

EXCO RESOURCES INC
Form SC 13G/A
February 13, 2009

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 RULE 13d-2.

(Amendment No. 1)*

EXCO Resources, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

269279402
(CUSIP Number)

December 31, 2008
(Date of Event which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill & Co., 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

6,291,847

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,291,847

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,291,847

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

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

2.9%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

6,291,847

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

6,291,847

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,291,847

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

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

2.9%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

GCP Managing Partner II, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

3,947,365

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

3,947,365

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,947,365

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

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

1.8%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

GCP Managing Partner, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,344,482

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,344,482

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,344,482

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

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

1.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

GCP, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,344,482

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,344,482

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,344,482

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

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

1.1%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

GCP 2000, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,344,482

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,344,482

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,344,482

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

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

1.1%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Robert F. Greenhill

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,344,482

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,344,482

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,344,482

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

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

1.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Scott L. Bok

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,344,482

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,344,482

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,344,482

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

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

1.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Robert H. Niehaus

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,344,482

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,344,482

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,344,482

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

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

1.1%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners II, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

2,031,578

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

2,031,578

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,031,578

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

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,450,018

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,450,018

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,450,018

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

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

0.7%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

GCP Cayman, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

1,003,504

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,003,504

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,003,504

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

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

0.5%

12 TYPE OF REPORTING PERSON

CO

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners (Employees) II, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

979,473

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

979,473

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

979,473

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

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

0.5%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners (Cayman) II, 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

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

796,315

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

796,315

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

796,315

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

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

0.4%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

458,415

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

458,415

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

458,415

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

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

0.2%

12 TYPE OF REPORTING PERSON

PN

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners (Executives), 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

228,860

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

228,860

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

228,860

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

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners (Cayman), 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

Cayman Islands

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

207,189

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

207,189

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

207,189

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

CUSIP No. 269279402

13G

1 NAME OF REPORTING PERSONS

Greenhill Capital Partners (Executives) II, 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

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

139,999

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

139,999

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

139,999

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

Item 1(a). Name of Issuer:

EXCO Resources, Inc.

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

12377 Merit Drive, Suite 1700, LB 82 Dallas, Texas 75251

Item 2(a). Name of Person Filing:

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

Greenhill & Co., Inc.

Greenhill Capital Partners, LLC

GCP Managing Partner II, L.P.

GCP Managing Partner, L.P.

GCP, L.P.

GCP 2000, LLC

Robert F. Greenhill

Scott L. Bok

Robert H. Niehaus

Greenhill Capital Partners II, L.P.

Greenhill Capital Partners, L.P.

GCP Cayman, Ltd.

Greenhill Capital Partners (Employees) II, L.P.

Greenhill Capital Partners (Cayman) II, L.P.

Greenhill Capital, L.P.

Greenhill Capital Partners (Executives), L.P.

Greenhill Capital Partners (Cayman), L.P.

Greenhill Capital Partners (Executives) II, L.P.

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

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

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

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300 Park Avenue, New York, NY 10022.

Item 2(c). Citizenship:

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

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

Common Stock, \$0.001 par value per share

Item 2(e). CUSIP Number:

269279402

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:

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

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

Item 4. Ownership.

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

(a) Amount beneficially owned:

Greenhill Capital Partners, LLC, whose sole member is Greenhill & Co., Inc., is the general partner of GCP Managing Partner, L.P. and GCP Managing Partner II, L.P. Greenhill Capital Partners, LLC and Greenhill & Co., Inc. may each

be deemed to indirectly beneficially own 6,291,847 shares of Common Stock by virtue of its relationship with the record owners of Common Stock.

GCP 2000, LLC is the general partner of GCP, L.P. GCP 2000, LLC is in turn controlled by its Senior Members, Scott L. Bok, Robert F. Greenhill and Robert H. Niehaus. Each of these entities and persons may be deemed to indirectly beneficially own 2,344,482 shares of Common Stock by virtue of its or his relationship with the record owners of Common Stock as described herein.

GCP Managing Partner, L.P. and GCP, L.P. are general partners of the following entities: Greenhill Capital Partners, L.P., which is the record owner of 1,450,018 shares of Common Stock, Greenhill Capital, L.P., which is the record owner of 458,415 shares of Common Stock and Greenhill Capital Partners (Executives), L.P., which is the record owner of 228,860 shares of Common Stock.

GCP Managing Partner, L.P., GCP, L.P. and GCP Cayman, Ltd., whose sole shareholder is Greenhill Capital Partners, LLC, are the general partners of Greenhill Capital Partners (Cayman), L.P., which is the record owner of 207,189 shares of Common Stock.

GCP Managing Partner II, L.P. is the general partner of the following entities: Greenhill Capital Partners II, L.P., which is the record owner of 2,031,578 shares of Common Stock, Greenhill Capital Partners (Executives) II, L.P., which is the record owner of 139,999 shares of Common Stock, and Greenhill Capital Partners (Employees) II, L.P., which is the record owner of 979,473 shares of Common Stock.

GCP Managing Partner II, L.P. and GCP Cayman, Ltd. are general partners of Greenhill Capital Partners (Cayman) II, L.P., which is the record owner of 796,315 shares of Common Stock.

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

(b) Percent of class:

Greenhill & Co., Inc.	2.9%
Greenhill Capital Partners, LLC	2.9%
GCP Managing Partner II, L.P.	1.8%
GCP Managing Partner, L.P.	1.1%
GCP, L.P.	1.1%
GCP 2000, LLC	1.1%
Robert F. Greenhill	1.1%
Scott L. Bok	1.1%
Robert H. Niehaus	1.1%
Greenhill Capital Partners II, L.P.	1.0%
Greenhill Capital Partners, L.P.	0.7%
GCP Cayman, Ltd.	0.5%
Greenhill Capital Partners (Employees) II, L.P.	0.5%
	0.4%

Greenhill Capital Partners (Cayman) II,
L.P.

Greenhill Capital, L.P. 0.2%

Greenhill Capital Partners (Executives), 0.1%
L.P.

Greenhill Capital Partners (Cayman), L.P. 0.1%

Greenhill Capital Partners (Executives) II, 0.1%
L.P.

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

	(i) Sole power to vote or to direct the vote	(ii) Shared power to vote or to direct the vote	(iii) Sole power to dispose or to direct the disposition	(iv) Shared power to dispose or to direct the disposition of
Greenhill & Co., Inc.	-0-	6,291,847	-0-	6,291,847
Greenhill Capital Partners, LLC	-0-	6,291,847	-0-	6,291,847
GCP Managing Partner II, L.P.	-0-	3,947,365	-0-	3,947,365
GCP Managing Partner, L.P.	-0-	2,344,482	-0-	2,344,482
GCP, L.P.	-0-	2,344,482	-0-	2,344,482
GCP 2000, LLC	-0-	2,344,482	-0-	2,344,482
Robert F. Greenhill	-0-	2,344,482	-0-	2,344,482
Scott L. Bok	-0-	2,344,482	-0-	2,344,482
Robert H. Niehaus	-0-	2,344,482	-0-	2,344,482
Greenhill Capital Partners II, L.P.	-0-	2,031,578	-0-	2,031,578
Greenhill Capital Partners, L.P.	-0-	1,450,018	-0-	1,450,018
GCP Cayman, Ltd.	-0-	1,003,504	-0-	1,003,504
Greenhill Capital Partners (Employees) II, L.P.	-0-	979,473	-0-	979,473
Greenhill Capital Partners (Cayman) II, L.P.	-0-	796,315	-0-	796,315
Greenhill Capital, L.P.	-0-	458,415	-0-	458,415
Greenhill Capital Partners (Executives), L.P.	-0-	228,860	-0-	228,860
Greenhill Capital Partners (Cayman), L.P.	-0-	207,189	-0-	207,189
Greenhill Capital Partners (Executives) II, L.P.	-0-	139,999	-0-	139,999

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following.x

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

Not applicable.

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

Not applicable.

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

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

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SIGNATURE

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

Date: February 13, 2009

GREENHILL & CO., INC.

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary

GREENHILL CAPITAL PARTNERS,
LLC

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary

GCP MANAGING PARTNER II, L.P. and
GCP MANAGING PARTNER, L.P.

By: Greenhill Capital Partners, LLC, as general
partner for each of the foregoing
partnerships

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary

GCP, L.P.

By: GCP 2000, LLC, its general
partner

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary

GCP 2000, LLC

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary

ROBERT F. GREENHILL

/s/ Robert F. Greenhill

SCOTT L. BOK

/s/ Scott L. Bok

ROBERT H. NIEHAUS

/s/ Robert H. Niehaus

GREENHILL CAPITAL PARTNERS II, L.P.
GREENHILL CAPITAL PARTNERS
(EMPLOYEES) II, L.P.
GREENHILL CAPITAL PARTNERS
(CAYMAN) II, L.P.
GREENHILL CAPITAL PARTNERS
(EXECUTIVES) II, L.P.

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

By: Greenhill Capital Partners, LLC, its general
partner

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary

GREENHILL CAPITAL PARTNERS, L.P.
GREENHILL CAPITAL PARTNERS
(CAYMAN), L.P.
GREENHILL CAPITAL PARTNERS
(EXECUTIVES), L.P.
GREENHILL CAPITAL, L.P.

By: GCP Managing Partner, L.P., as managing
general partner for each of the foregoing
partnerships
By: Greenhill Capital Partners, LLC, its general
partner

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary

GCP CAYMAN, LTD.

By: Greenhill Capital Partners, LLC, its sole
shareholder

By: /s/ Jodi Ganz
Name: Jodi Ganz
Title: General Counsel &
Secretary