

AMERICAN PACIFIC CORP  
Form SC 13G/A  
February 10, 2014

CUSIP NO. 028740108  
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13G

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 18)\*

AMERICAN PACIFIC CORPORATION  
(Name of Issuer)

Common Stock, Par Value \$0.10 Per Share  
(Title of Class of Securities)

028740108

(CUSIP Number)

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December 31, 2013

(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)

\*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. NAMES OF REPORTING PERSONS.

Franklin Resources, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

188,000

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

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

2.4%

12. TYPE OF REPORTING PERSON

HC, CO (See Item 4)

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1. NAMES OF REPORTING PERSONS.

Charles B. Johnson

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

188,000

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

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

2.4%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

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1. NAMES OF REPORTING PERSONS.

Rupert H. Johnson, Jr.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b) X

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

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(See Item 4)

6. SHARED VOTING POWER

(See Item 4)

7. SOLE DISPOSITIVE POWER

(See Item 4)

8. SHARED DISPOSITIVE POWER

(See Item 4)

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

188,000

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

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

2.4%

12. TYPE OF REPORTING PERSON

HC, IN (See Item 4)

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Item 1.

(a) Name of Issuer

AMERICAN PACIFIC CORPORATION

(b) Address of Issuer's Principal Executive Offices

3883 Howard Hughes Parkway

Suite 700

Las Vegas, NV 89169

Item 2.

(a) Name of Person Filing

(i): Franklin Resources, Inc.

(ii): Charles B. Johnson

(iii): Rupert H. Johnson, Jr.

(b) Address of Principal Business Office or, if none, Residence

(i), (ii), and (iii):

One Franklin Parkway  
San Mateo, CA 94403 1906

(c) Citizenship

(i): Delaware

(ii) and (iii): USA

(d) Title of Class of Securities

Common Stock, Par Value \$0.10 Per Share

(e) CUSIP Number

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Item 3. If this statement is filed pursuant to §§240.13d 1(b) or 240.13d 2(b) or (c),

check whether the person filing is a:

(a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c)

(d)  Investment company registered under section 8 of the Investment Company Act

of 1940 (15 U.S.C 80a 8).

(e)  An investment adviser in accordance with §240.13d 1(b)(1)(ii)(E);

(f)  An employee benefit plan or endowment fund in accordance with §240.13d 1(b)

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(1) (ii) (F);

(g)  A parent holding company or control person in accordance with §240.13d 1(b)

(1) (ii) (G);

(h)  A savings associations as defined in Section 3(b) of the Federal Deposit

Insurance Act (12 U.S.C. 1813);

(i)  A church plan that is excluded from the definition of an investment company

under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C.

80a 3);

(j)  A non U.S. institution in accordance with §240.13d 1(b) (ii) (J);

(k)  Group, in accordance with §240.13d 1(b) (1) (ii) (K).

If filing as a non U.S. institution in accordance with §240.13d 1(b) (1) (ii) (J),

please specify the type of institution:

Item 4. Ownership

The securities reported herein are beneficially owned by one or more open or closed

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end investment companies or other managed accounts that are investment management clients

of investment managers that are direct and indirect subsidiaries (each, an "Investment

Management Subsidiary" and, collectively, the "Investment Management Subsidiaries") of

Franklin Resources, Inc. ("FRI"), including the Investment Management Subsidiaries listed

in this Item 4. When an investment management contract (including a sub advisory

agreement) delegates to an Investment Management Subsidiary investment discretion or

voting power over the securities held in the investment advisory accounts that are subject

to that agreement, FRI treats the Investment Management Subsidiary as having sole

investment discretion or voting authority, as the case may be, unless the agreement

specifies otherwise. Accordingly, each Investment Management Subsidiary reports on

Schedule 13G that it has sole investment discretion and voting authority over the

securities covered by any such investment management agreement, unless otherwise noted in

this Item 4. As a result, for purposes of Rule 13d 3 under the Act, the Investment

Management Subsidiaries listed in this Item 4 may be deemed to be the beneficial owners of

the securities reported in this Schedule 13G.

Beneficial ownership by Investment Management Subsidiaries and other FRI affiliates is



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being reported in conformity with the guidelines articulated by the SEC staff in Release

No. 34 39538 (January 12, 1998) relating to organizations, such as FRI, where related

entities exercise voting and investment powers over the securities being reported

independently from each other. The voting and investment powers held by Franklin Mutual

Advisers, LLC ("FMA"), an indirect wholly owned Investment Management Subsidiary, are

exercised independently from FRI and from all other Investment Management Subsidiaries

(FRI, its affiliates and the Investment Management Subsidiaries other than FMA are

collectively, "FRI affiliates"). Furthermore, internal policies and procedures of FMA and

FRI establish informational barriers that prevent the flow between FMA and the FRI

affiliates of information that relates to the voting and investment powers over the

securities owned by their respective investment management clients. Consequently, FMA and

the FRI affiliates report the securities over which they hold investment and voting power

separately from each other for purposes of Section 13 of the Act.

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Charles B. Johnson and Rupert H. Johnson, Jr. (the "Principal Shareholders") each own in

excess of 10% of the outstanding common stock of FRI and are the principal stockholders of

FRI. FRI and the Principal Shareholders may be deemed to be, for purposes of Rule 13d 3

under the Act, the beneficial owners of securities held by persons and entities for whom

or for which FRI subsidiaries provide investment management services. The number of

shares that may be deemed to be beneficially owned and the percentage of the class of

which such shares are a part are reported in Items 9 and 11 of the cover pages for FRI and

each of the Principal Shareholders. FRI, the Principal Shareholders and each of the

Investment Management Subsidiaries disclaim any pecuniary interest in any of such

securities. In addition, the filing of this Schedule 13G on behalf of the Principal

Shareholders, FRI and the FRI affiliates, as applicable, should not be construed as an

admission that any of them is, and each of them disclaims that it is, the beneficial

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owner, as defined in Rule 13d 3, of any of the securities reported in this Schedule 13G.

FRI, the Principal Shareholders, and each of the Investment Management Subsidiaries

believe that they are not a "group" within the meaning of Rule 13d 5 under the Act and

that they are not otherwise required to attribute to each other the beneficial ownership

of the securities held by any of them or by any persons or entities for whom or for which

the Investment Management Subsidiaries provide investment management services.

(a) Amount beneficially owned:

188,000

(b) Percent of class:

2.4%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

Inc.: Franklin Resources,

0

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Johnson: Charles B. 0

Jr.: Rupert H. Johnson, 0

LLC: Franklin Advisory Services,  
188,000

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

Inc.: Franklin Resources, 0

Johnson: Charles B. 0

Jr.: Rupert H. Johnson, 0

LLC: Franklin Advisory Services,  
188,000

(iv) Shared power to dispose or to direct the disposition of

0

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Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that 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

The clients of the Investment Management Subsidiaries, including investment

&#1609.850 06/01/19 2,278,382 1,340

Foundation PA Coal Co.

7.250 08/01/14 1,319,900 4,565

Novelis, Inc. (Canada)

7.250 02/15/15 3,024,313 5,000

Teck Resources Ltd. (Canada) (a)

10.750 05/15/19 5,151,585

14,003,643

**Van Kampen High Yield Fund**  
**Portfolio of Investment May 31, 2009 (Unaudited) continued**

<b>Par Amount (000)</b>	<b>Description</b>	<b>Coupon</b>	<b>Maturity</b>	<b>Value</b>
	<b>Pipelines 0.1%</b>			
\$ 375	El Paso Corp.	12.000%	12/12/13	\$ 414,375
	<b>Retail 3.0%</b>			
8,025	Bon-Ton Department Stores, Inc.	10.250	03/15/14	3,892,125
3,350	Brown Shoe Co., Inc.	8.750	05/01/12	2,872,625
3,615	Phillips-Van Heusen Corp.	7.250	02/15/11	3,596,925
3,730	Rite Aid Corp.	8.625	03/01/15	2,536,400
				12,898,075
	<b>Services 1.9%</b>			
370	Aramark Services, Inc.	8.500	02/01/15	354,738
3,595	Expedia, Inc. (a)	8.500	07/01/16	3,433,225
2,485	Ticketmaster Entertainment, Inc. (a)	10.750	07/28/16	2,000,425
2,425	United Rentals North America, Inc.	6.500	02/15/12	2,279,500
				8,067,888
	<b>Telecommunications 7.4%</b>			
960	Crown Castle International Corp.	9.000	01/15/15	974,400
3,265	DISH DBS Corp.	7.000	10/01/13	3,101,750
(EUR)				
4,000	Exodus Communications, Inc. (e)(f)	11.375	07/15/08	0
5,495	Frontier Communications Corp.	9.000	08/15/31	4,663,881
8,670	Intelsat Corp. (a)	9.250	06/15/16	8,366,550
605	Qwest Capital Funding, Inc.	7.000	08/03/09	606,512
4,640	Qwest Capital Funding, Inc.	7.250	02/15/11	4,524,000
4,080	Sprint Capital Corp.	6.900	05/01/19	3,325,200

**Van Kampen High Yield Fund**  
**Portfolio of Investment May 31, 2009 (Unaudited) continued**

<b>Par Amount (000)</b>	<b>Description</b>	<b>Coupon</b>	<b>Maturity</b>	<b>Value</b>
	<b>Telecommunications (continued)</b>			
\$ 3,340	Wind Acquisition Finance SA (Luxembourg) (a)	10.750%	12/01/15	\$ 3,523,700
1,410	Windstream Corp.	8.125	08/01/13	1,394,138
1,760	XM Satellite Radio Holdings, Inc. (a)	13.000	08/01/13	1,276,000
				31,756,131
	<b>Transportation 1.8%</b>			
2,585	ArvinMeritor, Inc.	8.750	03/01/12	1,253,725
7,105	Ford Motor Credit Co.	7.250	10/25/11	6,134,585
2,720	General Motors Corp. (e)	8.375	07/15/33	258,400
				7,646,710
	<b>Utility 10.3%</b>			
925	AES Corp.	7.750	03/01/14	885,687
3,750	AES Corp.	8.000	06/01/20	3,318,750
2,498	AES Corp. (a)	8.750	05/15/13	2,554,205
5,175	Calpine Corp. (Senior Secured Term Loan)	5.685	03/29/14	4,482,844
2,750	Edison Mission Energy	7.000	05/15/17	2,007,500
2,295	Edison Mission Energy	7.750	06/15/16	1,790,100
1,157	El Paso Corp.	6.875	06/15/14	1,101,537
1,300	El Paso Corp.	7.000	06/15/17	1,224,133
4,070	Intergen NV (Netherlands) (a)	9.000	06/30/17	3,907,200
1,355	IPALCO Enterprises, Inc.	8.625	11/14/11	1,368,550
274	Midwest Generation LLC, Ser A	8.300	07/02/09	272,454
1,649	Midwest Generation LLC, Ser B	8.560	01/02/16	1,599,269
6,430	Mirant Americas Generation LLC	8.500	10/01/21	5,369,050
500	NRG Energy, Inc.	7.375	02/01/16	471,875
3,000	NRG Energy, Inc.	7.375	01/15/17	2,827,500
6,132	Ormat Funding Corp.	8.250	12/30/20	4,721,710
2,945	RRI Energy, Inc.	7.875	06/15/17	2,488,525
2,350	Texas Competitive Electric Holdings Co., LLC, Ser A	10.250	11/01/15	1,404,125
3,305	Texas Competitive Electric Holdings Co., LLC, Ser B	10.250	11/01/15	1,974,738
				43,769,752
	<b>Wireless Communications 3.0%</b>			



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3,090	American Tower Corp.	7.125	10/15/12	3,128,625
3,085	American Tower Corp.	7.500	05/01/12	3,158,269

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**Van Kampen High Yield Fund**  
**Portfolio of Investment May 31, 2009 (Unaudited) continued**

<b>Par Amount (000)</b>	<b>Description</b>	<b>Coupon</b>	<b>Maturity</b>	<b>Value</b>
	<b>Wireless Communications (continued)</b>			
\$ 5,080	Nextel Communications, Inc., Ser E	6.875%	10/31/13	\$ 4,254,500
3,600	Sirius XM Radio, Inc.	9.625	08/01/13	2,349,000
				12,890,394
	<b>Total Corporate Bonds 95.4%</b>			407,212,054
	<b>Description</b>			
	<b>Equities 0.2%</b>			
	DecisionOne Corp. (19,895 Common Shares) (f)(g)			0
	HF Holdings, Inc. (36,820 Common Stock Warrants, expiring 09/27/09) (f)(g)			0
	Hosiery Corp. of America, Inc., Class A (1,000 Common Shares) (f)(g)			0
	Jazztel PLC (5,000 Common Stock Warrants, expiring 07/15/10) (United Kingdom) (a)(f)			0
	OpTel, Inc. (3,275 Common Shares) (a)(f)(g)			0
	Preferred Blocker, Inc. (2,046 Preferred Shares) (a)			860,215
	Ventelo, Inc. (73,021 Common Shares) (United Kingdom) (a)(f)			0
	VS Holdings, Inc. (946,962 Common Shares) (f)(g)			0
	<b>Total Equities 0.2%</b>			860,215
	<b>Total Long-Term Investments 95.6%</b>			
	(Cost \$449,845,673)			408,072,269
	<b>Repurchase Agreements 4.2%</b>			
	JPMorgan Chase & Co. (\$17,192,598 par collateralized by U.S. Government obligations in a pooled cash account, interest rate of 0.18%, dated 05/29/09, to be sold on 06/01/09 at \$17,192,855)			17,192,598
	State Street Bank & Trust Co. (\$830,402 par collateralized by U.S. Government obligations in a pooled cash account, interest rate of 0.01%, dated 05/29/09, to be sold on 06/01/09 at \$830,403)			830,402
	<b>Total Repurchase Agreements 4.2%</b>			
	(Cost \$18,023,000)			18,023,000
	<b>Total Investments 99.8%</b>			

(Cost \$467,868,673)

426,095,269

**Foreign Currency 0.0%**

(Cost \$72)

73

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**Van Kampen High Yield Fund**  
**Portfolio of Investment May 31, 2009 (Unaudited) continued**

<b>Description</b>	<b>Value</b>
<b>Other Assets in Excess of Liabilities 0.2%</b>	\$ 764,269
<b>Net Assets 100.0%</b>	\$ 426,859,611

Percentages are calculated as a percentage of net assets.

- (a) 144A-Private Placement security which is exempt from registration under Rule 144A of the Securities Act of 1933, as amended. This security may only be resold in transactions exempt from registration which are normally those transactions with qualified institutional buyers.
- (b) Security purchased on a when-issued or delayed delivery basis.
- (c) Payment-in-kind security.
- (d) Floating Rate Coupon
- (e) Non-income producing as security is in

default.

(f) Market value is determined in accordance with procedures established in good faith by the Board of Directors.

(g) Security has been deemed illiquid.

Currency Abbreviations:

EUR Euro

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (FAS 157), effective September 1, 2008. In accordance with FAS 157, fair value is defined as the price that the Fund would receive to sell an investment or pay to transfer a liability in an orderly transaction with an independent buyer in the principal market, or in the absence of a principal market the most advantageous market for the investment or liability. FAS 157 establishes a three-tier hierarchy to distinguish between (1) inputs that reflect the assumptions market participants would use in pricing an asset or liability developed based on market data obtained from sources independent of the reporting entity (observable inputs) and (2) inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing an asset or liability developed based on the best information available in the circumstances (unobservable inputs) and to establish classification of fair value measurements for disclosure purposes. Various inputs are used in determining the value of the Fund's investments. The inputs are summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used as of May 31, 2009 in valuing the Fund's investments carried at value:

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**Van Kampen High Yield Fund**  
**Portfolio of Investment May 31, 2009 (Unaudited) continued**

<b>Valuation Inputs</b>	<b>Assets Investments in Securities</b>
Level 1 Quoted Prices	\$ 0
Level 2 Other Significant Observable Inputs	426,095,269
Level 3 Significant Unobservable Inputs	0
<b>Total</b>	<b>\$ 426,095,269</b>

Following is a reconciliation of investments in which significant unobservable inputs (Level 3) were used in determining value:

	<b>Investments in Securities</b>
<b>Balance as of 8/31/08</b>	<b>\$ 120,873</b>
Accrued Discounts/Premiums	3,797,024
Realized Gain/Loss	(16,909,986)
Change in Unrealized Appreciation/Depreciation	13,106,491
Net Purchases/Sales	(114,402)
Net Transfers in and/or out of Level 3	-0-
<b>Balance as of 5/31/09</b>	<b>\$ -0-</b>
Net Change in Unrealized Appreciation/Depreciation from Investments still held as of 5/31/09	\$ -0-

Fixed income investments and preferred stocks are stated at value using market quotations or indications of value obtained from an independent pricing service. Investments in securities listed on a securities exchange are valued at their last sale price or the latest bid price (in the case of a foreign securities exchange) as of the close of such securities exchange. Equity securities traded on NASDAQ are valued at the NASDAQ Official Closing Price. Unlisted securities and listed securities for which the last sales price is not available are valued at the mean of the last reported bid and asked prices. For those securities where quotations or prices are not readily available, valuations are determined in accordance with procedures established in good faith by the Board of Trustees. Factors considered in making this determination may include, but are not limited to, information obtained by contacting the issuer, analysts, or the appropriate stock exchange (for exchange-traded securities), analysis of the issuer's financial statements or other available documents and, if necessary, available information concerning other securities in similar circumstances. Forward foreign currency contracts are valued using quoted foreign exchange rates. Swaps are valued using market quotations obtained from brokers. Futures contracts are valued at the settlement price established each day on the exchange on which they are traded. Short-term securities with remaining maturities of 60 days or less are valued at amortized cost, which approximates market value.

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Item 2. Controls and Procedures.

(a) The Fund's principal executive officer and principal financial officer have concluded that the Fund's disclosure controls and procedures are sufficient to ensure that information required to be disclosed by the Fund in this Form N-Q was recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, based upon such officers' evaluation of these controls and procedures as of a date within 90 days of the filing date of the report.

(b) There were no changes in the Fund's internal control over financial reporting that occurred during the registrant's fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Fund's internal control over financial reporting.

Item 3. Exhibits.

(a) A certification for the Principal Executive Officer of the registrant is attached hereto as part of EX-99.cert.

(b) A certification for the Principal Financial Officer of the registrant is attached hereto as part of EX-99.cert.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Van Kampen High Yield Fund

By: /s/ Edward C. Wood III

Name:

Edward C. Wood III

Title: Principal Executive Officer

Date: July 21, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Edward C. Wood III

Name:

Edward C. Wood III

Title: Principal Executive Officer

Date: July 21, 2009

By: /s/ Stuart N. Schuldt

Name:

Stuart N. Schuldt

Title: Principal Financial Officer

Date: July 21, 2009