

JAZZ PHARMACEUTICALS INC

Form SC 13G

February 13, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)
(Amendment No.)¹
Jazz Pharmaceuticals, Inc.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
472147 10 7
(CUSIP Number)
December 31, 2007
(Date of Event Which Requires Filing of this Statement)

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

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

¹ 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. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR JP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 8,577,974 shares

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

-0-

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

8,577,974 shares

SHARED DISPOSITIVE POWER

WITH **8**

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

8,577,974 shares

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

o

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

34.9%

12 TYPE OF REPORTING PERSON

OO

Page 2 of 29 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Millennium Fund L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

8,577,974 shares

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

-0-

WITH SHARED DISPOSITIVE POWER

8

8,577,974 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
8,577,974 shares

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

34.9%

12 TYPE OF REPORTING PERSON

PN

Page 3 of 29 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Associates Millennium L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

8,577,974 shares

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

-0-

WITH SHARED DISPOSITIVE POWER

8

8,577,974 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
8,577,974 shares

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

34.9%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Millennium GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

8,577,974 shares

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

-0-

WITH SHARED DISPOSITIVE POWER

8

8,577,974 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
8,577,974 shares

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

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

34.9%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR JP III LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF 36,445 shares

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY -0-

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON 36,445 shares

SHARED DISPOSITIVE POWER

WITH **8**
-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
36,445 shares

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

o

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

0.1%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

36,445 shares

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

-0-

SHARED DISPOSITIVE POWER

WITH **8**

36,445 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
36,445 shares

10 CHECK BOX 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

Page 7 of 29 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR III GP LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY

36,445 shares

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON

-0-

WITH SHARED DISPOSITIVE POWER

8

36,445 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 36,445 shares

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

o

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

0.1%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Financial Holdings III, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF Warrants to purchase 245,540 shares

SHARED VOTING POWER

6

SHARES
BENEFICIALLY OWNED BY -0-

SOLE DISPOSITIVE POWER

7

EACH
REPORTING PERSON Warrants to purchase 245,540 shares

SHARED DISPOSITIVE POWER

8

WITH -0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

Warrants to purchase 245,540 shares

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

o

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

1.0%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Financial Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY Warrants to purchase 245,540 shares

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON -0-

SHARED DISPOSITIVE POWER

WITH **8**
Warrants to purchase 245,540 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
Warrants to purchase 245,540 shares

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

o

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

1.0%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Financial Advisors LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
Warrants to purchase 245,540 shares

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
-0-

SHARED DISPOSITIVE POWER

WITH **8**
Warrants to purchase 245,540 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
Warrants to purchase 245,540 shares

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

o

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

1.0%

12 TYPE OF REPORTING PERSON

OO

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR Financial LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6** Warrants to purchase 245,540 shares

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7** -0-

SHARED DISPOSITIVE POWER

WITH **8** Warrants to purchase 245,540 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9 Warrants to purchase 245,540 shares

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

o

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

1.0%

12 TYPE OF REPORTING PERSON

OO

Page 12 of 29 pages.

CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

Kohlberg Kravis Roberts & Co. L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **6**
Warrants to purchase 245,540 shares

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **7**
-0-

SHARED DISPOSITIVE POWER

WITH **8**
Warrants to purchase 245,540 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
Warrants to purchase 245,540 shares

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

☐

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

1.0%

12 TYPE OF REPORTING PERSON

PN

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CUSIP No. 472147 10 7

13G

NAME OF REPORTING PERSON

1 I.R.S. Identification No. of Above Persons (Entities Only)

KKR & Co. LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a) ☐
(b) ☐

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4
Delaware

SOLE VOTING POWER

5

NUMBER OF -0-

SHARED VOTING POWER

SHARES
BENEFICIALLY **6**
OWNED BY Warrants to purchase 245,540 shares

SOLE DISPOSITIVE POWER

EACH
REPORTING **7**
PERSON -0-

SHARED DISPOSITIVE POWER

WITH **8**
Warrants to purchase 245,540 shares

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9
Warrants to purchase 245,540 shares

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

o

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

1.0%

12 TYPE OF REPORTING PERSON

OO

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Item 1.

(a) Name of Issuer:

Jazz Pharmaceuticals, Inc.

(b) Address of Issuer's Principal Executive Offices:

3180 Porter Drive
Palo Alto, CA 94304

Item 2.

(a) Name of Persons Filing:

KKR JP LLC
KKR Millennium Fund L.P.
KKR Associates Millennium L.P.
KKR Millennium GP LLC
KKR JP III LLC
KKR Partners III, L.P.
KKR III GP LLC
KKR Financial Holdings III, LLC
KKR Financial Holdings LLC
KKR Financial Advisors LLC
KKR Financial LLC
Kohlberg Kravis Roberts & Co. L.P.
KKR & Co. LLC

(b) Address of Principal Business Office:

The address of the Principal Business Office of KKR JP LLC, KKR Millennium Fund L.P., KKR Associates Millennium L.P., KKR Millennium GP LLC, KKR JP III LLC, KKR Partners III, L.P., KKR III GP LLC, Kohlberg Kravis Roberts & Co. L.P. and KKR & Co. LLC is:

c/o Kohlberg Kravis Roberts & Co. L.P.
9 West 57th Street
New York, NY 10019

The address of the Principal Business Office of KKR Financial Holdings III, LLC, KKR Financial Holdings LLC, KKR Financial Advisors LLC and KKR Financial LLC is:

555 California Street, 50th Floor
San Francisco, CA 94104

(c) Citizenship:

See Item 4 of each cover page.

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(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

472147 10 7

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

KKR JP LLC (KKR JP) directly holds 8,577,974 shares of common stock of the Issuer. KKR Millennium Fund L.P. (KKR Millennium Fund) owns all of the outstanding equity interests of KKR JP, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, the securities owned of record by KKR JP. KKR Associates Millennium L.P. (KKR Associates Millennium) is the general partner of KKR Millennium Fund, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities beneficially owned by KKR Millennium Fund. KKR Millennium GP LLC (KKR Millennium GP) is the general partner of KKR Associates Millennium, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities beneficially owned by KKR Associates Millennium.

KKR JP III LLC (KKR JP III) directly holds 36,445 shares of common stock of the Issuer. KKR Partners III, L.P. (KKR Partners III) owns all of the outstanding equity interests of KKR JP III, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, the securities owned of record by KKR JP III. KKR III GP LLC (KKR III GP) is the general partner of KKR Partners III, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities beneficially owned by KKR Partners III.

KKR Millennium GP LLC and KKR III GP LLC are limited liability companies, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are James H. Greene, Jr., Paul E. Raether, Michael W. Michelson, Perry Golkin, Johannes P. Huth, Todd A. Fisher, Alexander Navab, Marc Lipschultz, Jacques Garaialde, Reinhard Gorenflos, Michael M. Calbert and Scott C. Nuttall. Each of such individuals may be deemed to share beneficial ownership of any shares beneficially owned by KKR Millennium GP LLC and KKR III GP LLC, but disclaims beneficial ownership of such shares.

Page 16 of 29 pages.

KKR Financial Holdings III, LLC (KKR Financial Holdings III) directly holds warrants to purchase 245,540 shares of common stock of the Issuer. KKR Financial Holdings LLC (KKR Financial Holdings) owns all of the outstanding equity interests of KKR Financial Holdings III, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, the securities owned of record by KKR Financial Holdings III. KKR Financial Advisors LLC (KKR Financial Advisors) is the manager of KKR Financial Holdings, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities beneficially owned by KKR Financial Holdings. KKR Financial LLC (KKR Financial) is the sole member of KKR Financial Advisors, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities beneficially owned by KKR Financial Advisors. Kohlberg Kravis Roberts & Co. L.P. (Kohlberg Kravis Roberts & Co.) owns a majority of the outstanding equity interests in KKR Financial, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities beneficially owned by KKR Financial. KKR & Co. LLC (KKR & Co.) is the general partner of Kohlberg Kravis Roberts & Co., and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities beneficially owned by Kohlberg Kravis Roberts & Co.

The investment committee of KKR Financial Advisors LLC reviews the investments held by KKR Financial Holdings LLC. Mr. Nuttall is one of four members of the investment committee, and Messrs. Kravis and Roberts are ad hoc members of the investment committee. The members of KKR & Co. L.L.C. consist of the individuals named in this Item 4(a) and other executives of Kohlberg Kravis Roberts & Co. L.P. Messrs. Kravis and Roberts, as managing members of KKR & Co. L.L.C., may be deemed to share beneficial ownership of any shares beneficially owned by KKR & Co. L.L.C., but disclaim beneficial ownership of such shares. The other members of KKR & Co. L.L.C. disclaim beneficial ownership of any shares beneficially owned by KKR & Co. L.L.C.

The persons named in Item 2(a) of this Schedule 13G may be deemed to be a group with respect to the securities of the Issuer which they hold directly or indirectly. Such persons disclaim such group membership.

(b) Percent of Class:

See Item 11 of each cover page.

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

(i) Sole power to vote or direct the vote:

Page 17 of 29 pages.

See Item 5 of each cover page.

(ii) Shared power to vote or direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of each cover page.

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.

See Item 4 above.

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

Not Applicable.

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

See Attachment A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

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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, complete and correct.

Dated: February 12, 2008

KKR JP LLC,
a Delaware limited liability company

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Secretary

Dated: February 12, 2008

KKR Millennium Fund L.P.,
a Delaware limited partnership

By: KKR Associates Millennium L.P.,
Its: General Partner

By: KKR Millennium GP LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR Associates Millennium L.P.,
a Delaware limited partnership

By: KKR Millennium GP LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

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Dated: February 12, 2008

KKR Millennium GP LLC,
a Delaware limited liability company

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR JP III LLC,
a Delaware limited liability company

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Secretary

Dated: February 12, 2008

KKR Partners III, L.P.,
a Delaware limited partnership

By: KKR III GP LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR III GP LLC,
a Delaware limited liability company

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

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Dated: February 12, 2008

KKR Financial Holdings III, LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: Authorized Signatory

Dated: February 12, 2008

KKR Financial Holdings LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: General Counsel and Secretary

Dated: February 12, 2008

KKR Financial Advisors LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: Authorized Signatory

Dated: February 12, 2008

KKR Financial LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: Authorized Signatory

Dated: February 12, 2008

Kohlberg Kravis Roberts & Co. L.P.,
a Delaware limited partnership

By: KKR & Co. LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Page 21 of 29 pages.

Dated: February 12, 2008

KKR & Co. LLC,
a Delaware limited liability company

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact
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ATTACHMENT A

KKR JP LLC, KKR Millennium Fund L.P., KKR Associates Millennium L.P., KKR Millennium GP LLC, KKR JP III LLC, KKR Partners III, L.P., KKR III GP LLC, KKR Financial Holdings III, LLC, KKR Financial Holdings LLC, KKR Financial Advisors LLC, KKR Financial LLC, Kohlberg Kravis Roberts & Co. L.P. and KKR & Co. LLC, may be deemed to be a group under Section 13(d) of the Securities Exchange Act of 1934 (the Exchange Act) with respect to the securities of the Issuer. Such persons disclaim such group membership. The filing of this statement shall not be deemed an admission that, for purposes of Section 13 of the Exchange Act, or otherwise, a Reporting Person is the beneficial owner of equity securities covered by this statement or any other statement that are beneficially owned, directly or indirectly, by any other person.

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EXHIBIT INDEX

Exhibit 1 - JOINT FILING AGREEMENT

Exhibit 2 - POWER OF ATTORNEY

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EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: February 12, 2008

KKR JP LLC,
a Delaware limited liability company

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Secretary

Dated: February 12, 2008

KKR Millennium Fund L.P.,
a Delaware limited partnership

By: KKR Associates Millennium L.P.,
Its: General Partner

By: KKR Millennium GP LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

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Dated: February 12, 2008

KKR Associates Millennium L.P.,
a Delaware limited partnership

By: KKR Millennium GP LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR Millennium GP LLC,
a Delaware limited liability company

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR JP III LLC,
a Delaware limited liability company

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Secretary

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Dated: February 12, 2008

KKR Partners III, L.P.,
a Delaware limited partnership

By: KKR III GP LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR III GP LLC,
a Delaware limited liability company

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR Financial Holdings III, LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: Authorized Signatory

Dated: February 12, 2008

KKR Financial Holdings LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: General Counsel and Secretary

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Dated: February 12, 2008

KKR Financial Advisors LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: Authorized Signatory

Dated: February 12, 2008

KKR Financial LLC,
a Delaware limited liability company

/s/ Andrew J. Sossen

By: Andrew J. Sossen,
Its: Authorized Signatory

Dated: February 12, 2008

Kohlberg Kravis Roberts & Co. L.P.,
a Delaware limited partnership

By: KKR & Co. LLC
Its: General Partner

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

Dated: February 12, 2008

KKR & Co. LLC,
a Delaware limited liability company

By: Henry Kravis
Its: Managing Member

/s/ William J. Janetschek

By: William J. Janetschek,
Its: Attorney-in-Fact

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EXHIBIT 2

POWER OF ATTORNEY

Know all men by these presents that Henry R. Kravis does hereby make, constitute and appoint William J. Janetschek and Richard J. Kreider, or either one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a member of any limited liability company or as a partner of any partnership for which the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), including without limitation, Schedule 13D, Schedule 13G, statements on Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Henry R. Kravis

Name: Henry R. Kravis

Date: July 31, 2005

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