Warner Music Group Corp. Form SC 13D/A July 26, 2011

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

SCHEDULE 13D Under the Securities Exchange Act of 1934

Under the Securities Exchange Act of 1934 (Amendment No.2)

WARNER MUSIC GROUP CORP. (Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

934550104 (CUSIP Number)

Copies to:

David P. Kreisler, Esq.
Weil, Gotshal & Manges LLP
100 Federal Street, 34th Floor
Boston, MA 02110 617-772-8300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 20, 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 $\S 240.13d-1(e)$, 240.13d-1(f) or 240.13d-1(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 § 240.13d-7(b) for other parties to whom copies are to be sent.

* 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 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)..

1	NAMES OF REPORTING PERSONS Thomas H. Lee Equity Fund V, L.P.								
2	CHECK 7	ГНЕ Д	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "			
3	SEC USE	ONL	.Y			, í			
4	SOURCE	OF I	FUNDS		OO				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):								
6			OR PLACE OF ORGANIZATION						
	BER OF ARES	7	SOLE VOTING POWER:	0					
BENEF	CIALLY ED BY	8	SHARED VOTING POWER:	0					
EA	CH RTING	9	SOLE DISPOSITIVE POWER:	0					
PER	SON TH:	10	SHARED DISPOSITIVE POWER:	0					
11			AMOUNT BENEFICIALLY OWNED BY	0					
12	CHECK I	F TH ES C	E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES						
13	PERCENT ROW (11		CLASS REPRESENTED BY AMOUNT IN	0%					
14	TYPE OF	REP	ORTING PERSON:	PN					

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1	NAMES OF REPORTING PERSONS Thomas H. Lee Parallel Fund V, L.P.								
2	CHECK 7	ГНЕ Д	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "			
3	SEC USE	ONI	.Y						
4	SOURCE	OF I	FUNDS		OO				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):								
6			OR PLACE OF ORGANIZATION						
	BER OF ARES	7	SOLE VOTING POWER:	0					
BENEF	ICIALLY ED BY	8	SHARED VOTING POWER:	0					
EA	ACH RTING	9	SOLE DISPOSITIVE POWER:	0					
PER	RSON ITH:	10	SHARED DISPOSITIVE POWER:	0					
11	AGGREG		AMOUNT BENEFICIALLY OWNED BY TING PERSON:	0					
12			E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES						
13	PERCENT ROW (11)	_	CLASS REPRESENTED BY AMOUNT IN	0%					
14	TYPE OF	REP	ORTING PERSON:	PN					

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1	NAMES OF REPORTING PERSONS Thomas H. Lee Equity (Cayman) Fund V, L.P.									
2	CHECK 7	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) "					
3	SEC USE	ONI	LY							
4	SOURCE	OF I	FUNDS		00					
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):								
6	CITIZEN	SHIP	OR PLACE OF ORGANIZATION							
	BER OF ARES	7	SOLE VOTING POWER:	0						
BENEF	ICIALLY ED BY	8	SHARED VOTING POWER:	0						
EA	СH	9	SOLE DISPOSITIVE POWER:	0						
PER	RTING RSON TH:	10	SHARED DISPOSITIVE POWER:	0						
11	AGGREC		AMOUNT BENEFICIALLY OWNED BY ETING PERSON:	0						
12	EXCLUD	ES C	E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES							
13	PERCEN' ROW (11		CLASS REPRESENTED BY AMOUNT IN	0%						
14	TYPE OF	REP	PORTING PERSON:	PN						
Page 4	of 26 Pages	3								

1	NAMES (OF R	EPORTING PERSONS 1997 Thomas H. Lee Nominee Trust						
2	СНЕСК Т	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "			
3	SEC USE ONLY								
4	SOURCE	OF F	FUNDS		00				
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):							
6			OR PLACE OF ORGANIZATION						
	BER OF ARES	7	SOLE VOTING POWER:	0					
BENEF	ICIALLY ED BY	8	SHARED VOTING POWER:	0					
EA	ACH RTING	9	SOLE DISPOSITIVE POWER:	0					
PER	RSON ITH:	10	SHARED DISPOSITIVE POWER:	0					
11	AGGREG		AMOUNT BENEFICIALLY OWNED BY TING PERSON:	0					
12	CHECK I	F TH	E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES						
13	PERCENT ROW (11)		CLASS REPRESENTED BY AMOUNT IN	0%					
14	TYPE OF	REP	ORTING PERSON:	OO					

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1	NAMES (MES OF REPORTING PERSONS THL WMG Equity Investors, L.P.							
2	CHECK 7	ГНЕ .	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "			
3	SEC USE	ONI	LY						
4	SOURCE	OF I	FUNDS		OO				
5			IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEM 2(d) OR 2(e):						
6			OR PLACE OF ORGANIZATION						
	BER OF ARES	7	SOLE VOTING POWER:	0					
	CIALLY ED BY	8	SHARED VOTING POWER:	0					
	.CH RTING	9	SOLE DISPOSITIVE POWER:	0					
	SON TH:	10	SHARED DISPOSITIVE POWER:	0					
11			E AMOUNT BENEFICIALLY OWNED BY ETING PERSON:	0					
12	EXCLUD	ES C	E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES						
13	PERCENT ROW (11)		CLASS REPRESENTED BY AMOUNT IN	0%					
14	TYPE OF	REF	PORTING PERSON:	PN					

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1	NAMES OF REPORTING PERSONS Thomas H. Lee Investors Limited Partnership							
2	CHECK T	HE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "		
3	SEC USE	ONL	.Y					
4	SOURCE	OF F	FUNDS		OO			
5	PURSUA	NT T	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEM 2(d) OR 2(e):					
6	CITIZENS	SHIP	OR PLACE OF ORGANIZATION					
	BER OF ARES	7	SOLE VOTING POWER:	0				
	CIALLY ED BY	8	SHARED VOTING POWER:	0				
EA	.CH RTING	9	SOLE DISPOSITIVE POWER:	0				
PER	SON TH:	10	SHARED DISPOSITIVE POWER:	0				
11	AGGREG		AMOUNT BENEFICIALLY OWNED BY TING PERSON:	0				
12			E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES					
13	PERCENT ROW (11)		CLASS REPRESENTED BY AMOUNT IN	0%				
14	TYPE OF	REP	ORTING PERSON:	PN				

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1	NAMES (OF R	EPORTING PERSONS THL Equity Advisors V, LLC			
2	СНЕСК Т	HE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "
3	SEC USE	ONL	.Y			
4	SOURCE	OF F	FUNDS		00	
5			IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEM 2(d) OR 2(e):			
6	CITIZENS	SHIP	OR PLACE OF ORGANIZATION			
	BER OF ARES	7	SOLE VOTING POWER:	0		
BENEF	ICIALLY	8	SHARED VOTING POWER:	0		
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	ACH	9	SOLE DISPOSITIVE POWER:	0		
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	RSON ITH:	10	SHARED DISPOSITIVE POWER:	0		
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11			TING PERSON:	U		
12	CHECK I	F TH	E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES			
			CLASS REPRESENTED BY AMOUNT IN	0%		
13	ROW (11)	:				
14	TYPE OF	REP	ORTING PERSON:	OO		

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1	NAMES (OF R	EPORTING PERSONS Thomas H. Lee Advisors, LLC			
2	СНЕСК Т	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "
3	SEC USE	ONL	LY .			
4	SOURCE	OF F	FUNDS		00	
5 6	PURSUA	NT T	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEM 2(d) OR 2(e): OR PLACE OF ORGANIZATION			
	BER OF ARES	7	SOLE VOTING POWER:	0		
BENEFI	CIALLY ED BY	8	SHARED VOTING POWER:	0		
EA	CH	9	SOLE DISPOSITIVE POWER:	0		
PER	RTING SON TH:	10	SHARED DISPOSITIVE POWER:	0		
11			AMOUNT BENEFICIALLY OWNED BY	0		
12			E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES			
13	PERCENT ROW (11)		CLASS REPRESENTED BY AMOUNT IN	0%		
14	TYPE OF	REP	PORTING PERSON:	PN		

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1	NAMES (OF R	EPORTING PERSONS Great-West Investors LP					
2	СНЕСК Т	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "		
3	SEC USE	ONI	LY					
4	SOURCE	OF I	FUNDS		OO			
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):							
			OR PLACE OF ORGANIZATION					
NUMB SHA		7	SOLE VOTING POWER:	0				
	CIALLY	8	SHARED VOTING POWER:	0				
EAG REPOR	CH	9	SOLE DISPOSITIVE POWER:	0				
PERS WIT	SON	10	SHARED DISPOSITIVE POWER:	0				
11	AGGREG		AMOUNT BENEFICIALLY OWNED BY	0				
12	CHECK I	F TH	E AGGREGATE AMOUNT IN ROW (11) CERTAIN SHARES					
	PERCENT ROW (11)		CLASS REPRESENTED BY AMOUNT IN	0%				
14	TYPE OF	REP	PORTING PERSON:	PN				
14								

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1	NAMES OF REPORTING PERSONS Putnam Investment Holdings, LLC							
2	CHECK 7	ГНЕ .	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "		
3	SEC USE	ONI	.Y					
4	SOURCE	OF I	FUNDS		OO			
5			IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEM 2(d) OR 2(e):					
6	CITIZEN	SHIP	OR PLACE OF ORGANIZATION					
	BER OF ARES	7	SOLE VOTING POWER:	0				
	CIALLY ED BY	8	SHARED VOTING POWER:	0				
	.CH RTING	9	SOLE DISPOSITIVE POWER:	0				
	SON TH:	10	SHARED DISPOSITIVE POWER:	0				
11			AMOUNT BENEFICIALLY OWNED BY TING PERSON:	0				
12	EXCLUD	DES C	E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES					
13	PERCENT ROW (11		CLASS REPRESENTED BY AMOUNT IN	0%				
14	TYPE OF	REP	PORTING PERSON:	OO				

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1	NAMES OF REPORTING PERSONS Putnam Investments Employees' Securities Company I LLC						
2	CHECK T	HE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			(a) x (b) "	
3	SEC USE	ONL	LY				
4	SOURCE	OF F	FUNDS		OO		
5			IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEM 2(d) OR 2(e):				
6	CITIZENS	SHIP	OR PLACE OF ORGANIZATION				
	BER OF ARES	7	SOLE VOTING POWER:	0			
	CIALLY ED BY	8	SHARED VOTING POWER:	0			
	.CH RTING	9	SOLE DISPOSITIVE POWER:	0			
	SON TH:	10	SHARED DISPOSITIVE POWER:	0			
11			AMOUNT BENEFICIALLY OWNED BY TING PERSON:	0			
12	EXCLUD	ES C	E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES				
13	PERCENT ROW (11)		CLASS REPRESENTED BY AMOUNT IN	0%			
14	TYPE OF	REP	ORTING PERSON:	OO			

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1	NAMES OF REPORTING PERSONS Putnam Investments Employees' Securities Company II LLC							
2	CHECK 7	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) x (b) "			
3	SEC USE	SEC USE ONLY						
4	SOURCE	OF I	FUNDS	C	Ю			
5			IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED O ITEM 2(d) OR 2(e):					
6	CITIZEN	SHIP	OR PLACE OF ORGANIZATION					
	BER OF ARES	7	SOLE VOTING POWER:	0				
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11			AMOUNT BENEFICIALLY OWNED BY TING PERSON:	0				
12			E AGGREGATE AMOUNT IN ROW (11) ERTAIN SHARES					
13	PERCEN' ROW (11		CLASS REPRESENTED BY AMOUNT IN	0%				
14	TYPE OF	REP	ORTING PERSON:	00				

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STATEMENT MADE PURSUANT TO RULE 13d-1(a) OF THE GENERAL RULES AND REGULATIONS UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

This Amendment No. 2 to Schedule 13D relates to Common Stock, par value \$0.001 per share ("Common Stock" or "Shares") of Warner Music Group Corp. (the "Company") and amends the initial statement on Schedule 13D filed by the following persons (collectively, the "Reporting Persons"): (1) Thomas H. Lee Equity Fund V, L.P., a Delaware limited partnership; (2) Thomas H. Lee Parallel Fund V, L.P., a Delaware limited partnership; (3) Thomas H. Lee Equity (Cayman) Fund V, L.P., a Cayman Islands limited partnership (collectively, the "THL Funds"); (4) 1997 Thomas H. Lee Nominee Trust, a Massachusetts trust (the "Lee Trust"); (5) THL WMG Equity Investors, L.P., a Delaware limited partnership ("THL WMG Equity"); (6) Thomas H. Lee Investors Limited Partnership, a Massachusetts limited partnership ("THL Investors"), (7) THL Equity Advisors V, LLC, a Delaware limited liability company ("Advisors V"); (8) Thomas H. Lee Advisors, LLC, a Delaware limited liability company ("THL Advisors"); (9) Great-West Investors L.P., a Delaware limited partnership ("Great-West Fund"); (10) Putnam Investments Employees' Securities Company I LLC, a Delaware limited liability company ("Putnam I"); (11) Putnam Investments Employees' Securities Company II LLC, a Delaware limited liability company ("Putnam II"); and (12) Putnam Investment Holdings, LLC, a Delaware limited liability company ("Putnam", and together with Putnam I and Putnam II, the "Putnam Entities") relating to the Shares (the "Initial Statement") as amended by Amendment No. 1 filed on May 10, 2011 ("Amendment No. 1; "the Initial Statement together with Amendment No. 1 and this Amendment No. 2, the "Schedule 13D"). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Initial Statement.

Item 5. Interest in Securities of the Company Item 5 of the Schedule 13D is hereby amended and restated as follows:

Items (a), (b), (c) and (e) of Item 5 of this Schedule 13D are hereby amended and restated as follows:

- (a)-(b) As of the date hereof, the Reporting Persons beneficially own zero Shares, representing 0% of the outstanding Shares.
- (c) Other than the disposition of Shares in connection with the Merger Agreement as described in Item 6 hereof, there have been no transactions by the Reporting Persons in the Shares since May 10, 2011, the date of filing of the last Schedule 13D amendment.
- (e) As of July 20, 2011, the Reporting Persons ceased to beneficially own any Shares.
- Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer Item 6 of this Schedule 13D is hereby amended and supplemented as follows:

On July 20, 2011, the Merger contemplated by the Merger Agreement by and among the Company, Parent and Merger Sub became effective. As a result, the Reporting Persons are no longer the beneficial owner of any Shares.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

THOMAS H. LEE EQUITY FUND V, L.P.

By: THL Equity Advisors V, LLC, its general partner By: Thomas H. Lee Partners, L.P., its sole member By: Thomas H. Lee Advisors LLC, its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

THOMAS H. LEE PARALLEL FUND V, L.P.

By: THL Equity Advisors V, LLC, its general partner By: Thomas H. Lee Partners, L.P., its sole member By: Thomas H. Lee Advisors LLC, its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

THOMAS H. LEE EQUITY (CAYMAN) FUND V, L.P. By: THL Equity Advisors V, LLC, its general partner By: Thomas H. Lee Partners, L.P., its sole member By: Thomas H. Lee Advisors LLC, its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

1997 THOMAS H. LEE NOMINEE TRUST

By: US Bank, N.A., not personally, but solely as Trustee under

the 1997 Thomas H. Lee Nominee Trust

By: /s/ Paul D. Allen
Name: Paul D. Allen
Title: Vice President

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

THL WMG EQUITY INVESTORS, L.P.

By: THL Equity Advisors V, LLC, its general partner By: Thomas H. Lee Partners, L.P., its sole member By: Thomas H. Lee Advisors LLC, its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

THOMAS H. LEE INVESTORS LIMITED PARTNERSHIP By: THL Investment Management Corp., its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Vice President

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

THL EQUITY ADVISORS V, LLC

By: Thomas H. Lee Partners, L.P., its sole member By: Thomas H. Lee Advisors LLC, its general partner

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

THOMAS H. LEE ADVISORS, LLC

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

PUTNAM INVESTMENT HOLDINGS, LLC

By: Putnam Investments, LLC, its managing member By: Thomas H. Lee Advisors, LLC, its attorney-in-fact

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY I LLC

By: Putnam Investments Holdings, LLC, its managing member

By: Putnam Investments, LLC, its managing member By: Thomas H. Lee Advisors, LLC, its attorney-in-fact

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY II LLC

By: Putnam Investments Holdings, LLC, its managing member

By: Putnam Investments, LLC, its managing member By: Thomas H. Lee Advisors, LLC, its attorney-in-fact

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: July 22, 2011

GREAT WEST INVESTORS L.P.

By: Thomas H. Lee Advisors, LLC, its attorney-in-fact

By: /s/ Charles P. Holden
Name: Charles P. Holden
Title: Managing Director

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