

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

Fidelity National Information Services, Inc.  
Form SC 13D/A  
March 23, 2010

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934\*

**(Amendment No. 1)**

FIDELITY NATIONAL INFORMATION SERVICES, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

31620M106

(CUSIP Number)

Scott A. Arenare, Esq.

Managing Director and General Counsel

Warburg Pincus LLC

450 Lexington Avenue

New York, New York 10017

(212) 878-0600

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

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

Copies to:

Steven J. Gartner, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, New York 10019-6099

(212) 728-8000

March 22, 2010

(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 §§ 240.13d-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 Rule 240.13d-7 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).

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**SCHEDULE 13D/A**

**CUSIP No.** 31620M106

Page 2 of 14 pages

**1** NAMES OF REPORTING PERSONS

WPM, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

OO

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

-0-

**8** SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

40,706,823

**9** SOLE DISPOSITIVE POWER

-0-

**10** SHARED DISPOSITIVE POWER

40,706,823

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,706,823

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

PN

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under a Stock Purchase Right Agreement (the "SPR Agreement") among WPM, L.P., Fidelity National Information Services, Inc. and Metavante Technologies, Inc., as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.

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**1** NAMES OF REPORTING PERSONS

WPM GP, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

N/A

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

-0-

**8** SHARED VOTING POWER

40,706,823

**9** SOLE DISPOSITIVE POWER

-0-

**10** SHARED DISPOSITIVE POWER

40,706,823

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,706,823

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.



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**1** NAMES OF REPORTING PERSONS

Warburg Pincus Private Equity IX, L.P.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

N/A

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

-0-

NUMBER OF **8** SHARED VOTING POWER  
SHARES

BENEFICIALLY **9** SOLE DISPOSITIVE POWER  
OWNED BY EACH  
REPORTING  
PERSON WITH

-0-

**10** SHARED DISPOSITIVE POWER

40,706,823

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,706,823

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

PN

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.

**SCHEDULE 13D/A**

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- 1** NAMES OF REPORTING PERSONS
- Warburg Pincus IX LLC
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
- (a)
- (b)
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS (See Instructions)
- N/A
- 5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION
- New York
- 7** SOLE VOTING POWER
- 8** SHARED VOTING POWER
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 9** SOLE DISPOSITIVE POWER
- 10** SHARED DISPOSITIVE POWER
- 40,706,823
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 40,706,823
- 12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
- 10.9%\*
- 14** TYPE OF REPORTING PERSON (See Instructions)
- CO

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.

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**1** NAMES OF REPORTING PERSONS

Warburg Pincus Partners, LLC

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

N/A

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

]

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

New York

**7** SOLE VOTING POWER

-0-

**8** SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**9** SOLE DISPOSITIVE POWER

40,706,823

**10** SHARED DISPOSITIVE POWER

-0-

40,706,823

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,706,823

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

CO

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.



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- 1** NAMES OF REPORTING PERSONS  
 Warburg Pincus & Co.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)
- 3** SEC USE ONLY (b)
- 4** SOURCE OF FUNDS (See Instructions)  
 N/A
- 5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York
- |           |  |            |
|-----------|--|------------|
| <b>7</b>  | SOLE VOTING POWER  |            |
| <b>8</b>  | SHARED VOTING POWER  | -0-        |
| <b>9</b>  | SOLE DISPOSITIVE POWER                                       | 40,706,823 |
| <b>10</b> | SHARED DISPOSITIVE POWER                                     | -0-        |
| <b>11</b> | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 40,706,823 |
- 12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 10.9%\*
- 14** TYPE OF REPORTING PERSON (See Instructions)  
 PN

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.

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- 1** NAMES OF REPORTING PERSONS  
 Warburg Pincus LLC
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)
- 3** SEC USE ONLY (b)
- 4** SOURCE OF FUNDS (See Instructions)  
 N/A
- 5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
 New York
- |  |           |                          |  |
|--|-----------|--------------------------|--|
|  | <b>7</b>  | SOLE VOTING POWER        |  |
|  |           | -0-                      |  |
| <b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b> | <b>8</b>  | SHARED VOTING POWER      |  |
|  |           | 40,706,823               |  |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER   |  |
|  |           | -0-                      |  |
|  | <b>10</b> | SHARED DISPOSITIVE POWER |  |
|  |           | 40,706,823               |  |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 40,706,823
- 12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
 10.9%\*
- 14** TYPE OF REPORTING PERSON (See Instructions)  
 OO

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.

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- 1** NAMES OF REPORTING PERSONS  
Charles R. Kaye
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a)  (b)
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS (See Instructions)  
N/A
- 5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America
- 7** SOLE VOTING POWER  
-0-
- 8** SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
- 9** SOLE DISPOSITIVE POWER  
40,706,823
- 10** SHARED DISPOSITIVE POWER  
-0-
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
40,706,823
- 12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)
- 13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
10.9%\*
- 14** TYPE OF REPORTING PERSON (See Instructions)  
IN

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.



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**1** NAMES OF REPORTING PERSONS

Joseph P. Landy

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS (See Instructions)

N/A

**5** CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

**7** SOLE VOTING POWER

-0-

**8** SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

40,706,823

**9** SOLE DISPOSITIVE POWER

-0-

**10** SHARED DISPOSITIVE POWER

40,706,823

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

40,706,823

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.9%\*

**14** TYPE OF REPORTING PERSON (See Instructions)

IN

\* Calculated based on 374,923,337 shares of common stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010. In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares by virtue of a purchase right which may be exercised from time to time by WPM, L.P. under the SPR Agreement, as further described herein. Additional shares that WPM, L.P. may purchase from time to time after the date hereof under the SPR Agreement are not included in the figures in the table above.

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This Amendment No. 1 to Schedule 13D (this "Amendment") amends and supplements the Schedule 13D filed with the United States Securities and Exchange Commission on October 9, 2009 (the "Schedule 13D"), and is being filed on behalf of WPM, L.P., a Delaware limited partnership ("WPM"), WPM GP, LLC, a Delaware limited liability company and the sole general partner of WPM ("WPM GP"), Warburg Pincus Private Equity IX, L.P., a Delaware limited partnership and the sole member of WPM GP ("WP IX"), Warburg Pincus IX LLC, a New York limited liability company and the sole general partner of WP IX ("WP IX LLC"), Warburg Pincus Partners, LLC, a New York limited liability company and the sole member of WP IX LLC ("WP Partners"), Warburg Pincus & Co., a New York general partnership and the managing member of WP Partners ("WP"), Warburg Pincus LLC, a New York limited liability company that manages WP IX ("WP LLC"), and Messrs. Charles R. Kaye and Joseph P. Landy, each a Managing General Partner of WP and Managing Member and Co-President of WP LLC (each of the foregoing, a "Reporting Person," and collectively, the "Reporting Persons"). This Amendment relates to the common stock, par value \$0.01 per share (the "Common Stock"), of Fidelity National Information Services, Inc., a Georgia corporation (the "Company").

The Reporting Persons are filing this Amendment because WPM has purchased shares of the Common Stock in connection with WPM's exercise of its purchase rights under that certain Stock Purchase Right Agreement, dated as of March 31, 2009 (the "Stock Purchase Right Agreement"), among WPM, the Company and Metavante Technologies, Inc., which was included as Exhibit 2 to the Schedule 13D and is incorporated herein by reference.

All capitalized terms used herein which are not defined herein have the meanings given to such terms in the Schedule 13D.

### **Item 3. Source and Amount of Funds.**

Item 3 is hereby amended by inserting the following at the end thereof:

On March 22, 2010, pursuant to its rights under the Stock Purchase Right Agreement, WPM purchased 498,054 shares of Common Stock for an aggregate purchase price of \$4,980.54. WPM obtained the funds for such purchase from a capital contribution from limited partners in WP IX.

### **Item 4. Purpose of Transaction.**

Item 4 is hereby supplemented by inserting the following at the end thereof:

On March 22, 2010, pursuant to its rights under the Stock Purchase Right Agreement, WPM purchased 498,054 shares of Common Stock for an aggregate purchase price of \$4,980.54 for general investment purposes. WPM also intends to purchase the shares of Common Stock purchasable from time to time pursuant to the Stock Purchase Right Agreement.

### **Item 5. Interests in Securities of the Issuer.**

Items 5(a), 5(b) and 5(c) are hereby amended by replacing them in their entirety with the following:

(a) As of March 22, 2010, WPM is the direct beneficial owner of 40,706,823 shares of Common Stock. Due to their respective relationships with WPM and each other, as of March 22, 2010, each of the Reporting Persons may be deemed to beneficially own, in the aggregate, 40,706,823 shares of Common Stock, representing approximately 10.9% of the outstanding shares of Common Stock (based on the Company having 374,923,337 shares of Common Stock outstanding as of January 31, 2010, as disclosed in the Company's annual report on Form 10-K filed on February 26, 2010). In addition, each of the Reporting Persons may also be deemed to beneficially own additional shares of Common Stock by virtue of a purchase right which may be exercised from time to time by WPM under the Stock Purchase Right Agreement.

(b) Each of WPM GP, WP IX, WP IX LLC, WP Partners, WP and WP LLC may be deemed to share with WPM the power to vote or to direct the vote and to dispose or to direct the disposition of the 40,706,823 shares of Common Stock that the Reporting Persons may be deemed to beneficially own as of March 22, 2010 plus any shares they may be deemed to beneficially own pursuant to the Stock Purchase Right Agreement. Charles R. Kaye and Joseph P. Landy are Managing General Partners of WP and Managing Members and Co-Presidents of WP LLC and may be deemed to control the other Reporting Persons. Messrs. Kaye and Landy disclaim beneficial ownership of all of the shares held by WPM. Neither the filing of this Amendment nor any of its contents shall be deemed to constitute an admission that any Reporting Person or any of its affiliates is the beneficial owner of any shares of Common Stock for purposes of Section 13(d) of the Exchange Act or for any other purpose.

(c) Except as described in this Amendment, during the last sixty (60) days there were no transactions in the Common Stock effected by the Reporting Persons, nor, to the best of their knowledge, any of their general partners, members or directors as set forth on Schedule I to the Schedule 13D.

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**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: March 23, 2010

WPM, L.P.

By: WPM GP, LLC, its general partner

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Managing Director and Secretary

Dated: March 23, 2010

WPM GP, LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Managing Director and Secretary

Dated: March 23, 2010

WARBURG PINCUS PRIVATE EQUITY IX, L.P.

By: Warburg Pincus IX LLC, its general partner

By: Warburg Pincus Partners, LLC, its sole member

By: Warburg Pincus & Co., its managing member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

Dated: March 23, 2010

WARBURG PINCUS IX, LLC

By: Warburg Pincus Partners, LLC, its sole member

By: Warburg Pincus & Co., its managing member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner



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Dated: March 23, 2010

WARBURG PINCUS & CO.

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

Dated: March 23, 2010

WARBURG PINCUS PARTNERS, LLC

By: Warburg Pincus & Co., its managing member

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Partner

Dated: March 23, 2010

WARBURG PINCUS LLC

By: /s/ Scott A. Arenare

Name: Scott A. Arenare

Title: Managing Director

Dated: March 23, 2010

CHARLES R. KAYE

By: /s/ Scott A. Arenare

Scott A. Arenare, Attorney-in-fact\*

Dated: March 23, 2010

JOSEPH P. LANDY

By: /s/ Scott A. Arenare

Scott A. Arenare, Attorney-in-fact\*\*

\* Power of Attorney given by Mr. Kaye was previously filed with the SEC on March 2, 2006, as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.

\*\* Power of Attorney given by Mr. Landy was previously filed with the SEC on March 2, 2006, as an exhibit to a Schedule 13D filed by Building Products, LLC with respect to Builders FirstSource, Inc.