

MDC PARTNERS INC
Form SC 13D/A
March 19, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 2)*

MDC PARTNERS INC.

(Name of Issuer)

Class A Shares

(Title of Class of Securities)

552697104

(CUSIP Number)

David S. Thomas, Esq.
Goldman Sachs & Co. LLC
200 West Street
New York, NY 10282
(212) 902-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

With a copy to:
Mark H. Lucas, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004
(212) 859-8000

March 14, 2019

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 18 Pages)

*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 disclosures provided in a prior cover page.

The information required on 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. 552697104 SCHEDULE 13D Page 2 of 18 Pages

NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

The Goldman Sachs Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

14,786,448.4 (See Items 3, 4 and 5)*

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

14,786,448.4 (See Items 3, 4 and 5)*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,786,448.4 (See Items 3, 4 and 5)*

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

17.06% (See Item 5)**

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

HC-CO

* Reflects (i) 14,778,823.4 Class A Subordinate Voting Shares (the "Class A Shares") of MDC Partners Inc. (the "Issuer") issuable upon the conversion of 95,000 Series 4 Convertible Preference Shares (the "Preference Shares") of the Issuer and (ii) 7,625 Class A Shares of the Issuer. The Series 4 Convertible Preference Shares are convertible as described herein.

** The calculation is based on the 86,672,362.4 Class A Shares of the Issuer outstanding which includes (i) 71,893,539 Class A Shares outstanding as provided by the Issuer to Broad Street Principal Investments, L.L.C. and (ii) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Goldman, Sachs & Co. LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC; AF (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

7 SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

14,786,448.4 (See Items 3, 4 and 5)*

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

14,786,448.4 (See Items 3, 4 and 5)*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,786,448.4 (See Items 3, 4 and 5)*

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

17.06% (See Item 5)**

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

BD-IA

* Reflects (i) 14,778,823.4 Class A Shares of the Issuer issuable upon the conversion of 95,000 Preference Shares of the Issuer and (ii) 7,625 Class A Shares of the Issuer. The Preference Shares are convertible as described herein.

The calculation is based on the 86,672,362.4 Class A Shares of the Issuer outstanding which includes (i) **71,893,539 Class A Shares outstanding as provided by the Issuer to Broad Street Principal Investments, L.L.C. and (ii) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein.

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Broad Street Principal Investments, L.L.C.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC (See Item 3)

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

14,778,823.4 (See Items 3, 4 and 5)*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

14,778,823.4 (See Items 3, 4 and 5)*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,778,823.4 (See Items 3, 4 and 5)*

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

17.05% (See Item 5)**

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

* Reflects 14,778,823.4 Class A Shares of the Issuer issuable upon the conversion of 95,000 Preference Shares of Issuer. The Preference Shares are convertible as described herein.

The calculation is based on the 86,672,362.4 Class A Shares of the Issuer outstanding which includes (i)
** 71,893,539 Class A Shares outstanding as provided by the Issuer to Broad Street Principal Investments, L.L.C. and
(ii) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein.

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES ONLY)

StoneBridge 2017, L.P.

2

CHECK THE APPROPRIATE BOX IF A (a)
MEMBER OF A GROUP

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE
INSTRUCTIONS)

WC (See Item 3)

5

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7

SOLE VOTING POWER

-0-

8

SHARED VOTING POWER

14,778,823.4 (See Items 3, 4 and 5)*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

14,778,823.4 (See Items 3, 4 and 5)*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,778,823.4 (See Items 3, 4 and 5)*

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

17.05% (See Item 5)**

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

PN

* Reflects 14,778,823.4 Class A Shares of the Issuer issuable upon the conversion of 95,000 Preference Shares of Issuer. The Preference Shares are convertible as described herein.

The calculation is based on the 86,672,362.4 Class A Shares of the Issuer outstanding which includes (i)
** 71,893,539 Class A Shares outstanding as provided by the Issuer to Broad Street Principal Investments, L.L.C. and
(ii) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein.

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

StoneBridge 2017 Offshore, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)
WC (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		14,778,823.4 (See Items 3, 4 and 5)*
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER

14,778,823.4 (See Items 3, 4 and 5)*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,778,823.4 (See Items 3, 4 and 5)*

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

17.05% (See Item 5)**

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

PN

* Reflects 14,778,823.4 Class A Shares of the Issuer issuable upon the conversion of 95,000 Preference Shares of Issuer. The Series 4 Convertible Preference Shares are convertible as described herein.

The calculation is based on the 86,672,362.4 Class A Shares of the Issuer outstanding which includes (i)
** 71,893,539 Class A Shares outstanding as provided by the Issuer to Broad Street Principal Investments, L.L.C. and
(ii) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein.

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Bridge Street Opportunity Advisors, L.L.C.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF (See Item 3)

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7

SOLE VOTING POWER

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

14,778,823.4 (See Items 3, 4 and 5)*

9

SOLE DISPOSITIVE POWER

-0-

10

SHARED DISPOSITIVE POWER

14,778,823.4 (See Items 3, 4 and 5)*

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

14,778,823.4 (See Items 3, 4 and 5)*

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

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

17.05% (See Item 5)**

14 TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

* Reflects 14,778,823.4 Class A Shares of the Issuer issuable upon the conversion of 95,000 Preference Shares of Issuer. The Preference Shares are convertible as described herein.

The calculation is based on the 86,672,362.4 Class A Shares of the Issuer outstanding which includes (i)
** 71,893,539 Class A Shares outstanding as provided by the Issuer to Broad Street Principal Investments, L.L.C. and
(ii) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein.

This Amendment No. 2 (the "Amendment") amends and supplements the Schedule 13D filed by the Reporting Persons on March 15, 2017, as amended and supplemented by Amendment No. 1 filed by the Reporting Persons on March 24, 2017 (the "Original Schedule 13D" and, as amended and supplemented by this Amendment, the "Schedule 13D"). Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Original Schedule 13D. Capitalized terms not otherwise defined in this Amendment shall have the same meanings ascribed thereto in the Original Schedule 13D.

This Amendment No. 2 is being filed to make updates and amendments to the Original Schedule 13D as follows:

Item 2. Identity and Background.

This Amendment amends and restates Item 2 of the Original Schedule 13D in its entirety as follows:

"(a), (f) This Schedule 13D is being filed pursuant to Rule 13d-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), by:

- i. The Goldman Sachs Group, Inc., a Delaware corporation ("GS Group");
- ii. Goldman Sachs & Co. LLC, a New York limited liability company ("Goldman Sachs");
- iii. Broad Street Principal Investments, L.L.C., a Delaware limited liability company ("BSPI");
- iv. StoneBridge 2017, L.P., a Delaware limited partnership ("SB Employee Fund");
- v. StoneBridge 2017 Offshore, L.P., a Cayman Islands exempted limited partnership ("SB Employee Fund Offshore," and together with SB Employee Fund, the "Employee Funds");
- vi. Bridge Street Opportunity Advisors, L.L.C. ("Bridge Street" and together with the entities listed in (i) through (v), the "Reporting Persons").

Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the manager of BSPI and Bridge Street and the investment manager of the Employee Funds. BSPI directly holds 79,000 Preference Shares (which are convertible into Class A Shares of the Issuer as described herein). GS Group is the direct owner of Bridge Street. Bridge Street is the general partner of each Employee Fund, which collectively directly hold 16,000 Preference Shares (which are convertible into Class A Shares of the Issuer as described herein).

The Reporting Persons have entered into a joint filing agreement, a copy of which is attached hereto as Exhibit 99.1. (b) The address of the principal business office of each of the Reporting Persons is 200 West Street New York, NY 10282-2198.

(c) GS Group is a bank holding company that (directly and indirectly through subsidiaries or affiliated companies or both) is a leading global investment banking, securities and investment management firm. Goldman Sachs is an investment banking firm and a member of the New York Stock Exchange and other national exchanges.

BSPI was formed for the purpose of investing in equity, equity-related and similar securities or instruments, including debt or other securities or instruments with equity-like returns or an equity component.

SB Employee Fund was formed for the purpose of investing in equity, equity-related and similar securities or instruments, including debt or other securities or instruments with equity-like returns or an equity component.

SB Employee Fund Offshore was formed for the purpose of investing in equity, equity-related and similar securities or instruments, including debt or other securities or instruments with equity-like returns or an equity component.

Bridge Street is principally engaged in the business of being the general partner of the Employee Funds.

The name, business address, present principal occupation or employment and citizenship of each director of GS Group are set forth in Schedule I hereto and are incorporated herein by reference. The name, business address, present principal occupation or employment and citizenship of each member of the Corporate Investment Committee of the Merchant Banking Division of Goldman Sachs, which is responsible for making all investment decisions for BSPI, SB Employee Fund, SB Employee Fund Offshore and Bridge Street on behalf of Goldman Sachs, are set forth in Schedule II-A hereto and are incorporated herein by reference. The name, business address, present principal

occupation or employment and citizenship of each executive officer of BSPI and Bridge Street, are set forth in Schedule II-B hereto and are incorporated herein by reference.

(d)–(e) During the last five years, none of the Reporting Persons nor, to the knowledge of each of the Reporting Persons, without independent verification, any of the persons listed on Schedule I, Schedule II-A or Schedule II-B, hereto (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) except as set forth on Schedule III hereto, has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.”

Item 3. Source and Amount of Funds or Other Consideration.

This Amendment amends and supplements Item 3 of the Original Schedule 13D by inserting the following after the last paragraph thereof:

“On March 14, 2019, the Reporting Persons received notice from the Issuer that on March 14, 2019, the Issuer issued 14,285,714 Class A Shares for \$3.50 per share and 50,000 Series 6 Convertible Preference Shares with an initial conversion price of \$5.00 per share, initially convertible into 10,000,000 Class A Shares. The foregoing issuance (the “Series 6 Issuance”) triggered the Preference Shares’ anti-dilution protection provisions, which provisions are contained in the articles of amendment of the Issuer (as amended, the “Articles of Amendment”), a copy of which was filed as Exhibit 2 to the Original Schedule 13D and are incorporated by reference into this Item 3. As a result, the Issuer notified the Reporting Persons that the Conversion Price of the Preference Shares had been automatically adjusted to \$7.42.”

Item 4. Purpose of Transaction.

This Amendment amends and restates the first paragraph of Item 4 of the Original Schedule 13D in its entirety as set forth below:

“Pursuant to the terms thereof, holders of the Preference Shares have the right to convert their Preference Shares, in whole at any time and from time to time, and in part at any time and from time to time after the ninetieth day following the original issuance date of the Preference Shares, into a number of Class A Shares equal to the then-applicable liquidation preference divided by the then-applicable conversion price at such time (the “Conversion Price”), subject to certain ownership limitations described herein. On July 30, 2018, GS Group received early termination of all waiting periods under the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended, with respect to such conversion.”

Item 5. Interest in Securities of the Issuer.

This Amendment amends and restates the second paragraph of Item 5 through the fifth paragraph of Item 5 of the Original Schedule 13D in its entirety as set forth below:

“(a)-(b) The following disclosure assumes there are 86,672,362.4 Class A Shares of the Issuer outstanding which includes (i) 71,893,539 Class A Shares outstanding as provided by the Issuer to Broad Street Principal Investments, L.L.C. and (ii) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein.

As of March 14, 2019, GS Group and Goldman Sachs may be deemed to share beneficial ownership of (i) 14,778,823.4 Class A Shares of the Issuer deliverable upon conversion of the Preference Shares reported herein and (ii) 7,625 Class A Shares acquired by Goldman Sachs or another wholly-owned broker or dealer subsidiary of GS Group in ordinary course trading activities, representing approximately 17.06% of the total number of Class A Shares.

Pursuant to Rule 13d-3 under the Act, as of March 14, 2019, GS Group and Goldman Sachs may be deemed to share beneficial ownership of 14,778,823.4 Class A Shares, consisting of (i) 12,289,758.4465 Class A Shares (deliverable to BSPI upon conversion of the Preference Shares directly held by BSPI as reported herein) and (ii) 2,489,065.0018 Class A Shares (deliverable to the Employee Funds upon conversion of the Preference Shares directly held by the Employee Funds as reported herein), collectively representing approximately 17.05% of the outstanding Class A Shares.

Pursuant to Rule 13d-3 under the Act, as of March 14, 2019, the Reporting Persons may be deemed to share beneficial ownership, of 14,778,823.4 Class A Shares (deliverable to BSPI and the Employee Funds upon conversion of the Preference Shares directly held by BSPI and the Employee Funds), which constitutes approximately 17.05% of the

outstanding Class A Shares.”

This Amendment amends and restates the thirteenth paragraph of Item 5 of the Original Schedule 13D in its entirety as set forth below:

“No transactions in the Class A Shares were effected by any Reporting Person or, to the knowledge of the Reporting Persons, any of the persons listed on Schedule I, Schedule II-A or Schedule II-B, during the sixty day period from January 13, 2019 through March 14, 2019.”

Item 7. Material to be Filed as Exhibits.

Exhibit No. Description

- 99.2 Power of Attorney, relating to The Goldman Sachs Group, Inc. (filed herewith).
- 99.3 Power of Attorney, relating to Goldman Sachs & Co. LLC (filed herewith).
- 99.4 Power of Attorney, relating to Broad Street Principal Investments, L.L.C. (filed herewith).
- 99.5 Power of Attorney, relating to StoneBridge 2017, L.P. (filed herewith).
- 99.6 Power of Attorney, relating to StoneBridge 2017 Offshore, L.P. (filed herewith).
- 99.7 Power of Attorney, relating to Bridge Street Opportunity Advisors, L.L.C. (filed herewith).
-

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.

Dated: March 19, 2017

The Goldman Sachs
Group, Inc.

By: /s/ Jamison Yardley

Name: Jamison Yardley

Title: Attorney in Fact

Goldman, Sachs & Co.
LLC

By: /s/ Jamison Yardley

Name: Jamison Yardley

Title: Attorney in Fact

Broad Street Principal
Investments, L.L.C.

By: /s/ Jamison Yardley

Name: Jamison Yardley

Title: Attorney in Fact

StoneBridge 2017, L.P

By: Bridge Street Opportunity Advisors, L.L.C.
its General Partner

By: /s/ Jamison Yardley

Name: Jamison Yardley

Title: Attorney in Fact

StoneBridge 2017 Offshore, L.P.

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By: Bridge Street Opportunity Advisors, L.L.C.
its General Partner

By: /s/ Jamison Yardley
Name: Jamison Yardley