

Edgar Filing: CATALYST HEALTH SOLUTIONS, INC. - Form SC 13D

CATALYST HEALTH SOLUTIONS, INC.

Form SC 13D

April 20, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

(Amendment No. 2)

Catalyst Health Solutions, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title to Class of Securities)

14888B103

(CUSIP NUMBER)

Karen E. Shaff, Esq.

Principal Financial Group, Inc.

711 High Street

Des Moines, IA 50392

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications

April 13, 2011

(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 that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d1(e), 240.13d1(f), or 240.13d1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting persons 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 shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 14888B103

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).

Principal Financial Group, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds

Not applicable

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

SHARES

BENEFICIALLY

OWNED BY EACH

[]

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REPORTING
PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power
3,877,540

9. Sole Dispositive Power 0

10. Shared Dispositive Power
3,877,540

11. Aggregate Amount Beneficially Owned by Each Reporting Person
3,877,540

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11) 7.87%

14. Type of Reporting Person CO, HC

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).
Principal Financial Services, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) []
(b) []

3. SEC Use Only

4. Source of Funds
Not applicable

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to items 2(d) or 2(e) []

6. Citizenship or Place of Organization
Iowa

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power 3,877,540

9. Sole Dispositive Power 0

10. Shared Dispositive Power 3,877,540

11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,877,540

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11) 7.87%

14. Type of Reporting Person CO, HC

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1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).
Principal Life Insurance Company
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds
Not applicable
5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Iowa
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

7. Sole Voting Power 0
8. Shared Voting Power 3,877,540
9. Sole Dispositive Power 0
10. Shared Dispositive Power 3,877,540
11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,877,540
12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11) 7.87%
14. Type of Reporting Person IC, HC

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).
Principal Holding Company, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(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

Iowa
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH

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REPORTING
PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power 3,402,500

9. Sole Dispositive Power 0

10. Shared Dispositive Power 3,402,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person 3,402,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11) 6.91%

14. Type of Reporting Person HC

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).

Principal Global Investors, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds

Not applicable

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

SHARES

BENEFICIALLY

OWNED BY EACH

REPORTING

PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power 475,040

9. Sole Dispositive Power 0

10. Shared Dispositive Power 475,040

11. Aggregate Amount Beneficially Owned by Each Reporting Person 475,040

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11) .96%

14. Type of Reporting Person IA

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EXPLANATORY NOTE

This Amendment No. 2 to Schedule 13D is being filed jointly by the Reporting Persons (as defined below) to amend the cover page and Items 1 through 7 of the initial statement on Schedule 13D. The initial statement on Schedule 13D was filed with the Securities and Exchange Commission on September 28, 2000, and Amendment No. 1 was filed on April 15, 2009.

Item 1. Security and Issuer.

This statement relates to shares of common stock (the Common Stock), par value \$.01 per share, of Catalyst Health Solutions, Inc. (the Issuer), whose principal offices are located at 800 King Farm Boulevard, Fourth Floor, Rockville, MD 20850.

Item 2. Identity and Background.

This statement is being jointly filed by the following persons pursuant to Rule 13d1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act): (i) Principal Financial Group, Inc. (PFG), (ii) Principal Holding Company, LLC (PHC), (iii) Principal Financial Services, Inc. (PFS), (iv) Principal Life Insurance Company (PLIC) and (v) and Principal Global Investors, LLC (PGI).

PFG is a corporation incorporated under the laws of the State of Delaware. Its common stock is publicly traded on the New York Stock Exchange under the ticker symbol PFG. PFG is a holding company. The address of its principal business and principal office is 711 High Street, Des Moines, IA 50392. PFS is a wholly owned subsidiary of PFG, and is a corporation incorporated under the laws of the State of Iowa. PFS is a holding company. The address of its principal business and principal office is 711 High Street, Des Moines, IA 50392.

PLIC is a wholly owned subsidiary of PFS, and is a corporation incorporated under the laws of the State of Iowa. PLIC is an Iowa stock life insurance company engaged in the business of insurance and retirement services. The address of its principal business and principal office is 711 High Street, Des Moines, IA 50392.

PHC is a wholly owned subsidiary of PLIC, and is a limited liability company established under the laws of the State of Iowa. PHC is a holding company mainly for the non life insurance company subsidiaries of its ultimate parent company, PFG. The address of its principal business and principal office is 711 High Street, Des Moines, Iowa 50392.

PGI, LLC, a Delaware limited liability company, is a wholly owned subsidiary of PLIC and is a registered investment adviser. Its principal business and principal office is located at 711 High Street, Des Moines, Iowa 50392.

Each of PFG, PFS, PLIC, PHC and PGI are hereafter referred to individually as a Reporting Person and collectively as Reporting Persons.

Attached as Schedule A hereto and incorporated by reference herein is a list of all Directors and Executive Officers of each Reporting Person. The Directors and Executive Officers of the Reporting Persons can be contacted at the principal business address provided above.

To the knowledge of the Reporting Persons, none of the Directors or Executive Officers of the Reporting Persons has had any transactions in shares of the Issuers Common Stock during the past 60 days, and no Director or Executive Officer is a beneficial owner of shares of the Issuers Common Stock.

All of the Directors and Executive Officers of the Reporting Persons are United States citizens, except James P. McCaughan, an executive officer of PFG, PFS, PLIC and PHC and a director and executive officer of PGI, who is a citizen of the United Kingdom.

During the last five years, none of the Reporting Persons or, to the knowledge of such persons, the Directors or Executive Officers of the Reporting Persons, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the Reporting Persons nor, to the knowledge of such persons, the Directors or Executive Officers of the Reporting Persons, has been a party of a civil proceeding of a judicial or

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administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, or finding any violation with respect to, federal or state securities law. The Reporting Persons may be deemed to constitute a group for purposes of Section 13(d)(3) of the Exchange Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this statement.

Item 3. Source and Amount of Funds or Other Consideration.

The shares were paid for by using working capital of PHC and client funds of certain clients of PGI.

Item 4. Purpose of Transaction.

The Reporting Persons intend to hold the shares for long term investment purposes.

On September 18, 2000, Highland Investments, LLC (a predecessor company to the Issuer), of which PHC was a member and was considered a controlling person, distributed to its members the shares of Common Stock held by it. As a result, PHC received directly 8,840,000 shares of Common Stock.

Since the initial acquisition, 750,000 shares were sold by PHC on November 22, 2004, and 112,500 shares were sold by PHC on November 29, 2004. On June 24, 2005, an exchange of 800,000 shares was made by PHC for ownership in Final Sequel Newco, LLC, a Delaware limited liability company of which PHC is a 50% owner. Additional sales of 1,500,000 shares and 1,250,000 shares were made by PHC on March 24, 2006 and February 1, 2007, respectively.

PGI began acquiring shares of HealthExtras, Inc. on February 1, 2007.

HealthExtras, Inc. has since become Catalyst Health Solutions, Inc. These shares were purchased as holdings for client accounts in the ordinary course of business, which PGI has discretion over. These accounts included proprietary mutual funds, insurance company separate accounts, commingled private funds and outside client accounts, and were purchased without the purpose or effect of changing or influencing control of the issuer or engaging in any arrangement subject to Rule 13d3(b) of the Exchange Act. Additional purchases and sales of Common Stock have occurred since the initial acquisition and may occur in the future.

On April 4, 2011, Catalyst Health Solutions, Inc. announced plans to sell 5,500,000 shares of its common stock, subject to market and other conditions, of which 4,500,000 shares were to be sold by the issuer with 1,000,000 shares to be sold by PHC. This was an underwritten public offering pursuant to an automatic shelf registration statement on Form S3 which was filed with the Securities and Exchange Commission on April 4, 2011. The sale of PHCs 1,000,000 shares occurred on April 7, 2011.

The underwriters were granted a thirty day option to purchase up to an additional 825,000 shares from PHC. The sale of PHCs additional 825,000 shares took place on April 8, 2011.

Other than as described above, none of the Reporting Persons has any current plans or proposals which relate to or would result in any matter described in paragraphs (a) through (j) of Item 4 of Schedule 13D under the Exchange Act. The Reporting Persons reserve the right to acquire additional securities of the Issuer, to dispose of securities of the Issuer at any time or to formulate other purposes, plans or proposals regarding the Issuer or any of its securities to the extent deemed advisable in light of their respective general investment and trading policies, market conditions or other factors.

Item 5. Interest in Securities of the Issuer.

(a) and (b)

The Issuers Prospectus Supplement dated April 4, 2011 states that, after giving effect to the Common Stock offering, the Issuer will have 49,274,660 shares of Common Stock outstanding. The percentage ownership calculations contained herein were derived using this number.

PHC directly beneficially owns 2,602,500 shares of Common Stock and may be deemed to indirectly beneficially own 800,000 shares of Common Stock through its ownership interest in Final Sequel Newco, LLC (as discussed above). PGI, in its capacity as an investment adviser, beneficially

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owned 475,040 shares of Common Stock on behalf of its clients as of April 13, 2011. Because PFG is the ultimate parent company of PFS, PLIC, PHC and PGI, PFG may be deemed to be the indirect beneficial owner of 3,877,540 shares of Common Stock. By reason of the purchases of Common Stock made on behalf of PGIs clients, PGI and its parent entities may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of 475,040 shares of Common Stock, or .96% of the total outstanding shares of Common Stock.

By reason of the ownership of Common Stock by PHC, PFG, PFS and PLIC may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of 3,402,500 shares of Common Stock as of the date hereof, or 6.91% of the total outstanding shares of Common Stock.

Thus, PFG may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of a total of 3,877,540 shares of Common Stock as of the date hereof, or 7.87% of the total outstanding shares of Common Stock. Pursuant to Rule 13d-4 of the Exchange Act, PFG expressly declares that the filing of this statement shall not be construed as an admission that PFG is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act or otherwise, the beneficial owner of any securities covered by this statement held by any other Reporting Person.

(c) Transactions in Securities of the Company During the Past Sixty Days.

Name of Entity	Date	Nature of Transaction	Number of Shares	Price per Share
PHC	4/13/2011	Sale	1,000,000	\$50.62
PHC	4/13/2011	Sale	825,000	\$50.62

Over the last 60 days, additional purchases of shares of the Issuer have been made by PGI as holdings in client accounts in the ordinary course of business (such purchases were made without the purpose or effect of changing or influencing control of the issuer or engaging in any arrangement subject to Rule 13d3(b) of the Exchange Act). The shares purchased over the last 60 days are a small percentage of PGIs entire share holdings. The following transactions with respect to the Common Stock have been effected by PGI during the last 60 days:

Name of Entity	Date	Nature of Transaction	Number of Shares	Average Price
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per Share

PGI

3/7/2011

Buy

944

\$43.93

PGI

3/9/2011

Buy

397

\$52.82

PGI

3/10/2011

Buy

5,420

\$54.40

PGI

3/15/2011

Buy

3,318

\$53.52

PGI

3/18/2011

Buy

2

\$53.71

PGI

3/23/2011

Sell

2,400

\$53.56

PGI

3/31/2011

Buy

2,648

\$55.94

PGI

4/1/2011

Buy

1,112

\$56.80

PGI

4/4/2011

Buy

5,279

\$56.16

PGI

4/6/2011

Sell

2,000

\$54.47

PGI

4/8/2011

Buy

41,539

\$55.92

PGI

4/11/2011

Buy

570

\$56.12

(d) Dividends and Proceeds

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Other than the Reporting Persons, no person is known to have the right to receive or the power to direct the receipt of the dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by the Reporting Persons.

(e) Date Reporting Person Ceased to be Beneficial Owner of More than 5% of the Company's Stock.

Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

PHC and Thomas L. Blair are the sole members of Final Sequel Newco, LLC, a Delaware limited liability company. PHC and Mr. Blair each contributed Common Stock of the Issuer in exchange to their interest in Final Sequel Newco, LLC. Pursuant to Final Sequel Newco, LLCs operating agreement, the Common Stock of the Issuer may not be disposed of without the prior written consent of the member contributing such shares. In addition, the members retain their right to vote the shares they contributed to Final Sequel Newco, LLC.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated April, 2011, among each of the Reporting Persons

Signatures

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

April , 2011

PRINCIPAL FINANCIAL GROUP, INC.

By: _____

Joyce N. Hoffman

Senior Vice President & Corporate Secretary

April , 2011

PRINCIPAL FINANCIAL SERVICES, INC.

By: _____

Joyce N. Hoffman

Senior Vice President & Corporate Secretary

April , 2011

PRINCIPAL LIFE INSURANCE COMPANY

By: _____

Joyce N. Hoffman

Senior Vice President & Corporate Secretary

April , 2011

PRINCIPAL HOLDING COMPANY, LLC

By: _____

Joyce N. Hoffman

Senior Vice President & Corporate Secretary

April , 2011

PRINCIPAL GLOBAL INVESTORS, LLC

By: _____

Joyce N. Hoffman

Senior Vice President & Secretary

EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d1(k) under the Securities Exchange Act of 1934, as amended, each of the parties hereto agrees with the other parties that the statement of Schedule 13D pertaining to certain securities of Catalyst Health Solutions, Inc. to which this agreement is an exhibit is filed

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by and on behalf of each such party and that any amendment thereto will be filed on behalf of each such party.

Dated: April , 2011

PRINCIPAL FINANCIAL GROUP, INC.

By: _____
Joyce N. Hoffman
Senior Vice President & Corporate

Secretary

PRINCIPAL FINANCIAL SERVICES, INC.

By: _____
Joyce N. Hoffman
Senior Vice President & Corporate

Secretary

PRINCIPAL LIFE INSURANCE COMPANY

By: _____
Joyce N. Hoffman
Senior Vice President & Corporate

Secretary

PRINCIPAL HOLDING COMPANY, LLC

By: _____
Joyce N. Hoffman
Senior Vice President & Corporate

Secretary

PRINCIPAL GLOBAL INVESTORS, LLC

By: _____
Joyce N. Hoffman
Senior Vice President & Secretary

SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS

Principal Financial Group, Inc.	
Directors	Principal Occupation
Larry D. Zimpleman	Chairman, President and CEO,
Principal Financial Group, Inc.	
Michael T. Dan	Chairman, President and CEO, The
Brinks Company	
C. Daniel Gellatt, Jr.	President, NMT Corporation
Elizabeth E. Tallett	Principal, Hunter Partners,
LLC	
Betsy J. Bernard	Retired
Jocelyn Carter Miller	President, TechEd Ventures
Gary E. Costley	Managing Director, C&G Capital
Management, LLC	
Sandra L. Helton	Retired
Dennis H. Ferro	Retired
Richard L. Keyser	Chairman of the Board, W.W.
Grainger, Inc.	
Arjun K. Mathrani	Finance and Banking Professor at New
York Universitys Stern School of Business,	
St. Johns University and Cambridge	
Universitys Judge Business School	
Executive Officers	Principal Occupation

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Larry D. Zimpleman Executive Officer	Chairman, President and Chief	
Daniel J. Houston Financial Services	President Retirement, Insurance and	Financial Services
James P. McCaughan Karen E. Shaff	President Global Asset Management Executive Vice President and General	Counsel
Norman R. Sorensen Asset Accumulation	Executive Vice President International	Officer
Julia M. Lawler Officer	Senior Vice President and Chief Investment	Officer
Terrance J. Lillis Officer	Senior Vice President and Chief Financial	Officer
Mary A. OKeefe Information Officer	Senior Vice President and Chief	Information Officer
Gary P. Scholten Principal Financial Services, Inc. Directors	Senior Vice President and Chief	Principal Occupation
Larry D. Zimpleman Principal Financial Group, Inc	Chairman, President and CEO,	Principal Financial Group, Inc
Michael T. Dan Brinks Company	Chairman, President and CEO, The	Brinks Company
C. Daniel Gellatt, Jr. Elizabeth E. Tallett	President, NMT Corporation Principal, Hunter Partners,	LLC
Betsy J. Bernard Jocelyn Carter Miller Gary E. Costley	Retired President, TechEd Ventures Managing Director, C&G Capital	Management, LLC
Sandra L. Helton Dennis H. Ferro Richard L. Keyser	Retired Retired Chairman of the Board, W.W.	Grainger, Inc.
Arjun K. Mathrani York Universitys Stern School of Business, St. Johns University and Cambridge Universitys Judge Business School	Finance and Banking Professor at New	Executive Officers
Larry D. Zimpleman Executive Officer	Chairman, President and Chief	Executive Officer
Theresa A. Button James P. McCaughan Joyce N. Hoffman	Vice President and Treasurer President Global Asset Management Senior Vice President and Corporate	Secretary
Larry D. Zimpleman Principal Financial Group, Inc. Directors	Chairman, President and CEO,	Principal Occupation
Michael T. Dan Brinks Company	Chairman, President and CEO, The	Brinks Company
C. Daniel Gellatt, Jr. Elizabeth E. Tallett	President, NMT Corporation Principal, Hunter Partners,	LLC
Betsy J. Bernard Jocelyn Carter Miller Gary E. Costley	Retired President, TechEd Ventures Managing Director, C&G Capital	Management, LLC
Sandra L. Helton Dennis H. Ferro Richard L. Keyser	Retired Retired Chairman of the Board, W.W.	Grainger, Inc.

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Arjun K. Mathrani York University's Stern School of Business, St. Johns University and Cambridge University's Judge Business School	Finance and Banking Professor at New
Executive Officers Principal Occupation	
Officer Theresa A. Button James P. McCaughan Joyce N. Hoffman	President and Chief Executive Vice President and Treasurer President Global Asset Management Senior Vice President and Corporate
Secretary Principal Holding Company, LLC Directors Principal Occupation	
Officer of PFG Daniel J. Houston Financial Services of PFG Julia M. Lawler Investment Officer of PFG James P. McCaughan PFG Karen E. Shaff Counsel of PFG Larry D. Zimpleman Executive Officers Principal Occupation Larry D. Zimpleman	Senior Vice President and Chief Financial President Retirement, Insurance and Senior Vice President and Chief President Global Asset Management of Executive Vice President and General Chairman, President and CEO of PFG President and Chief Executive President Global Asset Management Vice President and Treasurer Senior Vice President and Corporate
Secretary Principal Global Investors, LLC Directors Principal Occupation	
David M. Blake Patrick G. Halter Jill M. Hittner James P. McCaughan Barbara A. McKenzie Randall C. Mundt Karen E. Shaff	Executive Director Executive Director Chief Financial Officer Chief Executive Officer Chief Operations Officer Executive Director Executive Vice President and General
Counsel Larry D. Zimpleman	Chairman, President and Chief Executive
Officer of PFG Executive Officers Principal Occupation James P. McCaughan Theresa A. Button Joyce N. Hoffman Barbara A. McKenzie	Chief Executive Officer Vice President and Treasurer Senior Vice President and Secretary Chief Operations Officer