

ORION POWER HOLDINGS INC  
Form SC 13D/A  
September 28, 2001

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934\*

(Amendment No. 1)

Orion Power Holdings, Inc.

-----  
(Name of Issuer)

Common Stock (Par Value \$ 0.01 Per Share)

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

686286105

-----  
(CUSIP Number)

David J. Greenwald, Esq.  
Goldman, Sachs & Co.  
85 Broad Street  
New York, NY 10004  
(212) 902-1000

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

September 26, 2001

-----  
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

\*The remainder of this cover page will 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 will 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 will be subject to all other provisions of the Act (however, see the Notes).

1 NAME OF REPORTING PERSON  
S.S. OR 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)

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 40,851,400

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

40,851,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,851,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

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

37.2%

14 TYPE OF REPORTING PERSON

HC-CO

1 NAME OF REPORTING PERSON  
S.S. OR 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 SOURCE OF FUNDS

AF-WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [X]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NEW YORK

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 40,851,400  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0  
10 SHARED DISPOSITIVE POWER  
40,851,400

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,851,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
37.2%

14 TYPE OF REPORTING PERSON  
BD-PN-IA

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
GS CAPITAL PARTNERS II, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 17,950,838  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

10 SHARED DISPOSITIVE POWER

17,950,838

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,950,838

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
16.9%

14 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS 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  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 17,950,838

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

17,950,838

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
17,950,838

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

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

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

16.9%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS II OFFSHORE, L.P.

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

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 7,136,196

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

7,136,196

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,136,196

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES

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

6.8%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS ADVISORS II, L.L.C.

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 7,136,196

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

7,136,196

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,136,196

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

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

6.8%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS II (GERMANY) CIVIL LAW PARTNERSHIP  
(WITH LIMITATION OF LIABILITY)

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

GERMANY

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 662,113

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

662,113

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
662,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

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

0.6%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS III GERMANY CIVIL LAW PARTNERSHIP  
(WITH LIMITATION OF LIABILITY)

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

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

GERMANY

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 472,839

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0  
10 SHARED DISPOSITIVE POWER  
472,839

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
472,839

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.5%

14 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
GOLDMAN, SACHS & CO. oHG

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED [ ]  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
GERMANY

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 1,134,952  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0  
10 SHARED DISPOSITIVE POWER  
1,134,952

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,134,952

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
1.1%

14 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
STONE STREET FUND 1998, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 925,335

REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0

10 SHARED DISPOSITIVE POWER  
925,335

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
925,335

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.9%

14 TYPE OF REPORTING PERSON  
PN

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
BRIDGE STREET FUND 1998, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE
- |               |         |                          |
|---------------|---------|--------------------------|
| NUMBER OF     | 7       | SOLE VOTING POWER        |
| SHARES        | 0       |                          |
| BENEFICIALLY  | 8       | SHARED VOTING POWER      |
| OWNED BY EACH | 279,267 |                          |
| REPORTING     | 9       | SOLE DISPOSITIVE POWER   |
| PERSON WITH:  | 0       |                          |
|               | 10      | SHARED DISPOSITIVE POWER |
|               | 279,267 |                          |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
279,267
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
0.3%
- 14 TYPE OF REPORTING PERSON  
  
PN
- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
STONE STREET 1998, L.L.C.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
  
AF

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 1,204,602

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

1,204,602

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,204,602

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

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

1.2%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

GS CAPITAL PARTNERS III, L.P.

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

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

OWNED BY EACH 10,242,359

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

10,242,359

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
10,242,359

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
9.8%

14 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
GS CAPITAL PARTNERS III OFFSHORE, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
CAYMAN ISLANDS

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 2,815,747

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER  
2,815,747

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

2,815,747

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
2.7%

14 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
GS ADVISORS III, L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED [ ]  
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 13,058,106

REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0

10 SHARED DISPOSITIVE POWER  
13,058,106

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
13,058,106

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
12.4%

14 TYPE OF REPORTING PERSON  
OO

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
STONE STREET FUND 2000, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
  
WC
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
DELAWARE
- |               |         |                          |
|---------------|---------|--------------------------|
| NUMBER OF     | 7       | SOLE VOTING POWER        |
| SHARES        | 0       |                          |
| BENEFICIALLY  | 8       | SHARED VOTING POWER      |
| OWNED BY EACH | 219,423 |                          |
| REPORTING     | 9       | SOLE DISPOSITIVE POWER   |
| PERSON WITH:  | 0       |                          |
|               | 10      | SHARED DISPOSITIVE POWER |
|               | 219,423 |                          |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
219,423
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
0.2%
- 14 TYPE OF REPORTING PERSON  
  
PN
- 1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
STONE STREET 2000, L.L.C.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY EACH 219,423

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON WITH: 0

10 SHARED DISPOSITIVE POWER

219,423

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
219,423

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

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

0.2%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BRIDGE STREET SPECIAL OPPORTUNITIES FUND 2000, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 146,283  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0  
10 SHARED DISPOSITIVE POWER  
146,283

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
146,283

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.1%

14 TYPE OF REPORTING PERSON  
PN

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
BRIDGE STREET SPECIAL OPPORTUNITIES 2000, L.L.C.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
DELAWARE  
NUMBER OF 7 SOLE VOTING POWER  
SHARES 0  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 146,283  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH: 0  
10 SHARED DISPOSITIVE POWER  
146,283

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
146,283

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0.1%

14 TYPE OF REPORTING PERSON  
OO

This Amendment No.1 amends and supplements the Statement on Schedule 13D (the "Schedule 13D") filed on November 30, 2000, by GS Capital Partners II, L.P. ("GSCP II"), GS Capital Partners II Offshore, L.P. ("GSCP II Offshore"), GS Capital Partners II (Germany) Civil Law Partnership ("GSCP II Germany"), Stone Street Fund 1998, L.P. ("Stone 1998"), Bridge Street Fund 1998, L.P. ("Bridge 1998"), GS Capital Partners III, L.P. ("GSCP III"), GS Capital Partners III Offshore, L.P. ("GSCP III Offshore"), GS Capital Partners III Germany Civil Law Partnership ("GSCP III Germany"), Stone Street Fund 2000, L.P. ("Stone 2000"), Bridge Special Opportunities Fund 2000, L.P. ("Bridge 2000"; and together with GSCP II, GSCP II Offshore, GSCP II Germany, Stone 1998, Bridge 1998, GSCP III, GSCP III Offshore, GSCP III Germany, and Stone 2000, the "Limited Partnerships"), GS Advisors, L.L.C. ("GS Advisors"), GS Advisors II, L.L.C. ("GS Advisors II"), GS Advisors III, L.L.C. ("GS Advisors III"), Goldman, Sachs & Co. oHG ("GS oHG"), Stone Street 1998, L.L.C. ("Stone 1998 L.L.C."), Stone Street 2000, L.L.C. ("Stone 2000 L.L.C."), Bridge Street Special Opportunities 2000, L.L.C. ("Bridge 2000 L.L.C."), Goldman, Sachs & Co. ("Goldman Sachs"), and The Goldman Sachs Group, Inc. ("GS Group"; and together with the Limited Partnerships, GS Advisors, GS Advisors II, GS Advisors III, GS oHG, Stone 1998 L.L.C., Stone 2000 L.L.C., Bridge 2000 L.L.C. and Goldman Sachs, collectively, the "Filing Persons"), relating to the common stock, par value \$.01 per share (the "Common Stock"), of Orion Power Holdings Inc., a Delaware corporation (the "Company") (1).

ITEM 4. Purpose of Transaction.  
-----

Item 4 of the Schedule 13D is hereby amended and supplemented as follows:

On September 26, 2001, GSCP III, GSCP III Offshore, GSCP II, GSCP II Offshore, Stone 1998, Bridge 1998, Stone 2000, Bridge 2000, Goldman, Sachs & CO. Verwaltungs GmbH, as nominee for each of GSCP II Germany and GSCP III Germany (collectively, the "Goldman Group") and Reliant Resources, Inc. entered into a Stockholder Agreement (the "Reliant Stockholder Agreement"). Pursuant to the Reliant Stockholder Agreement each member of the Goldman Group has agreed, among others things, (i) to vote the Common Stock owned by such member in favor of the approval of the Merger Agreement (as defined in the Reliant Stockholder Agreement) and (ii) not to transfer any of the Common Stock owned by such member or any options or warrants to acquire, or securities convertible into, shares of Common Stock, in each case on the terms and conditions set forth therein. The foregoing description of the Reliant Stockholder Agreement is qualified in its entirety by reference to the Reliant Stockholder Agreement, a copy of which is filed as Exhibit 99.27 hereto, and is incorporated herein by reference.

ITEM 5. Interests in Securities of the Issuer.  
-----

## Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

Item 5(a) of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) As of September 26, 2001, GSCP II beneficially owned, and its sole general partner, GS Advisors, may be deemed to have beneficially owned, an aggregate of 17,950,838 shares of Common Stock, by reason of GSCP II's beneficial ownership of 14,984,097 shares of Common Stock and warrants to purchase 2,966,741 shares of Common Stock, representing in the aggregate approximately 16.9% of the shares of Common Stock reported to be outstanding at June 30, 2001 in the Company's quarterly report on Form 10Q for the period ended June 30, 2001 (the "10Q").

As of September 26, 2001, GSCP II Offshore beneficially owned, and its sole general partner, GS Advisors II may be deemed to have beneficially owned, an aggregate of 7,136,196 shares of Common Stock, by reason of GSCP II Offshore's beneficial ownership of 5,956,795 shares of Common Stock and warrants to purchase 1,179,401 shares of Common Stock, representing in the aggregate approximately 6.8% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, GS II Germany beneficially owned an aggregate of 662,113 shares of Common Stock, by reason of GSCP II Germany's beneficial ownership of 552,685 shares of Common Stock and warrants to purchase 109,428 shares of Common Stock representing in the aggregate approximately 0.6% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, Stone 1998 beneficially owned an aggregate of 925,335

-----

(1) Neither the present filing nor anything contained herein will be construed as an admission that any Filing Person constitutes a "person" for any purpose other than for compliance with Section 13(d) of the Securities Exchange Act of 1934.

shares of Common Stock, by reason of Stone 1998's beneficial ownership of 773,101 shares of Common Stock and warrants to purchase 152,234 shares of Common Stock representing in the aggregate approximately 0.9% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, Bridge 1998 beneficially owned an aggregate of 279,267 shares of Common Stock, by reason of Bridge 1998's beneficial ownership of 233,322 shares of Common Stock and warrants to purchase 45,945 shares of Common Stock representing in the aggregate approximately 0.3% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, GSCP III beneficially owned, and its sole general partner, GS Advisors III may be deemed to have beneficially owned, an aggregate of 10,242,359 shares of Common Stock, by reason of GSCP III's beneficial ownership of 8,796,383 shares of Common Stock and warrants to purchase 1,445,976 shares of Common Stock representing in the aggregate approximately 9.8% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, GSCP III Offshore beneficially owned, and its sole general partner, GS Advisors III, may be deemed to have beneficially owned, an aggregate of 2,815,747 shares of Common Stock, by reason of GSCP III Offshore's beneficial ownership of 2,418,232 shares of Common Stock and warrants to purchase 397,515 shares of Common Stock, representing in the aggregate

## Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

approximately 2.7% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, GSCP III Germany beneficially owned an aggregate of 472,839 shares of Common Stock, by reason of GSCP III Germany's beneficial ownership of 406,086 shares of Common Stock and warrants to purchase 66,753 shares of Common Stock, representing in the aggregate approximately 0.5% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, Stone 2000 beneficially owned, and its sole general partner, Stone 2000 L.L.C. may be deemed to have beneficially owned, an aggregate of 219,423 shares of Common Stock, by reason of Stone 2000's beneficial ownership of 197,579 shares of Common Stock and warrants to purchase 21,844 shares of Common Stock, representing in the aggregate approximately 0.2% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, Bridge 2000 beneficially owned, and its sole general partner, Bridge 2000 L.L.C., may be deemed to have beneficially owned, an aggregate of 146,283 shares of Common Stock, by reason of Bridge 2000's beneficial ownership of 131,720 shares of Common Stock and warrants to purchase 14,563 shares of Common Stock, representing in the aggregate approximately 0.1% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, GS oHG beneficially owned an aggregate of 1,134,952 shares of Common Stock, by reason of GS oHG's beneficial ownership of 958,771 shares of Common Stock and warrants to purchase 176,181 shares of Common Stock, representing in the aggregate approximately 1.1% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, Stone 1998 L.L.C. beneficially owned an aggregate of 1,204,609 of shares of Common Stock, by reason of Stone 1998's beneficial ownership of 925,335 shares of Common Stock and Bridge 1998's beneficial ownership of 279,267 shares of Common Stock as described above, representing in the aggregate, approximately 1.2% of the shares of Common Stock reported to be outstanding in the 10Q.

As of September 26, 2001, each of Goldman Sachs and GS Group may be deemed to have beneficially owned an aggregate of 40,851,400 shares of Common Stock, representing in the aggregate approximately 37.2% of the shares of Common Stock reported to be outstanding as of September 26, 2000 by the Company, consisting of (i) 40,850,400 shares of Common Stock beneficially owned by the Limited Partnerships as described above, and (ii) 1,000 shares of Common Stock acquired by Goldman Sachs in ordinary trading activities.

GS Group and Goldman Sachs each disclaim beneficial ownership of the shares of Common Stock beneficially owned by the Limited Partnerships to the extent of partnership interests in the Limited Partnerships held by persons other than GS Group, Goldman Sachs or their affiliates.

None of the Filing Persons or, to the knowledge of the Filing Persons, the persons listed on Schedules I, II-A-i, II-A-ii, II-B-i, II-B-ii, II-C or II-D hereto beneficially owns any shares of Common Stock as of September 26, 2001, other than as set forth herein.

Item 5(c) of the Schedule 13D is hereby amended and restated in its entirety as follows:

No transactions in the Common Stock were effected by the Filing Persons, or, to the knowledge of the Filing Persons, any of the persons listed on Schedule I, II-Ai, II-A-ii, II-B-ii, II-C-i, II-C-ii and II-D hereto, during the period from July 28, 2001 through September 26, 2001.

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.  
-----

Item 6 of the Schedule 13D is hereby amended and supplemented as follows:

On September 26, 2001, the Goldman Group and Reliant Resources, Inc. entered into the Reliant Stockholder Agreement. See Item 4 which is incorporated herein by reference in its entirety.

ITEM 7. Material to be Filed as Exhibits.  
-----

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit 99.27 Form of Stockholder Agreement, dated as of September 26, 2001, among GSCP III, GSCP II Offshore, GSCP II, GSCP II Offshore, Stone 1998, Bridge 1998, Stone 2000, Bridge 2000, Goldman, Sachs & Co. Verwaltung GmbH, as nominee for each of GSCP II Germany and GSCP III Germany and Reliant Resources, Inc.

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.

September 28, 2001

THE GOLDMAN SACHS GROUP, INC.  
By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.  
By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS II, L.P.  
By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GS ADVISORS, L.L.C.  
By: /s/ Roger S. Begelman  
-----

Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS II  
OFFSHORE, L.P.

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS ADVISORS II, L.L.C.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS II  
(GERMANY) CIVIL LAW PARTNERSHIP  
(with limitation of liability)

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS III  
GERMANY CIVIL LAW PARTNERSHIP  
(with limitation of liability)

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. oHG

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET FUND 1998, L.P.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

BRIDGE STREET FUND 1998, L.P.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET 1998, L.L.C.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS III, L.P.

By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS CAPITAL PARTNERS III  
OFFSHORE, L.P.

By: /s/ Roger S. Begelman

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

GS ADVISORS III, L.L.C.  
By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET FUND 2000, L.P.  
By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

STONE STREET 2000, L.L.C.  
By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

BRIDGE STREET SPECIAL  
OPPORTUNITIES FUND 2000, L.P.  
By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

BRIDGE STREET SPECIAL  
OPPORTUNITIES 2000, L.L.C.  
By: /s/ Roger S. Begelman

-----  
Name: Roger S. Begelman  
Title: Attorney-in-fact

Date: September 28, 2001  
-----

EXHIBITS

Exhibit 99.27 Form of Stockholder Agreement, dated as of September 26, 2001, among GSCP III, GSCP II Offshore, GSCP II, GSCP II Offshore, Stone 1998, Bridge 1998, Stone 2000, Bridge 2000, Goldman, Sachs & Co. Verwaltung GmbH, as nominee for each of GSCP II Germany and GSCP III Germany and Reliant Resources, Inc.

SCHEDULE I  
-----

The name of each director of The Goldman Sachs Group, Inc. is set forth below.

The business address of each person listed below is c/o Goldman, Sachs & Co., 85 Broad Street, New York, NY 10004.

Each person is a citizen of the United States of America except for Lord Browne of Madingley, who is a citizen of the United Kingdom. The present

## Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

principal occupation or employment of each of the listed persons is set forth below.

Name	Present Principal Occupation
Henry M. Paulson, Jr.	Chairman and Chief Executive Officer of The Goldman Sachs Group, Inc.
Robert J. Hurst	Vice Chairman of The Goldman Sachs Group, Inc.
John A. Thain	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
John L. Thornton	President and Co-Chief Operating Officer of The Goldman Sachs Group, Inc.
Lord Browne of Madingley	Group Chief Executive of BP Amoco plc
James A. Johnson	Chairman and Chief Executive Officer of Johnson Capital Partners
John H. Bryan	Chairman of Sara Lee Corporation
Ruth J. Simmons	President of Brown University

Page xx of xx pages

### SCHEDULE II-A-i

The name, position and present principal occupation of each executive officer of GS Advisors, L.L.C., the sole general partner of GS Capital Partners II, L.P., the name, position and present principal occupation of each executive officer of GS Advisors II, L.L.C., the sole general partner of GS Capital Partners II Offshore, L.P. and the name, position and present principal occupation of each executive officer of GS Advisors III, L.L.C., the sole general partner of each of GS Capital Partners III, L.P. and GS Capital Partners III Offshore, L.P., are set forth below.

The business address for all the executive officers listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Randall A. Blumenthal, Syaru (Shirley) Lin, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin, Mary Nee and Ulrika Werdelin is 85 Broad Street, New York, New York 10004. The business address of Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin and Ulrika Werdelin is 133 Fleet Street, London EC4A 2BB, England. The business address of Syaru (Shirley) Lin, and Mary Nee is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business

## Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

address of Gene T. Sykes and Randall A. Blumenthal is 2765 Sand Hill Road, Menlo Park, CA 94025.

All executive officers listed below are United States citizens except Richard S. Sharp, Sanjeev K. Mehra, Antoine L. Schwartz, Patrick E. Mulvihill, Hughes B. Lepic, Peter Schiefer, Atul Kapur, Michel Plantevin, and Ulrika Werdelin. Richard S. Sharp is a citizen of the United Kingdom. Sanjeev K. Mehra is a citizen of India. Atul Kapur is a citizen of Singapore. Antoine L. Schwartz, Hughes B. Lepic and Michel Plantevin are citizens of France. Patrick E. Mulvihill is a citizen of Ireland. Peter Schiefer is a citizen of Germany. Ulrika Werdelin is a citizen of Sweden.

Name	Position	Present Principal Occupation
-----		
Richard A. Friedman	President	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs & Co
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Vice President	Managing Director of Goldman, Sachs & Co.
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs International
Esta E. Stecher	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Barry S. Volpert	Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Vice President	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs & Co.
Antoine L. Schwartz	Vice President	Managing Director of Goldman Sachs International
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Treasurer	Managing Director of Goldman, Sachs & Co.
Patrick E. Mulvihill	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.

## Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

David J. Greenwald	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Dan H. Jester	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs International
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Sarah G. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Randall A. Blumenthal	Vice President	Managing Director of Goldman, Sachs & Co.
Syaru (Shirley) Lin	Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Douglas F. Londal	Vice President	Managing Director of Goldman, Sachs & Co.
Stephen S. Trevor	Vice President	Managing Director of Goldman Sachs International
Peter Schiefer	Vice President	Managing Director of Goldman Sachs International
Abraham Bleiberg	Vice President	Managing Director of Goldman, Sachs & Co.
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs & Co.
Robert R. Gheewalla	Vice President	Managing Director of Goldman, Sachs & Co.
Atul Kapur	Vice President	Managing Director of Goldman Sachs International
Michel Plantevin	Vice President	Managing Director of Goldman Sachs International
John E. Bowman	Vice President	Vice President of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President/ Secretary	Vice President of Goldman, Sachs & Co.
James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Beverly L. O'Toole	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Mary Nee	Vice President	Executive Director of Goldman Sachs (Asia) L.L.C.
Katherine L. Nissenbaum	Vice President/	Vice President of

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

	Assistant Secretary	Goldman, Sachs & Co.
Ulrika Werdelin	Vice President	Executive Director of Goldman Sachs International

Page xx of xx pages

SCHEDULE II-B-i

The name, position and present principal occupation of each executive officer of Stone Street 1998, L.L.C., the sole general partner of Stone Street Fund 1998, L.P. and the managing general partner of Bridge Street Fund 1998, L.P., and the name, position and present principal occupation of each executive officer of Stone Street 2000, L.L.C., the sole general partner of Stone Street Fund 2000, L.P., are set forth below.

The business address for all the executive officers listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Randall A. Blumenthal, Syaru (Shirley) Lin, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin, Mary Nee and Ulrika Werdelin is 85 Broad Street, New York, New York 10004. The business address of Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin and Ulrika Werdelin is 133 Fleet Street, London EC4A 2BB, England. The business address of Syaru (Shirley) Lin and Mary Nee is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Gene T. Sykes and Randall A. Blumenthal is 2765 Sand Hill Road, Menlo Park, CA 94025.

All executive officers listed below are United States citizens except Richard S. Sharp, Sanjeev K. Mehra, Antoine L. Schwartz, Patrick E. Mulvihill, Hughes B. Lepic, Peter Schiefer, Atul Kapur, Michel Plantevin, and Ulrika Werdelin. Richard S. Sharp is a citizen of the United Kingdom. Sanjeev K. Mehra is a citizen of India. Atul Kapur is a citizen of Singapore. Antoine L. Schwartz, Hughes B. Lepic and Michel Plantevin are citizens of France. Patrick E. Mulvihill is a citizen of Ireland. Peter Schiefer is a citizen of Germany. Ulrika Werdelin is a citizen of Sweden.

Name	Position	Present Principal Occupation
Peter M. Sacerdote	Chairman/ President	Advisory Director of Goldman, Sachs & Co.
Peter G. Sachs	Vice President	Senior Director of The Goldman Sachs Group, Inc.
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Vice President	Managing Director of

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

		Goldman, Sachs & Co
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Vice President	Managing Director of Goldman, Sachs & Co.
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs International
Esta E. Stecher	Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Barry S. Volpert	Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Vice President/ Treasurer	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs & Co.
Antoine L. Schwartz	Vice President	Managing Director of Goldman Sachs International
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
>		
Elizabeth C. Fascitelli	Vice President	Managing Director of Goldman, Sachs & Co.
Patrick E. Mulvihill	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
David J. Greenwald	Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs International
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Sarah G. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Dan H. Jester	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Randall A. Blumenthal	Vice President	Managing Director of Goldman, Sachs & Co.
Syaru (Shirley) Lin	Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Douglas F. Londal	Vice President	Managing Director of

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

		Goldman, Sachs & Co.
Stephen S. Trevor	Vice President	Managing Director of Goldman Sachs International
Peter Schiefer	Vice President	Managing Director of Goldman Sachs International
Abraham Bleiberg	Vice President	Managing Director of Goldman, Sachs & Co.
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs & Co.
Robert R. Gheewalla	Vice President	Managing Director of Goldman, Sachs & Co.
Atul Kapur	Vice President	Managing Director of Goldman Sachs International
Michel Plantevin	Vice President	Managing Director of Goldman Sachs International
John E. Bowman	Vice President	Vice President of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President/ Secretary	Vice President of Goldman, Sachs & Co.
James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Beverly L. O'Toole	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Mary Nee	Vice President	Executive Director of Goldman Sachs (Asia) L.L.C.
Katherine L. Nissenbaum	Vice President/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Richard J. Stingi	Vice President	Vice President of Goldman, Sachs & Co.
Ulrika Werdelin	Vice President	Executive Director of Goldman Sachs International

Page xx of xx pages

SCHEDULE II-C-i

-----

The name, position and present principal occupation of each executive officer of Bridge Street Special Opportunities 2000, L.L.C., the sole general partner of Bridge Street Special Opportunities Fund 2000, L.P., are set forth below.

## Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

The business address for all the executive officers listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Randall A. Blumenthal, Syaru (Shirley) Lin, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin, Mary Nee and Ulrika Werdelin is 85 Broad Street, New York, New York 10004. The business address of Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin and Ulrika Werdelin is 133 Fleet Street, London EC4A 2BB, England. The business address of Syaru (Shirley) Lin and Mary Nee is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Gene T. Sykes and Randall A. Blumenthal is 2765 Sand Hill Road, Menlo Park, CA 94025.

All executive officers listed below are United States citizens except Richard S. Sharp, Sanjeev K. Mehra, Antoine L. Schwartz, Patrick E. Mulvihill, Hughes B. Lepic, Peter Schiefer, Atul Kapur, Michel Plantevin, and Ulrika Werdelin. Richard S. Sharp is a citizen of the United Kingdom. Sanjeev K. Mehra is a citizen of India. Atul Kapur is a citizen of Singapore. Antoine L. Schwartz, Hughes B. Lepic and Michel Plantevin are citizens of France. Patrick E. Mulvihill is a citizen of Ireland. Peter Schiefer is a citizen of Germany. Ulrika Werdelin is a citizen of Sweden.

Name	Position	Present Principal Occupation
John A. Thain	Chairman/President	Managing Director of Goldman, Sachs & Co.
Peter M. Sacerdote	Vice President	Advisory Director of Goldman, Sachs & Co.
Peter G. Sachs	Vice President	Senior Director of The Goldman Sachs Group, Inc.
Daniel M. Neidich	Vice President	Managing Director of Goldman, Sachs & Co.
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs & Co.
Robin Neustein	Vice President	Managing Director of Goldman, Sachs & Co.
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Vice President	Managing Director of Goldman, Sachs & Co.
Steven T. Mnuchin	Vice President	Managing Director of

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

		Goldman, Sachs & Co.
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs International
Esta E. Stecher	Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Barry S. Volpert	Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Vice President	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs & Co.
Antoine L. Schwartz	Vice President	Managing Director of Goldman Sachs International
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Vice President	Managing Director of Goldman, Sachs & Co.
Patrick E. Mulvihill	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
David J. Greenwald	Vice President	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs International
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Sarah G. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Dan H. Jester	Vice President/ Treasurer	Managing Director of Goldman, Sachs & Co.
Randall A. Blumenthal	Vice President	Managing Director of Goldman, Sachs & Co.
Syaru (Shirley) Lin	Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Douglas F. Londal	Vice President	Managing Director of Goldman, Sachs & Co.
Stephen S. Trevor	Vice President	Managing Director of Goldman Sachs International
Peter Schiefer	Vice President	Managing Director of Goldman Sachs International
Abraham Bleiberg	Vice President	Managing Director of Goldman, Sachs & Co.

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs & Co.
Robert R. Gheewalla	Vice President	Managing Director of Goldman, Sachs & Co.
Atul Kapur	Vice President	Managing Director of Goldman Sachs International
Michel Plantevin	Vice President	Managing Director of Goldman Sachs International
John E. Bowman	Vice President	Vice President of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President/ Secretary	Vice President of Goldman, Sachs & Co.
James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Beverly L. O'Toole	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Mary Nee	Vice President	Vice President of Goldman Sachs (Asia) L.L.C.
Katherine L. Nissenbaum	Vice President/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Richard J. Stingi	Vice President	Vice President of Goldman, Sachs & Co.
Ulrika Werdelin	Vice President	Vice President of Goldman Sachs International

Page xx of xx pages

SCHEDULE II-D

-----

The name, position and present principal occupation of each executive officer and director of Goldman, Sachs & Co. Finanz GmbH which is the sole managing general partner of Goldman, Sachs & Co. oHG are set forth below.

The business address for each of the executive officers and directors listed below is MesseTurm, 60308 Frankfurt am Main, Germany.

Of the directors and executive officers listed below, Timothy C. Plaut and Alexander C. Dibelius are citizens of Germany and Jonathan S. King is a citizen of the United Kingdom.

Name	Position	Present Principal Occupation
-----		

Edgar Filing: ORION POWER HOLDINGS INC - Form SC 13D/A

Jonathan S. King	Managing Director	Executive Director of Goldman, Sachs & Co. oHG
Timothy C. Plaut	Managing Director	Managing Director of Goldman, Sachs & Co. oHG
Alexander C. Dibelius	Managing Director	Managing Director of Goldman, Sachs & Co. oHG

Page xx of xx pages