

RSC Holdings Inc.
Form SC 13G
February 13, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934*
RSC HOLDINGS INC.
(Name of Issuer)
Common Stock, no par value
(Title of Class of Securities)
74972L 102
(CUSIP Number)
December 31, 2008
*(Date of Event Which Requires Filing of this Statement)***

Check the appropriate box below 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 purposes 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. 74972L 102

1 NAMES OF REPORTING PERSONS
RSC Acquisition LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER

NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY
SHARED VOTING POWER⁽¹⁾
19,228,758

7 EACH REPORTING PERSON
SOLE DISPOSITIVE POWER
0

8 WITH:
SHARED DISPOSITIVE POWER⁽¹⁾
19,228,758

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,228,758⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.61%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Ripplewood Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 19,228,758⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 19,228,758⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,228,758⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.61%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Ripplewood Partners II GP, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
19,228,758⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 WITH: SHARED DISPOSITIVE POWER
19,228,758⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,228,758⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

18.61%(2)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
RP II GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
34,755,330⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 WITH: SHARED DISPOSITIVE POWER
34,755,330⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,755,330⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.63%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
RSC Acquisition II LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a) p
(b) o

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
15,526,572⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 WITH: SHARED DISPOSITIVE POWER
15,526,572⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
15,526,572⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

15.02%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Collins Family Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
34,755,330⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 SHARED DISPOSITIVE POWER
WITH: 34,755,330⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,755,330⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.63%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Collins Family Partners Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

6 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON
SHARED VOTING POWER
34,755,330⁽¹⁾

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 0

8 WITH: SHARED DISPOSITIVE POWER
34,755,330⁽¹⁾

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,755,330⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.63%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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CUSIP No. 74972L 102

1 NAMES OF REPORTING PERSONS
Timothy Collins

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

5 SOLE VOTING POWER
NUMBER OF 34,755,330⁽¹⁾

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 34,755,330⁽¹⁾

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
34,755,330⁽¹⁾

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

33.63%⁽²⁾

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

(1) See Item 4 below.

(2) Based on 103,352,891 shares outstanding.

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Item 1(a) Name of issuer: RSC Holdings Inc.

Item 1(b) Address of issuer's principal executive offices: 6929 E. Greenway Parkway
Scottsdale, AZ 85254**Item 2.**

Item 2(a) Name of Person Filing:

Name of Person Filing	Address	Citizenship
RSC Acquisition LLC	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	Delaware
Ripplewood Partners II, L.P.	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	Delaware
Ripplewood Partners II GP, L.P.	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	Delaware
RP II GP, LLC	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	Delaware
RSC Acquisition II LLC	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	Delaware
Collins Family Partners, L.P.	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	Delaware
Collins Family Partners Inc.	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	Delaware
Timothy Collins	1 Rockefeller Plaza, 32nd Floor New York, NY 10020	USA

RSC Acquisition LLC, Ripplewood Partners II, L.P., Ripplewood Partners II GP, L.P., RP II GP, LLC, RSC Acquisition II LLC, Collins Family Partners, L.P., Collins Family Partners Inc. and Timothy Collins have entered into a Joint Filing Agreement, dated February 13, 2009, a copy of which is filed with this Schedule 13G as Exhibit 1, pursuant to which such reporting persons have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934.

Item 2(b) Address or Principal Business Office or, if none, Residence: See Item 2(a) above.

Item 2(c) Citizenship: See Item 2(a) above.

Item 2(d) Title of class of securities: Common Stock, no par value

Item 2(e) CUSIP Number: 74972L 102

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) o Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) o Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) o Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o 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) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

N/A

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: See below.
 - (b) Percent of class: See below.
 - (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: See below.
 - (ii) Shared power to vote or to direct the vote: See below.
 - (iii) Sole power to dispose or to direct the disposition of: See below.
 - (iv) Shared power to dispose or to direct the disposition of: See below.
-

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As of the date of this report, each of the Reporting Persons beneficially owned the number and percentage of issued and outstanding shares of common stock of RSC Holdings Inc. listed opposite its name:

Reporting Person	Amount Beneficially Owned	Percent of Class ^(a)
RSC Acquisition LLC	19,228,758	18.61%
Ripplewood Partners II, L.P.	0 ^(b)	0%
Ripplewood Partners II GP, L.P.	0 ^(b)	0%
RP II GP, LLC	0 ^{(b)(c)}	0%
RSC Acquisition II LLC	15,526,572	15.02%
Collins Family Partners, L.P.	0 ^{(b)(c)}	0%
Collins Family Partners Inc.	0 ^{(b)(c)}	0%
Timothy Collins	0 ^{(b)(c)}	0%

(a) Based on 103,352,891 shares outstanding.

(b) Excludes 19,228,758 shares held by RSC Acquisition LLC, whose sole member is Ripplewood Partners II, L.P., whose general partner is Ripplewood Partners II GP, L.P., whose general partner is RP II GP, LLC. Ripplewood Partners II, L.P., Ripplewood Partners II GP, L.P. and RP II

GP expressly disclaim beneficial ownership of the shares held by RSC Acquisition LLC, as well as the shares held by RSC Acquisition II LLC. The sole member of RP II GP, LLC is Collins Family Partners, L.P, who is managed by its general partner, Collins Family Partners Inc. Timothy Collins, as the president and sole shareholder of Collins Family Partners Inc., may be deemed to share beneficial ownership of the shares shown as beneficially owned by RSC Acquisition LLC. Collins Family Partners, L.P., Collins Family Partners Inc. and Mr. Collins expressly disclaim beneficial ownership of the shares held by RSC Acquisition LLC, as well as the shares held by RSC

Acquisition II
LLC.

- (c) Excludes
15,526,572
shares held by
RSC
Acquisition II
LLC, who is
managed by RP
II GP, LLC. The
sole member of
RP II GP, LLC
is Collins
Family Partners,
L.P, who is
managed by its
general partner,
Collins Family
Partners Inc.
Timothy
Collins, as the
president and
sole shareholder
of Collins
Family Partners
Inc., may be
deemed to share
beneficial
ownership of
the shares
shown as
beneficially
owned by RSC
Acquisition II,
LLC. RP II GP,
Collins Family
Partners, L.P.,
Collins Family
Partners Inc.
and Mr. Collins
expressly
disclaim
beneficial
ownership of
the shares held
by RSC
Acquisition II
LLC, as well as
the shares held
by RSC

Acquisition
LLC.

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above.

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

N/A

Item 8. Identification and Classification of Members of the Group.

Each of RSC Acquisition LLC and RSC Acquisition II LLC (collectively, the Ripplewood Funds) is a party to an Amended and Restated Stockholders Agreement, dated as of May 29, 2007 (the Stockholders Agreement), among the Ripplewood Funds, OHCP II RSC, LLC, OHCMP II RSC, LLC, OHCP II RSC COI, LLC (collectively, the Oak Hill Funds), Atlas Copco Finance S.à.r.l. (ACF), RSC Holdings Inc. and certain members of RSC Holdings Inc. s management. Subject to certain conditions, the Stockholders Agreement requires the parties to vote their shares of the common stock of RSC Holdings Inc. (the Common Stock) for directors that are designated in accordance with the provisions of the Stockholders Agreement and places certain restrictions on transfers by the parties thereto. The aggregate number of shares of Common Stock beneficially owned collectively by the Ripplewood Funds, the Oak Hill Funds and ACF is 80,327,234, which represents approximately 77.72% of the outstanding common stock of RSC Holdings Inc. The stock ownership reported for each of the Ripplewood Funds and the other reporting persons does not include any shares owned by other parties to the Stockholders Agreement. Each of the Ripplewood Funds and the other reporting persons disclaims beneficial ownership of any shares of Common Stock owned by the other parties to the Stockholders Agreement.

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification.

N/A

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SIGNATURES

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

RSC ACQUISITION LLC

By: Ripplewood Partners II, L.P.
its Sole Member

By: Ripplewood Partners II GP, L.P.
its General Partner

By: RP II GP, LLC
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

RSC ACQUISITION II LLC

By: RP II GP, LLC
its Manager

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

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RIPPLEWOOD PARTNERS II, L.P.

By: Ripplewood Partners II GP, L.P.
its General Partner

By: RP II GP, LLC
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

RIPPLEWOOD PARTNERS II GP, L.P.

By: RP II GP, LLC
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

Date: February 13, 2009

RP II GP, LLC

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

COLLINS FAMILY PARTNERS, L.P.

By: Collins Family Partners Inc.
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

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COLLINS FAMILY PARTNERS INC.

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

TIMOTHY COLLINS

Date: February 13, 2009

/s/ Timothy Collins
Name: Timothy Collins

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Exhibit 1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

RSC ACQUISITION LLC

By: Ripplewood Partners II, L.P.
its Sole Member

By: Ripplewood Partners II GP, L.P.
its General Partner

By: RP II GP, LLC
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

RSC ACQUISITION II LLC

By: RP II GP, LLC
its Manager

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

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RIPPLEWOOD PARTNERS II, L.P.

By: Ripplewood Partners II GP, L.P.
its General Partner

By: RP II GP, LLC
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

RIPPLEWOOD PARTNERS II GP, L.P.

By: RP II GP, LLC
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

RP II GP, LLC

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

COLLINS FAMILY PARTNERS, L.P.

By: Collins Family Partners Inc.
its General Partner

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

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COLLINS FAMILY PARTNERS INC.

Date: February 13, 2009

By: /s/ Christopher P. Minnetian
Name: Christopher P. Minnetian
Title: Secretary

TIMOTHY COLLINS

Date: February 13, 2009

/s/ Timothy Collins
Name: Timothy Collins