

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

ATHENAHEALTH INC  
Form SC 13G  
February 13, 2009

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

SCHEDULE 13G  
(RULE 13D-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13D-1(B), (C)  
AND (D) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13D-2  
(AMENDMENT NO. 1)\*

athenahealth, Inc.  
(NAME OF ISSUER)

COMMON STOCK PAR VALUE \$0.01  
(TITLE OF CLASS OF SECURITIES)

04685W103  
(CUSIP NUMBER)

DECEMBER 31, 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)  
[ X ] 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).

CUSIP NO. 04685W103

13G

PAGE 2 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Oak Investment Partners IX, Limited Partnership  
06-1556218
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ X ]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0 Shares of Common Stock
6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER  
0 Shares of Common Stock
8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%
12. TYPE OF REPORTING PERSON  
PN

CUSIP NO. 04685W103

13G

PAGE 3 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Oak Associates IX, LLC  
06-1556230
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0 Shares of Common Stock

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER  
0 Shares of Common Stock
8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  
[ ]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%
12. TYPE OF REPORTING PERSON  
OO-LLC

CUSIP NO. 04685W103

13G

PAGE 4 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Oak IX Affiliates Fund, Limited Partnership  
06-1556229
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ X ]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0 Shares of Common Stock
6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

0 Shares of Common Stock

8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  
[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12. TYPE OF REPORTING PERSON  
PN

CUSIP NO. 04685W103

13G

PAGE 5 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Oak IX Affiliates, LLC  
06-1556233

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0 Shares of Common Stock

6. SHARED VOTING POWER  
0 Shares of Common Stock

7. SOLE DISPOSITIVE POWER  
0 Shares of Common Stock

8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  
[ ]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%
12. TYPE OF REPORTING PERSON  
OO-LLC

CUSIP NO. 04685W103

13G

PAGE 6 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Oak IX Affiliates Fund - A, Limited Partnership  
06-1571899
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ X ]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0 Shares of Common Stock
6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER  
0 Shares of Common Stock
8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  
[ ]

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12. TYPE OF REPORTING PERSON  
PN

CUSIP NO. 04685W103

13G

PAGE 7 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Oak Management Corporation  
06-0990851

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0 Shares of Common Stock

6. SHARED VOTING POWER  
0 Shares of Common Stock

7. SOLE DISPOSITIVE POWER  
0 Shares of Common Stock

8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%

12. TYPE OF REPORTING PERSON  
CO

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

CUSIP NO. 04685W103

13G

PAGE 8 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Bandel L. Carano
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)    
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
0 Shares of Common Stock
6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER  
0 Shares of Common Stock
8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%
12. TYPE OF REPORTING PERSON  
IN

CUSIP NO. 04685W103

13G

PAGE 9 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Gerald R. Gallagher

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
2,820 Shares of Common Stock

6. SHARED VOTING POWER  
0 Shares of Common Stock

7. SOLE DISPOSITIVE POWER  
2,820 Shares of Common Stock

8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,820 Shares of Common Stock

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 0.1%

12. TYPE OF REPORTING PERSON  
IN

CUSIP NO. 04685W103

13G

PAGE 10 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Edward F. Glassmeyer

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

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION



Edgar Filing: ATHENAHEALTH INC - Form SC 13G

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
11,836 Shares of Common Stock
6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER  
11,836 Shares of Common Stock
8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
11,836 Shares of Common Stock
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 0.1%
12. TYPE OF REPORTING PERSON  
IN

CUSIP NO. 04685W103

13G

PAGE 11 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Fredric W. Harman
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

0 Shares of Common Stock

6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER  
0 Shares of Common Stock
8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0 Shares of Common Stock
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES:  
[ ]
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0.0%
12. TYPE OF REPORTING PERSON  
IN

CUSIP NO. 04685W103

13G

PAGE 12 OF 17 PAGES

1. NAME OF REPORTING PERSONS  
Ann H. Lamont
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [ X ]
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY  
EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER  
7,863 Shares of Common Stock
6. SHARED VOTING POWER  
0 Shares of Common Stock
7. SOLE DISPOSITIVE POWER

## Edgar Filing: ATHENAHEALTH INC - Form SC 13G

- 7,863 Shares of Common Stock
8. SHARED DISPOSITIVE POWER  
0 Shares of Common Stock
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
7,863 Shares of Common Stock
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 0.1%
12. TYPE OF REPORTING PERSON  
IN

### Item 1.

- (a) Name of Issuer:  
athenahealth, Inc.
- (b) Address of Issuer's principal executive offices:  
311 Arsenal Street  
Watertown, MA 02472

### Item 2.

- (a) Names of persons filing:  
Oak Investment Partners IX, Limited Partnership ("Oak Investment Partners IX")  
Oak Associates IX, LLC ("Oak Associates IX")  
Oak IX Affiliates Fund, Limited Partnership ("Oak IX Affiliates Fund")  
Oak IX Affiliates, LLC ("Oak IX Affiliates")  
Oak IX Affiliates Fund - A, Limited Partnership ("Oak IX Affiliates Fund - A")  
Oak Management Corporation ("Oak Management")  
Bandel L. Carano  
Gerald R. Gallagher  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont
- (b) Address or principal business office or, if none, residence:  
c/o Oak Management Corporation  
One Gorham Island  
Westport, Connecticut 06880
- (c) Citizenship:  
Please refer to Item 4 on each cover sheet for each filing person.
- (d) Title of class of securities:

## Edgar Filing: ATHENAHEALTH INC - Form SC 13G

Common stock, par value \$0.01 per share

(e) CUSIP No.: 04685W103

Item 3. If this is a statement filed pursuant to Sections 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 Section 240.13d-1(b)(1)(ii)(E);
- (f) [ ] An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) [ ] A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) [ ] A savings associations 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) [ ] Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).  
Not applicable

Item 4. Ownership

The Amendment No. 1 to Schedule 13G filed on the date hereof reports the beneficial ownership of the

Reporting Persons as of December 31, 2008 pursuant to Rule 13d-2(b) of the Securities Exchange Act of 1934, as amended. On March 24, 2008, Oak Investment Partners IX distributed 1,203,644 shares of the Issuer's Common Stock to its limited and general partners. On August 11, 2008 Oak Investment Partners IX distributed 700,000 shares of the Issuer's Common Stock to its limited and general partners. On November 7, 2008 Oak Investment Partners IX distributed 2,108,503 shares of the Issuer's Common Stock to its limited and general partners. On November 7, 2008 Oak IX Affiliates Fund distributed 42,761 shares of the Issuer's Common Stock to its limited and general partners. On November 7, 2008 Oak IX Affiliates Fund - A distributed 96,304 shares of the Issuer's Common Stock to its limited and general partners. As a result of these distributions, no Reporting Person is a beneficial owner of more than five percent (5%) of the Issuer's Common Stock. The Reporting Persons are filing this Amendment No. 1 to Schedule 13G to report the beneficial ownership of the Reporting Persons as of December 31, 2008 after giving effect to the consummation of the distributions.

The approximate percentages of Common Shares reported as beneficially owned by the Reporting Persons are based upon 33,180,624 Common Shares outstanding as of November 5, 2008, as reported in the Company's Form 10-Q filed with the Securities and Exchange Commission on November 7, 2008.

Oak Associates IX is the general partner of Oak Investment Partners IX. Oak IX Affiliates is the general partner of each of Oak IX Affiliates Fund and Oak IX Affiliates Fund - A. Oak Management is the manager of each of Oak Investment Partners IX, Oak IX Affiliates Fund and Oak IX Affiliates Fund - A.

## Edgar Filing: ATHENAHEALTH INC - Form SC 13G

Bandel L. Carano, Gerald R. Gallagher, Edward F. Glassmeyer, Fredric W. Harman and Ann H. Lamont are the managing members of each of Oak Associates IX and Oak IX Affiliates, the general partner of Oak Investment Partners IX, on the one hand, and Oak IX Affiliates Fund and Oak IX Affiliates Fund - A, on the other hand, and as such, may be deemed to possess shared beneficial ownership of any shares of common stock held by such entities.

By making this filing, the Reporting Persons acknowledge that they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, in connection with the securities of the Issuer. Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of all shares of Common Stock or securities convertible into or exercisable for Common Stock other than any shares or other securities reported herein as being owned by it, him or her, as the case may be.

Please see Items 5, 6, 7, 8, 9 and 11 for each cover sheet for each filing entity.

Item 5. Ownership of Five Percent (5%) 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 [ X ].

Item 6. Ownership of More than Five Percent (5%) on Behalf of Another Person.  
Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.  
Not applicable

Item 8. Identification and Classification of Members of the Group.  
Not applicable

Item 9. Notice of Dissolution of Group.  
Not applicable

Item 10. Certifications.

By signing below, each of the undersigned certifies that, to the best of his or its individual knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

### SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such entity or individual is true, complete and correct.

Dated: February 12, 2009

Entities:

## Edgar Filing: ATHENAHEALTH INC - Form SC 13G

Oak Investment Partners IX, Limited Partnership  
Oak Associates IX, LLC  
Oak IX Affiliates Fund, Limited Partnership  
Oak IX Affiliates, LLC  
Oak IX Affiliates Fund - A, Limited Partnership  
Oak Management Corporation

By: /s/ Edward F. Glassmeyer  
Edward F. Glassmeyer, as  
General Partner, Managing Member,  
or Executive Officer (as appropriate),  
or as attorney-in-fact for the  
above-listed entities

### Individuals:

Bandel L. Carano  
Gerald R. Gallagher  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont

By: /s/ Edward F. Glassmeyer  
Edward F. Glassmeyer,  
individually, and as  
attorney-in-fact for the other  
above-listed individuals

### INDEX TO EXHIBITS

EXHIBIT A            Joint Filing Agreement  
EXHIBIT B            Power of Attorney (previously filed)

### EXHIBIT A

#### JOINT FILING AGREEMENT

Each of the undersigned hereby agree to file jointly the statement on this Amendment No. 1 to Schedule 13G to which this Agreement is attached and any amendments thereto which may be deemed necessary, pursuant to Regulation 13D-G under the Securities Exchange Act of 1934, as two or more persons with respect to the same securities (17 C.F.R. Section 240.13d-1(k)).

It is understood and agreed that each of the parties hereto is responsible for the timely filing of such statement and any amendments thereto, and for the completeness and accuracy of the information concerning such party contained therein, but such party is not responsible for the completeness and accuracy of information concerning any other party unless such party knows or has reason to

Edgar Filing: ATHENAHEALTH INC - Form SC 13G

believe such information is inaccurate.

It is understood and agreed that a copy of this Agreement shall be attached as an exhibit to the statement on this Amendment No. 1 to Schedule 13G, and may be attached to any amendments thereto, filed on behalf of each of the parties hereto with respect to this Issuer.

Dated: February 12, 2009

Entities:

Oak Investment Partners IX, Limited Partnership  
Oak Associates IX, LLC  
Oak IX Affiliates Fund, Limited Partnership  
Oak IX Affiliates, LLC  
Oak IX Affiliates Fund - A, Limited Partnership  
Oak Management Corporation

By: /s/ Edward F. Glassmeyer  
Edward F. Glassmeyer, as  
General Partner, Managing Member,  
or Executive Officer (as appropriate),  
or as attorney-in-fact for the  
above-listed entities

Bandel L. Carano  
Gerald R. Gallagher  
Edward F. Glassmeyer  
Fredric W. Harman  
Ann H. Lamont

By: /s/ Edward F. Glassmeyer  
Edward F. Glassmeyer,  
individually, and as  
attorney-in-fact for the other  
above-listed individuals