

CATALYST HEALTH SOLUTIONS, INC.

Form SC 13D

April 06, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

(Amendment No. 3)

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

April 2, 2012

(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

Delaware

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY EACH

[ ]

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REPORTING  
PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power  
2,686,570

9. Sole Dispositive Power 0

10. Shared Dispositive Power  
2,686,570

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,686,570

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

13. Percent of Class Represented by Amount in Row (11)  
5.35%

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  
2,686,570

9. Sole Dispositive Power 0

10. Shared Dispositive Power  
2,686,570

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
2,686,570

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

13. Percent of Class Represented by Amount in Row (11)  
5.35%

14. Type of Reporting Person  
CO, HC

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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

2,686,570

9. Sole Dispositive Power

0

10. Shared Dispositive Power

2,686,570

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,686,570

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

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

5.35%

14. Type of Reporting Person

IC, HC

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)

(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

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PERSON WITH

7. Sole Voting Power 0

8. Shared Voting Power 2,602,500

9. Sole Dispositive Power 0

10. Shared Dispositive Power 2,602,500

11. Aggregate Amount Beneficially Owned by Each Reporting Person 2,602,500

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

13. Percent of Class Represented by Amount in Row (11) 5.18%

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 0

8. Shared Voting Power 84,070

9. Sole Dispositive Power 0

10. Shared Dispositive Power 84,070

11. Aggregate Amount Beneficially Owned by Each Reporting Person 84,070

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

13. Percent of Class Represented by Amount in Row (11) .17%

14. Type of Reporting Person IA

EXPLANATORY NOTE

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This Amendment No. 3 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. The initial statement on Schedule 13D was filed with the Securities and Exchange Commission on September 28, 2000, Amendment No. 1 was filed on April 15, 2009 and Amendment No. 2 was filed on April 13, 2011.

### 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 wholly-owned subsidiary of PFG, and 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 wholly-owned subsidiary of PFS, and 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 wholly-owned subsidiary of PLIC, and 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 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 with the exception of three individuals. Luca Maestri, a director of PFG, PFS and PLIC, is a citizen of Italy. James P. McCaughan, an executive officer of PFG, PFS, PLIC and PHC and a director and executive officer of PGI, is a citizen of the United Kingdom. Luis Valdes, an executive officer of PFG, is a citizen of Chile.

During the last five years, none of the Reporting Persons or, 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

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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 (a predecessor company to the Issuer), 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 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.

On April 4, 2011, Catalyst Health Solutions, Inc. announced plans to sell 5,500,000 shares of its common stock, subject to market and other conditions, of which 4,500,000 shares were to be sold by the Issuer with 1,000,000 shares to be sold by PHC. This was an underwritten public offering pursuant to an automatic shelf registration statement on Form S-3 which was filed with the Securities and Exchange Commission on April 4, 2011. The sale of PHCs 1,000,000 shares occurred on April 7, 2011.

The underwriters were granted a thirty day option to purchase up to an additional 825,000 shares from PHC. The sale of PHCs additional 825,000 shares took place on April 8, 2011.

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, as amended, on Form 10-K/A for the year ended December 31, 2011 states that the Issuer has 50,245,106 shares of Common Stock outstanding as of February 1, 2012. The percentage ownership calculations contained herein were derived using this number.

PHC directly beneficially owns 2,602,500 shares of Common Stock. While PHC was previously considered to indirectly beneficially own 800,000

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shares of Common Stock through its ownership interest in Final Sequel Newco, LLC (as discussed above), PCH recently learned those shares were sold by Final Sequel Newco, LLC. PGI, in its capacity as an investment adviser, beneficially owned 84,070 shares of Common Stock on behalf of its clients as of April 5, 2012. Because PFG is the ultimate parent company of PFS, PLIC, PHC and PGI, PFG may be deemed to be the indirect beneficial owner of 2,686,570 shares of Common Stock. By reason of the purchases of Common Stock made on behalf of PGI's clients, PGI and its parent entities may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of 84,070 shares of Common Stock, or 0.17% of the total outstanding shares of Common Stock.

By reason of the ownership of Common Stock by PHC, PFG, PFS and PLIC may be deemed to share the power to vote or direct the vote and the power to dispose or direct the disposition of 2,602,500 shares of Common Stock as of the date hereof, or 5.18% 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 2,686,570 shares of Common Stock as of the date hereof, or 5.35% 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.

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 PGI's 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
2/16/201
2
Buy
511
\$58.95
PGI
3/8/2012
Buy
1,412
\$61.65
PGI
3/16/201
2

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Buy  
358  
\$61.98  
PGI  
3/19/201

2  
Buy  
5  
\$61.67

(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. As mentioned above in Item 5, PHC recently learned that the 800,000 shares contributed to Final Sequel Newco, LLC had been sold.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 - Joint Filing Agreement, dated April 6, 2012, 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 6, 2012

PRINCIPAL FINANCIAL GROUP, INC.

By: \_\_\_\_\_

Joyce N. Hoffman  
Senior Vice President & Corporate Secretary

April 6, 2012

PRINCIPAL FINANCIAL SERVICES, INC.

By: \_\_\_\_\_

Joyce N. Hoffman  
Senior Vice President & Corporate Secretary

April 6, 2012

PRINCIPAL LIFE INSURANCE COMPANY

By: \_\_\_\_\_

Joyce N. Hoffman  
Senior Vice President & Corporate Secretary

April 6, 2012

PRINCIPAL HOLDING COMPANY, LLC

By: \_\_\_\_\_

Joyce N. Hoffman  
Senior Vice President & Corporate Secretary

April 6, 2012

PRINCIPAL GLOBAL INVESTORS, LLC

By: \_\_\_\_\_

Joyce N. Hoffman



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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 6, 2012

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
Larry D. Zimpleman	Chairman, President and CEO,
Principal Financial Group, Inc.	
Michael T. Dan	Chairman, President and CEO, The
Brinks Company	
C. Daniel Gellatt, Jr.	President, NMT Corporation
Elizabeth E. Tallett	Principal, Hunter Partners,
LLC	
Betsy J. Bernard	Retired
Jocelyn Carter-Miller	President, TechEd Ventures
Gary E. Costley	Managing Director, C&G Capital

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Management, LLC	Sandra L. Helton	Retired
	Dennis H. Ferro	Retired
	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		
	Luca Maestri	Executive Vice President and Chief
Financial Officer, Xerox Corporation		
	Executive Officers	Principal Occupation
Larry D. Zimpleman		Chairman, President and Chief
Executive Officer		
	Daniel J. Houston	President Retirement, Insurance and
Financial Services		
	James P. McCaughan	President Global Asset Management
	Karen E. Shaff	Executive Vice President and General
Counsel		
	Gregory B. Elming	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		
	Luis E. Valdes	President, International Asset Management
and Accumulation		
	Principal Financial Services, Inc.	
	Directors	Principal Occupation
	Larry D. Zimpleman	Chairman, President and CEO,
Principal Financial Group, Inc		
	Michael T. Dan	Chairman, President and CEO, The
Brinks Company		
	C. Daniel Gellatt, Jr.	President, NMT Corporation
	Elizabeth E. Tallett	Principal, Hunter Partners,
LLC		
	Betsy J. Bernard	Retired
	Jocelyn Carter-Miller	President, TechEd Ventures
	Gary E. Costley	Managing Director, C&G Capital
Management, LLC		
	Sandra L. Helton	Retired
	Dennis H. Ferro	Retired
	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		
	Luca Maestri	Executive Vice President and Chief
Financial Officer, Xerox Corporation		
	Executive Officers	Principal Occupation
	Larry D. Zimpleman	Chairman, President and Chief
Executive Officer		
	Theresa A. Button	Vice President and Treasurer
	James P. McCaughan	President Global Asset Management

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Joyce N. Hoffman Secretary Principal Life Insurance Company Directors Larry D. Zimpleman Principal Financial Group, Inc. Michael T. Dan Brinks Company C. Daniel Gellatt, Jr. Elizabeth E. Tallett LLC Betsy J. Bernard Jocelyn Carter-Miller Gary E. Costley Management, LLC Sandra L. Helton Dennis H. Ferro Richard L. Keyser Grainger, Inc. Arjun K. Mathrani New York Universitys Stern School of Business, St. Johns University and Cambridge Universitys Judge Business School Luca Maestri Financial Officer, Xerox Corporation Executive Officers Larry D. Zimpleman Officer Theresa A. Button James P. McCaughan Joyce N. Hoffman Secretary Principal Holding Company, LLC Directors Terrance J. Lillis Officer of PFG Daniel J. Houston Financial Services of PFG Julia M. Lawler Investment Officer of PFG James P. McCaughan of PFG Karen E. Shaff General Counsel of PFG Larry D. Zimpleman Executive Officers Larry D. Zimpleman Officer James P. McCaughan Theresa A. Button Joyce N. Hoffman Secretary Principal Global Investors, LLC Directors David M. Blake Patrick G. Halter Jill M. Hittner James P. McCaughan Barbara A. McKenzie Randall C. Mundt Karen E. Shaff	Senior Vice President and Corporate Chairman, President and CEO, Chairman, President and CEO, The President, NMT Corporation Principal, Hunter Partners, Retired President, TechEd Ventures Managing Director, C&G Capital Retired Retired Chairman of the Board, W.W. Finance and Banking Professor at Executive Vice President and Chief Principal Occupation President and Chief Executive Vice President and Treasurer President Global Asset Management Senior Vice President and Corporate Senior Vice President and Chief Financial President Retirement, Insurance and Senior Vice President and Chief President Global Asset Management Executive Vice President and Chairman, President and CEO of PFG Principal Occupation President and Chief Executive President Global Asset Management Vice President and Treasurer Senior Vice President and Corporate Executive Director Executive Director Chief Financial Officer Chief Executive Officer Chief Operations Officer Executive Director Executive Vice President and
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General Counsel	Larry D. Zimpleman	Chairman, President and Chief Executive
Officer of PFG		
Executive Officers	Principal Occupation	
	James P. McCaughan	Chief Executive Officer
	Theresa A. Button	Vice President and Treasurer
	Joyce N. Hoffman	Senior Vice President and Secretary
	Barbara A. McKenzie	Chief Operations Officer