

Edgar Filing: Fidelity National Information Services, Inc. - Form SC 13G/A

Fidelity National Information Services, Inc.  
Form SC 13G/A  
February 12, 2008

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

SCHEDULE 13G  
(AMENDMENT NO. 1)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

FIDELITY NATIONAL INFORMATION SYSTEMS, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE  
(Title of Class of Securities)

31620M106  
(CUSIP Number)

December 31, 2007  
(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).

SEC 1745 (6-00)

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
THL FNIS Holdings LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |  
(b)  |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Massachusetts

	5	SOLE VOTING POWER	
NUMBER OF SHARES	-0-		
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY EACH REPORTING PERSON WITH	5,701,557		
	7	SOLE DISPOSITIVE POWER	
	-0-		
	8	SHARED DISPOSITIVE POWER	
	5,701,557		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
5,701,557

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
2.9%

12 TYPE OF REPORTING PERSON\*  
  
OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Thomas H. Lee Equity (Cayman) Fund V, 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  
BENEFICIALLY  
OWNED BY

-0-

EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

62,375

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

62,375

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,375

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

|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 1.0%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Thomas H. Lee Investors Limited Partnership

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

	5	SOLE VOTING POWER	
NUMBER OF			-0-
SHARES			
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY			33,884
EACH			
REPORTING	7	SOLE DISPOSITIVE POWER	
PERSON			-0-
WITH			

	8	SHARED DISPOSITIVE POWER	
			33,884

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
33,884

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
Less than 1.0%

12 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

THL Equity Advisors V, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |  
(b)  |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

	5	SOLE VOTING POWER	
NUMBER OF SHARES	-0-		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
	5,890,998		
	7	SOLE DISPOSITIVE POWER	
	-0-		
	8	SHARED DISPOSITIVE POWER	
	5,890,998		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,890,998

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

|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

12 TYPE OF REPORTING PERSON\*

00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Thomas H. Lee Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |  
(b)  |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-0-

6 SHARED VOTING POWER

5,890,998

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

5,890,998

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,890,998

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

|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.0%

12 TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Great-West Investors LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |X|  
(b)  |\_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	5	SOLE VOTING POWER	
NUMBER OF SHARES	-0-		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER	
	35,476		
	7	SOLE DISPOSITIVE POWER	
	-0-		
	8	SHARED DISPOSITIVE POWER	
	35,476		

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

35,476

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

|\_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 1.0%

12 TYPE OF REPORTING PERSON\*

PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

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Putnam Investment Holdings, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |X|  
(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	
OWNED BY			57,706
EACH			
REPORTING			
PERSON	7	SOLE DISPOSITIVE POWER	
WITH			-0-
	8	SHARED DISPOSITIVE POWER	
			57,706

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

57,706

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

|\_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 1.0%

12 TYPE OF REPORTING PERSON\*

OO

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

Putnam Investments Employees' Securities Company I LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |X|  
(b)  |\_ |



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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-0-

6 SHARED VOTING POWER

30,486

7 SOLE DISPOSITIVE POWER

-0-

8 SHARED DISPOSITIVE POWER

30,486

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

30,486

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 1.0%

12 TYPE OF REPORTING PERSON\*

OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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

Putnam Investments Employees' Securities Company II LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

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-----  
3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
-----

Delaware  
-----

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

-0-  
-----

6 SHARED VOTING POWER

27,220  
-----

7 SOLE DISPOSITIVE POWER

-0-  
-----

8 SHARED DISPOSITIVE POWER

27,220  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-----

27,220  
-----

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

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
-----

Less than 1.0%  
-----

12 TYPE OF REPORTING PERSON\*  
-----

OO  
-----

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
-----

ITEM 1 (A). NAME OF ISSUER:

Fidelity National Information Services, Inc.

ITEM 1 (B). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

601 Riverside Avenue  
Jacksonville, FL 32204

ITEM 2 (A). NAME OF PERSON FILING:

THL FNIS Holdings, LLC  
Thomas H. Lee Equity (Cayman) Fund V, L.P.

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Thomas H. Lee Investors Limited Partnership  
THL Equity Advisors V, LLC  
Thomas H. Lee Advisors, LLC  
Great-West Investors LP  
Putnam Investment Holdings, LLC  
Putnam Investments Employees' Securities Company I LLC  
Putnam Investments Employees' Securities Company II LLC

ITEM 2 (B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

For the THL Entities:  
c/o Thomas H. Lee Partners, L.P.  
100 Federal Street, 35th Floor  
Boston, MA 02110

For the Putnam Entities:  
c/o Putnam Investments, LLC  
One Post Office Square  
Boston, MA 02109

For Great-West:  
c/o Great-West Life Annuity Insurance Company  
8515 E. Orchard Road 3T2  
Greenwood Village, CO 80111

ITEM 2 (C). CITIZENSHIP:

THL FNIS Holdings, LLC - Delaware  
Thomas H. Lee Equity (Cayman) Fund V, L.P. - Cayman Islands  
Thomas H. Lee Investors Limited Partnership - Massachusetts  
THL Equity Advisors V, LLC - Delaware  
Thomas H. Lee Advisors, LLC - Delaware  
Great-West Investors LP - Delaware  
Putnam Investment Holdings, LLC - Delaware  
Putnam Investments Employees' Securities Company I LLC - Delaware  
Putnam Investments Employees' Securities Company II LLC - Delaware

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ITEM 2 (D). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$0.001 per share

ITEM 2 (E). CUSIP NUMBER:

31620M106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the

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Exchange Act;

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

ITEM 4. OWNERSHIP

(a) Amount Beneficially Owned:

Based on existing relationships between the Reporting Persons regarding voting the securities of the Issuer, as described below, the Reporting Persons may be collectively deemed the beneficial owners of 5,890,998 shares, which constitute 3.0% of the shares of the identified class of securities.

THL FNIS Holdings LLC, a Delaware limited liability company, is the record holder of 5,701,557 shares of the identified class of securities. Thomas H. Lee Equity (Cayman) Fund V, L.P., a Cayman Islands exempted limited partnership, is the record holder of 62,375 shares of the identified class of securities (together, the "THL Funds").

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As the sole general partner of each of the THL Funds and pursuant to the terms of the Amended and Restated Limited Partnership Agreement of Fund V, which require the Putnam entities to dispose of their shares of the identified class of securities pro rata with the THL Funds, THL Equity Advisors V, LLC, a Delaware limited liability company, may be deemed to be the beneficial owner of 5,890,998 shares of the identified class of securities, which represents approximately 3.0% of the shares of the identified class of securities.

As the sole general partner of Thomas H. Lee Partners, L.P. (the sole owner of THL Equity Advisors V, LLC), Thomas H. Lee Advisors, LLC, a Delaware limited liability company, may be deemed to be the beneficial owner of the 5,890,998 shares of the identified class of securities, which represents approximately 3.0% of the Issuer's outstanding common stock.

Thomas H. Lee Investors Limited Partnership, a Delaware limited partnership, is the record holder of 33,884 shares of the identified class of securities.

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Putnam Investments Employees' Securities Company I LLC, a Delaware limited liability company, ("Putnam I") is the record holder of 30,486 shares of the identified class of securities. Putnam Investments Employees' Securities Company II LLC, a Delaware limited liability company, ("Putnam II") is the record holder of 27,220 shares of the identified class of securities.

As the managing member of each of Putnam I and Putnam II, Putnam Investment Holdings, LLC, a Delaware limited liability company, ("Holdings" and together with Putnam I and Putnam II, the "Putnam Entities") may be deemed to be the beneficial owner of 57,706 shares of the identified class of securities.

On or about November 1, 2007, Holdings transferred its shares of the identified class of securities to its affiliate, Great-West Investors LP, a Delaware limited partnership ("Great-West"). Great-West is the record holder of 35,476 shares of the identified class of securities.

(b) Percent of Class:

See Item 11 of each cover page.

(c) Number of Shares as to which Such Person has:

(i) Sole power to vote or to direct the vote: See Item 5 of each cover page

(ii) Shared power to vote or to direct the vote: See Item 6 of each cover page

(iii) Sole power to dispose or to direct the disposition of: See Item 7 of each cover page

(iv) Shared power to dispose or to direct the disposition of: See Item 8 of each cover page

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ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

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

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable. See Item 4(a) above.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not Applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

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See Item 2(a).

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATION

Not Applicable. This statement on Schedule 13G is not filed pursuant to Rule 13d-1(b) or Rule 13d-1(c).

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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.

Dated: February 1, 2008.

THL FNIS HOLDINGS, LLC

By: Thomas H. Lee Equity Fund V, L.P.  
its managing member

By: THL Equity Advisors V, LLC  
its General Partner

By: /s/ Charles P. Holden

-----  
Name: Charles P. Holden  
Title: Assistant Treasurer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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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.

Dated: February 1, 2008.

THOMAS H. LEE EQUITY (CAYMAN) FUND V, L.P.

By: THL Equity Advisors V, LLC,  
its General Partner

By: /s/ Charles P. Holden  
-----

Name: Charles P. Holden  
Title: Assistant Treasurer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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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.

Dated: February 1, 2008.

THOMAS H. LEE INVESTORS LIMITED  
PARTNERSHIP

By: THL Investment Management Corp.,  
its general partner

By: /s/ Charles P. Holden

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-----  
Name: Charles P. Holden  
Title: Assistant Treasurer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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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.

Dated: February 1, 2008.

THL EQUITY ADVISORS V, LLC

By: /s/ Charles P. Holden

-----  
Name: Charles P. Holden  
Title: Assistant Treasurer

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other



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parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE  
FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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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.

Dated: February 1, 2008.

THOMAS H. LEE ADVISORS, LLC

By: /s/ Charles P. Holden  
-----

Name: Charles P. Holden

Title: Assistant Treasurer

The original statement shall be signed by each person on whose behalf the  
statement is filed or his authorized representative. If the statement is signed  
on behalf of a person by his authorized representative other than an executive  
officer or general partner of the filing person, evidence of the  
representative's authority to sign on behalf of such person shall be filed with  
the statement, provided, however, that a power of attorney for this purpose  
which is already on file with the Commission may be incorporated by reference.  
The name and any title of each person who signs the statement shall be typed or  
printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five  
copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other  
parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE  
FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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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

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correct.

Dated: February 1, 2008.

GREAT-WEST INVESTORS LP

By: /s/ Mark Corbett

-----  
Name: Mark Corbett  
Title: Senior Vice President, Investments,  
Great-West Life & Annuity  
Insurance Company

By: /s/ Ernie Friesen

-----  
Name: Ernie Friesen  
Title: Vice President, Investments,  
Great-West Life & Annuity  
Insurance Company

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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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.

Dated: February 1, 2008.

PUTNAM INVESTMENT HOLDINGS, LLC

By: Putnam Investments, LLC,  
its Managing Member

By: /s/ Robert T. Burns

-----  
Name: Robert T. Burns  
Title: Managing Director

The original statement shall be signed by each person on whose behalf the

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statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7(b) for other parties for whom copies are to be sent.

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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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.

Dated: February 1, 2008.

PUTNAM INVESTMENTS EMPLOYEES'  
SECURITIES COMPANY I LLC,

By: Putnam Investment Holdings, LLC,  
its Managing Member

By: Putnam Investments, LLC,  
its Managing Member

By: /s/ Robert T. Burns

-----  
Name: Robert T. Burns  
Title: Managing Director

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE

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FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

PAGE 22 OF 23

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.

Dated: February 1, 2008.

PUTNAM INVESTMENTS EMPLOYEES'  
SECURITIES COMPANY II LLC,

By: Putnam Investment Holdings, LLC,  
its Managing Member

By: Putnam Investments, LLC,  
its Managing Member

By: /s/ Robert T. Burns

-----  
Name: Robert T. Burns  
Title: Managing Director

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

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FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

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