

Edgar Filing: AMERICOLD REALTY TRUST - Form SC 13G

AMERICOLD REALTY TRUST
Form SC 13G
February 14, 2019

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

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

AMERICOLD REALTY TRUST

(Name of Issuer)

Common Shares of Beneficial Interest, par value \$0.01 per share

(Title of Class of Securities)

03064D108

(CUSIP Number)

December 31, 2018

(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. 03064D108

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 0

Shares

Beneficially

6. Shared Voting Power

8,243,845

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

8,243,845

9. Aggregate Amount Beneficially Owned by Each Reporting Person

8,243,845

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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5.6 %

12. Type of Reporting Person

HC-CO

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CUSIP No. 03064D108

13G

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

GOLDMAN SACHS & CO. LLC

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

8,243,845

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

8,243,845

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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8,243,845

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

[]

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

5.6 %

12. Type of Reporting Person

BD-OO-IA

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CUSIP No. 03064D108

13G

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

GS Advisors VI, L.L.C.

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

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

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Beneficially
Owned by 6,200,945

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 6,200,945

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

[_]

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

4.2 %

12. Type of Reporting Person

00

CUSIP No. 03064D108

13G

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

GS CAPITAL PARTNERS VI GMBH & CO. KG

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

(a) [_]

(b) [_]

3. SEC Use Only

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4. Citizenship or Place of Organization

Germany

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

102,886

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

With:

8. Shared Dispositive Power

102,886

9. Aggregate Amount Beneficially Owned by Each Reporting Person

102,886

10. Check 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

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CUSIP No. 03064D108

13G

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12. Type of Reporting Person

PN

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CUSIP No. 03064D108

13G

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

GS CAPITAL PARTNERS VI PARALLEL, 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

795,953

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

795,953

9. Aggregate Amount Beneficially Owned by Each Reporting Person

795,953

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10. Check 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

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CUSIP No. 03064D108

13G

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

GS CAPITAL PARTNERS VI, 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 0

Shares

6. Shared Voting Power

Beneficially

2,894,527

Owned by

Each

7. Sole Dispositive Power

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Reporting Person 0

Person -----
8. Shared Dispositive Power
With: 2,894,527

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,894,527

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

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

2.0 %

12. Type of Reporting Person

PN

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CUSIP No. 03064D108

13G

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

OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, 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

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Cayman Islands

	5. Sole Voting Power	
Number of		0
Shares		
Beneficially	6. Shared Voting Power	
Owned by		1,860,283
Each	7. Sole Dispositive Power	
Reporting		0
Person		
With:	8. Shared Dispositive Power	
		1,860,283

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,860,283

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

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

1.3 %

12. Type of Reporting Person

PN

CUSIP No. 03064D108

13G

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

GSCP VI OFFSHORE ICECAP HOLDINGS ENTITY GP, LTD

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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

Number of 0

Shares

Beneficially

6. Shared Voting Power

2,407,578

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

With:

8. Shared Dispositive Power

2,407,578

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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

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

1.6 %

12. Type of Reporting Person

00

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CUSIP No. 03064D108

13G

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

GSCP VI OFFSHORE ICECAP INVESTMENT, 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

Number of
Shares

0

Beneficially

6. Shared Voting Power

2,407,578

Owned by

Each

7. Sole Dispositive Power

Reporting
Person

0

Person

8. Shared Dispositive Power

With:

2,407,578

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,407,578

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

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

1.6 %

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12. Type of Reporting Person

PN

CUSIP No. 03064D108

13G

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

GSCP VI GMBH ICECAP HOLDINGS ENTITY GP, 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

Number of 0

Shares

Beneficially

6. Shared Voting Power

102,886

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

With:

8. Shared Dispositive Power

102,886

9. Aggregate Amount Beneficially Owned by Each Reporting Person

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0

10. Check 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

OO

CUSIP No. 03064D108

13G

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

GSCP VI GMBH ICECAP INVESTMENT, L.P.

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

(a) []
(b) [X]

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially

102,886

Owned by

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Each Reporting Person With: 7. Sole Dispositive Power 0 8. Shared Dispositive Power 102,886

9. Aggregate Amount Beneficially Owned by Each Reporting Person

102,886

10. Check 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

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Item 1(a). Name of Issuer:
AMERICOLD REALTY TRUST

Item 1(b). Address of Issuer's Principal Executive Offices:
10 Glenlake Parkway, South Tower, Suite 600
ATLANTA, GA 30328

Item 2(a). Name of Persons Filing:
THE GOLDMAN SACHS GROUP, INC.
GOLDMAN SACHS & CO. LLC
GS ADVISORS VI, L.L.C.
GSCP VI OFFSHORE ICECAP HOLDINGS ENTITY GP, LTD.
GSCP VI GMBH ICECAP HOLDINGS ENTITY GP, LTD.
GS CAPITAL PARTNERS VI GMBH & CO. KG
GS CAPITAL PARTNERS VI OFFSHORE, L.P.
GS CAPITAL PARTNERS VI PARALLEL, L.P.
GS CAPITAL PARTNERS VI, L.P.
OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P.
GSCP VI Offshore IceCap Investment, L.P.
GSCP VI GmbH IceCap Investment, L.P

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- Item 2(b). Address of Principal Business Office or, if none, Residence:
- The Goldman Sachs Group, Inc.,
Goldman Sachs & Co. LLC,
GS ADVISORS VI, L.L.C.
GSCP VI OFFSHORE ICECAP HOLDINGS ENTITY GP, LTD.
GSCP VI GMBH ICECAP HOLDINGS ENTITY GP, LTD.
GS CAPITAL PARTNERS VI GMBH & CO. KG,
GS CAPITAL PARTNERS VI OFFSHORE, L.P.
GS CAPITAL PARTNERS VI PARALLEL, L.P.
GS CAPITAL PARTNERS VI, L.P.
OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P.
GSCP VI Offshore IceCap Investment, L.P.
GSCP VI GmbH IceCap Investment, L.P.
200 West Street, New York, NY 10282
- Item 2(c). Citizenship:
- THE GOLDMAN SACHS GROUP, INC. - Delaware
GOLDMAN SACHS & CO. LLC - New York
GS ADVISORS VI, L.L.C. - Delaware
GSCP VI OFFSHORE ICECAP HOLDINGS ENTITY GP, LTD.- Cayman Islands
GSCP VI GMBH ICECAP HOLDINGS ENTITY GP, LTD. - Cayman Islands
GS CAPITAL PARTNERS VI GMBH & CO. KG - Germany
GS CAPITAL PARTNERS VI OFFSHORE, L.P. - Cayman Islands
GS CAPITAL PARTNERS VI PARALLEL, L.P. - Delaware
GS CAPITAL PARTNERS VI, L.P. - Delaware
OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P. -
Cayman Islands
GSCP VI Offshore IceCap Investment, L.P. - Cayman Islands
GSCP VI GmbH IceCap Investment, L.P - Cayman Islands
- Item 2(d). Title of Class of Securities:
Common Shares of Beneficial Interest, par value \$0.01
per share
- Item 2(e). CUSIP Number:
03064D108
- 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);
- (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

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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). [] A group, in accordance with Rule 13d-1(b) (1) (ii) (A) through (K).

If filing as a non-U.S. 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:
NONE
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent

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Holding Company.
See Exhibit (99.2)

Item 8. Identification and Classification of Members of the Group.
See Exhibit (99.3)

Item 9. Notice of Dissolution of Group.
Not Applicable

Item 10. Certification.
Not Applicable

*In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to which there are limits on their voting or investment authority or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

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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 14, 2019

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Eddie Arhgaba

Name:
Title: Attorney-in-fact

GOLDMAN SACHS & CO. LLC

By:/s/ Eddie Arhgaba

Name:
Title: Attorney-in-fact

GS ADVISORS VI, L.L.C.

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By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GSCP VI OFFSHORE ICECAP HOLDINGS ENTITY GP, LTD.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GSCP VI GMBH ICECAP HOLDINGS ENTITY GP, LTD.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI GMBH & CO. KG

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI OFFSHORE, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GSCP VI Offshore IceCap Investment, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

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GSCP VI GmbH IceCap Investment, L.P.

By: /s/ Eddie Arhagba

Name:

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	Item 8 Information
99.4	Power of Attorney, relating to THE GOLDMAN SACHS GROUP, INC.
99.5	Power of Attorney, relating to GOLDMAN SACHS & CO. LLC
99.6	Power of Attorney, relating to GS ADVISORS VI, L.L.C.
99.7	Power of Attorney, relating to GS CAPITAL PARTNERS VI GMBH & CO. KG
99.8	Power of Attorney, relating to GS CAPITAL PARTNERS VI OFFSHORE, L.P.
99.9	Power of Attorney, relating to GS CAPITAL PARTNERS VI PARALLEL, L.P.
99.10	Power of Attorney, relating to GS CAPITAL PARTNERS VI, L.P.
99.11	Power of Attorney, relating to OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P.
99.12	Power of Attorney, relating to GSCP VI Offshore IceCap Investment, L.P.
99.13	Power of Attorney, relating to GSCP VI GmbH IceCap Investment, L.P.

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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 Common Shares of Beneficial Interest, par value \$0.01 per share, of AMERICOLD REALTY TRUST

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 14, 2019

THE GOLDMAN SACHS GROUP, INC.

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By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GOLDMAN SACHS & CO. LLC

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS ADVISORS VI, L.L.C.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GSCP VI OFFSHORE ICECAP HOLDINGS ENTITY GP, LTD.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GSCP VI GMBH ICECAP HOLDINGS ENTITY GP, LTD.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI GMBH & CO. KG

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI OFFSHORE, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI PARALLEL, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GS CAPITAL PARTNERS VI, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

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OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GSCP VI Offshore IceCap Investment, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

GSCP VI GmbH IceCap Investment, L.P.

By:/s/ Eddie Arhagba

Name:
Title: Attorney-in-fact

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EXHIBIT (99.2)

ITEM 7 INFORMATION

The securities being reported on by THE GOLDMAN SACHS GROUP, INC. ("GS Group"), as a parent holding company, are owned directly or indirectly by GS CAPITAL PARTNERS VI, L.P., GS CAPITAL PARTNERS VI PARALLEL, L.P., each a Delaware limited partnership, GS CAPITAL PARTNERS VI OFFSHORE, L.P., GSCP VI OFFSHORE ICECAP INVESTMENT, L.P. and GSCP VI GMBH ICECAP INVESTMENT, L.P., each a Cayman Islands exempted limited partnership, and GS CAPITAL PARTNERS VI GMBH & CO. KG, a German civil law partnership with limitation of liability (collectively, the "Investing Entities"), or are owned, or may be deemed to be beneficially owned, by GOLDMAN SACHS & CO. L.L.C. (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 Investing Entities is an affiliate of GS Group. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Investing Entities.

EXHIBIT (99.3)

ITEM 8 INFORMATION

Each of GS CAPITAL PARTNERS VI PARALLEL L.P., GS CAPITAL PARTNERS VI OFFSHORE ICECAP INVESTMENT, L.P., GS CAPITAL PARTNERS VI, L.P., GS CAPITAL PARTNERS VI GMBH ICECAP INVESTMENT, L.P. and ICECAP2 HOLDINGS, L.P. (collectively, the "GS Investing Entities") is a party to a Shareholders Agreement by and among Americold Realty Trust (the "Company") and the Yucaipa entities (the "Yucaipa Entities") (the "Shareholders Agreement").

The Shareholders Agreement provides that, with respect to the election of directors, assuming requisite levels of share ownership, the GS Investing Entities shall have the right to designate up to one trustee to the Company's board of trustees and the Yucaipa Entities shall have the right to designate up to two trustees to the Company's board of trustees. In addition, the Shareholders Agreement establishes a coordination committee designed to

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facilitate coordination among the stockholders in connection with, among other things, transfer or distributions of securities by them.

The share ownership reported for the GS Investing Entities does not include any shares of the Company's common shares of beneficial interest, par value \$0.01 per share (the "Common Shares"), beneficially owned by the other parties to the Shareholders Agreement, and each of the GS Investing Entities disclaims beneficial ownership of any Common Shares beneficially owned by the other parties to the Shareholders Agreement.

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EXHIBIT (99.4)

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 Eddie Arhagba, Jose Canas, Abdul Khayum, Jerry Li and Rachel Fraizer, 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 pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each side 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 December 31, 2020 unless earlier revoked by written instrument, or in the event an Attorney-in-fact ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates or ceases to perform the function in connection with which he or she was appointed Attorney-in-fact prior to December 31, 2020, this Power of Attorney shall cease to have effect in relation to such Attorney-in-fact upon such cessation but shall continue in full force and effect in relation to the remaining Attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke the 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.

This Power of Attorney supersedes the Power of Attorney granted by the Company to Eddie Arhagba, Jose Canas, Abdul Khayum, and Jerry Li on June 26, 2017.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 19, 2018.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Executive Vice President and
General Counsel and Secretary of the Corporation

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GOLDMAN SACHS & CO. LLC (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Jose Canas, Abdul Khayum, Jerry Li and Rachel Fraizer 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 pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each side 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 December 31, 2020 unless earlier revoked by written instrument, or in the event an Attorney-in-fact ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates or ceases to perform the function in connection with which he or she was appointed Attorney-in-fact prior to December 31, 2020, this Power of Attorney shall cease to have effect in relation to such Attorney-in-fact upon such cessation but shall continue in full force and effect in relation to the remaining Attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke the 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.

This Power of Attorney supersedes the Power of Attorney granted by the Company to Eddie Arhagba, Jose Canas, Abdul Khayum, and Jerry Li on June 26, 2017.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 19, 2018

GOLDMAN SACHS & CO. LLC

By: /s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Executive Vice President and
General Counsel and Secretary of the Corporation

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS GS ADVISORS VI, L.L.C.. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (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 maybe 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 ceases) 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 April 17th, 2018.

GS ADVISORS VI, L.L.C.

By: /s/ William Y. Eng

Name: William Y. Eng
Title: Authorized Signatory, Vice President

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EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GS CAPITAL PARTNERS VI GMBH & CO. KG (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (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.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of April 17th, 2018.

GS CAPITAL PARTNERS VI GMBH & CO. KG

By: GS Advisors VI, L.L.C., its Managing Limited Partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory, Vice President

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EXHIBIT (99.8)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GS CAPITAL PARTNERS VI OFFSHORE, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (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 April 17th, 2018.

GS CAPITAL PARTNERS VI OFFSHORE, L.P.

By: GS ADVISORS VI, L.L.C., its general partner

By: /s/ Scott Kilpatrick

Name: Scott Kilpatrick

Title: Authorized Signatory, Vice President

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EXHIBIT (99.9)

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GS CAPITAL PARTNERS VI PARALLEL, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (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 April 17th, 2018.

GS CAPITAL PARTNERS VI PARALLEL, L.P.
By: GS ADVISORS VI, L.L.C., its general partner

By: /s/ William Y. Eng

Name: William Y. Eng
Title: Authorized Signatory, Vice President

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EXHIBIT (99.10)

GS CAPITAL PARTNERS VI, L.P.

KNOW ALL PERSONS BY THESE PRESENTS GS CAPITAL PARTNERS VI, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, Jose Canas, Terry Mosher, Rachel Fraizer, and Apoorva Iyer (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 maybe 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.

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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 ceases) 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 January 11, 2019.

GS CAPITAL PARTNERS VI, L.P.

By: GS Advisors VI, L.L.C., its General Partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory, Vice President

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EXHIBIT (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (and any other employee

of The Goldman Sachs Group, Inc. or one of its affiliates by one of the attorneys-in-fact), acting individually, its true and lawful designated in writing 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 April 17th, 2018.

OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV, L.P.

By: OPPORTUNITY PARTNERS OFFSHORE-B CO-INVEST AIV ADVISORS, LTD., its
general partner

By: /s/ Scott Kilpatrick

Name: Scott Kilpatrick

Title: Authorized Signatory, Vice President

EXHIBIT (99.12)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GSCP VI OFFSHORE ICECAP INVESTMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (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 ceases 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 this February 13, 2019.

GSCP VI OFFSHORE ICECAP INVESTMENT, L.P.

By: GSCP VI Offshore Icecap Holdings Entity GP, Ltd., its General Partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory, Vice President

EXHIBIT (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GSCP VI GMBH ICECAP INVESTMENT, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (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

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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 ceases 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 this February 13, 2019.

GSCP VI GMBH ICECAP INVESTMENT, L.P.

By: GSCP VI GmbH Icecap Holdings Entity GP, Ltd., its General Partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory, Vice President

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