

Edgar Filing: INFOSPACE INC - Form SC 13D/A

INFOSPACE INC  
Form SC 13D/A  
March 19, 2007

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

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

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

InfoSpace, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

45678T201

-----  
(CUSIP Number)

Sandell Asset Management Corp.  
40 West 57th Street  
26th Floor  
New York, NY 10019  
Attention: Richard Gashler, General Counsel  
212-603-5700

With a Copy to:  
Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10019  
212-756-2000

-----  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and  
Communications)

March 15, 2007

-----  
(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 Rule 13d-1(e), 13d-1(f) or 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 13d-7 for other parties to whom copies are to be sent.

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(Continued on following pages)  
 (Page 1 of 11 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter 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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 CUSIP No. 45678T201

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|              |   |                          |
|--------------|---|--------------------------|
| 1            | NAME OF REPORTING PERSON  |                          |
|              | Castlerigg Master Investments Ltd.  |                          |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |                          |
| 3            | SEC USE ONLY  |                          |
| 4            | SOURCE OF FUNDS   |                          |
|              | WC  |                          |
| 5            | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>          |                          |
| 6            | CITIZENSHIP OR PLACE OF ORGANIZATION  |                          |
|              | British Virgin Islands  |                          |
| NUMBER OF    | 7   | SOLE VOTING POWER        |
| SHARES       |   | 0                        |
| BENEFICIALLY | 8   | SHARED VOTING POWER      |
| OWNED        |   | 1,523,443                |
| BY EACH      | 9   | SOLE DISPOSITIVE POWER   |
| REPORTING    |   | 0                        |
| PERSON       | 10  | SHARED DISPOSITIVE POWER |
| WITH         |   | 1,523,443                |

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11           AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

                  1,523,443

-----

12           CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN

                  SHARES

-----

13           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

                  4.8%

-----

14           TYPE OF REPORTING PERSON

                  CO

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CUSIP No. 45678T201

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1           NAME OF REPORTING PERSON

                  Sandell Asset Management Corp.

-----

2           CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

-----

3           SEC USE ONLY

-----

4           SOURCE OF FUNDS

                  AF

-----

5           CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT

                  TO ITEMS 2(d) or 2(e)

-----

6           CITIZENSHIP OR PLACE OF ORGANIZATION

                  Cayman Islands

-----

|              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | 7         | SOLE VOTING POWER        |
| SHARES       | 0         |                          |
| BENEFICIALLY | 8         | SHARED VOTING POWER      |
| OWNED        | 2,771,204 |                          |
| BY EACH      | 9         | SOLE DISPOSITIVE POWER   |
| REPORTING    | 0         |                          |
| PERSON       | 10        | SHARED DISPOSITIVE POWER |
| WITH         | 2,771,204 |                          |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 2,771,204

---

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 8.8%

---

14 TYPE OF REPORTING PERSON  
 CO

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 CUSIP No. 45678T201 SCHEDULE 13D Page 4 of 11 Pages  
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1 NAME OF REPORTING PERSON  
 Castlerigg International Limited

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
 AF

---

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

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands

---

|              |           |                          |
|--------------|-----------|--------------------------|
| NUMBER OF    | 7         | SOLE VOTING POWER        |
| SHARES       | 0         |                          |
| BENEFICIALLY | 8         | SHARED VOTING POWER      |
| OWNED        | 1,523,443 |                          |
| BY EACH      | 9         | SOLE DISPOSITIVE POWER   |
| REPORTING    | 0         |                          |
| PERSON       | 10        | SHARED DISPOSITIVE POWER |
| WITH         | 1,523,443 |                          |

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1,523,443

-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 4.8%

-----  
 14 TYPE OF REPORTING PERSON  
 CO

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-----  
 CUSIP No. 45678T201

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-----  
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-----  
 1 NAME OF REPORTING PERSON  
 Castlerigg International Holdings Limited

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS  
 AF

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

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 British Virgin Islands

-----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0

-----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 1,523,443

-----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0

-----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 WITH 1,523,443

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

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1,523,443

-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES   
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 4.8%  
 -----  
 14 TYPE OF REPORTING PERSON  
 CO  
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 CUSIP No. 45678T201  
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-----  
 1 NAME OF REPORTING PERSON  
 Castlerigg Global Select Fund, Limited  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)   
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS  
 AF  
 -----  
 5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 TO ITEMS 2(d) or 2(e)   
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands  
 -----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0  
 -----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 1,247,761  
 -----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0  
 -----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 WITH 1,247,761  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,247,761  
 -----

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-----  
 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
 SHARES

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
 4.0%

-----  
 14 TYPE OF REPORTING PERSON  
 CO

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-----  
 1 NAME OF REPORTING PERSON  
 CGS, Ltd.

-----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

-----  
 3 SEC USE ONLY

-----  
 4 SOURCE OF FUNDS  
 WC

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

-----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
 Cayman Islands

-----  
 NUMBER OF 7 SOLE VOTING POWER  
 SHARES 0

-----  
 BENEFICIALLY 8 SHARED VOTING POWER  
 OWNED 1,247,761

-----  
 BY EACH 9 SOLE DISPOSITIVE POWER  
 REPORTING 0

-----  
 PERSON 10 SHARED DISPOSITIVE POWER  
 WITH 1,247,761

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 1,247,761

-----

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

---

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
4.0%

---

14 TYPE OF REPORTING PERSON  
CO

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1 NAME OF REPORTING PERSON  
Castlerigg GS Holdings, Ltd.

---

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

---

3 SEC USE ONLY

---

4 SOURCE OF FUNDS  
AF

---

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

---

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

---

|              |    |                          |
|--------------|----|--------------------------|
| NUMBER OF    | 7  | SOLE VOTING POWER        |
| SHARES       |    | 0                        |
| BENEFICIALLY | 8  | SHARED VOTING POWER      |
| OWNED        |    | 1,247,761                |
| BY EACH      | 9  | SOLE DISPOSITIVE POWER   |
| REPORTING    |    | 0                        |
| PERSON       | 10 | SHARED DISPOSITIVE POWER |
| WITH         |    | 1,247,761                |

---

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,247,761

---

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN



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SHARES

|    |  |
|----|--|
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11 |
|    | 4.0%   |
| 14 | TYPE OF REPORTING PERSON                         |
|    | CO   |

CUSIP No. 45678T201

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|              |   |                          |
|--------------|---|--------------------------|
| 1            | NAME OF REPORTING PERSON  |                          |
|              | Thomas E. Sandell   |                          |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> |                          |
| 3            | SEC USE ONLY  |                          |
| 4            | SOURCE OF FUNDS   |                          |
|              | AF  |                          |
| 5            | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>          |                          |
| 6            | CITIZENSHIP OR PLACE OF ORGANIZATION  |                          |
|              | Sweden  |                          |
| NUMBER OF    | 7   | SOLE VOTING POWER        |
| SHARES       |   | 0                        |
| BENEFICIALLY | 8   | SHARED VOTING POWER      |
| OWNED        |   | 2,771,204                |
| BY EACH      | 9   | SOLE DISPOSITIVE POWER   |
| REPORTING    |   | 0                        |
| PERSON       | 10  | SHARED DISPOSITIVE POWER |
| WITH         |   | 2,771,204                |
| 11           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |                          |
|              | 2,771,204   |                          |
| 12           | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>                            |                          |

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

8.8%

14 TYPE OF REPORTING PERSON

IN

-----  
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The Schedule 13D filed on March 12, 2007 by Castlerigg Master Investments Ltd., Sandell Asset Management Corp., Castlerigg International Limited, Castlerigg International Holdings Limited, Castlerigg Global Select Fund, Limited, CGS, Ltd., Castlerigg GS Holdings, Ltd. and Thomas E. Sandell (collectively, the "Reporting Persons"), with respect to the common stock, par value \$0.0001 per share (the "Common Stock"), of InfoSpace, Inc., a Delaware corporation (the "Issuer"), is hereby amended as set forth herein by this Amendment No. 1.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D is hereby amended by the addition of the following immediately preceding the penultimate paragraph thereof:

On March 15, 2007, Castlerigg Master Investments delivered a letter to the Issuer informing the Issuer of its intention to appear in person or by proxy at the Issuer's 2007 annual meeting of stockholders to nominate Nick Graziano, Jonathan R. Macey and Paul L. Schaut (the "Nominees") for election to the board of directors and to move a proposal to repeal any amendments to the Issuer's bylaws unilaterally adopted by the board after February 12, 2003 and prior to the election and qualification of the directors elected at the annual meeting. The Reporting Persons currently intend to conduct a proxy solicitation seeking to elect the Nominees to the Issuer's board of directors and obtain approval of such proposal at the annual meeting.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraph (c) of Item 5 of the Schedule 13D is hereby amended and restated as follows:

(c) There have been no transactions in the shares of Common Stock effected by the Reporting Persons since their last filing on Schedule 13D.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Schedule 13D is hereby amended and restated as follows:

The following documents are filed as appendices and exhibits:

Appendix I: Transactions Effected During the Past Sixty Days

Appendix II: Joint Filing Agreement (previously filed)

Appendix III: Information Regarding the Instruction C Persons (previously filed)

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Appendix IV: Powers of Attorney (previously filed)

Exhibit A: Letter to Issuer's Board of Directors dated March 12, 2007  
(previously filed)

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CUSIP No. 45678T201  
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Signature

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

Dated: March 19, 2007

CASTLERIGG MASTER INVESTMENTS LTD.

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Director

SANDELL ASSET MANAGEMENT CORP.

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Chief Executive Officer

CASTLERIGG INTERNATIONAL LIMITED

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Director

CASTLERIGG INTERNATIONAL HOLDINGS LIMITED

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Director

CASTLERIGG GLOBAL SELECT FUND LIMITED

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Director

CGS, LTD.

By: /s/ Thomas E. Sandell  
-----

Thomas E. Sandell, Director

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CASTLERIGG GS HOLDINGS, LTD.

By: /s/ Thomas E. Sandell

-----  
Thomas E. Sandell, Director

/s/ Thomas E. Sandell

-----  
Thomas E. Sandell

### APPENDIX I TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS (REVISED)

(All transactions were regular market transactions effected on the NASDAQ Global Select Market)

Appendix I, as originally filed with the Schedule 13D, contained an inadvertent error and is replaced by the Appendix I attached hereto:

| Date of<br>transaction | Person<br>effecting<br>transaction | Amount of<br>securities<br>Bought/<br>(Sold) | Price per<br>share<br>or unit |
|------------------------|------------------------------------|--|-------------------------------|
| 01/03/07               | Castlerigg Master Investments      | 30,875                                       | 20.26                         |
| 01/03/07               | CGS                                | 16,625                                       | 20.26                         |
| 01/05/07               | Castlerigg Master Investments      | 1,517  | 20.25                         |
| 01/05/07               | CGS                                | 818  | 20.25                         |
| 01/08/07               | Castlerigg Master Investments      | 16,250                                       | 20.52                         |
| 01/08/07               | CGS                                | 8,750  | 20.52                         |
| 01/19/07               | Castlerigg Master Investments      | 585  | 21.55                         |
| 01/19/07               | Castlerigg Master Investments      | (584)  | 21.74                         |
| 01/19/07               | CGS                                | (316)  | 21.74                         |
| 01/19/07               | CGS                                | 315  | 21.55                         |
| 02/02/07               | Castlerigg Master Investments      | 184,830                                      | 21.45                         |
| 02/02/07               | Castlerigg Master Investments      | 117,000                                      | 22.15                         |
| 02/02/07               | CGS                                | 99,524                                       | 21.45                         |
| 02/02/07               | CGS                                | 63,000                                       | 22.14                         |
| 02/06/07               | Castlerigg Master Investments      | 16,250                                       | 22.44                         |
| 02/06/07               | CGS                                | 8,750  | 22.44                         |
| 02/12/07               | Castlerigg Master Investments      | 55,250                                       | 22.66                         |
| 02/12/07               | CGS                                | 29,750                                       | 22.66                         |
| 02/13/07               | Castlerigg Master Investments      | 42,250                                       | 23.06                         |
| 02/13/07               | CGS                                | 22,750                                       | 23.06                         |
| 02/15/07               | Castlerigg Master Investments      | 23,660                                       | 23.10                         |
| 02/15/07               | Castlerigg Master Investments      | 20,280                                       | 23.03                         |
| 02/15/07               | CGS                                | 10,920                                       | 23.03                         |
| 02/15/07               | CGS                                | 12,740                                       | 23.10                         |
| 02/16/07               | Castlerigg Master Investments      | 53,625                                       | 23.16                         |
| 02/16/07               | CGS                                | 28,875                                       | 23.16                         |
| 02/20/07               | Castlerigg Master Investments      | 21,840                                       | 23.14                         |
| 02/20/07               | CGS                                | 11,760                                       | 23.14                         |
| 02/21/07               | Castlerigg Master Investments      | 97,500                                       | 23.15                         |
| 02/21/07               | CGS                                | 52,500                                       | 23.15                         |
| 02/22/07               | Castlerigg Master Investments      | 75,476                                       | 22.97                         |

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|          |                               |         |       |
|----------|-------------------------------|---------|-------|
| 02/22/07 | CGS                           | 40,641  | 22.97 |
| 02/23/07 | Castlerigg Master Investments | 6,500   | 23.15 |
| 02/23/07 | CGS                           | 3,500   | 23.15 |
| 02/26/07 | Castlerigg Master Investments | 59,439  | 23.18 |
| 02/26/07 | CGS                           | 32,006  | 23.18 |
| 02/27/07 | Castlerigg Master Investments | 171,520 | 23.06 |
| 02/27/07 | CGS                           | 92,357  | 23.06 |
| 02/28/07 | Castlerigg Master Investments | 8,226   | 22.91 |
| 02/28/07 | CGS                           | 4,430   | 22.91 |
| 03/01/07 | Castlerigg Master Investments | 171,072 | 23.13 |
| 03/01/07 | CGS                           | 92,117  | 23.13 |
| 03/02/07 | Castlerigg Master Investments | 172,082 | 23.27 |
| 03/02/07 | CGS                           | 92,660  | 23.27 |
| 03/05/07 | Castlerigg Master Investments | 92,547  | 23.46 |
| 03/05/07 | CGS                           | 49,833  | 23.46 |
| 03/06/07 | Castlerigg Master Investments | 14,268  | 23.92 |
| 03/06/07 | CGS                           | 7,683   | 23.92 |
| 03/08/07 | Castlerigg Master Investments | 520     | 24.79 |
| 03/08/07 | Castlerigg Master Investments | 20,150  | 24.91 |
| 03/08/07 | CGS                           | 10,850  | 24.91 |
| 03/08/07 | CGS                           | 280     | 24.79 |
| 03/09/07 | Castlerigg Master Investments | 30,000  | 25.10 |
| 03/09/07 | Castlerigg Master Investments | 2,500   | 25.19 |
| 03/09/07 | Castlerigg Master Investments | 2,100   | 25.10 |
| 03/09/07 | CGS                           | 270,000 | 25.10 |
| 03/09/07 | CGS                           | 22,500  | 25.19 |
| 03/09/07 | CGS                           | 18,900  | 25.10 |
| 03/12/07 | Castlerigg Master Investments | 15,915  | 25.47 |
| 03/12/07 | CGS                           | 143,243 | 25.47 |