

KYRISS KARL  
Form 4  
February 28, 2013

**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 \*  
**KYRISS KARL**

(Last) (First) (Middle)

762 W LANCASTER AVE.

(Street)

BRYN MAWR, PA 19010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**AQUA AMERICA INC [WTR]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/27/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec. VP/ Pres. Cap Ventures

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/27/2013		M		13,332	A	\$ 16.1475
Common Stock	02/27/2013		F		7,874 <u>(1)</u>	D	\$ 29.035
Common Stock 401k							5,919.45 <u>(2)</u>

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

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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

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

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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 16.1475	02/27/2013		M	13,332	03/01/2005 03/01/2014	Common Stock	13,332

## Reporting Owners

Reporting Owner Name / Address	Relationships
KYRISS KARL 762 W LANCASTER AVE. BRYN MAWR, PA 19010	Director 10% Owner Officer Exec. VP/ Pres. Cap Ventures

## Signatures

/s/ Brian Dingerdissen, attorney-in-fact for Mr. Kyriss  
02/28/2013  
\*\*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) Shares disposed of as part of a stock swap to exercise stock options.
- (2) Includes 86.98 additional shares acquired under the Company's 401k plan since the last filing.

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The information contained herein does not have regard to the specific investment objective, financial situation, suitability, or the particular need of any specific person who may view this website, and should not be taken as advice on the merits of any investment decision. The views expressed herein represent the opinions of The Children's Investment Fund Management (UK) LLP, The Children's Investment Fund Management (Cayman) Ltd., The Children's Investment Master Fund, 3G Capital Partners Ltd., 3G Capital Partners, L.P., 3G Fund L.P., Christopher Hohn, Alexandre Behring, Gilbert H. Lamphere, Timothy T. O'Toole and Gary Wilson (collectively, the "Potential Participants"), and are based on publicly available information and third party reports with respect to CSX Corp. ("the Issuer"). Except for the historical information contained herein, the matters addressed in this website are forward-looking statements that involve certain risks and uncertainties. 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----- NEW YORK, DECEMBER 19, 2007 - The Children's Investment Fund Management (UK) LLP ("TCI") and 3G Capital Partners, LTD. ("3G") today filed a Schedule 13D with the Securities and Exchange Commission disclosing that they and several individuals have formed a group ("Group") whose members own in the aggregate 8.3% of the outstanding common shares of CSX Corporation (NYSE: CSX). The members of the Group also hold derivative securities providing economic exposure equivalent to an additional 11.8% of CSX's outstanding shares. The filing also disclosed that the Group intends to nominate five directors for election to the Board of Directors of CSX at its 2008 Annual Meeting of Shareholders. The Group believes its nominees will strengthen CSX's Board by adding strong independent directors with a shareholder orientation, a broad range of railroad and other relevant experience, and a firm commitment to improving CSX's operating performance and corporate governance. Christopher Hohn, Managing Partner of TCI, said, "CSX's incumbent Board has overseen a railroad that for many years has lagged its peers on many of the key metrics of operational and financial performance. Rather than engage in a constructive dialogue with one of its largest shareholders, the CSX Board has consistently ignored our substantive concerns and failed to hold management accountable for continuing operational underperformance. Our goal is a strong CSX that can provide the returns shareholders deserve, the service shippers demand, a safety record communities can count on, and a working environment employees can be proud of. To this end, we are nominating to the Board the principals of two major shareholders and three distinguished independents with meaningful railroad experience. We are committed to working constructively with members of the Board to help improve CSX for the benefit of all of its stakeholders." The director nominees are: >> CHRISTOPHER HOHN Before founding TCI in 2003, Mr. Hohn spent seven years at Perry Capital and was the portfolio manager leading its European investment strategy from 1997 to 2003. Mr. Hohn has previously served on the Board of RIT Capital Partners plc, which is publicly listed on the London Stock Exchange. Key reasons Mr. Hohn is being nominated and can add value to CSX are: o Mr. Hohn has a long and successful track record of fundamental investing and actively maximizing value of public companies, including the Deutsche Borse Group, ABN AMRO, and Euronext N.V. o Mr. Hohn has successfully advocated for strong corporate governance and

shareholder rights in situations around the world. o TCI owns approximately 4.2% of CSX's outstanding shares. Mr. Hohn received a B.S. degree in Accounting and Business Economics (1st Class Honors) from Southampton University and an M.B.A. degree (high distinction) from Harvard Business School. >> ALEXANDRE BEHRING Mr. Behring is the Managing Director of 3G, a private investment firm. Previously, he spent 10 years at GP Investments, Latin America's largest private-equity firm, including eight years as a Partner and Member of the firm's Investment Committee. He served for seven years as CEO of America Latina Logistica (ALL), Latin America's largest independent railroad and logistics company, which operates more than 13,000 miles of track in Brazil and Argentina. He continues to serve on the Management Committee of ALL's Board. Key reasons Mr. Behring is being nominated and can add value to CSX are: o Mr. Behring is a unique combination of a large CSX shareholder (3G owns approximately 4.1% of CSX's outstanding shares) and an experienced, accomplished, hands-on railroad executive. o Under his leadership, ALL's accident rate was reduced by 86%, locomotive productivity increased at a double-digit compound annual growth rate, and its EBITDA margin improved from 6% to 42% through the third quarter 2007. o ALL is now one of the most efficient and technologically advanced freight railroads in the world and has also been voted several times by its employees as one of the best companies to work for in Latin America. o As a publicly traded company, ALL's market capitalization of \$6.5 billion is over 30 times the amount Mr. Behring and his partners paid for the company 10 years ago. Mr. Behring received a B.S. degree in Electric Engineering from Pontificia Universidade Catolica and an M.B.A. degree (high distinction) from Harvard Business School. He is also a locomotive engineer. >> GILBERT LAMPHERE Mr. Lamphere is the Managing Director of Lamphere Capital Management, a private investment firm. Previously, he was a Director of Canadian National Railway, Chairman of Illinois Central Railroad prior to its sale to Canadian National in 1998, and a Director of Florida East Coast Industries (a railroad and real estate company). He also participated in the acquisition, financing, and oversight of MidSouth Rail. Mr. Lamphere has served as a Director of nine other public companies, including Carlyle Industries, Inc., Cleveland-Cliffs Inc., R. P. Scherer Corporation, Global Natural Resources Corporation and Recognition International, Inc. Earlier in his career, Mr. Lamphere was a Vice President of Mergers & Acquisitions at Morgan Stanley. Key reasons Mr. Lamphere is being nominated and can add value to CSX are: o Mr. Lamphere has been Chairman or a director at three of the most successful and efficient railroads in North America. o During his tenure on the Boards of Canadian National and Illinois Central, where he worked closely with Hunter Harrison, the Companies' operating ratios improved from 76% to 64% and from over 90% to 63%, respectively. o Mr. Lamphere is deeply knowledgeable of the best practices in railroad operations and a proven value-added railroad board director. Mr. Lamphere received an A.B. degree in Economics from Princeton University and an M.B.A. degree (high distinction) from Harvard Business School. >> TIMOTHY O'TOOLE Mr. O'Toole has over 25 years of railroad industry experience. He is currently the Managing Director of the London Underground, where he is responsible for operating and rebuilding the Tube, the world's oldest metropolitan railway. Previously, he served as President and Chief Executive Officer of Conrail from 1998 to 2001. During his more than 20 years at Conrail, he served in various senior management roles, including Senior Vice President of Law and Government Affairs, Senior Vice President of Finance and Chief Financial Officer, Vice President and Treasurer, and Vice President and General Counsel. Key reasons Mr. O'Toole is being nominated and can add value to CSX are: o Mr. O'Toole was a prominent figure in the transaction splitting the former Conrail business between CSX and Norfolk Southern, providing him with first-hand knowledge of CSX's assets and operations. o Under his leadership, Conrail achieved record financial results and safety performance. Similarly, under his leadership the London Underground has improved service and safety and moved record numbers of passengers, all while undergoing an historic rebuilding program. o Mr. O'Toole was made an Honorary Commander of the British Empire in recognition of his performance following the terrorist attack on London's transport system in 2005. Mr. O'Toole received a B.A. degree in English Literature (Maxima Cum Laude) from LaSalle University, a J.D. degree from the University of Pittsburgh School of Law, and an Honorary Doctor of Humane Letters degree from LaSalle University. >> GARY WILSON Mr. Wilson was a principal investor and Co-Chairman of the Board of Northwest Airlines from 1991 to 1997 and Chairman from 1997 to 2007. From 1985 to 1990, he was Chief Financial Officer and a director of The Walt Disney Company and served on its Board until 2006. Prior to joining Disney, Mr. Wilson served for 11 years in senior executive positions at Marriott Corp., including Executive Vice President and Chief Financial Officer, Head of Corporate Development, and Treasurer. He is a current director of Yahoo! Inc. (NASDAQ: YHOO) and CB Richard Ellis Group Inc. (NYSE: CBG). Key reasons Mr. Wilson is being nominated and can add value to the CSX Board are: o Mr. Wilson has a track record - as an executive, director and investor - of

leading major companies through strategic transitions and creating substantial shareholder value. He is also a strong advocate of improved corporate governance in public companies. o Mr. Wilson successfully transitioned Marriott from an owner-operator to the more profitable and scaleable business model of a hotel management company. o During his tenure as CFO, Disney's market value increased significantly and Mr. Wilson expanded its hotel and theme park assets while utilizing innovative financing techniques. o Mr. Wilson was an investor in and a director of Progress Rail, one of North America's largest providers of railroad products and services. Mr. Wilson received a B.A. degree from Duke University and an M.B.A. degree from The Wharton School of the University of Pennsylvania. For further information, please visit [WWW.STRONGERCSX.COM](http://WWW.STRONGERCSX.COM). ABOUT TCI TCI is a London-based asset manager founded in 2003 which manages The Children's Investment Master Fund. TCI makes long-term investments in companies globally. The management company is authorized and regulated in the United Kingdom by the Financial Services Authority. The majority of TCI's profits go to The Children's Investment Fund Foundation, a non-profit organization focused on improving the lives of children living in poverty in developing countries. ABOUT 3G 3G manages a private investment fund that invests in global equities and special situations. 3G Fund L.P. leverages its deep industry and operating expertise in different sectors to identify attractive, long-duration investment opportunities. # # # THIS PRESS RELEASE IS FOR GENERAL INFORMATIONAL PURPOSES ONLY. IT DOES NOT HAVE REGARD TO THE SPECIFIC INVESTMENT OBJECTIVE, FINANCIAL SITUATION, SUITABILITY, OR THE PARTICULAR NEED OF ANY SPECIFIC PERSON WHO MAY RECEIVE THIS PRESS RELEASE, AND SHOULD NOT BE TAKEN AS ADVICE ON THE MERITS OF ANY INVESTMENT DECISION. THE VIEWS EXPRESSED HEREIN REPRESENT THE OPINIONS OF THE CHILDREN'S INVESTMENT FUND MANAGEMENT (UK) LLP, THE CHILDREN'S INVESTMENT FUND MANAGEMENT (CAYMAN) LTD., THE CHILDREN'S INVESTMENT MASTER FUND, 3G CAPITAL PARTNERS LTD., 3G CAPITAL PARTNERS, L.P., 3G FUND L.P., CHRISTOPHER HOHN, ALEXANDRE BEHRING, GILBERT LAMPHERE, TIMOTHY O'TOOLE AND GARY WILSON (COLLECTIVELY, THE "POTENTIAL PARTICIPANTS"), AND ARE BASED ON PUBLICLY AVAILABLE INFORMATION WITH RESPECT TO CSX CORPORATION (THE "ISSUER"). EXCEPT FOR THE HISTORICAL INFORMATION CONTAINED HEREIN, THE MATTERS ADDRESSED IN THIS PRESS RELEASE ARE FORWARD-LOOKING STATEMENTS THAT INVOLVE CERTAIN RISKS AND UNCERTAINTIES. YOU SHOULD BE AWARE THAT ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE CONTAINED IN THE FORWARD-LOOKING STATEMENTS. THE POTENTIAL PARTICIPANTS ASSUME NO OBLIGATION TO UPDATE THE FORWARD-LOOKING INFORMATION. THE POTENTIAL PARTICIPANTS RESERVE THE RIGHT TO CHANGE ANY OF THEIR OPINIONS EXPRESSED HEREIN AT ANY TIME AS THEY DEEM APPROPRIATE. THE POTENTIAL PARTICIPANTS DISCLAIM ANY OBLIGATION TO UPDATE THE INFORMATION CONTAINED HEREIN. THE POTENTIAL PARTICIPANTS HAVE NOT SOUGHT OR OBTAINED CONSENT FROM ANY THIRD PARTY TO USE ANY STATEMENTS OR INFORMATION INDICATED IN THIS PRESS RELEASE AS HAVING BEEN OBTAINED OR DERIVED FROM STATEMENTS MADE OR PUBLISHED BY THIRD PARTIES. ANY SUCH STATEMENTS OR INFORMATION SHOULD NOT BE VIEWED AS INDICATING THE SUPPORT OF SUCH THIRD PARTY FOR THE VIEWS EXPRESSED HEREIN. NO WARRANTY IS MADE THAT DATA OR INFORMATION, WHETHER DERIVED OR OBTAINED FROM FILINGS MADE WITH THE SEC OR FROM ANY THIRD PARTY, ARE ACCURATE. THE POTENTIAL PARTICIPANTS SHALL NOT BE RESPONSIBLE OR HAVE ANY LIABILITY FOR ANY MISINFORMATION CONTAINED IN ANY SEC FILING OR THIRD PARTY REPORT. THERE IS NO ASSURANCE OR GUARANTEE WITH RESPECT TO THE PRICES AT WHICH ANY SECURITIES OF THE ISSUER WILL TRADE, AND SUCH SECURITIES MAY NOT TRADE AT PRICES THAT MAY BE IMPLIED IN THIS PRESS RELEASE. ANY ESTIMATES, PROJECTIONS AND PRO FORMA INFORMATION SET FORTH IN THIS PRESS RELEASE ARE BASED ON ASSUMPTIONS THAT THE POTENTIAL PARTICIPANTS BELIEVE TO BE REASONABLE, BUT THERE CAN BE NO ASSURANCE OR GUARANTEE THAT ACTUAL RESULTS OR PERFORMANCE OF THE ISSUER WILL NOT DIFFER, AND SUCH DIFFERENCES MAY BE MATERIAL. THIS PRESS RELEASE DOES NOT RECOMMEND THE PURCHASE OR SALE OF ANY SECURITY. THIS PRESS RELEASE DOES NOT RECOMMEND THE PURCHASE OR SALE OF ANY SECURITY. UNDER NO CIRCUMSTANCES IS THIS PRESS RELEASE TO BE USED OR CONSIDERED AS AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITY. THE POTENTIAL PARTICIPANTS CURRENTLY OWN AN AGGREGATE OF

APPROXIMATELY 8.3% OF THE OUTSTANDING COMMON STOCK OF THE ISSUER. THE POTENTIAL PARTICIPANTS INCLUDE FUNDS AND ACCOUNTS THAT ARE IN THE BUSINESS OF TRADING - BUYING AND SELLING - PUBLIC SECURITIES. IT IS POSSIBLE THAT THERE WILL BE DEVELOPMENTS IN THE FUTURE THAT CAUSE ONE OR MORE OF THE POTENTIAL PARTICIPANTS FROM TIME TO TIME TO SELL ALL OR A PORTION OF THEIR SHARES IN OPEN MARKET TRANSACTIONS OR OTHERWISE (INCLUDING VIA SHORT SALES), BUY ADDITIONAL SHARES (IN OPEN MARKET OR PRIVATELY NEGOTIATED TRANSACTIONS OR OTHERWISE), OR TRADE IN OPTIONS, PUTS, CALLS OR OTHER DERIVATIVE INSTRUMENTS RELATING TO SUCH SHARES. ALL STOCKHOLDERS OF THE ISSUER ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY THE POTENTIAL PARTICIPANTS FROM THE STOCKHOLDERS OF THE ISSUER FOR USE AT THE 2008 ANNUAL MEETING OF STOCKHOLDERS OF THE ISSUER WHEN AND IF THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. WHEN AND IF COMPLETED, THE DEFINITIVE PROXY STATEMENT AND FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF THE ISSUER AND WILL, ALONG WITH OTHER RELEVANT DOCUMENTS, BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE POTENTIAL PARTICIPANTS IN THE PROXY SOLICITATION WILL PROVIDE COPIES OF THE DEFINITIVE PROXY STATEMENT WITHOUT CHARGE UPON REQUEST. INFORMATION RELATING TO THE PARTICIPANTS IS CONTAINED IN EXHIBIT 3 TO THE SCHEDULE 14A FILED BY THE PARTICIPANTS WITH THE SEC ON DECEMBER 19, 2007. EXHIBIT 3 ALL STOCKHOLDERS OF CSX CORPORATION ("THE ISSUER") ARE ADVISED TO READ THE DEFINITIVE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY THE POTENTIAL PARTICIPANTS FROM THE STOCKHOLDERS OF THE ISSUER FOR USE AT THE 2008 ANNUAL MEETING OF STOCKHOLDERS OF THE ISSUER WHEN AND IF THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. WHEN AND IF COMPLETED, THE DEFINITIVE PROXY STATEMENT AND FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF THE ISSUER AND WILL, ALONG WITH OTHER RELEVANT DOCUMENTS, BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE POTENTIAL PARTICIPANTS IN THE PROXY SOLICITATION WILL PROVIDE COPIES OF THE DEFINITIVE PROXY STATEMENT WITHOUT CHARGE UPON REQUEST. POTENTIAL PARTICIPANTS

The following persons are anticipated to be, or may be deemed to be, the Potential Participants (as defined below) in a potential solicitation of proxies with respect to the 2008 annual meeting of shareholders of the Issuer by The Children's Investment Fund Management (UK) LLP, 3G Capital Partners Ltd., the Additional Nominees (as defined below) and certain of their affiliates: The TCI Parties: The Children's Investment Fund Management (UK) LLP, a United Kingdom limited liability partnership ("TCIF UK"), The Children's Investment Fund Management (Cayman) Ltd., a Cayman Islands exempted company ("TCIF"), The Children's Investment Master Fund, a Cayman Islands exempted company (the "TCI Fund") and Christopher Hohn, a citizen of the United Kingdom. The foregoing are sometimes herein referred to collectively as the "TCI Parties." The principal business of both TCIF and TCIF UK is investing for funds and accounts under its management. The TCI Fund falls under the management of both TCIF and TCIF UK. The principal business of the TCI Fund is to invest in securities. Christopher Hohn is the Managing Partner of TCIF UK and the 100% owner of TCIF, and is therefore in a position to determine the investment and voting decisions made by the other TCI Parties. The 3G Parties: 3G Capital Partners Ltd., a Cayman Islands exempted company ("3G Capital Ltd."), 3G Capital Partners, L.P., a Cayman Islands limited partnership ("3G Capital L.P."), 3G Fund L.P., a Cayman Islands limited partnership (the "3G Fund") and Alexandre Behring, a citizen of Brazil. The foregoing are sometimes herein referred to collectively as the "3G Parties." The principal business of 3G Capital Ltd. is serving as the general partner of 3G Capital L.P. The principal business of 3G Capital L.P. is serving as the general partner of the 3G Fund. The principal business of the 3G Fund is to invest in securities. Alexandre Behring is the Managing Director of 3G Capital Ltd. and is therefore in a position to determine the investment and voting decisions made by the other 3G Parties. The Additional Nominees: In addition to Christopher Hohn and Alexandre Behring, the following individuals, as intended or potential nominees for election as director of the Issuer, are anticipated to be, or may be deemed to be, potential participants in the potential solicitation of proxies: Gilbert H. Lamphere, a citizen of the United States, Timothy T. O'Toole, a citizen of the United States, and Gary L. Wilson, a citizen of the United States. Messrs.



Lamphere, O'Toole and Wilson are sometimes herein referred to collectively as the "Additional Nominees." The TCI Parties, the 3G Parties and the Additional Nominees are sometimes herein referred to collectively as the "Potential Participants." Beneficial Ownership of Common Stock and other Interests: As of the close of business on December 18, 2007, New York City time, the Potential Participants beneficially owned, in the aggregate, 35,054,952 shares of common stock, par value \$1.00 per share (the "Shares"), representing approximately 8.3% of the Issuer's outstanding Shares (based upon the 420,425,477 Shares outstanding, which is the total number of Shares outstanding as of September 28, 2007 as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 28, 2007). The TCI Parties share power to vote and direct the disposition of all of the Shares held by the TCI Fund. Thus, as of December 18, 2007, the TCI Parties may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) 17,796,998 Shares, or 4.2% of the outstanding Shares. The 3G Parties share power to vote and direct the disposition of all of the Shares held by the 3G Fund. Thus, as of December 19, 2007, the 3G Parties may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act) 17,232,854 Shares, or 4.1% of the outstanding Shares. Each Nominee has sole power to vote or direct the disposition of the Shares he owns; thus, Gilbert H. Lamphere has sole power to vote and direct the disposition of 22,600 Shares, constituting less than 0.1% of the outstanding Shares and Timothy T. O'Toole has sole power to vote and direct the disposition of 2,500 Shares, constituting less than 0.1% of the outstanding Shares (which such Shares are held in an Individual Retirement Account in his name, the custodian for which is Citibank Global Markets, Inc.). On December 12, 2007, TCIF UK and 3G Capital Ltd. entered into a letter agreement (the "Letter Agreement") to coordinate certain of their efforts with regard to (i) the purchase and sale of common shares and/or options swaps or other derivative instruments that constitute or may by their terms create beneficial ownership of common stock of the Issuer (collectively, the "Securities") held by TCIF UK, 3G Capital Ltd. and any investment funds, managed accounts and other investment vehicles managed or advised by either of them, including the other TCI Parties and the other 3G Parties and (ii) the proposal of certain actions and/or transactions to the Issuer. Under the Letter Agreement, certain matters will require mutual agreement of TCIF UK and 3G Capital Ltd.: (i) whether to run a proxy contest involving the Issuer and the selection and nomination of individuals to serve as directors of the Issuer for such proxy contest (as to which matters the TCIF UK and 3G Capital Ltd. have agreed), (ii) the making, revising or withdrawing of any proposals to the Issuer regarding the conduct of its business, corporate governance matters, corporate transactions or otherwise, (iii) the admission or withdrawal of any additional members to the Group (as defined below) being formed by the Letter Agreement, and (iv) the conduct of any litigation or investigation if the same relates to the Group (as defined below) conduct of the parties. If the parties have agreed on a matter set forth in clauses (i), (ii) or (iii) above, TCIF UK will assume decision-making authority with respect to the execution of such matter, including with respect to (i) the conduct of any proxy contest involving the Issuer and (ii) the manner, form, content and timing of any communications with the Issuer as well as any public disclosures, public statements or other third party communications relating to the Issuer, the Securities, the Letter Agreement and the activities of the TCI Parties and the 3G Parties pursuant thereto. The Letter Agreement provides for certain shared and separate expenses, as well as termination provisions applicable under certain circumstances, which are specified therein. The foregoing description of the Letter Agreement is a summary only. By virtue of the Letter Agreement, the TCI Parties and the 3G Parties may be deemed to have formed a "Group" within the meaning of Section 13(d)(3) of the Securities Act of 1934. Furthermore, the Additional Nominees may be deemed a part of the aforementioned Group by virtue of the contemplated proxy solicitation, their agreement to be Additional Nominees and their ownership of Shares (as applicable). Collectively, the Group may be deemed to have voting control over a combined 8.3% of the Shares. However, each of the TCI Parties expressly disclaims beneficial ownership of the Shares beneficially owned by the 3G Parties and the Additional Nominees (as applicable), each of the 3G Parties expressly disclaims beneficial ownership of the Shares beneficially owned by the TCI Parties and the Additional Nominees (as applicable), and each of the applicable Additional Nominees expressly disclaims beneficial ownership of the Shares beneficially owned by the 3G Parties, the TCI Parties and the other Additional Nominees. Neither the fact of this filing nor anything contained herein shall be deemed to be an admission by any of such parties that it is the beneficial owner of any shares of Common Stock beneficially owned by any of the other parties, except as otherwise disclosed herein. Messrs. O'Toole and Wilson have each entered into a nominee agreement pursuant to which the TCI Fund has agreed to pay the costs of soliciting proxies in connection with the Issuer's 2008 annual meeting of shareholders, and to defend and indemnify each of Messrs. O'Toole or Wilson (as applicable) against, and with respect to, any losses that may be

incurred by them in the event they become a party to litigation based on their nomination as candidates for election to the board of directors of the Issuer and the solicitation of proxies in support of their election. Messrs. Behring and Lamphere have each entered into a nominee agreement pursuant to which the 3G Fund has agreed to pay the costs of soliciting proxies in connection with the Issuer's 2008 annual meeting of shareholders, and to defend and indemnify each of Messrs. Behring and Lamphere (as applicable) against, and with respect to, any losses that may be incurred by them in the event they become a party to litigation based on their nomination as candidates for election to the board of directors of the Issuer and the solicitation of proxies in support of their election. The Additional Nominees do not receive any compensation under the nominee agreements and will not receive any compensation from the TCI Parties, the 3G Parties or such parties' affiliates for their services as directors of the Issuer if elected. If elected, the Additional Nominees will be entitled to such compensation from the Issuer as is consistent with the Issuer's past practices for services of non-employee directors. In addition to the above, partners or employees of the TCI Parties, the 3G Parties and the Additional Nominees may assist in the solicitation of proxies and will receive no additional consideration therefore.