

Edgar Filing: Mobileye N.V. - Form SC 13G

Mobileye N.V.  
Form SC 13G  
February 17, 2015

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No.   )\*

MOBILEYE N.V.

-----  
(Name of Issuer)

Ordinary Shares, nominal value 0.01 Euro per share

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

N51488117

-----  
(CUSIP Number)

December 31, 2014

-----  
(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).

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-----  
CUSIP No. N51488117  
-----

13G

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

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  
Shares

0

Beneficially

- 6. Shared Voting Power

29,615,938

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

29,615,938

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

29,615,938

- 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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13.9 %

-----  
12. Type of Reporting Person

HC-CO  
-----

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-----  
CUSIP No. N51488117

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 0

Shares

Beneficially

-----  
6. Shared Voting Power

29,615,938

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

29,615,938  
-----

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

29,615,938

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

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

13.9 %

-----  
12. Type of Reporting Person

BD-PN-IA

-----  
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-----  
CUSIP No. N51488117

13G

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

GOLDMAN SACHS ASSET MANAGEMENT, 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

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Number of Shares Beneficially Owned by Each Reporting Person

0

---

6. Shared Voting Power

26,064,182

---

7. Sole Dispositive Power

0

---

8. Shared Dispositive Power

With: 26,064,182

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,064,182

---

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

---

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

12.3 %

---

12. Type of Reporting Person

IA

---

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---

CUSIP No. N51488117

13G

---

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

GS INVESTMENT STRATEGIES, LLC

---

2. Check the Appropriate Box if a Member of a Group

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(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

26,064,182

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

26,064,182

9. Aggregate Amount Beneficially Owned by Each Reporting Person

26,064,182

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

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

12.3 %

12. Type of Reporting Person

IA

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-----  
CUSIP No. N51488117  
-----

13G

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

GOLDMAN SACHS MBEYE INVESTORS, 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

13,277,902

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

13,277,902

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

13,277,902

- 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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6.3 %

-----  
12. Type of Reporting Person

IA  
-----

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-----  
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-----

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

GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE S.A.R.L  
-----

2. Check the Appropriate Box if a Member of a Group

(a)

(b)   
-----

3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization

Luxembourg  
-----

5. Sole Voting Power

Number of 0

Shares

-----  
6. Shared Voting Power

Beneficially

12,786,280

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

12,786,280  
-----



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

12,786,280

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

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

6.0 %

-----  
12. Type of Reporting Person

00

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

ELQ Holdings (Del) 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

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With:

0

-----

6. Shared Voting Power

3,551,710

-----

7. Sole Dispositive Power

0

-----

8. Shared Dispositive Power

3,551,710

-----

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,551,710

-----

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

-----

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

1.7 %

-----

12. Type of Reporting Person

00

-----

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-----

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

ELQ Holdings (UK) Ltd

-----

2. Check the Appropriate Box if a Member of a Group

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(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization

United Kingdom

---

5. Sole Voting Power

Number of 0

Shares

---

6. Shared Voting Power

Beneficially 3,551,710

Owned by

Each

---

7. Sole Dispositive Power

Reporting 0

Person

---

8. Shared Dispositive Power

With: 3,551,710

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,551,710

---

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

---

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

1.7 %

---

12. Type of Reporting Person

00

---

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-----  
CUSIP No. N51488117  
-----

13G

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

ELQ Investors IX Ltd

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

United Kingdom

- 5. Sole Voting Power

Number of  
Shares

0

Beneficially

- 6. Shared Voting Power

3,551,710

Owned by

Each

- 7. Sole Dispositive Power

Reporting

0

Person

- 8. Shared Dispositive Power

With:

3,551,710

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,551,710

- 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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1.7 %

-----  
12. Type of Reporting Person

00  
-----

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-----

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

ELQ Investors II Ltd  
-----

2. Check the Appropriate Box if a Member of a Group

(a)

(b)   
-----

3. SEC Use Only  
-----

4. Citizenship or Place of Organization

United Kingdom  
-----

5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

3,551,710

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting 0

Person

-----  
8. Shared Dispositive Power

With:

3,551,710  
-----

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,551,710

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

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

1.7 %

-----  
12. Type of Reporting Person

00

-----  
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13G

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

ELQ Investors VII Ltd

-----  
2. Check the Appropriate Box if a Member of a Group

(a)

(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

United Kingdom

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

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Owned by 3,551,710  
-----  
Each 7. Sole Dispositive Power  
Reporting 0  
-----  
Person 8. Shared Dispositive Power  
With: 3,551,710

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

3,551,710

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

[ ]

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

1.7 %

-----  
12. Type of Reporting Person

00  
-----

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Item 1(a). Name of Issuer:  
MOBILEYE N.V.

Item 1(b). Address of Issuer's Principal Executive Offices:  
Har Hotzvim, 13 Hartom Street  
P.O. Box 45157  
Jerusalem 97775, Israel

Item 2(a). Name of Persons Filing:  
  
THE GOLDMAN SACHS GROUP, INC.  
GOLDMAN, SACHS & CO.  
GOLDMAN SACHS ASSET MANAGEMENT, L.P.  
GS INVESTMENT STRATEGIES, LLC  
GOLDMAN SACHS MBEYE INVESTORS, L.P.  
GOLDMAN SACHS INVESTMENT PARTNERS HOLDING (LUX) OFFSHORE  
S.A.R.L

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ELQ Holdings (Del) LLC  
ELQ Holdings (UK) Ltd  
ELQ Investors IX Ltd  
ELQ Investors II Ltd  
ELQ Investors VII Ltd

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

THE GOLDMAN SACHS GROUP, INC.; GOLDMAN, SACHS & CO.;  
GOLDMAN SACHS ASSET MANAGEMENT, L.P.; GS INVESTMENT  
STRATEGIES, LLC; GOLDMAN SACHS MBEYE INVESTORS, L.P.;  
GOLDMAN SACHS INVESTMENT PARTNERS HOLDING (LUX) OFFSHORE  
S.A.R.L

200 West Street  
New York, NY 10282

ELQ Holdings (Del) LLC; ELQ Holdings (UK) Ltd;  
ELQ Investors IX Ltd; ELQ Investors II Ltd; ELQ  
Investors VII Ltd

Peterborough Court  
133 Fleet street  
London EC4A 2BB

Item 2(c).

Citizenship:  
THE GOLDMAN SACHS GROUP, INC. - Delaware  
GOLDMAN, SACHS & CO. - New York  
GOLDMAN SACHS ASSET MANAGEMENT, L.P. - Delaware  
GS INVESTMENT STRATEGIES, LLC - Delaware  
GOLDMAN SACHS MBEYE INVESTORS, L.P. - Delaware  
GOLDMAN SACHS INVESTMENT PARTNERS HOLDING (LUX) OFFSHORE  
S.A.R.L - Luxembourg  
ELQ Holdings (Del) LLC - Delaware  
ELQ Holdings (UK) Ltd - United Kingdom  
ELQ Investors IX Ltd - United Kingdom  
ELQ Investors II Ltd - United Kingdom  
ELQ Investors VII Ltd - United Kingdom

Item 2(d).

Title of Class of Securities:  
Ordinary Shares, nominal value 0.01 Euro per share

Item 2(e).

CUSIP Number:  
N51488117

Item 3.

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

- (a).[ ] Broker or dealer registered under Section 15 of the Act  
(15 U.S.C. 78o).
- (b).[ ] Bank as defined in Section 3(a)(6) of the Act  
(15 U.S.C. 78c).
- (c).[ ] Insurance company as defined in Section 3(a)(19) of the Act  
(15 U.S.C. 78c).
- (d).[ ] Investment company registered under Section 8 of the  
Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e).[ ] An investment adviser in accordance with  
Rule 13d-1(b)(1)(ii)(E);



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- (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 (12 U.S.C. 1813);
- (i).[ ] 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).[ ] A non-U.S.institution in accordance with Rule 13d-1(b) (1) (ii) (J);
- (k).[ ] Group, in accordance with Rule 13d-1(b) (1) (ii) (J).

If filing as a non-US institution in accordance with Rule 13d-1(b) (1) (ii) (J), please specify the type of institution:

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### 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 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 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.

Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are:

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NONE

- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.  
Not Applicable
- Item 9. Notice of Dissolution of Group.  
Not Applicable
- Item 10. Certification.  
Not Applicable

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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, 2015

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GOLDMAN SACHS ASSET MANAGEMENT ,L.P.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GOLDMAN SACHS MBEYE INVESTORS, L.P.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE

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S.A.R.L

By:/s/ Brian Bae

-----  
Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings (Del) LLC

By:/s/ Brian Bae

-----  
Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings (UK) Ltd

By:/s/ Brian Bae

-----  
Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings IX Ltd

By:/s/ Brian Bae

-----  
Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings II Ltd

By:/s/ Brian Bae

-----  
Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings VII Ltd

By:/s/ Brian Bae

-----  
Name: Brian Bae  
Title: Attorney-in-fact

GS INVESTMENT STRATEGIES, LLC

By:/s/ Brian Bae

-----  
Name: Brian Bae  
Title: Attorney-in-fact

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INDEX TO EXHIBITS

| Exhibit No. | Exhibit                        |
|-------------|--------------------------------|
| 99.1        | Joint Filing Agreement`        |
| 99.2        | Item 7 Information             |
| 99.3        | Power of Attorney, relating to |

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- 99.4 THE GOLDMAN SACHS GROUP, INC.  
Power of Attorney, relating to  
GOLDMAN, SACHS & CO.
- 99.5 Power of Attorney, relating to  
GOLDMAN SACHS ASSET MANAGEMENT, L.P.
- 99.6 Power of Attorney, relating to  
GOLDMAN SACHS MBEYE INVESTORS, L.P.
- 99.7 Power of Attorney, relating to  
GOLDMAN SACHS INVESTMENTS PARTNERS HOLDINGS (LUX) OFFSHORE  
S.A.R.L
- 99.8 Power of Attorney, relating to  
ELQ Holdings (Del) LLC
- 99.9 Power of Attorney, relating to  
ELQ Holdings (UK) Ltd
- 99.10 Power of Attorney, relating to  
Elq Holdings IX Ltd
- 99.11 Power of Attorney, relating to  
ELQ Holdings II Ltd
- 99.12 Power of Attorney, relating to  
ELQ Holdings VII Ltd
- 99.13 Power of Attorney, relating to  
GS INVESTMENT STRATEGIES, LLC

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EXHIBIT (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Ordinary Shares, nominal value 0.01 Euro per share, of MOBILEYE N.V. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 17, 2015

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GOLDMAN SACHS ASSET MANAGEMENT ,L.P.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

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GOLDMAN SACHS MBEYE INVESTORS, L.P.

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE  
S.A.R.L

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings (Del) LLC

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings (UK) Ltd

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings IX Ltd

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings II Ltd

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

ELQ Holdings VII Ltd

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

GS INVESTMENT STRATEGIES, LLC

By:/s/ Brian Bae  
-----

Name: Brian Bae  
Title: Attorney-in-fact

# Edgar Filing: Mobileye N.V. - Form SC 13G

## ITEM 7 INFORMATION

The securities being reported on by THE GOLDMAN SACHS GROUP, INC. ("GS Group"), as a parent holding company, are owned by GOLDMAN SACHS ASSET MANAGEMENT, L.P., GS INVESTMENT STRATEGIES, LLC, GOLDMAN SACHS MBEYE INVESTORS, L.P., GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE S.A.R.L, ELQ Holdings (DEL) LLC, ELQ Holdings (UK) Ltd, ELQ Holdings IX Ltd, ELQ Holdings II Ltd., ELQ Holdings VII Ltd. (collectively, the "GS Investing Entities") or are owned, or may be deemed to be beneficially owned, by GOLDMAN, SACHS & CO. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. The general partner, managing general partner or other manager of each of the GS Investing Entities is an affiliate of GS Group. Goldman Sachs is investment manager of certain of the GS Investing Entities.

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EXHIBIT (99.3)

## 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 Dan Deluca, Jeremy Kahn and Brian Bae (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 employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 27, 2012.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm

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Title: Executive Vice President and  
General Counsel

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact of THE GOLDMAN SACHS GROUP, INC. (the "Company") , pursuant to that Power of Attorney dated November 27, 2012 (the "POA"), does hereby designate Priya Iyer, employee of the Company, as additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, 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 Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 1, 2013.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Jeremy Kahn

\_\_\_\_\_  
Name: Jeremy Kahn  
Title: Attorney-In-Fact

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EXHIBIT (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (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 employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company

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has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 27, 2012.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm  
Title: Managing Director

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact of GOLDMAN, SACHS & CO (the "Company") , pursuant to that Power of Attorney dated November 27, 2012 (the "POA"), does hereby designate Priya Iyer, an employee of the Company, as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, 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 Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 1, 2013.

GOLDMAN, SACHS & CO

By: /s/ Jeremy Kahn

\_\_\_\_\_  
Name: Jeremy Kahn  
Title: Attorney-In-Fact

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EXHIBIT (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (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



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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. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of November 30, 2012.

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ Ellen R. Porges

\_\_\_\_\_  
Name: Ellen R. Porges  
Title: General Counsel

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact of GOLDMAN SACHS ASSET MANAGEMENT, L.P. (the "Company"), pursuant to that Power of Attorney dated November 30, 2012 (the "POA"), does hereby designate Priya Iyer, an employee of the Company, as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, 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 Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 1, 2013.

GOLDMAN SACHS ASSET MANAGEMENT, L.P.

By: /s/ Jeremy Kahn

\_\_\_\_\_  
Name: Jeremy Kahn  
Title: Attorney-In-Fact

EXHIBIT (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that that Goldman Sachs MBEYE Investors, L.P. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (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 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 3, 2015.

GOLDMAN SACHS MBEYE INVESTORS, L.P.

By: GOLDMAN SACHS INVESTMENT STRATEGIES, LLC, its investment manager

By: /s/Michelle Barone

\_\_\_\_\_  
Name: Michelle Barone  
Title: Authorized Signatory

EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that Goldman Sachs Investment Partners Holdings (Lux) Offshore S.a.r.l. (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (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

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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 February 3, 2015.

GOLDMAN SACHS INVESTMENT PARTNERS HOLDINGS (LUX) OFFSHORE S.A.R.L

By: /s/Michelle Barone

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Name: Michelle Barone  
Title: Manager

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EXHIBIT (99.8)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ Holdings (Del) LLC (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (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 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 12, 2015.

ELQ Holdings (Del) LLC

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By: /s/Milton R. Millman

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Name: Milton R. Millman  
Title: Managing Director

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EXHIBIT (99.9)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ Holdings (UK) Ltd of Peterborough Court, 133 Fleet Street EC4A 2BB (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (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 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 12, 2015.

ELQ Holdings (UK) Ltd

By: /s/Michael Holmes

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Name: Michael Holmes  
Title: Director

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EXHIBIT (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ Holdings IX Ltd of Peterborough Court, 133 Fleet Street EC4A 2BB (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (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),

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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 February 12, 2015.

ELQ Holdings IX Ltd

By: /s/Michael Holmes

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Name: Michael Holmes  
Title: Director

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EXHIBIT (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ Holdings II Ltd of Peterborough Court, 133 Fleet Street EC4A 2BB (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (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 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 12, 2015.

ELQ Holdings II Ltd

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By: /s/Beat Cabiallaretta

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Name: Beat Cabiallaretta  
Title: Director

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EXHIBIT (99.12)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that ELQ Holdings VII Ltd of Peterborough Court, 133 Fleet Street EC4A 2BB (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn, Priya Iyer, Brian Bae, Lee Tryhorn and Leo Herskovich (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 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 16, 2015.

ELQ Holdings VII Ltd

By: /s/ William Gasson

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Name: William Gasson  
Title: Director

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EXHIBIT (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS INVESTMENT STRATEGIES, LLC (the "Company") does hereby make, constitute and appoint each of Dan Deluca, Jeremy Kahn and Brian Bae (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

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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 November 30, 2012.

GS INVESTMENT STRATEGIES, LLC

By: /s/ Umit Alptuna

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Name: Umit Alptuna  
Title: Managing Director

DESIGNATION OF ADDITIONAL ATTORNEY-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS that Jeremy Kahn, a duly appointed attorney-in-fact GS INVESTMENT STRATEGIES, LLC (the "Company") , pursuant to that Power of Attorney dated November 30, 2012 (the "POA"), does hereby designate Priya Iyer, an employee of the Company, as an additional attorney-in-fact, with the same authority to act as provided to the undersigned and the other attorneys-in-fact named in the POA.

This Designation of Additional Attorney-in-Fact (this "Designation") shall not affect the continued power of the undersigned or the other named attorneys-in-fact to act under the POA to the full extent permitted thereby. This Designation shall remain in full force and effect until either it or the POA is revoked in writing by the Company, 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 Company or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 1, 2013.

GS INVESTMENT STRATEGIES, LLC

By: /s/ Jeremy Kahn

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Name: Jeremy Kahn  
Title: Attorney-In-Fact

