

Edgar Filing: EQUINIX INC - Form SC 13G/A

EQUINIX INC  
Form SC 13G/A  
February 17, 2004

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
Amendment No. 1

Equinix, Inc.

-----  
(Name of Issuer)

Common Stock, \$0.001 par value

-----  
(Title of Class of Securities)

29444U502

-----  
(CUSIP Number)

December 31, 2003

-----  
(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)

Page 1 of 43 pages

-----  
CUSIP No. 29444U502

13G  
-----

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

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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

1,178,132

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

1,178,132

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,178,132

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

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

7.7%

12. Type of Reporting Person

HC-CO

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-----  
CUSIP No. 29444U502  
-----

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

1,178,132

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

With:

-----  
8. Shared Dispositive Power

1,178,132

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
1,178,132

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
  
7.7%

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-----  
12. Type of Reporting Person

BD-PN-IA  
-----

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-----  
CUSIP No. 29444U502

13G  
-----

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

GS Capital Partners 2000, 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

324,291

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

With:

-----  
8. Shared Dispositive Power

324,291  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

324,291

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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)  
  
2.1%

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

-----  
Page 4 of 43 pages

-----  
CUSIP No. 29444U502 13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GS Capital Partners 2000 Offshore, 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 0  
Shares

-----  
6. Shared Voting Power  
  
Beneficially 117,834  
Owned by

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

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Person -----  
8. Shared Dispositive Power  
With: 117,834

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
117,834

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
0.8%

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

-----  
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-----  
CUSIP No. 29444U502 13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
GS Advisors 2000, 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

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Shares -----  
Beneficially 6. Shared Voting Power  
442,125  
Owned by -----  
Each 7. Sole Dispositive Power  
Reporting 0  
Person -----  
With: 8. Shared Dispositive Power  
442,125

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
442,125

-----  
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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-----  
CUSIP No. 29444U502 13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
GS Capital Partners 2000 Employee 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  
Shares

0

Beneficially

-----  
6. Shared Voting Power

103,036

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

103,036

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

103,036

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

[\_]

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

0.7%

-----  
12. Type of Reporting Person

PN

-----  
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-----  
CUSIP No. 29444U502

13G

-----  
1. Name of Reporting Person

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

GS Employee Funds 2000 GP, 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

-----  
6. Shared Voting Power

Beneficially 103,036  
Owned by

-----  
7. Sole Dispositive Power

Each 0  
Reporting

-----  
8. Shared Dispositive Power

Person  
With: 103,036

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

103,036

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

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

0.7%

-----  
12. Type of Reporting Person

00

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CUSIP No. 29444U502  
-----

13G

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

GS Capital Partners 2000 GmbH & Co. Beteiligungs 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

Beneficially

- 6. Shared Voting Power

13,554

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

13,554  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,554  
-----

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

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

0.1%  
-----

12. Type of Reporting Person

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PN

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CUSIP No. 29444U502

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

6. Shared Voting Power  
  
Beneficially 13,554  
Owned by

7. Sole Dispositive Power  
  
Each 0  
Reporting Person

8. Shared Dispositive Power  
  
With: 13,554

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
13,554

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

[ ]

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

0.1%

-----  
12. Type of Reporting Person

PN  
-----

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-----  
CUSIP No. 29444U502

13G  
-----

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

Goldman, Sachs & Co. oHG  
-----

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  
Shares

0  
-----

6. Shared Voting Power

Beneficially

13,554  
-----

Owned by

Each

7. Sole Dispositive Power

Reporting

0  
-----

Person

8. Shared Dispositive Power

With:  
-----

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13,554

9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,554

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

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

0.1%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person

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

Stone Street Fund 2000, 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

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Owned by 29,406  
-----  
Each 7. Sole Dispositive Power  
Reporting 0  
-----  
Person 8. Shared Dispositive Power  
With: 29,406  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
29,406  
-----

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  
PN  
-----

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-----  
CUSIP No. 29444U502 13G  
-----

1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
Stone Street 2000, 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  
-----

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Delaware

---

	5. Sole Voting Power
Number of	0
Shares	
Beneficially	6. Shared Voting Power
Owned by	29,406
Each	7. Sole Dispositive Power
Reporting	0
Person	
With:	8. Shared Dispositive Power
	29,406

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

29,406

---

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. 29444U502	13G
---------------------	-----

---

1. Name of Reporting Person

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

GS Special Opportunities (Asia) 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

-----  
 6. Shared Voting Power

166,587

Owned by

Each

-----  
 7. Sole Dispositive Power

Reporting 0

Person

-----  
 8. Shared Dispositive Power

With:

166,587

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

166,587

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

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

1.1%

-----  
 12. Type of Reporting Person

PN



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

GSSO (Asia), LLC

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

166,587

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

166,587

9. Aggregate Amount Beneficially Owned by Each Reporting Person

166,587

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

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

1.1%

12. Type of Reporting Person

00

CUSIP No. 29444U502

13G

1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GS Special Opportunities (Asia) 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 0  
Shares

6. Shared Voting Power  
  
Beneficially 121,446  
Owned by

7. Sole Dispositive Power  
  
Each 0  
Reporting Person

8. Shared Dispositive Power  
  
With: 121,446

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
121,446

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)

0.8%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

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

GSSO (Asia) Offshore, LLC

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 121,446

Owned by

7. Sole Dispositive Power

Each Reporting Person 0

8. Shared Dispositive Power

With: 121,446

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

121,446

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

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

0.8%

12. Type of Reporting Person

00

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CUSIP No. 29444U502

13G

1. Name of Reporting Person

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

Whitehall Street Real Estate Limited Partnership XIII

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

196,202

Owned by

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

-----  
Person With:  
8. Shared Dispositive Power  
196,202

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
196,202

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
1.3%

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

-----  
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-----  
CUSIP No. 29444U502 13G  
-----

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

WH Advisors, L.L.C. XIII

-----  
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 -----  
Beneficially 6. Shared Voting Power  
Owned by 196,202  
-----  
Each 7. Sole Dispositive Power  
Reporting 0  
-----  
Person 8. Shared Dispositive Power  
With: 196,202  
-----

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
196,202  
-----

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

-----  
11. Percent of Class Represented by Amount in Row (9)  
1.3%  
-----

-----  
12. Type of Reporting Person  
OO  
-----

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-----  
CUSIP No. 29444U502 13G  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
Whitehall Parallel Real Estate Limited Partnership XIII  
-----

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

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3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 68,453

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With: 68,453

9. Aggregate Amount Beneficially Owned by Each Reporting Person

68,453

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

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

0.5%

12. Type of Reporting Person

PN

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CUSIP No. 29444U502

13G

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

WH Parallel Advisors, L.L.C. XIII

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

68,453

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

68,453

9. Aggregate Amount Beneficially Owned by Each Reporting Person

68,453

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

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

0.5%

12. Type of Reporting Person

00



-----  
 CUSIP No. 29444U502  
 -----

13G

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

-----  
 6. Shared Voting Power  
  
 Beneficially 6,025  
 Owned by  
 -----

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

-----  
 8. Shared Dispositive Power  
  
 Person 6,025  
 With:  
 -----

-----  
 9. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
 6,025  
 -----

-----  
 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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0.0%

-----  
12. Type of Reporting Person

PN  
-----

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-----  
CUSIP No. 29444U502

13G  
-----

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

Stone Street Asia, 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

6,025

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

-----  
8. Shared Dispositive Power

With:

6,025  
-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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6,025

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

[ ]

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

0.0%

-----  
12. Type of Reporting Person

00  
-----

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-----  
CUSIP No. 29444U502

13G  
-----

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

Stone Street Real Estate Fund 2000, 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  
Shares

0  
-----

Beneficially

6. Shared Voting Power

29,406  
-----

Owned by

Each

7. Sole Dispositive Power  
-----

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Reporting 0

Person

With:

8. Shared Dispositive Power

29,406

9. Aggregate Amount Beneficially Owned by Each Reporting Person

29,406

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

PN

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CUSIP No. 29444U502

13G

1. Name of Reporting Person

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

Stone Street 2000 Realty, 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

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Number of	0
Shares	-----
Beneficially	6. Shared Voting Power
Owned by	29,406
Each	-----
Reporting	7. Sole Dispositive Power
Person	0
With:	-----
	8. Shared Dispositive Power
	29,406
-----	
9. Aggregate Amount Beneficially Owned by Each Reporting Person	
	29,406
-----	
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares	
	<input type="checkbox"/>
-----	
11. Percent of Class Represented by Amount in Row (9)	
	0.2%
-----	
12. Type of Reporting Person	
	00
-----	

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Item 1(b). 301 Velocity Way, Fifth Floor  
Foster City, CA 94404

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

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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 reported.

Item 10. Certification.  
 By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

-----  
 \* In accordance with the Securities and Exchange Commission (the "SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the investment banking division ("IBD") 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 other operating unit of GSG. IBD disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which IBD or its employees have voting or investment discretion, or both and (ii) certain investment entities, of which IBD is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than IBD.

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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 17, 2004

THE GOLDMAN SACHS GROUP, INC.

GOLDMAN, SACHS & CO.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

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GS CAPITAL PARTNERS 2000, L.P.

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS ADVISORS 2000, L.L.C.

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 EMPLOYEE  
FUND, L.P.

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS 2000 GMBH & CO.  
BETEILIGUNGS KG

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. OHG

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET 2000, L.L.C.

By:/s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

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SIGNATURE (continued)

GS SPECIAL OPPORTUNITIES (ASIA)  
FUND, L.P.

By:/s/ Roger S. Begelman

GSSO (ASIA), LLC

By:/s/ Roger S. Begelman

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Name: Roger S. Begelman  
Title: Attorney-in-fact

Name: Roger S. Begelman  
Title: Attorney-in-fact

GS SPECIAL OPPORTUNITIES (ASIA)  
OFFSHORE FUND, L.P.

GSSO (ASIA) OFFSHORE, LLC

By:/s/ Roger S. Begelman  
-----

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

Name: Roger S. Begelman  
Title: Attorney-in-fact

WHITEHALL STREET REAL ESTATE  
LIMITED PARTNERSHIP XIII

WH ADVISORS, L.L.C. XIII

By:/s/ Roger S. Begelman  
-----

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

Name: Roger S. Begelman  
Title: Attorney-in-fact

WHITEHALL PARALLEL REAL ESTATE  
LIMITED PARTNERSHIP XIII

WH PARALLEL ADVISORS, L.L.C. XIII

By:/s/ Roger S. Begelman  
-----

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET ASIA FUND, L.P.

STONE STREET ASIA, L.L.C.

By:/s/ Roger S. Begelman  
-----

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET REAL ESTATE  
FUND 2000, L.P.

STONE STREET 2000 REALTY, L.L.C.

By:/s/ Roger S. Begelman  
-----

By:/s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

Name: Roger S. Begelman  
Title: Attorney-in-fact



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Exhibit No. -----	Exhibit -----
99.1	Power of Attorney, dated as of December 12, 2003, relating to The Goldman Sachs Group, Inc.
99.2	Power of Attorney, dated as of November 19, 2003, relating to Goldman, Sachs & Co.
99.3	Power of Attorney, dated as of March 19, 2003, relating to GS Capital Partners 2000, L.P.
99.4	Power of Attorney, dated as of March 19, 2003, relating to GS Capital Partners 2000 Offshore, L.P.
99.5	Power of Attorney, dated as of March 19, 2003, relating to GS Advisors 2000, L.L.C.
99.6	Power of Attorney, dated as of March 19, 2003, relating to GS Capital Partners 2000 Employee Fund, L.P.
99.7	Power of Attorney, dated as of February 24, 2003, relating to GS Employee Funds 2000 GP, L.L.C.
99.8	Power of Attorney, dated as of March 19, 2003, relating to GS Capital Partners 2000 GmbH & Co. Beteiligungs KG
99.9	Power of Attorney, dated as of March 19, 2003, relating to Goldman, Sachs Management GP GmbH
99.10	Power of Attorney, dated as of March 21, 2003, relating to Goldman, Sachs & Co. oHG
99.11	Power of Attorney, dated as of March 19, 2003, relating to Stone Street Fund 2000, L.P.
99.12	Power of Attorney, dated as of March 19, 2003, relating to Stone Street 2000, L.L.C.
99.13	Power of Attorney, dated as of May 23, 2003, relating to Whitehall Street Real Estate Limited Partnership XIII
99.14	Power of Attorney, dated as of May 23, 2003, relating to Whitehall Parallel Real Estate Limited Partnership XIII

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Exhibit (99.1)

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, Edward T. Joel, Saskia Brookfield Martin and Ted Chang, (and any other employee

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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 12th, 2003.

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 (99.2)

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, Edward T. Joel, Saskia Brookfield Martin and Ted Chang, (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

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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 19th, 2003.

GOLDMAN, SACHS & CO.

By: s/ Gregory K. Palm  
-----  
Name: Gregory K. Palm  
Title: Managing Director

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Exhibit (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 March 19, 2003.

GS CAPITAL PARTNERS 2000, L.P.

By: GS Advisors 2000, L.L.C.

By:/s/ John E. Bowman  
-----  
Name: John E. Bowman  
Title: Vice President

Exhibit (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 OFFSHORE, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 March 19, 2003.

GS CAPITAL PARTNERS 2000 OFFSHORE, L.P.

By: GS Advisors 2000, L.L.C.

By:/s/ John E. Bowman

-----

Name: John E. Bowman

Title: Vice President

Exhibit (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in

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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, 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 March 19, 2003.

GS ADVISORS 2000, L.L.C.

By:/s/ John E. Bowman

-----

Name: John E. Bowman

Title: Vice President

Page 34 of 43 pages

Exhibit (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 March 19, 2003.

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GS CAPITAL PARTNERS 2000 EMPLOYEE FUND, L.P.

By: GS Employee Funds 2000 GP, L.L.C.

By:/s/ John E. Bowman  
-----

Name: John E. Bowman  
Title: Vice President

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Exhibit (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS EMPLOYEE FUNDS 2000 GP, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 24, 2003.

GS EMPLOYEE FUNDS 2000 GP, L.L.C.

By:/s/ Kaca B. Enquist  
-----

Name: Kaca B. Enquist  
Title: Vice President

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Exhibit (99.8)

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 March 19, 2003.

GS CAPITAL PARTNERS 2000 GMBH & CO. BETEILIGUNGS KG

By: Goldman, Sachs Management GP GmbH

By:/s/ John E. Bowman

-----  
Name: John E. Bowman  
Title: Managing Director

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Exhibit (99.9)

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, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, giving and granting unto each said attorney-in-fact

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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 March 19, 2003.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ John E. Bowman

-----  
Name: John E. Bowman  
Title: Managing Director

Page 38 of 43 pages

Exhibit (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. OHG, (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 March 21, 2003.

GOLDMAN, SACHS & CO. OHG

By:/s/ Andreas Kornlein



-----  
Name: Andreas Kornlein  
Title: Executive Director

By:/s/ Michael Bartsch  
-----

Name: Michael Bartsch  
Title: Executive Director

Page 39 of 43 pages

Exhibit (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET FUND 2000, L.P. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 March 19, 2003.

STONE STREET FUND 2000, L.P.

By: Stone Street 2000, L.L.C.

By:/s/ John E. Bowman  
-----

Name: John E. Bowman  
Title: Vice President

Page 40 of 43 pages

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET 2000, L.L.C. (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 March 19, 2003.

STONE STREET 2000, L.L.C.

By:/s/ John E. Bowman

-----  
Name: John E. Bowman  
Title: Vice President

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that WHITEHALL STREET REAL ESTATE LIMITED PARTNERSHIP XIII (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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

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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 ceases 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 May 23, 2003.

WHITEHALL STREET REAL ESTATE LIMITED PARTNERSHIP XIII

By: WH Advisors, L.L.C. XIII

By:/s/ Teresa Tsai

-----  
Name: Teresa Tsai  
Title: Vice President

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Exhibit (99.14)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that WHITEHALL PARALLEL REAL ESTATE LIMITED PARTNERSHIP XIII (the "Company") does hereby make, constitute and appoint each of Roger S. Begelman, Edward T. Joel, Saskia Brookfield Martin and Susan P. Goddard, (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, 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 ceases 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 May 23, 2003.

WHITEHALL PARALLEL REAL ESTATE LIMITED PARTNERSHIP XIII

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By: WH Parallel Advisors, L.L.C. XIII

By:/s/ Teresa Tsai

-----

Name: Teresa Tsai

Title: Vice President

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