

CATALYST HEALTH SOLUTIONS, INC.

Form SC 13D

April 15, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

(Amendment No. 1)

Catalyst Health Solutions Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title to Class of Securities)

14888B103

(CUSIP NUMBER)

Karen E. Shaff, Esq.

Principal Financial Group, Inc.

711 High Street

Des Moines, IA 50392

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications

November 22, 2004

(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 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 persons 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).

CUSIP No. 14888B103

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).

Principal Financial Group, Inc.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check Box if Disclosure of Legal Proceedings is Required

Pursuant to items 2(d) or 2(e)

6. Citizenship or Place of Organization

[]

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Delaware
NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power
5,746,137

9. Sole Dispositive Power 0

10. Shared Dispositive Power
5,746,137

11. Aggregate Amount Beneficially Owned by Each Reporting Person
5,746,137

12. Check Box if the Aggregate Amount in Row (11) Excludes
Certain Shares

[]

13. Percent of Class Represented by Amount in Row (11)
13.1%

14. Type of Reporting Person
CO, HC

1. Names of Reporting Persons, I.R.S. Identification Nos. of
above persons (entities only).
Principal Financial Services, Inc.

2. Check the Appropriate Box if a Member of a Group (See
Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check Box if Disclosure of Legal Proceedings is Required
Pursuant to items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Iowa

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power
5,227,500

9. Sole Dispositive Power 0

10. Shared Dispositive Power

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5,227,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,227,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

[]

13. Percent of Class Represented by Amount in Row (11)

12.0%

14. Type of Reporting Person

CO, HC

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).

Principal Life Insurance Company

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Iowa

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

7. Sole Voting Power

0

8. Shared Voting Power

5,227,500

9. Sole Dispositive Power

0

10. Shared Dispositive Power

5,227,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,227,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

[]

13. Percent of Class Represented by Amount in Row (11)

12.0%

14. Type of Reporting Person

IC

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).

Principal Holding Company, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

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(b) []

3. SEC Use Only

4. Source of Funds

WC

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Iowa

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

7. Sole Voting Power

0

8. Shared Voting Power

5,227,500

9. Sole Dispositive Power

0

10. Shared Dispositive Power

5,227,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,227,500

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

[]

13. Percent of Class Represented by Amount in Row (11)

12.0%

14. Type of Reporting Person

HC

1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only).

Principal Global Investors, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) []

(b) []

3. SEC Use Only

4. Source of Funds

Not applicable

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to items 2(d) or 2(e)

[]

6. Citizenship or Place of Organization

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

7. Sole Voting Power

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0

8. Shared Voting Power 518,637

9. Sole Dispositive Power 0

10. Shared Dispositive Power 518,637

11. Aggregate Amount Beneficially Owned by Each Reporting Person 518,637

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares []

13. Percent of Class Represented by Amount in Row (11) 1.2%

14. Type of Reporting Person IA

EXPLANATORY NOTE

This Amendment No. 1 to Schedule 13D is being filed jointly by the Reporting Persons (as defined below) to amend the cover page and Items 1 through 7 of the initial statement on Schedule 13D and to add certain parties to the filing. The initial statement on Schedule 13D was filed with the Securities and Exchange Commission on September 28, 2000.

Item 1. Security and Issuer.

This statement relates to shares of common stock (the Common Stock), par value \$.01 per share, of Catalyst Health Solutions Inc. (the Issuer), whose principal offices are located at 800 King Farm Boulevard, Fourth Floor, Rockville, MD 20850.

Item 2. Identity and Background.

This statement is being jointly filed by the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the Exchange Act): (i) Principal Financial Group, Inc. (PFG), (ii) Principal Holding Company, LLC (PHC), (iii) Principal Financial Services, Inc. (PFS), (iv) Principal Life Insurance Company (PLIC) and (v) and Principal Global Investors, LLC (PGI).

PFG is a corporation incorporated under the laws of the State of Delaware. Its common stock is publicly traded on the New York Stock Exchange under the ticker symbol PFG. PFG is a holding company. The address of its principal business and principal office is 711 High Street, Des Moines, IA 50392.

PFS is a corporation incorporated under the laws of the State of Iowa. PFS is a holding company. The address of its principal business and principal office is 711 High Street, Des Moines, IA 50392.

PLIC is a corporation incorporated under the laws of the State of Iowa. PLIC is an Iowa stock life insurance company engaged in the business of insurance and retirement services. The address of its principal business and principal office is 711 High Street, Des Moines, IA 50392.

PHC is a limited liability company established under the laws of the State of Iowa. PHC is a holding company mainly for the non-life insurance company subsidiaries of its ultimate parent company, PFG. The address of its principal business and principal office is 711 High Street, Des Moines, Iowa 50392.

PGI, LLC, a Delaware limited liability company, is a wholly-owned subsidiary of PLIC and is a registered investment adviser. Its principal business and principal office is located at 711 High

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Street, Des Moines, Iowa 50392.

Each of PFG, PFS, PLIC, PHC and PGI are hereafter referred to individually as a Reporting Person and collectively as Reporting Persons.

Attached as Schedule A hereto and incorporated by reference herein is a list of all Directors and Executive Officers of each Reporting Person. The Directors and Executive Officers of the Reporting Persons can be contacted at the principal business address provided above.

To the knowledge of the Reporting Persons, none of the Directors or Executive Officers of the Reporting Persons has had any transactions in shares of the Issuers Common Stock during the past 60 days, and no Director or Executive Officer is a beneficial owner of shares of the Issuers Common Stock.

All of the Directors and Executive Officers of the Reporting Persons are United States citizens, except Elizabeth E. Tallett, a director of PFG, PFS and PLIC, who is a citizen of the United Kingdom, James P. McCaughan, an executive officer of PFG, PFS, PLIC and PHC and a director and executive officer of PGI, who is a citizen of the United Kingdom, and Hazel M. McNeilage, a director of PGI, who has a dual citizenship of the United Kingdom and Australia.

During the last five years, none of the Reporting Persons nor, to the knowledge of such persons, the Directors or Executive Officers of the Reporting Persons, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, none of the Reporting Persons nor, to the knowledge of such persons, the Directors or Executive Officers of the Reporting Persons, has been a party of a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, or finding any violation with respect to, federal or state securities law. The Reporting Persons may be deemed to constitute a group for purposes of Section 13(d)(3) of the Exchange Act. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this statement.

Item 3. Source and Amount of Funds or Other Consideration.

The shares were paid for by using working capital of PHC and client funds of certain clients of PGI.

Item 4. Purpose of Transaction.

The Reporting Persons intend to hold the shares for long-term investment purposes.

On September 18, 2000, Highland Investments, LLC, of which PHC was a member and was considered a controlling person, distributed to its members the shares of Common Stock held by it. As a result, PHC received directly 8,840,000 shares of Common Stock. Since the initial acquisition, 750,000 shares were sold by PHC on November 22, 2004, and 112,500 shares were sold by PHC on November 29, 2004. On June 24, 2005, an exchange of 800,000 shares was made by PHC for ownership in Final Sequel Newco, LLC, a Delaware limited liability company of which PHC is a 50% owner. Additional sales of 1,500,000 shares and 1,250,000 shares were made by PHC on March 24, 2006 and February 1, 2007, respectively. PGI began acquiring shares of HealthExtras, Inc. on February 1, 2007. HealthExtras, Inc. has since become Catalyst Health Solutions, Inc. These shares were purchased as holdings for client accounts in the ordinary course of business, which PGI has discretion over. These accounts included proprietary mutual funds, insurance company separate accounts, commingled private

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funds and outside client accounts, and were purchased without the purpose or effect of changing or influencing control of the issuer or engaging in any arrangement subject to Rule 13d-3(b) of the Exchange Act. Additional purchases and sales of Common Stock have occurred since the initial acquisition and may occur in the future.

Other than as described above, none of the Reporting Persons has any current plans or proposals which relate to or would result in any matter described in paragraphs (a) through (j) of Item 4 of Schedule 13D under the Exchange Act. The Reporting Persons reserve the right to acquire additional securities of the Issuer, to dispose of securities of the Issuer at any time or to formulate other purposes, plans or proposals regarding the Issuer or any of its securities to the extent deemed advisable in light of their respective general investment and trading policies, market conditions or other factors.

Item 5. Interest in Securities of the Issuer.

(a) and (b)

The Issuers Annual Report on Form 10-K, dated February 27, 2009, states that, as of February 19, 2009, there were 43,700,715 shares of Common Stock outstanding. The percentage ownership calculations contained herein were derived using this number.

PHC directly beneficially owns 4,427,500 shares of Common Stock and may be deemed to indirectly beneficially own 800,000 shares of Common Stock through its ownership interest in Final Sequel Newco, LLC (as discussed above). PGI, in its capacity as an investment adviser, beneficially owned 518,637 shares of Common Stock on behalf of its clients as of March 31, 2009. Because PFG is the ultimate parent company of PHC and PGI, PFG may be deemed to be the indirect beneficial owner of 5,746,137 shares of Common Stock. PHC is a wholly-owned subsidiary of PLIC, which is in turn a wholly-owned subsidiary of PFS, which is in turn a wholly-owned subsidiary of PFG. Therefore, each of PLIC and PFS may each be deemed to be the indirect beneficial owners of 5,227,500 shares of Common Stock.

By reason of the purchases of Common Stock made on behalf of PGI's clients, PGI and PFG may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of 518,637 shares of Common Stock, or 1.2% of the total outstanding shares of Common Stock.

By reason of the ownership of Common Stock by PHC, PFG, PFS, PLIC and PHC may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of 5,227,500 shares of Common Stock as of the date hereof, or 12.0% of the total outstanding shares of Common Stock.

Thus, PFG may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of a total of 5,746,137 shares of Common Stock as of the date hereof, or 13.1% of the total outstanding shares of Common Stock. Pursuant to rule 13d-4 of the Exchange Act, PFG expressly declares that the filing of this statement shall not be construed as an admission that PFG is, for the purposes of Section 13(d) and/or Section 13(g) of the Exchange Act or otherwise, the beneficial owner of any securities covered by this statement held by any other Reporting Person.

(c) Transactions in Securities of the Company During the Past Sixty Days.

The following transactions with respect to the Common Stock

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have been effected by PHC since the date of the initial statement on Schedule 13D:

Name of Entity	Date	Nature of Transaction	Number of Shares	Price per Share
PHC	11/22/2004	Sale	750,000	\$14.60
PHC	11/29/2004	Sale	112,500	\$14.60
PHC	6/24/2005	Contribution	800,000	\$0
PHC	3/24/2006	Sale	1,500,000	\$34.22
PHC	2/1/2007	Sale	1,250,000	\$25.48

Over the last 60 days, additional purchases of shares of the Issuer have been made by PGI as holdings in client accounts in the ordinary course of business (such purchases were made without the purpose or effect of changing or influencing control of the issuer or engaging in any arrangement subject to Rule 13d-3(b) of the Exchange Act). The shares purchased over the last 60 days are a small percentage of PGIs entire share holdings. The following transactions with respect to the Common Stock have been effected by PGI during the last 60 days:

Name of Entity	Date	Nature of Transaction	Number of Shares	Average Price per Share
PGI	3/4/09	Buy		

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140
\$18.57
PGI
3/5/09
Sale
100
\$17.00

(d) Dividends and Proceeds

Other than the Reporting Persons, no person is known to have the right to receive or the power to direct the receipt of the dividends from, or the proceeds from the sale of, the Common Stock beneficially owned by the Reporting Persons.

(e) Date Reporting Person Ceased to be Beneficial Owner of More than 5% of the Companys Stock.

Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

PHC and Thomas L. Blair are the sole members of Final Sequel Newco, LLC, a Delaware limited liability company. PHC and Mr. Blair each contributed Common Stock of the Issuer in exchange to their interest in Final Sequel Newco, LLC. Pursuant to Final Sequel Newco, LLCs operating agreement, the Common Stock of the Issuer may not be disposed of without the prior written consent of the member contributing such shares. In addition, the members retain their right to vote the shares they contributed to Final Sequel Newco, LLC.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Joint Filing Agreement, dated April 15, 2009, among each of the Reporting Persons

Signatures

After reasonable inquiry and to the best of the Reporting Persons knowledge and belief, the Reporting Person certifies that the information set forth in this statement is true, complete and correct.

April 15, 2009

PRINCIPAL FINANCIAL GROUP, INC.

By: _____

Joyce N. Hoffman
Senior Vice President & Corporate Secretary

April 15, 2009

PRINCIPAL FINANCIAL SERVICES, INC.

By: _____

Joyce N. Hoffman
Senior Vice President & Corporate Secretary

April 15, 2009

PRINCIPAL LIFE INSURANCE COMPANY

By: _____

Joyce N. Hoffman
Senior Vice President & Corporate Secretary

April 15, 2009

PRINCIPAL HOLDING COMPANY, LLC

By: _____

Joyce N. Hoffman
Senior Vice President & Corporate Secretary

April 15, 2009

PRINCIPAL GLOBAL INVESTORS, LLC

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By: _____
Joyce N. Hoffman
Senior Vice President & Secretary

EXHIBIT 1
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the parties hereto agrees with the other parties that the statement of Schedule 13D pertaining to certain securities of Catalyst Health Solutions Inc. to which this agreement is an exhibit is filed by and on behalf of each such party and that any amendment thereto will be filed on behalf of each such party.

Dated: April 15, 2009

PRINCIPAL FINANCIAL GROUP, INC.

By:

Joyce N. Hoffman
Senior Vice President &

Corporate Secretary

PRINCIPAL FINANCIAL SERVICES, INC.

By:

Joyce N. Hoffman
Senior Vice President &

Corporate Secretary

PRINCIPAL LIFE INSURANCE COMPANY

By:

Joyce N. Hoffman
Senior Vice President &

Corporate Secretary

PRINCIPAL HOLDING COMPANY, LLC

By:

Joyce N. Hoffman
Senior Vice President &

Corporate Secretary

PRINCIPAL GLOBAL INVESTORS, LLC

By:

Joyce N. Hoffman
Senior Vice President &

Secretary

SCHEDULE A
DIRECTORS AND EXECUTIVE OFFICERS
Principal Financial Group, Inc.

Directors	Principal Occupation
J. Barry Griswell	Chairman of the Board,

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Principal Financial Group, Inc., Retired Chairman	Michael T. Dan Chairman, President and CEO
The Brinks Company Corporation	C. Daniel Gellatt, Jr. President, NMT
Partners, LLC	Elizabeth E. Tallett Principal, Hunter
Financial Group, Inc.	Larry D. Zimpleman President and CEO, Principal
Ventures	Betsy J. Bernard Retired
Capital Management, LLC	Jocelyn Carter-Miller President, TechEd
Meredith Corporation	Gary E. Costley Managing Director, C&G
W.W. Grainger, Inc.	Sandra L. Helton Retired
Professor at New York Universitys Stern School of Business, St. Johns University and Cambridge Universitys Judge Business School	William T. Kerr Chairman of the Board, Richard L. Keyser Chairman of the Board, Arjun K. Mathrani Finance and Banking
Executive Officers	Principal Occupation

Larry D. Zimpleman	President and Chief Executive Officer
John E. Aschenbrenner	President Insurance & Financial Services
Daniel J. Houston	President Retirement and Investor Services
James P. McCaughan	President Global Asset Management
Karen E. Shaff	Executive Vice President and General Counsel
Norman R. Sorensen	Executive Vice President International Asset Accumulation
Ellen Z. Lamale	Senior Vice President and Chief Risk Officer
Julia M. Lawler	Senior Vice President and Chief Investment Officer
Terrance J. Lillis	Senior Vice President and Chief Financial Officer
Mary A. O'Keefe	Senior Vice President and Chief Marketing Officer
Gary P. Scholten	Senior Vice President and Chief Information Officer

Principal Financial Services, Inc. Directors Occupation	Principal
J. Barry Griswell Principal Financial Group, Inc., Retired Chairman	Chairman of the Board,
The Brinks Company	Michael T. Dan Chairman, President and CEO
	C. Daniel Gellatt, Jr. President, NMT

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Corporation	Elizabeth E. Tallett	Principal, Hunter
Partners, LLC	Larry D. Zimpleman	President and CEO, Principal
Financial Group, Inc.	Betsy J. Bernard	Retired
	Jocelyn Carter-Miller	President, TechEd
Ventures	Gary E. Costley	Managing Director, C&G
Capital Management, LLC	Sandra L. Helton	Retired
	William T. Kerr	Chairman of the Board,
Meredith Corporation	Richard L. Keyser	Chairman of the Board,
W.W. Grainger, Inc.	Arjun K. Mathrani	Finance and Banking
Professor at New York Universitys Stern School of Business, St. Johns University and Cambridge Universitys Judge Business School		
	Executive Officers	Principal Occupation
Officer	Larry D. Zimpleman	President and Chief Executive
	Craig L. Bassett	Vice President and
Treasurer	James P. McCaughan	President Global Asset
Management	Joyce N. Hoffman	Senior Vice President and
Corporate Secretary		
Principal Life Insurance Company Directors	Principal Occupation	
J. Barry Griswell		Chairman of the Board,
Principal Financial Group, Inc., Retired Chairman	Michael T. Dan	Chairman, President and CEO
The Brinks Company	C. Daniel Gellatt, Jr.	President, NMT
Corporation	Elizabeth E. Tallett	Principal, Hunter
Partners, LLC	Larry D. Zimpleman	President and CEO, Principal
Financial Group, Inc.	Betsy J. Bernard	Retired
	Jocelyn Carter-Miller	President, TechEd
Ventures	Gary E. Costley	Managing Director, C&G
Capital Management, LLC	Sandra L. Helton	Retired
	William T. Kerr	Chairman of the Board,
Meredith Corporation	Richard L. Keyser	Chairman of the Board,
W.W. Grainger, Inc.	Arjun K. Mathrani	Finance and Banking
Professor at New York Universitys Stern School of Business, St. Johns University and Cambridge Universitys Judge Business School		
	Executive Officers	Principal Occupation
Officer	Larry D. Zimpleman	President and Chief Executive
	Craig L. Bassett	Vice President and

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Treasurer
 James P. McCaughan President Global Asset
 Management
 Joyce N. Hoffman Senior Vice President and
 Corporate Secretary
 Principal Holding Company, LLC
 Directors Principal Occupation
 Terrance J. Lillis Senior Vice
 President and Chief Financial Officer of PFG John E.
 Aschenbrenner President Insurance and Financial
 Services of PFG
 Thomas J. Graf Senior Vice President
 Investor Relations of PFG
 Ellen Z. Lamale Vice President and
 Chief Risk Officer of PFG
 Julia M. Lawler Senior Vice
 President and Chief Investment Officer of PFG
 James P. McCaughan President Global Asset
 Management of PFG
 Karen E. Shaff Executive Vice President
 and General Counsel of PFG
 Larry D. Zimpleman President and CEO of PFG
 Executive Officers Principal Occupation
 Larry D. Zimpleman President and Chief
 Executive Officer
 James P. McCaughan President Global Asset
 Management
 Craig L. Bassett Vice President and
 Treasurer
 Joyce N. Hoffman Senior Vice
 President and Corporate Secretary

Principal Global Investors, Inc.
 Directors Principal Occupation
 David M. Blake Executive Director
 Timothy M. Dunbar Executive Director
 Patrick G. Halter Executive Director
 Jill M. Hittner Chief Financial
 Officer
 James P. McCaughan Chief Executive Officer
 Barbara A. McKenzie Chief Operations Officer
 Hazel M. McNeilage Executive Director
 Institutional Advisory Services
 Randall C. Mundt Executive Director
 Karen E. Shaff Executive Vice President
 and General Counsel
 Larry D. Zimpleman President and Chief
 Executive Officer of PFG
 Executive Officers Principal Occupation
 James P. McCaughan Chief Executive Officer
 Craig L. Bassett Vice President and
 Treasurer
 Joyce N. Hoffman Senior Vice
 President and Secretary
 Barbara A. McKenzie Chief Operations Officer