

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

Case No.:

09-80366

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

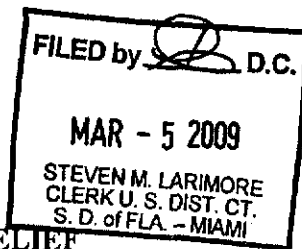
CIV-RYSKAMP,

v.

MAGISTRATE JUDGE
VITUNAC

PEDIATRIX MEDICAL GROUP, INC. (nka
MEDNAX SERVICES, INC.)

Defendant.



COMPLAINT FOR INJUNCTIVE RELIEF

Plaintiff Securities and Exchange Commission alleges:

INTRODUCTION

1. The Commission brings this action to enjoin Pediatrix Medical Group, Inc. ("Pediatrix" or the "Company"), a New York Stock Exchange listed provider of neonatal and other medical services, from violating the antifraud, reporting, books and records and internal controls provisions of the federal securities laws.

2. From April 1997 through August 2000 (the "Relevant Period"), Pediatrix intentionally backdated stock option grants, creating approximately \$8.8 million in compensation expense under Generally Accepted Accounting Principles ("GAAP"). However, the Company did not originally record the expense, causing the financial statements Pediatrix filed with the Commission, with respect to the Relevant Period, to materially understate its expenses and overstate its pre-tax income by a total of 6.74 percent.

3. Furthermore, the practice of backdating stock options rendered certain material disclosures in several of the Company's Commission filings misleading, particularly the Company's Forms 10-K and Schedules 14A, which stated Pediatrix was not required to record compensation expense in connection with its stock option grants. In August 2007, the Company restated its financial statements for the fiscal years 2002 through 2005 and disclosed it should have originally recorded additional compensation expense in connection with backdated stock option grants.

4. Through this conduct, Pediatrix violated Section 17(a) of the Securities Act of 1933 (the "Securities Act") [15 U.S.C. § 77q(a)], Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B) and 14(a) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. §§ 78j(b), 78m(a), 78m(b)(2)(A), 78(m)(b)(2)(B), and 78n(a)], and Exchange Act Rules 10b-5, 12b-20, 13a-1, 13a-13 and 14a-9 [17 C.F.R. §§ 240.10b-5, 240.12b-20, 240.13a-1, 240.13a-13, and 240.14a-9].

DEFENDANT

5. Pediatrix is a Florida corporation with its corporate offices located in Sunrise, Florida. The Company is a national provider of physician services. During the Relevant Period, its common stock was registered with the Commission pursuant to Section 12(b) of the Exchange Act and listed on the New York Stock Exchange under the symbol PDX. Effective December 31, 2008, Mednax, Inc., a Florida corporation ("Mednax") and Pediatrix completed a holding company formation transaction that established Pediatrix as a wholly owned subsidiary of Mednax. Also as part of this transaction, Pediatrix changed its name to Mednax Services, Inc.

JURISDICTION AND VENUE

6. The Court has jurisdiction over this action pursuant to Sections 20(b), 20(d), and

22(a) of the Securities Act [15 U.S.C. §§ 77t(b), 77t(d), and 77v(a)], and Sections 21(d), 21(e), and 27 of the Exchange Act [15 U.S.C. §§ 78u(d), 78(u)(e), and 78aa].

7. This Court has personal jurisdiction over Pediatrix, and venue is proper in the Southern District of Florida. Pediatrix is a Florida corporation with its corporate headquarters located in the Southern District of Florida, and the acts and transactions constituting violations of the Securities Act and Exchange Act occurred in the District.

8. In connection with the conduct alleged in this Complaint, Pediatrix made use of the means or instruments of interstate commerce, the means or instruments of transportation and communication in interstate commerce, the mails, and the facilities of a national securities exchange.

FACTUAL ALLEGATIONS

A. Definitions

9. **Stock option grants.** Each option gives the grantee the right to buy one share of Pediatrix common stock from the Company at the option's exercise price on a future date. The "exercise price" is the amount the grantee must pay to purchase the underlying stock.

10. **In-the-money stock option grants.** Stock options are granted "in-the-money" when the option's exercise price is lower than the underlying security's market price on the date the options are granted. The difference between the exercise price and the underlying security's market price is referred to as the option grant's "intrinsic value."

11. **At-the-money stock option grants.** Stock options are granted "at-the-money" when the exercise price is equal to the underlying security's market price on the date the options are granted. Since there is no difference between the exercise price and the underlying security's market price, at-the-money stock option grants have no intrinsic value.

B. Pediatrix's Stock Option Plan and Disclosures

12. Pediatrix filed an amended and restated stock option plan as part of the Schedule 14A information provided with the Company's April 1997 proxy statement. Pediatrix subsequently incorporated the stock option plan as an exhibit to several registration statements and annual reports it filed with the Commission. The Company's financial statements and other disclosures regarding the stock option plan stated the Company's compensation committee or board of directors granted all stock options with an exercise price equal to the stock's closing price on the date of the grant (i.e. -- at-the-money).

13. Lawrence M. Mullen was the senior executive in charge of all aspects of administering the option grants. Mullen was Pediatrix's chief financial officer from 1995 to 1998 and chief operating officer from 1998 to 2000. He was also a director and a member of Pediatrix's audit committee from 2004 until he resigned in December 2006, several months after Pediatrix publicly disclosed its internal investigation into past stock option grants.

14. Mullen also communicated with Pediatrix's auditors about stock option-related accounting issues, and annually reconciled the number of options granted and the number available under the Company's stock option plan.

15. Throughout the Relevant Period, Pediatrix's annual reports filed with the Commission on Form 10-K reported to investors that the Company accounted for stock options using the method described in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25").

16. APB 25 requires companies to record the intrinsic value of an in-the-money stock option grant as a compensation expense on their financial statements, and to recognize that expense in the Company's financial statements over the vesting period of the option.

17. Pediatrix's Form 10-K for each year of the Relevant Period stated "[n]o charge has been reflected in the consolidated statements of income as a result of the grant of stock options, as the market value of the Company's stock equals the exercise price on the date the options are granted."

18. Additionally, the Executive Compensation section of Pediatrix's Schedules 14A filed in 1998, 1999, and 2000 contained a table of option grants that included certain backdated grants to senior executive officers, along with a footnote stating "[a]ll options were granted at exercise prices equal to the fair market value of the Common Stock on the date of grant." Pediatrix incorporated this statement into each of the Company's Forms 10-K for the years ending December 31, 1997, 1998, and 1999.

C. Pediatrix Backdated Stock Options

19. Pediatrix's statements concerning its stock option grants were material misrepresentations.

20. On numerous separate occasions during the Relevant Period, Mullen intentionally backdated Pediatrix's stock option grants to give them a lower exercise price than the market price for the underlying security on the date the options were actually granted. More specifically, Pediatrix granted backdated, in-the-money options to its officers and/or employees in 1997, in 1998, in 1999 and in 2000.

21. A February 15, 1998 email demonstrates Mullen intentionally backdated the options. In the email, Mullen requests grants for thirteen Pediatrix employees using "the January price at which the latest round of options got issued as I believe that has been the lowest price for awhile [sic]." Although Pediatrix actually granted the options in late February 1998, the Company backdated the grants to January 9, 1998, to secure a lower exercise price. To properly

account for these backdated stock options, Pediatrix should have recorded additional compensation expense of approximately \$1.8 million.

22. Similarly, the Company granted options to buy Pediatrix stock on November 24, 1999, but Mullen instructed his administrative assistant to use “the \$7.875 price on 10/25/99 . . .” Backdating the options to utilize the lower stock price rather than the \$8.125 price on the actual grant date created an in-the-money benefit for which Pediatrix should have recorded compensation expense of more than \$1.84 million.

23. Although Pediatrix was required to record compensation expense for the in-the-money options it granted on numerous different dates during the Relevant Period, it did not. Furthermore, the Company did not disclose the in-the-money pricing of those options to the public.

24. To the contrary, in its Forms 10-K for the years 1997 through 1999 and in its Schedules 14A for the years 1998 through 2000, Pediatrix affirmatively stated its stock options were granted at-the-money. In reality, the Company should have recorded an additional approximately \$8.8 million in compensation expense during the Relevant Period due to those backdated stock options.

D. A Material Impact on Pediatrix’s Financial Statements

25. Pediatrix’s failure to record the compensation expense from its in-the-money stock option grants caused the Company to overstate its pre-tax income by 6.74 percent (approximately \$8.8 million) during the Relevant Period.

26. Accordingly, the Company falsely reported its pre-tax income in annual and quarterly reports filed with the Commission during the Relevant Period. Pediatrix also filed two

registration statements with the Commission during the Relevant Period that incorporated the Company's misstated financial statements.

27. On August 7, 2007, Pediatrix restated its financial statements for the fiscal years 2002 through 2005, based in part on the Company's failure to properly account for the backdated stock option grants.

28. Specifically, the Company disclosed an additional approximate \$33.3 million in compensation expense it should have recorded in connection with backdated or otherwise mispriced options granted from 1995 through 2005.

29. The practice of backdating options also caused Pediatrix's books and records to inaccurately reflect, among other things, the dates of option grants, the Company's stock-based compensation expenses, and the Company's financial performance.

30. Furthermore, the backdating of options demonstrates Pediatrix failed to maintain a system of internal accounting controls sufficient to ensure the Company recorded its stock option grants as necessary to permit the proper preparation of financial statements in conformity with GAAP.

COUNT I

Violations of Exchange Act Section 10(b) and Exchange Act Rule 10b-5

31. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

32. Pediatrix, directly or indirectly, by use of the means or instruments of interstate commerce or of the mails, or of the facility of a national securities exchange, in connection with the purchase or sale of securities, as described in this Complaint, knowingly, willfully or recklessly: (a) employed devices, schemes or artifices to defraud; (b) made untrue statements of material fact or omitted to state material facts necessary to make the statements made, in light of

the circumstances under which they were made, not misleading; or (c) engaged in acts, practices, or courses of business which operated or would operate as a fraud or deceit upon any person.

33. By reason of the foregoing, Pediatrix has violated and, unless enjoined, is reasonably likely to continue to violate Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5].

COUNT II

Violations of Securities Act Section 17(a)(1)

34. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

35. Pediatrix, directly or indirectly, by use of the means or instruments of interstate commerce or of the mails, in the offer or sale of securities, as described in this Complaint, knowingly, willfully or recklessly employed devices, schemes or artifices to defraud.

36. By reason of the foregoing, Pediatrix has violated and, unless enjoined, is reasonably likely to continue to violate Section 17(a)(1) of the Securities Act [15 U.S.C. § 77q(a)(1)].

COUNT III

Violations of Securities Act Sections 17(a)(2) and 17(a)(3)

37. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

38. Pediatrix, directly or indirectly, by use of the means or instruments of interstate commerce or of the mails, in the offer or sale of securities, as described in this Complaint: (a) obtained money or property by means of untrue statements of material fact or omitted to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and/or (b) engaged in transactions, practices or

courses of business which operated or would operate as a fraud or deceit upon purchasers of Pediatrix securities.

39. By reason of the foregoing, Pediatrix has violated and, unless enjoined, is reasonably likely to continue to violate Sections 17(a)(2) and (3) of the Securities Act [15 U.S.C. §§ 77q(a)(2), (3)].

COUNT IV

Violations of Exchange Act Section 14(a) and Exchange Act Rule 14a-9

40. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

41. Pediatrix, by means of a proxy statement, form of proxy, notice of meeting or other communication, written or oral, as described in this Complaint, made statements which, at the time and in light of the circumstances under which they were made, were false and misleading with respect to material facts, or which omitted to state material facts which were necessary in order to make the statements made not false or misleading or which were necessary to correct statements in earlier false or misleading communications with respect to the solicitation of proxies for the same meeting or subject matter.

42. By reason of the foregoing, Pediatrix has violated and, unless enjoined, is reasonably likely to continue to violate Section 14(a) of the Exchange Act [15 U.S.C. § 78n(a)] and Exchange Act Rule 14a-9 [17 C.F.R. § 240.14a-9].

COUNT V

Violations of Exchange Act Section 13(a) and Exchange Act Rules 12b-20, 13a-1 and 13a-13

43. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

44. Section 13(a) of the Exchange Act, 15 U.S.C. § 78m(a), and Exchange Act Rules 13a-1 and 13a-13 [17 C.F.R. §§ 240.13a-1, 240.13a-13] require issuers of registered securities to

file with the Commission factually accurate quarterly and annual reports. Exchange Act Rule 12b-20 [17 C.F.R. § 240.12b-20] further provides that, in addition to the information expressly required to be included in a statement or report, there shall be added such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they were made not misleading.

45. As described in the Complaint, Pediatrix filed with the Commission and disseminated to investors false and misleading current, quarterly, and annual reports in violation of Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Exchange Act Rules 12b-20, 13a-1, and 13a-13 [17 C.F.R. §§ 12b-20, 240.13a-1, and 240.13a-13]. Unless enjoined, Pediatrix is reasonably likely to continue to commit such violations.

COUNT VI

Violations of Exchange Act Sections 13(b)(2)(A) and 13(b)(2)(B)

46. The Commission repeats and realleges paragraphs 1 through 30 of this Complaint.

47. Section 13(b)(2)(A) of the Exchange Act [15 U.S.C. § 78m(b)(2)(A)] requires issuers to make and keep books, records, and accounts which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of its assets. Section 13(b)(2)(B) of the Exchange Act [15 U.S.C. § 78m(b)(2)(B)] further requires issuers to devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions were recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain the accountability of assets.

48. Based on the conduct described in the Complaint, Pediatrix violated Sections 13(b)(2)(A) and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(b)(2)(A), 78(m)(b)(2)(B)]. Unless enjoined, Pediatrix is reasonably likely to continue to commit such violations.

RELIEF REQUESTED

WHEREFORE, the Commission respectfully requests that the Court:

I.

Declaratory Relief

Declare, determine and find that Pediatrix committed the violations of the federal securities laws alleged herein.

II.

Permanent Injunctive Relief

Enter a Final Judgment of Permanent Injunction, restraining and enjoining Pediatrix from violating Section 17(a) of the Securities Act, Sections 10(b), 13(a), 13(b)(2)(A), 13(b)(2)(B), and 14(a) of the Exchange Act, and Rules 10b-5, 12b-20, 13a-1, 13a-13, and 14a-9 thereunder.

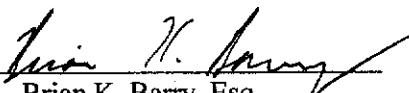
III.

Further Relief

Grant such other and further relief as may be necessary and appropriate.

Respectfully submitted,

March 5, 2009

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JS 44 (Rev. 2/08)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.) **NOTICE: Attorneys MUST Indicate All Re-filed Cases Below.**

I. (a) PLAINTIFFS

SECURITIES AND EXCHANGE COMMISSION

(b) County of Residence of First Listed Plaintiff BROWARD
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorney's (Firm Name, Address, and Telephone Number)

Brian K. Barry, Esq., (305) 982-6382
Securities and Exchange Commission
801 Brickell Avenue, Suite 1800, Miami, Florida 33131

DEFENDANTS

PEDIATRIX MEDICAL GROUP, INC. (nka MEDNAX SERVICES, INC.)

County of Residence of First Listed Defendant BROWARD
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT LAND INVOLVED.

Attorneys (If Known)

Stephen J. Binhak, Esq., (305) 579-0700
Greenberg Traurig, LLP, 1221 Brickell Avenue, Miami, FL 33131

(d) Check County Where Action Arose: MIAMI-DADE MONROE BROWARD PALM BEACH MARTIN ST. LUCIE INDIAN RIVER OKEECHOBEE HIGHLANDS

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff
 2 U.S. Government Defendant
 3 Federal Question (U.S. Government Not a Party)
 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- Citizen of This State 1 1
Citizen of Another State 2 2
Citizen or Subject of Foreign Country 3 3
Foreign Nation 6 6

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations & Disclosure Act <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus-Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence Habeas Corpus: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS Third Party 26 USC 7609	

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding 2 Removed from State Court 3 Re-filed- (see VI below) 4 Reinstated or Reopened 5 Transferred from another district (specify) 6 Multidistrict Litigation 7 Appeal to District Judge from Magistrate Judgment

VI. RELATED/RE-FILED CASE(S).

(See instructions second page): a) Re-filed Case YES NO b) Related Cases YES NO
JUDGE _____ DOCKET NUMBER _____

VII. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing and Write a Brief Statement of Cause (Do not cite jurisdictional statutes unless diversity):
15 U.S.C. § 78j(b), 17 C.F.R. § 240.10b-5; 15 U.S.C. § 77q(a)(1), 15 U.S.C. §§ 77q(a)(2), (3); 15 U.S.C. § 78n(a); 15 U.S.C. § 78m(a). Violations of the federal securities laws.
LENGTH OF TRIAL via _____ days estimated (for both sides to try entire case)

VIII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23 DEMAND \$ _____ CHECK YES only if demanded in complaint; JURY DEMAND: Yes No

ABOVE INFORMATION IS TRUE & CORRECT TO THE BEST OF MY KNOWLEDGE

SIGNATURE OF ATTORNEY OF RECORD

DATE

Brian K. Barry

March 5, 2009

FOR OFFICE USE ONLY

AMOUNT OFFER

RECEIPT # _____

TFP _____