

Republic Companies Group, Inc.  
Form SC 13G  
February 15, 2006

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange of 1934**

**(Amendment No. 0)\***

Republic Companies Group, Inc.

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(Name of Issuer)

Common Stock, \$0.01 par value per share

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(Title of Class of Securities)

760349100

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(CUSIP Number)

December 31, 2005

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(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).

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Greenhill & Co., Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON  CO	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Greenhill Capital Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON  OO	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  GCP Managing Partner, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON  PN	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  GCP, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON  PN	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  GCP 2000, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON*  OO	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Robert F. Greenhill	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON  IN	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Scott L. Bok	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON  IN	



**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Robert H. Niehaus	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  United States	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  2,819,639
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  2,819,639
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,819,639	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES * <div style="text-align: right;"><input type="radio"/></div>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  20.1%	
12	TYPE OF REPORTING PERSON*  IN	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Greenhill Capital Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  1,743,870
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  1,743,870
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,743,870	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  12.4%	
12	TYPE OF REPORTING PERSON  PN	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Greenhill Capital, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  551,327
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  551,327
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  551,327	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  0	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  3.9%	
12	TYPE OF REPORTING PERSON  PN	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Greenhill Capital Partners (Executives), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  275,256
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  275,256
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  275,256	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  2.0%	
12	TYPE OF REPORTING PERSON  PN	

**CUSIP No. 760349100**

**13G**

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  Greenhill Capital Partners (Cayman), L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) <input type="radio"/> (b) <input type="radio"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER  0
	6	SHARED VOTING POWER  249,186
	7	SOLE DISPOSITIVE POWER  0
	8	SHARED DISPOSITIVE POWER  249,186
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  249,186	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  <input type="radio"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  1.8%	
12	TYPE OF REPORTING PERSON  PN	

**Item 1(a). Name of Issuer:**

Republic Companies Group, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

222 Delaware Avenue, Suite 900, Wilmington, Delaware 19801

**Item 2(a). Name of Person Filing:**

This statement is filed jointly on behalf of the persons identified below. In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each person filing this statement acknowledges that it is responsible for the completeness and accuracy of the information concerning that person but is not 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.

Greenhill & Co., Inc.

Greenhill Capital Partners, LLC

GCP Managing Partner, L.P.

GCP, L.P.

GCP 2000, LLC

Greenhill Capital Partners, L.P.

Greenhill Capital, L.P.

Greenhill Capital Partners (Executives), L.P.

Greenhill Capital Partners (Cayman), L.P.

Robert F. Greenhill

Scott L. Bok

Robert H. Niehaus

The filing persons are filing this Schedule 13G jointly pursuant to a Joint Filing Agreement attached hereto as Exhibit 1.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

The address of the principle business office of all filing persons identified in this Schedule 13G is:

300 Park Avenue, New York, NY 10022.

**Item 2(c). Citizenship:**

See Item 4 on Cover Pages to this Schedule 13G.

**Item 2(d). Title of Class of Securities:**

Common Stock, \$0.01 par value per share

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**Item 2(e). CUSIP Number:**

760349100

**If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the**

**Item 3. Person**

**Filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (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 with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

**Item 4. Ownership.**

The filing of this statement should not be construed as an admission by any person that such person is, for purposes of Section 13(d) or 13(g) of the Exchange Act, the beneficial owner of any securities covered by this statement, other than the securities set forth opposite such person's name in the table in Item 4(c) below.

(a) Amount beneficially owned:

Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Each of these entities and persons

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may be deemed to indirectly beneficially own 2,819,639 shares of Common Stock by virtue of its or his relationship with the record owners of Common Stock as described herein.

GCP Managing Partner, L.P. and GCP, L.P. are general partners of (1) Greenhill Capital Partners, L.P., which is the record owner of 1,743,870 shares of Issuer's Common Stock, (2) Greenhill Capital Partners (Executives), L.P., which is the record owner of 275,256 shares of Common Stock, (3) Greenhill Capital, L.P., which is the record owner of 551,327 shares of Common Stock, and (4) Greenhill Capital Partners (Cayman), L.P., which is the record owner of 249,186 shares of Common Stock.

Each reporting person disclaims beneficial ownership of the reported securities except and to the extent of its or his pecuniary interest therein.

(b) Percent of class: (1)

Greenhill & Co., Inc.	20.1%
Greenhill Capital Partners, LLC	20.1%

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GCP Managing Partner, L.P.	20.1%
GCP, L.P.	20.1%
GCP 2000, LLC	20.1%
Robert F. Greenhill	20.1%
Scott L. Bok	20.1%
Robert H. Niehaus	20.1%
Greenhill Capital Partners, L.P.	12.4%
Greenhill Capital, L.P.	3.9%
Greenhill Capital Partners (Executives), L.P.	2.0%
Greenhill Capital Partners (Cayman), L.P.	1.8%

(1) All percentages herein are based on 14,020,222 shares of Common Stock reported to be outstanding as of November 7 2005, as reported on Form 10-Q filed with the SEC by the Issuer for the quarter ended September 30, 2005.

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



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	(i) Sole power to vote or to direct the vote	(ii) Shared power to vote or to direct the vote	(iii) Sole power to dispose or to direct the disposition	(iv) Shared power to dispose or to direct the disposition of
Greenhill & Co., Inc.	-0-	2,819,639	-0-	2,819,639
Greenhill Capital Partners, LLC	-0-	2,819,639	-0-	2,819,639
GCP Managing Partner, L.P.	-0-	2,819,639	-0-	2,819,639
GCP, L.P.	-0-	2,819,639	-0-	2,819,639
GCP 2000, LLC	-0-	2,819,639	-0-	2,819,639
Robert F. Greenhill	-0-	2,819,639	-0-	2,819,639
Scott L. Bok	-0-	2,819,639	-0-	2,819,639
Robert H. Niehaus	-0-	2,819,639	-0-	2,819,639
Greenhill Capital Partners, L.P.	-0-	1,743,870	-0-	1,743,870

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Greenhill Capital L.P.	-0-	551,327	-0-	551,327
Greenhill Capital Partners (Executives), L.P.	-0-	275,256	-0-	275,256
Greenhill Capital Partners (Cayman), L.P.	-0-	249,186	-0-	249,186

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

Not applicable.

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

Not applicable.

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

**Parent Holding Company.**

Not applicable.

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

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

Not applicable.

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**SIGNATURE**

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: February 14, 2006

GREENHILL & CO., INC.

By: /s/ Scott L. Bok

\_\_\_\_\_  
Name: Scott L. Bok  
Title: Co-President

GREENHILL CAPITAL PARTNERS, LLC

By: /s/ Scott L. Bok

\_\_\_\_\_  
Name: Scott L. Bok  
Title: Managing Director

GCP MANAGING PARTNER, L.P.

Greenhill Capital Partners, LLC,  
By: its  
general partner

/s/ Scott L. Bok

Name: Scott L. Bok  
Title: Managing Director

GCP, L.P.

GCP 2000, LLC, its general  
By: partner

/s/ Scott L. Bok

Name: Scott L. Bok  
Title: Managing Director

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GCP 2000, LLC

By: /s/ Scott L. Bok

Name: Scott L. Bok  
Title: Managing Director

GREENHILL CAPITAL PARTNERS, L.P.

GREENHILL CAPITAL PARTNERS  
(CAYMAN), L.P.

GREENHILL CAPITAL PARTNERS  
(EXECUTIVES), L.P.

GREENHILL CAPITAL, L.P.

By: GCP Managing Partner, L.P., as  
managing  
general partner of each of the  
foregoing

partnerships  
By: Greenhill Capital Partners, LLC,  
its  
general partner

By: /s/ Scott L. Bok

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Name: Scott L. Bok  
Title: Managing Director

ROBERT F. GREENHILL

/s/ Robert F. Greenhill

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SCOTT L. BOK

/s/ Scott L. Bok

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ROBERT H. NIEHAUS

/s/ Robert H. Niehaus

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