# WARNER CHILCOTT PLC

Filed by

## THOMAS H LEE ALTERNATIVE FUND V LP

# FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/12/10

| | |
|---|---|
| Telephone | 353 41 685 6983 |
| CIK | 0001323854 |
| Symbol | WCRX |
| Fiscal Year | 12/31 |

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

# SCHEDULE 13G

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

**Warner Chilcott plc**

(Name of Issuer)

**Ordinary Shares, par value $0.01 per share**

(Title of Class of Securities)

**G94368100**

(CUSIP Number)

**December 31, 2009**

(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)

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*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* ).

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Thomas H. Lee (Alternative) Fund V, L.P.** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>**Cayman Islands** | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **26,037,402** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **26,037,402** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**26,037,402** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**10.4%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**PN** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Thomas H. Lee (Alternative) Parallel Fund V, L.P.** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) ☒ (b) ☐ | | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>**Cayman Islands** | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **6,755,663** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **6,755,663** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**6,755,663** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) ☐ | | |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**2.7%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**PN** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Thomas H. Lee (Alternative) Cayman Fund V, L.P.** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>**Cayman Islands** | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **358,758** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **358,758** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**358,758** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**0.1%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**PN** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Thomas H. Lee Investors Limited Partnership** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Massachusetts | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **132,535** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **132,535** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**132,535** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**0.1%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**PN** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**THL Advisors (Alternative) V, L.P.** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Cayman Islands | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **33,151,823** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **33,151,823** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**33,151,823** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**13.2%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**PN** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Great-West Investors LP** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>**Delaware** | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **203,631** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **203,631** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**203,631** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**0.1%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**PN** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Putnam Investments Employees' Securities Company I LLC** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>**Delaware** | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **175,013** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **175,013** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**175,013** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**0.1%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**OO** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Putnam Investments Employees' Securities Company II LLC** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>**Delaware** | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **156,262** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **156,262** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**156,262** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**0.1%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**OO** | | |

| | | | |
|---|---|---|---|
| **1** | NAMES OF REPORTING PERSONS<br>I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY):<br><br>**Putnam Investment Holdings, LLC** | | |
| **2** | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) | (a) ☒<br>(b) ☐ | |
| **3** | SEC USE ONLY | | |
| **4** | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>**Delaware** | | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | **5** | SOLE VOTING POWER | **0** |
| | **6** | SHARED VOTING POWER | **331,275** |
| | **7** | SOLE DISPOSITIVE POWER | **0** |
| | **8** | SHARED DISPOSITIVE POWER | **331,275** |
| **9** | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br><br>**331,275** | | |
| **10** | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) | | ☐ |
| **11** | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9<br>**0.1%** | | |
| **12** | TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)<br>**OO** | | |

Item 1(a). Name of Issuer:

Warner Chilcott plc

Item 1(b). Address of Issuer's Principal Executive Offices:

Unit 19 Ardee Business Park, Hale Street
Ardee, Co. Louth, Ireland

Item 2(a) Name of Persons Filing:

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

Item 2(b) Address of Principal Business Office or, if None, Residence:

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

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

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

Item 2(c) Citizenship:

Thomas H. Lee (Alternative) Fund V, L.P. – Cayman Islands
Thomas H. Lee (Alternative) Parallel Fund V, L.P. – Cayman Islands
Thomas H. Lee (Alternative) Cayman Fund V, L.P. – Cayman Islands
Thomas H. Lee Investors Limited Partnership – Massachusetts
THL Advisors (Alternative) V, LLC – Cayman Islands
Great-West Investors LP – Delaware

Putnam Investments Employees' Securities Company I LLC – Delaware
Putnam Investments Employees' Securities Company II LLC – Delaware
Putnam Investment Holdings, LLC – Delaware

Item 2(d) Title of Class of Securities:

Ordinary Shares, par value $0.01 per share

Item 2(e) CUSIP Number:

G94368100

Item 3. If this statement is filed pursuant to Rules 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 Act (15 U.S.C. 78o);
(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
(d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
(e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
(f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
(g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
(j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
(k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not applicable

Item 4. Ownership

(a) Amount beneficially owned:

Thomas H. Lee (Alternative) Fund V, L.P., a Cayman Islands exempted limited partnership, is the record holder of 26,037,402 shares of the identified class of securities. Thomas H. Lee (Alternative) Parallel Fund V, L.P., a Cayman Islands exempted limited partnership, is the record holder of 6,755,663 shares of the identified class of securities. Thomas H. Lee (Alternative) Cayman Fund V, L.P., a Cayman Islands exempted limited partnership, is

the record holder of 358,758 shares of the identified class of securities (collectively, the "THL Funds").

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 the THL Funds, which require the Putnam Entities and the Great-West Entity to dispose of their shares of the identified class of securities pro rata with the THL Funds, THL Advisors (Alternative) V, L.P., a Cayman Islands exempted limited partnership, may be deemed to be the beneficial owner of 33,151,823 shares of the identified class of securities, which represents approximately 13.2% of the shares of the identified class of securities.

Thomas H. Lee Investors Limited Partnership, a Massachusetts limited partnership, is the record holder of 132,535 shares of the identified class of securities.

Great-West Investors LP, a Delaware limited partnership, (the "Great-West Entity") is the record holder of 203,631 shares of the identified class of securities.

Putnam Investments Employees' Securities Company I LLC, a Delaware limited liability company, ("Putnam I") is the record holder of 175,013 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 156,262 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 331,275 shares of the identified class of securities, which represents approximately 0.1% of the shares of the identified class of securities.

(b) Percent of class

See Item 11 on each cover page.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

Se e Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See Item 8 on each cover page.

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 or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 2 above.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

Not applicable.

## 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 12, 2010

**THOMAS H. LEE (ALTERNATIVE) FUND V, L.P.**
By THL Advisors (Alternative) V, L.P.,
its General Partner

By Thomas H. Lee Advisors (Alternative) V Limited, LDC,
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* Rule 13d-7 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)**

## 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 12, 2010

**THOMAS H. LEE (ALTERNATIVE) PARALLEL FUND V, L.P.**
By THL Advisors (Alternative) V, L.P.,
its General Partner

By Thomas H. Lee Advisors (Alternative) V Limited, LDC,
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* Rule 13d-7 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)**

## 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 12, 2010

**THOMAS H. LEE (ALTERNATIVE) CAYMAN FUND V, L.P.**
By THL Advisors (Alternative) V, L.P.,
its General Partner

By Thomas H. Lee Advisors (Alternative) V Limited, LDC,
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* Rule 13d-7 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)**

## 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 12, 2010

**THOMAS H. LEE INVESTORS LIMITED PARTNERSHIP**
By THL Investment Management Corp.
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* Rule 13d-7 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)**

## 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 12, 2010

**THL ADVISORS (ALTERNATIVE) V, L.P.**
By Thomas H. Lee Advisors (Alternative) V Limited, LDC,
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* Rule 13d-7 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)**

## 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 12, 2010

**GREAT-WEST INVESTORS LP**
By Thomas H. Lee Advisors, LLC,
its Attorney-in-Fact

By /s/ Charles P. Holden
Name Charles P. Holden
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.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 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)**

## 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 12, 2010

**PUTNAM INVESTMENT HOLDINGS, LLC**
By Thomas H. Lee Advisors, LLC,
its Attorney-in-Fact

By /s/ Charles P. Holden
Name Charles P. Holden
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.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 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)**

## 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 12, 2010

**PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY I LLC**
By Thomas H. Lee Advisors, LLC,
its Attorney-in-Fact

By /s/ Charles P. Holden
Name Charles P. Holden
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.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 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)**

## 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 12, 2010

**PUTNAM INVESTMENTS EMPLOYEES' SECURITIES COMPANY II LLC**
By Thomas H. Lee Advisors, LLC,
its Attorney-in-Fact

By /s/ Charles P. Holden
Name Charles P. Holden
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.

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 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)**

## INDEX TO EXHIBITS

| Exhibit No. | Exhibit |
|---|---|
| 99.1 | Power of Attorney, dated as of August 3, 2007, related to Great-West Investors LP |
| 99.2 | Power of Attorney, dated as of September 12, 2006, related to Putnam Investment Holdings, LLC, Putnam Investments Employees' Securities Company I LLC, Putnam Investments Employees' Securities Company II LLC, and Putnam Investments Employees' Securities Company III LLC |

***EXHIBIT 99.1***

POWER OF ATTORNEY

Great-West Investors LP, a Delaware limited partnership ("Investors"), is the Special Limited Partner in Thomas H. Lee Partners, L.P., and holds and will make certain coinvestments along side Thomas H. Lee Equity Fund IV, L.P., Thomas H. Lee Equity Fund V, L.P., and Thomas H. Lee Equity Fund VI, L.P. and their affiliated investment partnerships (the "Funds"), all of which are private equity funds sponsored by Thomas H. Lee Partners, L.P.

In order to facilitate the making and disposing of such coinvestments, Investors hereby constitutes, appoints and empowers Thomas H. Lee Advisors, LLC, a Delaware limited liability company, and each of its duly authorized officers, members, managers, successors and assignees, with full power of substitution and resubstitution, as its true and lawful attorney-in-fact, in its name, place and stead and for its use and benefit, to execute, certify, acknowledge, file, record and swear to all instruments, agreements and documents necessary or advisable in connection with such coinvestments.

Notwithstanding the foregoing, the power of attorney granted hereby shall not permit the attorney-in-fact to execute, certify, acknowledge, file, record and swear to any instruments, agreements and documents which would, except with the prior written approval of Investors given on a case-by case basis, (a) subject Investors to any restrictions, limitations or obligations with respect to such coinvestment which are different from those to which the Funds are subject, (b) not provide Investors the same rights and benefits with respect to such coinvestments as provided to the Funds, (c) subject Investors to joint and several liability with any other person, (d) place any non-competition or non-solicitation restrictions on Investors, (e) impose any obligation or restriction of any kind on any affiliate, or pooled investment vehicle managed or advised by any affiliate, of Investors, (f) purport to make any representation or warranty by Investors (other than standard organizational, authority and investment representations and warranties), or (g) limit the right of Investors to transfer securities to permitted transferees.

Investors authorizes such attorney-in-fact to take any further action which such attorney-in-fact shall consider necessary or advisable in connection with any of the foregoing, hereby giving such attorney-in-fact full power and authority to do and perform each and every act or thing whatsoever necessary or advisable to be done in and about the foregoing as fully as Investors might or could do if personally present, and hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue hereof. The appointment by Investors of Thomas H. Lee Advisors, LLC and each of its duly authorized officers, members, managers, successors and assigns with full power of substitution and resubstitution, as aforesaid, as attorneys-in-fact shall be deemed to be a power coupled with an interest, and shall survive and not be affected by the dissolution, bankruptcy or incapacity of Investors. Notwithstanding the foregoing, such appointment may be revoked and this Power of Attorney shall terminate upon the delivery of written notice thereof by Investors to Thomas H. Lee Advisors, LLC.

IN WITNESS WHEREOF, this Power of Attorney has been executed as of August 3, 2007.

WITNESS

/s/ Erin Payne

Name: Erin Payne

GREAT-WEST INVESTORS LP

By: Great-West Investors GP Inc., its General Partner

By: /s/ Richard Schultz

Richard Schultz

Secretary

***EXHIBIT 99.2***

POWER OF ATTORNEY

Putnam Investments LLC ("Putnam") is the managing member of Putnam Investment Holdings, LLC ("Holdings"). Holdings is the managing member of Putnam Investments Employees Securities Company I LLC ("ESC I"), Putnam Investments Employees Securities Company II LLC ("ESC II") and Putnam Investments Employees Securities Company III LLC ("ESC III"). Each of Holdings, ESC I, ESC II and ESC HI (collectively, the "Coinvestors") make certain coinvestments along side Thomas H. Lee Equity Fund IV, L.P., Thomas H. Lee Equity Fund V, L.P. and Thomas H. Lee Equity Fund VI, L.P. and their affiliated investment partnerships (the "Funds"), all of which are private equity funds sponsored by Thomas H. Lee Partners, L.P.

In order to facilitate the making and disposing of such coinvestments, Putnam, as managing member of Holdings, hereby constitutes, appoints and empowers Thomas H. Lee Advisors, LLC, a Delaware limited liability company, and each of its duly authorized officers, members, managers, successors and assignees, with full power of substitution and resubstitution, as its true and lawful attorney-in-fact, in its name, place and stead and for its use and benefit, to execute, certify, acknowledge, file, record and swear to all instruments, agreements and documents necessary or advisable in connection with such coinvestments.

Notwithstanding the foregoing, the power of attorney granted hereby shall not permit the attorney-in-fact to execute, certify, acknowledge, file, record and swear to any instruments, agreements and documents which would, except with the prior written approval of Putnam given on a case-by-case basis, (a) subject the Coinvestors to any restrictions, limitations or obligations with respect to such coinvestment which are different from those to which the Funds are subject, (b) not provide the Coinvestors the same rights and benefits with respect to such coinvestments as provided to the Funds, (c) subject the Coinvestors to joint and several liability with any other person, (d) place any non-competition or non-solicitation restrictions on the Coinvestors, (e) impose any obligation or restriction of any kind on any affiliate, or pooled investment vehicle managed or advised by any affiliate, of any Coinvestor (other than the other Coinvestors), (f) purport to make any representation or warranty by any of the Coinvestors (other than standard organizational, authority and investment representations and warranties), or (g) limit the right of any Coinvestor to transfer securities to permitted transferees.

Putnam authorizes such attorney-in-fact to take any further action which such attorney-in-fact shall consider necessary or advisable in connection with any of the foregoing, hereby giving such attorney-in-fact full power and authority to do and perform each and every act or thing whatsoever necessary or advisable to be done in and about the foregoing as fully as Putnam might or could do if personally present, and hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue hereof. The appointment by Putnam of Thomas H. Lee Advisors, LLC and each of its duly authorized officers, members, managers, successors and assigns with full power of substitution and resubstitution, as aforesaid, as attorneys-in-fact shall be deemed to be a power coupled with an interest, and shall survive and not be affected by the dissolution, bankruptcy or incapacity of Putnam. Notwithstanding the foregoing, such appointment may be revoked and this Power of Attorney shall terminate upon the delivery of written notice thereof by Putnam to Thomas H. Lee Advisors, LLC.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Power of Attorney has been executed as of September 12, 2006.

WITNESS

_____

Name:

PUTNAM INVESTMENTS LLC

By: Great-West Investors GP Inc., its General Partner

By: /s/ Robert Burns

Robert Burns

Managing Director