directors. The Amended and Restated Limited Liability Company Agreement of KAR LLC, as amended (the "LLC Agreement"), provides that funds affiliated with Goldman Sachs will have the right to designate up to two of the Company's directors. The LLC Agreement also contains certain provisions relating to transfer restrictions, tag-along rights and drag-along rights with respect to the interests of KAR LLC owned by the parties thereto. The aggregate number of shares of Common Stock, \$0.01 par value of the Company ("Common Stock") beneficially owned by KAR LLC based on available information is 106,853,660, which represents approximately 82.3% of the outstanding Common Stock. The share ownership reported for the GS Funds does not include any shares of Common Stock, \$0.01 par value owned by the other parties to the LLC Agreement, except to the extent disclosed in this Schedule 13G. Each of the GS Funds disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the LLC Agreement, except to the extent disclosed in this Schedule 13G.

EXHIBIT (99.4)

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 Bruce A. Albert, Andrea DeMar, Yvette Kosic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley, and Anthony DeRose, (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 October 6, 2008.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

GREGORY K. PALM

Executive Vice President and General Counsel

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DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kotic, a duly appointed attorney-in-fact of THE GOLDMAN SACHS GROUP, INC. (the "Company"), pursuant to that Power of Attorney dated October 6, 2008 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Yvette Kotic

Name: Yvette Kotic

Title: Attorney-In-Fact

EXHIBIT (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kotic, Rachel Parrish, Kevin P. Treanor, Michael T. Seeley, and Anthony DeRose, (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 October 6, 2008.

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GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

GREGORY K. PALM
Managing Director

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kusic, a duly appointed attorney-in-fact of GOLDMAN, SACHS & CO. (the "Company"), pursuant to that Power of Attorney dated October 6, 2008 (the "POA"), does hereby designate John Colangelo, an employee of the Company, as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, 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 Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GOLDMAN, SACHS & CO.

By: /s/ Yvette Kusic

Name: Yvette Kusic
Title: Attorney-In-Fact

EXHIBIT (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea Louro DeMar, Yvette Kusic, Rachel E. Parrish, Michael T. Seeley, and Kevin P. Treanor, (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

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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 1, 2008.

GS CAPITAL PARTNERS VI FUND, L.P.,
By: GSCP VI Advisors, L.L.C., its general partner

By:/s/ Christine Vollertsen

Name: Christine Vollertsen

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kotic, a duly appointed attorney-in-fact of GS CAPITAL PARTNERS VI FUND, L.P. (the "Company"), pursuant to that Power of Attorney dated April 1, 2008 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GS CAPITAL PARTNERS VI FUND, L.P.

By: /s/ Yvette Kotic

Name: Yvette Kotic
Title: Attorney-In-Fact

EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of

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Bruce A. Albert, Andrea Louro DeMar, Yvette Kotic, Rachel E. Parrish, Michael T. Seeley, and Kevin P. Treanor, (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 April 1, 2008.

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.,
By: GSCP VI Offshore Advisors, L.L.C., its general partner

By: /s/ Christine Vollertsen

Name: Christine Vollertsen
Title: Vice President

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kotic, a duly appointed attorney-in-fact of GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P. (the "Company"), pursuant to that Power of Attorney dated April 1, 2008 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GS CAPITAL PARTNERS VI OFFSHORE FUND, L.P.

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By: /s/ Yvette Kasic

Name: Yvette Kasic

Title: Attorney-In-Fact

EXHIBIT (99.8)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI PARALLEL, L.P. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea Louro DeMar, Yvette Kasic, Rachel E. Parrish, Michael T. Seeley, and Kevin P. Treanor, (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 April 1, 2008.

GS CAPITAL PARTNERS VI PARALLEL, L.P.

BY: GS Advisors VI, L.L.C.,
its general partner

By:/s/ Christine Vollertsen

Name: Christine Vollertsen

Title: Vice President

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kasic, a duly appointed attorney-in-fact of GS CAPITAL PARTNERS VI PARALLEL, L.P. (the "Company"), pursuant to that Power of Attorney dated April 1, 2008 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

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This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By: /s/ Yvette Kosic

Name: Yvette Kosic

Title: Attorney-In-Fact

EXHIBIT (99.9)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS VI GMBH & CO. KG (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea Louro DeMar, Yvette Kosic, Rachel E. Parrish, Michael T. Seeley, and Kevin P. Treanor, (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 April 1, 2008.

GS CAPITAL PARTNERS VI GmbH & CO. KG

By: GS Advisors VI, L.L.C., its managing limited partner

By: /s/ Christine Vollertsen

Name: Christine Vollertsen

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Title: Vice President

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Koscic, a duly appointed attorney-in-fact of GS CAPITAL PARTNERS VI GMBH & CO. KG (the "Company"), pursuant to that Power of Attorney dated April 1, 2008 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GS CAPITAL PARTNERS VI GMBH & CO. KG

By: /s/ Yvette Koscic

Name: Yvette Koscic

Title: Attorney-In-Fact

EXHIBIT (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP VI ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea Louro DeMar, Yvette Koscic, Rachel E. Parrish, Michael T. Seeley, and Kevin P. Treanor, (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

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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 1, 2008.

GSCP VI ADVISORS, L.L.C.

By:/s/ Christine Vollertsen

Name: Christine Vollertsen

Title: Vice President

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kotic, a duly appointed attorney-in-fact of GSCP VI ADVISORS, L.L.C. (the "Company"), pursuant to that Power of Attorney dated April 1, 2008 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GSCP VI ADVISORS, L.L.C.

By: /s/ Yvette Kotic

Name: Yvette Kotic

Title: Attorney-In-Fact

EXHIBIT (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP VI OFFSHORE ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea Louro DeMar, Yvette Kotic, Rachel E. Parrish, Michael T. Seeley, and Kevin P. Treanor, (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

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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 1, 2008.

GSCP VI OFFSHORE ADVISORS, L.L.C.

By:/s/ Christine Vollertsen

Name: Christine Vollertsen

Title: Vice President

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kotic, a duly appointed attorney-in-fact of GSCP VI OFFSHORE ADVISORS, L.L.C.(the "Company"), pursuant to that Power of Attorney dated April 1, 2008 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GSCP VI OFFSHORE ADVISORS, L.L.C.

By: /s/ Yvette Kotic

Name: Yvette Kotic

Title: Attorney-In-Fact

EXHIBIT (99.12)

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KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company") does hereby make, constitute and appoint each of Bruce A. Albert, Andrea DeMar, Yvette Kotic, Rachel Parrish, Justine Hansen, Kevin P. Treanor and Anthony DeRose, (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 September 29, 2009.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By: /s/ John E. Bowman

Name: John E. Bowman

Title: Managing Director

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Yvette Kotic, a duly appointed attorney-in-fact of GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company"), pursuant to that Power of Attorney dated September 29, 2009 (the "POA"), does hereby designate John Colangelo, an employee of GOLDMAN, SACHS & CO. (the "Firm"), as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company or the Firm, 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 Firm or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of February 16, 2010.

GOLDMAN, SACHS MANAGEMENT GP GMBH

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By: /s/ Yvette Kosic

Name: Yvette Kosic

Title: Attorney-In-Fact