

Edgar Filing: Catenacci Gerald - Form SC 13G/A

Catenacci Gerald  
Form SC 13G/A  
February 13, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
SCHEDULE 13G/A  
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(Amendment No.1 \*)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Watsco, Inc.  
(NAME OF ISSUER)

Common Stock, \$0.50 par value  
(TITLE OF CLASS OF SECURITIES)

942622200  
(CUSIP NUMBER)

December 31, 2008  
(Date of Event which requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 16 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 the disclosures provided in a prior cover page.

The information required in 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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-----  
(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Highway Partners, L.P.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON \*\*  
PN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Thruway Partners, L.P.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

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-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
0  
-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0  
-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%  
-----

(12) TYPE OF REPORTING PERSON \*\*  
PN  
-----

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-----  
(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Roadway Partners, L.P.  
-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [x]  
(b) [ ]  
-----

(3) SEC USE ONLY  
-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----

-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0  
-----

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EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

-----  
(12) TYPE OF REPORTING PERSON \*\*  
PN

-----  
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-----  
(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Expressway Partners Master Fund, Ltd.

-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [x]  
(b) [ ]

-----  
(3) SEC USE ONLY

-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----  
NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES \_\_\_\_\_

BENEFICIALLY (6) SHARED VOTING POWER  
0  
OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

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(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON \*\*  
CO

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Freeway Partners Master Fund, Ltd.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [x]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON \*\*  
CO

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-----  
(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Motorway Partners Master Fund, Ltd.  
-----

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

-----  
(3) SEC USE ONLY  
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-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0  
-----

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0  
-----

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0  
-----

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0  
-----

-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0  
-----

-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----

-----  
(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%  
-----

-----  
(12) TYPE OF REPORTING PERSON \*\*  
CO  
-----

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(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Principled Capital Management, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON \*\*  
OO

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(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Principled Asset Administration, L.L.C.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*

(a)   
(b)

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 0

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
0%

(12) TYPE OF REPORTING PERSON \*\* OO, IA

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON  
Gerald C. Catenacci

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [x]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Canada and United States

NUMBER OF (5) SOLE VOTING POWER  
0



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SHARES	_____	
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(6)	SHARED VOTING POWER 0
	(7)	SOLE DISPOSITIVE POWER 0
	(8)	SHARED DISPOSITIVE POWER 0
-----		
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
-----		
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** [ ]	
-----		
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%	
-----		
(12)	TYPE OF REPORTING PERSON ** IN	

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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ITEM 1(a). NAME OF ISSUER:

The name of the issuer is Watsco, Inc. (the "Company").

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2665 South Bayshore Drive, Suite 901, Coconut Grove, Florida 33133

ITEM 2(a). NAME OF PERSON FILING:

This statement is filed by:

(i) Highway Partners, L.P. ("Highway"), a Delaware limited partnership, with respect to the shares of Common Stock (defined in Item 2(d) below) directly owned by it;

(ii) Thruway Partners, L.P. ("Thruway"), a Delaware limited partnership, with respect to the shares of Common Stock directly owned by it;

(iii) Roadway Partners, L.P. ("Roadway"), a Delaware limited partnership, with respect to the shares of Common Stock directly owned by it;

(iv) Expressway Partners Master Fund, Ltd. ("Expressway"), a Cayman Islands exempted company, with respect to the shares of Common Stock directly owned by it;

(v) Freeway Partners Master Fund, Ltd. ("Freeway"), a Cayman Islands exempted company, with respect to the shares of Common Stock directly owned by it;

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(vi) Motorway Partners Master Fund, Ltd. ("Motorway"), a Cayman Islands exempted company, with respect to the shares of Common Stock directly owned by it;

(vii) Principled Capital Management, L.L.C. ("PCM"), a Delaware limited liability company, which is the general partner of Highway, Thruway and Roadway, with respect to the Common Stock directly owned by Highway, Thruway and Roadway;

(viii) Principled Asset Administration, L.L.C. ("PAA"), a Delaware limited liability company, which is the investment adviser to Highway, Thruway, Roadway, Expressway, Freeway and Motorway, with respect to the Common Stock directly owned by Highway, Thruway, Roadway, Expressway, Freeway and Motorway; and

(ix) Gerald C. Catenacci ("Mr. Catenacci"), the managing member of PCM and PAA, with respect to the Common Stock directly owned by Highway, Thruway, Roadway, Expressway, Freeway and Motorway.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons". Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

### ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of Highway, Thruway, Roadway, PCM, PAA and Mr. Catenacci is 666 Fifth Avenue, 37th Floor, New York, New York 10103.

The address of the registered office of Expressway, Freeway and Motorway is Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9002, Cayman Islands.

### ITEM 2(c). CITIZENSHIP:

Highway, Thruway and Roadway are Delaware limited partnerships. Expressway, Freeway and Motorway are Cayman Islands exempted companies. PCM and PAA are Delaware limited liability companies. Mr. Catenacci has citizenship in Canada and the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES: Common Stock, \$0.50 par value ("Common Stock")

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ITEM 2(e). CUSIP NUMBER: 942622200

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:

(a)  Broker or dealer registered under Section 15 of the Act

(b)  Bank as defined in Section 3(a)(6) of the Act

(c)  Insurance Company as defined in Section 3(a)(19) of the Act

(d)  Investment Company registered under Section 8 of the

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### Investment Company Act

- (e)  Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)
- (g)  Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G); see item 7
- (h)  Group, in accordance with Rule 13d-1(b)(1)(ii)(H)

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(c) CHECK THIS BOX.

### ITEM 4. OWNERSHIP.

#### A. Highway

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0% The percentages used herein and in the rest of Item 4 are calculated based the 24,537,601 shares of Common Stock issued and outstanding as of November 4, 2008 as reflected in the issuer's Form 10-Q for the quarterly period ended September 30, 2008 filed on November 6, 2008.
- (c)
  - (i) Sole Power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 0

#### B. Thruway

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c)
  - (i) Sole Power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 0

#### C. Roadway

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c)
  - (i) Sole Power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 0

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#### D. Expressway

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c)
  - (i) Sole Power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 0
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 0

#### E. Freeway

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%

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- (c) (i) Sole Power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 0

### F. Motorway

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) (i) Sole Power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 0

### G. PCM\*

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) (i) Sole Power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 0

### H. PAA\*\*

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) (i) Sole Power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 0

### I. Mr. Catenacci\*\*\*

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) (i) Sole Power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 0

\* PCM, as the general partner of Highway, Thruway and Roadway, may be deemed to be the beneficial owner of the Common Stock directly owned by Highway, Thruway and Roadway. PCM disclaims beneficial ownership of the Common Stock reported herein.

\*\* PAA, as the investment adviser of Highway, Thruway, Roadway, Expressway, Freeway and Motorway, may be deemed to be the beneficial owner of the Common Stock directly owned by Highway, Thruway, Roadway, Expressway, Freeway and Motorway. PAA disclaims beneficial ownership of the Common Stock reported herein.

\*\*\* Mr. Catenacci, as the managing member of PCM and PAA with investment power and voting power, may be deemed to be the beneficial owner of the Common Stock directly owned by Highway, Thruway, Roadway, Expressway, Freeway and Motorway. Mr. Catenacci disclaims beneficial ownership of the Common Stock reported herein.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

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If this statement is being filed to report the fact as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.  
Not applicable.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.  
Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.  
See item 2.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP.  
Not applicable.
- ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(b))

By signing below the undersigned certify, to the best of their knowledge and belief, the securities referred to above were acquired in the ordinary course of business, were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

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SIGNATURES

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

DATED: February 13, 2009

HIGHWAY PARTNERS, L.P.  
 BY: PRINCIPLED ASSET ADMINISTRATION, L.L.C.  
 INVESTMENT ADVISER  
 BY: /s/ Gerald C. Catenacci  
 -----  
 Gerald C. Catenacci  
 Managing Member

THRUWAY PARTNERS, L.P.  
 BY: PRINCIPLED ASSET ADMINISTRATION, L.L.C.  
 INVESTMENT ADVISER  
 BY: /s/ Gerald C. Catenacci  
 -----  
 Gerald C. Catenacci  
 Managing Member

ROADWAY PARTNERS, L.P.

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BY: PRINCIPLED ASSET ADMINISTRATION, L.L.C.  
INVESTMENT ADVISER  
BY: /s/ Gerald C. Catenacci  
-----  
Gerald C. Catenacci  
Managing Member

EXPRESSWAY PARTNERS MASTER FUND, LTD.  
BY: PRINCIPLED ASSET ADMINISTRATION, L.L.C.  
INVESTMENT ADVISER  
BY: /s/ Gerald C. Catenacci  
-----  
Gerald C. Catenacci  
Managing Member

FREEWAY PARTNERS MASTER FUND, LTD.  
BY: PRINCIPLED ASSET ADMINISTRATION, L.L.C.  
INVESTMENT ADVISER  
BY: /s/ Gerald C. Catenacci  
-----  
Gerald C. Catenacci  
Managing Member

MOTORWAY PARTNERS MASTER FUND, LTD.  
BY: PRINCIPLED ASSET ADMINISTRATION, L.L.C.  
INVESTMENT ADVISER  
BY: /s/ Gerald C. Catenacci  
-----  
Gerald C. Catenacci  
Managing Member

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PRINCIPLED CAPITAL MANAGEMENT, L.L.C.  
BY: /s/ Gerald C. Catenacci  
-----  
Gerald C. Catenacci  
Managing Member

PRINCIPLED ASSET ADMINISTRATION, L.L.C.  
BY: /s/ Gerald C. Catenacci  
-----  
Gerald C. Catenacci  
Managing Member

GERALD C. CATENACCI, INDIVIDUALLY  
BY: /s/ Gerald C. Catenacci  
-----  
Gerald C. Catenacci