

RAHN WILLIAM
Form 4
July 19, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAHN WILLIAM

2. Issuer Name and Ticker or Trading Symbol
HERBALIFE LTD. [HLF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 W. OLYMPIC BOULEVARD,
#406

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP / Mg Dir. - Asia Pacific

LOS ANGELES, CA 90015

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/17/2010		S ⁽¹⁾	81 D \$ 50	6,984	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAHN WILLIAM 800 W. OLYMPIC BOULEVARD, #406 LOS ANGELES, CA 90015			SVP / Mg Dir. - Asia Pacific	

Signatures

/s/ William Rahn by Brett R. Chapman,
attorney-in-fact

07/19/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. p" ROWSPAN="2">Assistant Vice President and Manager Alexandre DeChabert

Martin P. Connor

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

Martin P. Connor

Joseph R. Sicree

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Senior Vice President, Chief Accounting Officer, and

Assistant Secretary (Principal Accounting Officer)

Joseph R. Sicree

II-27

Table of Contents

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, Toll Realty L.L.C. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Horsham, Commonwealth of Pennsylvania, on November 23, 2011.

Toll TX Note LLC

By: Thomas J. Murray
Thomas J. Murray, Manager

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert I. Toll, Douglas C. Yearley, Jr., Zvi Barzilay, Martin P. Connor, John K. McDonald and Joseph R. Sicree, and each of them, jointly and severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this registration statement), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents or any of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on November 23, 2011.

Signature	Title
Thomas J. Murray Thomas J. Murray	Manager
Robert G. Paul Robert G. Paul	Manager

Table of Contents

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, Toll Realty L.L.C. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Horsham, Commonwealth of Pennsylvania, on November 23, 2011.

Toll Realty L.L.C.

By: Edward D. Weber
Edward D. Weber, President

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert I. Toll, Douglas C. Yearley, Jr., Zvi Barzilay, Martin P. Connor, John K. McDonald and Joseph R. Sicree, and each of them, jointly and severally, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments to this registration statement), and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents or any of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on November 23, 2011.

Signature	Title
Edward D. Weber Edward D. Weber	President, Secretary and Manager (Principal Executive Officer)
Martin P. Connor Martin P. Connor	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
Joseph R. Sicree Joseph R. Sicree	Senior Vice President, Chief Accounting Officer, and Assistant Secretary (Principal Accounting Officer)

Table of Contents

Schedule I of Additional Registrants

Exact Name of Registrant as Specified in its Charter

110-112 Third Ave. Realty Corp.

Fairway Valley, Inc.

First Huntingdon Finance Corp.

Franklin Farms G.P., Inc.

HQZ Acquisitions, Inc.

MA Limited Land Corporation

SH Homes Corporation

SI Investment Corporation

The Silverman Building Companies, Inc.

Tenby Hunt, Inc.

Toll AZ GP Corp.

Toll Bros. of Arizona, Inc.

Toll Bros. of North Carolina, Inc.

Toll Bros. of North Carolina II, Inc.

Toll Bros. of North Carolina III, Inc.

Toll Bros., Inc.

Toll Bros., Inc.

Toll Bros., Inc.

Toll Brothers AZ Construction Company

Toll Brothers Canada USA, Inc.

Toll Brothers Finance Corp.

Toll Brothers Real Estate, Inc.

Toll CA GP Corp.

Toll CO GP Corp.

Toll Corp.

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Toll Development Company, Inc.

Toll FL GP Corp.

Toll GA GP Corp.

Toll Holdings, Inc.

Toll IL GP Corp.

Toll Land Corp. No. 20

Toll Land Corp. No. 43

Toll Land Corp. No. 50

Toll Manhattan I, Inc.

Toll MD Builder Corp.

Toll MI GP Corp.

Toll MN GP Corp.

Toll NC GP Corp.

Toll NH GP Corp.

Toll NV GP Corp.

Toll OH GP Corp.

Toll PA Builder Corp.

Toll PA GP Corp.

Toll PA II GP Corp.

Toll PA III GP Corp.

Toll Peppertree, Inc.

Toll Philmont Corporation

Toll Realty Holdings Corp. I

Toll Realty Holdings Corp. II

Toll RI GP Corp.

Toll SC GP Corp.

Table of Contents

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll TN GP Corp.

Toll TX GP Corp.

Toll VA GP Corp.

Toll WA GP Corp.

Toll WV GP Corp.

Toll YL, Inc.

Warren Chase, Inc.

51 N. 8th Street LP.

Audubon Ridge, L.P.

Belmont Land, L.P.

Binks Estates Limited Partnership

The Bird Estate Limited Partnership

Blue Bell Country Club, L.P.

Broad Run Associates, L.P.

Buckingham Woods, L.P.

CC Estates Limited Partnership

Cold Spring Hunt, L.P.

Dominion Country Club, L.P.

Eagle Farm Limited Partnership

The Estates at Brooke Manor Limited Partnership

The Estates at Summit Chase, L.P.

Fairfax Investment, L.P.

Fairfax Station Hunt, L.P.

Farmwell Hunt, L.P.

Table of Contents

Great Falls Hunt, L.P.

Greens at Waynesborough, L.P.

Hockessin Chase, L.P.

Huckins Farm Limited Partnership

Kensington Woods Limited Partnership

Loudoun Valley Associates, L.P.

NC Country Club Estates Limited Partnership

Silverman-Toll Limited Partnership

Somers Chase, L.P.

Sorrento at Dublin Ranch I LP

Sorrento at Dublin Ranch III LP

South Riding Amberlea LP

South Riding, L.P.

South Riding Partners Amberlea LP

South Riding Partners, L.P.

Southport Landing Limited Partnership

Springton Pointe, L.P.

Stone Mill Estates, L.P.

Swedesford Chase, L.P.

TBI/Naples Limited Partnership

TBI/Palm Beach Limited Partnership

Toll at Brier Creek Limited Partnership

Toll at Honey Creek Limited Partnership

Toll at Whippoorwill, L.P.

Toll Brooklyn L.P.

Toll Bros. of Tennessee, L.P.

Table of Contents

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll Brothers AZ Limited Partnership

Toll CA, L.P.

Toll CA II, L.P.

Toll CA III, L.P.

Toll CA IV, L.P.

Toll CA V, L.P.

Toll CA VI, L.P.

Toll CA VII, L.P.

Toll CA VIII, L.P.

Toll CA IX, L.P.

Toll CA X, L.P.

Toll CA XI, L.P.

Toll CA XII, L.P.

Toll CA XIX, L.P.

Toll CO, L.P.

Toll CT Limited Partnership

Toll CT II Limited Partnership

Toll CT III Limited Partnership

Toll DE LP

Toll DE II LP

Toll-Dublin, L.P.

Toll East Naples Limited Partnership

Toll Estero Limited Partnership

Toll FL Limited Partnership

Table of Contents

Toll FL II Limited Partnership

Toll FL III Limited Partnership

Toll FL IV Limited Partnership

Toll FL V Limited Partnership

Toll FL VI Limited Partnership

Toll FL VII Limited Partnership

Toll FL VIII Limited Partnership

Toll FL X Limited Partnership

Toll Ft. Myers Limited Partnership

Toll GA LP

Toll IL HWCC, L.P.

Toll IL, L.P.

Toll IL II, L.P.

Toll IL III, L.P.

Toll IL IV, L.P.

Toll IL WSB, L.P.

Toll Jacksonville Limited Partnership

Toll Land Limited Partnership

Toll Land V Limited Partnership

Toll Land VI Limited Partnership

Toll Land VII Limited Partnership.

Toll Land IX Limited Partnership

Toll Land X Limited Partnership

Toll Land XIV Limited Partnership

Table of Contents

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll Land XV Limited Partnership

Toll Land XVIII Limited Partnership

Toll Land XIX Limited Partnership

Toll Land XX Limited Partnership

Toll Land XXI Limited Partnership

Toll Land XXII Limited Partnership

Toll Land XXIII Limited Partnership

Toll Land XXVI Limited Partnership

Toll Livingston at Naples Limited Partnership

Toll MA Land Limited Partnership

Toll MD Builder I, L.P.

Toll MD Limited Partnership

Toll MD II Limited Partnership

Toll MD III Limited Partnership

Toll MD IV Limited Partnership

Toll MD V Limited Partnership

Toll MD VI Limited Partnership

Toll MD VII Limited Partnership

Toll MD VIII Limited Partnership

Toll MD IX Limited Partnership

Toll MD X Limited Partnership

Toll MD XI Limited Partnership

Toll MI Limited Partnership

Toll MI II Limited Partnership

Table of Contents

Toll MI III Limited Partnership

Toll MI IV Limited Partnership

Toll MI V Limited Partnership

Toll MN, L.P.

Toll MN II, L.P.

Toll Naval Associates

Toll NC, L.P.

Toll NC II LP

Toll NC III LP

Toll NH Limited Partnership

Toll Northville Limited Partnership

Toll NV Limited Partnership

Toll NY L.P.

Toll NY II L.P.

Toll NY III L.P.

Toll NY IV L.P.

Toll Orlando Limited Partnership

Toll PA, L.P.

Toll PA II, L.P.

Toll PA III, L.P.

Toll PA IV, L.P.

Toll PA V, L.P.

Toll PA VI, L.P.

Toll PA VIII, L.P.

Toll PA IX, L.P.

Toll PA X, L.P.

Toll PA XI, L.P.

Table of Contents

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Toll PA XII, L.P.

Toll PA XIII, L.P.

Toll PA XIV, L.P.

Toll PA XV, L.P.

Toll Realty Holdings LP

Toll RI, L.P.

Toll RI II, L.P.

Toll SC, L.P.

Toll SC II, L.P.

Toll SC III, L.P.

Toll SC IV, L.P.

Toll Stonebrae LP

Toll VA, L.P.

Toll VA II, L.P.

Toll VA III, L.P.

Toll VA IV, L.P.

Toll VA V, L.P.

Toll VA VI, L.P.

Toll VA VII, L.P.

Toll WA LP

Toll WV, L.P.

Toll YL, L.P.

Toll YL II, L.P.

Village Partners, L.P.

Wilson Concord, L.P.

5-01 5-17 4~~8~~ Avenue LLC

5-01 5-17 4~~8~~ Avenue II LLC

5-01 5-17 4~~8~~ Avenue GC LLC

5-01 5-17 4~~8~~ Avenue GC II LLC

51 N. 8th Street I LLC

51 N. 8th Street GC LLC

51 N. 8th Street GC II LLC

110-112 Third Ave. GC LLC

110-112 Third Ave. GC II LLC

2301 Fallston Road LLC

Arbor Hills Development LLC

Arthur s Woods, LLC

Arundel Preserve #6, LLC

Arundel Preserve #10a, LLC

C.B.A.Z. Holding Company LLC

Component Systems I LLC

Component Systems II LLC

Hatboro Road Associates LLC

Lighthouse Point Land Company, LLC

Longmeadow Properties LLC

Long Meadows TBI, LLC.

Martinsburg Ventures, L.L.C.

Paramount Village LLC

Phillips Drive LLC

Table of Contents

Schedule I of Additional Registrants (continued)

Exact Name of Registrant as Specified in its Charter

Prince William Land I LLC

Prince William Land II LLC

Regency at Dominion Valley LLC

The Ridges at Belmont Country Club I LLC

The Ridges at Belmont Country Club II LLC

SR Amberlea LLC

SRLP II LLC

TB Kent Partners LLC

Toll Austin TX LLC

Toll CA I LLC

Toll CA Note II LLC

Toll Cedar Hunt LLC

Toll CO I LLC

Toll Corners LLC

Toll Dallas TX LLC

Toll-Dublin, LLC

Toll Equipment, L.L.C.

Toll FL I, LLC

Toll FL IV LLC

Toll Glastonbury LLC

Toll Houston TX LLC

Toll IN LLC

Toll Lexington LLC

Toll MA I LLC

Table of Contents

Toll MA II LLC

Toll MD I, L.L.C.

Toll MD II LLC

Toll NC I LLC

Toll NC IV LLC

Toll NC Note LLC

Toll NC Note II LLC

Toll San Antonio TX LLC

Toll Stratford LLC

Toll VA L.L.C.

Toll VA III L.L.C.

Toll Van Wyck, LLC

Toll Vanderbilt I LLC

Toll Vanderbilt II LLC

Vanderbilt Capital LLC

Virginia Construction Co. I, LLC

Virginia Construction Co. II, LLC

Table of Contents

Schedule II of Additional Registrants

Exact Name of Registrant as Specified in its Charter

Amwell Chase, Inc.

Toll Land Corp. No. 6

Toll Land Corp. No. 10

Estates at Princeton Junction, L.P.

Estates at Rivers Edge, L.P.

Greenwich Chase, L.P.

Hoboken Land LP

Laurel Creek, L.P.

Toll at Westlake, L.P.

Toll Grove LP

Toll Hudson LP

Toll Land IV Limited Partnership

Toll Land XI Limited Partnership

Toll Land XVI Limited Partnership

Toll Land XXV Limited Partnership

Toll NJ, L.P.

Toll NJ II, L.P.

Toll NJ III, L.P.

Toll NJ IV, L.P.

Toll NJ V, L.P.

Toll NJ VI, L.P.

Toll NJ VII, L.P.

Toll NJ VIII, L.P.

Toll NJ IX, L.P.

Toll NJ XI, L.P.

West Amwell Limited Partnership

700 Grove Street Urban Renewal, LLC

1450 Washington LLC

1500 Garden St. LLC

Block 255 LLC

CWG Construction Company LLC

Hoboken Cove LLC

PT Maxwell Holdings, LLC

PT Maxwell, L.L.C.

Regency at Denville, LLC

Regency at Long Valley I LLC

Regency at Long Valley II LLC

Regency at Mansfield I LLC

Regency at Mansfield II LLC

Regency at Washington I LLC

Regency at Washington II LLC

Toll EB, LLC

Toll Hoboken LLC

Toll Morgan Street LLC

Toll NJ I, L.L.C.

Toll NJ II, L.L.C.

Toll NJ III, LLC

Table of Contents

Schedule III of Additional Registrants

Exact Name of Registrant as Specified in its Charter

First Brandywine Finance Corp.

First Brandywine Investment Corp. II

First Brandywine Investment Corp. IV

TB Proprietary Corp.

Toll Buckeye Corp.

Toll Centennial Corp.

Toll Diamond Corp.

Toll Golden Corp.

Toll Granite Corp.

Toll Mid-Atlantic LP Company, Inc.

Toll Mid-Atlantic Note Company, Inc.

Toll Midwest LP Company, Inc.

Toll Midwest Note Company, Inc.

Toll NJX-I Corp.

Toll Northeast LP Company, Inc.

Toll Northeast Note Company, Inc.

Toll Palmetto Corp.

Toll Southeast LP Company, Inc.

Toll Southeast Note Company, Inc.

Toll Southwest LP Company, Inc.

Toll Southwest Note Company, Inc.

Toll VA Member Two, Inc.

Toll WestCoast LP Company, Inc.

Toll WestCoast Note Company, Inc.

First Brandywine Partners, L.P.

Rose Hollow Crossing Associates

Toll NJ Builder I, L.P.

First Brandywine LLC I

First Brandywine LLC II

First Brandywine LLC III

First Brandywine LLC IV

Toll DE X II, LLC

Toll Midwest LLC

Toll Southwest LLC

Toll West Coast LLC

II-37

Table of Contents

Schedule IV of Additional Registrants

Exact Name of Registrant as Specified in its Charter

Belmont County Club I LLC

Belmont Country Club II LLC

Brier Creek Country Club I LLC

Brier Creek Country Club II LLC

Dominion Valley Country Club I LLC

Dominion Valley Country Club II LLC

Golf I Country Club Estates at Moorpark LLC

Golf II Country Club Estates at Moorpark LLC

Hawthorn Woods Country Club II LLC

The Regency Golf Club I LLC

The Regency Golf Club II LLC

Table of Contents

Schedule V of Additional Registrants

Exact Name of Registrant as Specified in its Charter

Toll Henderson LLC

Toll North LV LLC

Toll North Reno LLC

Toll NV Holdings LLC

Toll South LV LLC

Toll South Reno LLC

II-39

Table of Contents

Schedule VI of Additional Registrants

Naples TBI Realty, LLC

Tampa TBI Realty, LLC

II-40

Table of Contents**EXHIBIT INDEX**

Exhibit No.	Description
1.1**	Underwriting Agreement.
4.1	Certificate of Amendment of the Second Restated Certificate of Incorporation of the Registrant, filed with the Secretary of State of the State of Delaware, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 22, 2010.
4.2	Certificate of Amendment of the Second Restated Certificate of Incorporation of the Registrant, as amended, filed with the Secretary of State of the State of Delaware, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 18, 2011.
4.3	By-laws of the Registrant, as Amended and Restated June 11, 2008, are hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 13, 2008.
4.4	Amendment to the By-laws of the Registrant, dated as of September 24, 2009, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 24, 2009.
4.5	Amendment to the By-laws of the Registrant, dated as of June 15, 2011, is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on June 16, 2011.
4.6	Specimen Common Stock Certificate is hereby incorporated by reference to Exhibit 4.1 of the Registrant's Form 10-K for the fiscal year ended October 31, 1991.
4.7	Certificate of Amendment of Certificate of Designations, Preferences and Rights of Series A Junior Participating Preferred Stock of the Registrant is hereby incorporated by reference to Exhibit 3.1 of the Registrant's Form 8-K filed on June 18, 2007.
4.8**	Form of stock certificate for the Preferred Stock of the Registrant.
4.9**	Form of Debt Securities.
4.10**	Form of Warrant Agreement.
4.11**	Form of Warrant Certificate.
4.12**	Form of Guarantee of Debt Securities.
4.13*	Form of Indenture for Senior Debt Securities.
4.14*	Form of Indenture for Subordinated Debt Securities is hereby incorporated by reference to Exhibit 4.11 to the Registrant's Form S-3ASR filed on October 29, 2008.
4.15	Rights Agreement dated as of June 13, 2007, by and between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, is hereby incorporated by reference to Exhibit 4.1 to the Registrant's Form 8-K filed on June 18, 2007.
5*	Form of Opinion of Simpson Thacher & Bartlett, New York, New York.

Table of Contents

12*	Statement Regarding Computation of Ratio of Earnings to Fixed Charges.
23.1	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5).
23.2*	Consent of Ernst & Young LLP Independent Registered Public Accounting Firm.
24*	Power of Attorney (included in signature pages hereto).
25.1**	Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, of trustee for the debt securities.
*	Filed herewith.
**	To be filed by amendment or as an exhibit to a report filed under the Exchange Act and incorporated herein by reference.