

Golden Pond Healthcare, Inc.  
Form SC 13G/A  
September 02, 2008

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**Golden Pond Healthcare Inc.**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**38116J208**

(CUSIP Number)

**Jun 30, 2008**

(Date of Event Which Requires Filing of this Statement)

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

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

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

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

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CUSIP No. 38116J208

1. Names of Reporting Persons  
Old Lane Hedge Fund GP, LLC  
56-2554705
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 38116J208

1. Names of Reporting Persons  
Old Lane Partners, LP  
86-1153485
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
State of Delaware, USA
5. Sole Voting Power  
0
6. Shared Voting Power  
0.0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0.0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0.0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 38116J208

1. Names of Reporting Persons  
Old Lane, LP  
33-1117275
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. 38116J208

- |     |  |   |
|-----|--|---|
| 1.  | Names of Reporting Persons<br>Old Lane Partners GP, LLC<br>86-1153482  |   |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions)<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |   |
| 3.  | SEC Use Only   |   |
| 4.  | Citizenship or Place of Organization<br>Delaware   |   |
| 5.  | Sole Voting Power<br>0   | Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With |
| 6.  | Shared Voting Power<br>0   |   |
| 7.  | Sole Dispositive Power<br>0  |   |
| 8.  | Shared Dispositive Power<br>0  |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>0  |   |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/>                                |   |
| 11. | Percent of Class Represented by Amount in Row (9)<br>0.0%  |   |
| 12. | Type of Reporting Person (See Instructions)<br>CO  |   |

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\*Assuming conversion/exercise of certain securities held

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CUSIP No. 48241N107

1. Names of Reporting Persons  
Old Lane Holdings, LP  
86-1153481
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 38116J208

1. Names of Reporting Persons  
Old Lane Holdings GP, LLC  
56-2584526
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0.0%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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**Item 1.**

- (a) Name of Issuer  
Golden Pond Healthcare Inc.
- (b) Address of Issuer's Principal Executive Offices  
1120 Post Road 2nd fl Darien Ct 06820

**Item 2.**

- (a) Name of Person Filing  
Pursuant to the restructuring announced June 12, 2008 of Old Lane L.P. ( Old Lane ), a Citigroup Inc. ( Citigroup ) subsidiary, Old Lane no longer holds securities in this issuer. The securities were transferred to Citigroup Global Markets Inc. on June 26, 2008.

- (b) See Item 2(b) below.  
Address of Principal Business Office or, if none, Residence
  - (1) Old Lane Hedge Fund GP, LLC  
500 Park Avenue, 2 nd Floor  
New York, New York 10022
  - (2) Old Lane Partners, LP  
500 Park Avenue, 2 nd Floor  
New York, New York 10022
  - (3) Old Lane, LP  
500 Park Avenue, 2 nd Floor  
New York, New York 10022
  - (4) Old Lane Partners GP, LLC  
500 Park Avenue, 2 nd Floor  
New York, New York 10022
  - (5) Old Lane Holdings, LP  
500 Park Avenue, 2 nd Floor  
New York, New York 10022
  - (6) Old Lane Holdings GP, LLC  
500 Park Avenue, 2 nd Floor  
New York, New York 10022
- (c) Citizenship  
See Item 4 on Cover Pages to this Schedule 13G.
- (d) Title of Class of Securities  
Common Stock
- (e) CUSIP Number  
38116J208

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-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 §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-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



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- (j)
  - o 1940 (15 U.S.C. 80a-3);  
Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  
See Item 9 on Cover Pages to this Schedule 13G.  
Old Lane Partners, LP may be deemed to indirectly beneficially own 0 shares of the reported securities by virtue of its direct interest in Old Lane Hedge Fund GP LLC.