

UNDERWRITING

We are offering the shares of our common stock described in this prospectus in an underwritten initial public offering in which Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Raymond James & Associates, Inc., RBC Capital Markets, LLC and FBR Capital Markets & Co. are acting as representatives of the underwriters. We have entered into an underwriting agreement with Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Raymond James & Associates, Inc., RBC Capital Markets, LLC and FBR Capital Markets & Co. acting as representatives of the underwriters named below, with respect to the common stock being offered hereby. Subject to the terms and conditions contained in the underwriting agreement, each underwriter has severally agreed to purchase the respective number of shares of our common stock set forth opposite its name below:

<u>Underwriters</u>	<u>Number of Shares</u>
Deutsche Bank Securities Inc.	
Citigroup Global Markets Inc.	
Raymond James & Associates, Inc.	
RBC Capital Markets, LLC	
FBR Capital Markets & Co.	
Janney Montgomery Scott LLC	
Oppenheimer & Co. Inc.	
Wunderlich Securities, Inc.	
Total	12,000,000

The underwriting agreement provides that the underwriters are obligated to purchase all the shares of our common stock in the offering if any are purchased, other than those shares covered by the underwriters' option to purchase additional shares we describe below. We have granted to the underwriters a 30-day option to purchase up to 1,800,000 additional shares from us at the initial public offering price less the underwriting discount and commissions. If any shares are purchased with the underwriters' option, the underwriters will purchase shares in approximately the same proportion as shown in the table above. If any additional shares of common stock are purchased, the underwriters will offer the additional shares on the same terms as those on which the shares are being offered.

Our common stock is being offered by the underwriters, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of certain legal matters by counsel for the underwriters and the satisfaction of other conditions contained in the underwriting agreement, including:

- the representations and warranties made by us are true and agreements have been performed;
- there is no material adverse change in the financial markets or in our business; and
- we deliver customary closing conditions.

The underwriters propose to offer shares of our common stock directly to the public at the initial public offering price per share on the cover of this prospectus and to certain dealers at that price less a concession not in excess of \$ _____ per share. After this offering, the offering price and other selling terms may be changed by the underwriters. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part. Sales of shares made outside of the United States may be made by affiliates of the underwriters. The representatives have advised us that the underwriters do not intend to confirm discretionary sales in excess of 5% of the shares of our common stock offered in this offering.