

Edgar Filing: ITT EDUCATIONAL SERVICES INC - Form SC 13G/A

ITT EDUCATIONAL SERVICES INC
Form SC 13G/A
February 04, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.1)*

NAME OF ISSUER: ITT Educational Services, Inc.

TITLE OF CLASS OF SECURITIES: Common Stock

CUSIP NUMBER: 45068B109

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT: December 31, 2010

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).

CUSIP NUMBER: 45068B109

- (1) Names of Reporting Persons The Bank of New York Mellon Corporation
IRS Identification Nos. of Above Persons IRS No.13-2614959
- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a) () (b) ()
- (3) SEC use only
- (4) Citizenship or Place of Organization New York
- | | | |
|------------------|------------------------------|-----------|
| Number of Shares | (5) Sole Voting Power | 1,838,078 |
| Beneficially | | |
| Owned by Each | (6) Shared Voting Power | 99,789 |
| Reporting Person | | |
| With | (7) Sole Dispositive Power | 2,122,721 |
| | (8) Shared Dispositive Power | 90 |
- (9) Aggregate Amount Beneficially Owned
by Each Reporting Person 2,136,024
- (10) Check if the Aggregated Amount in Row (9) Excludes Certain

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Shares (see Instructions) ()

(11) Percent of Class Represented by Amount in Row (9) 6.69%

(12) Type of Reporting Person (See Instructions) HC

CUSIP NUMBER: 45068B109

(1) Names of Reporting Persons MBC Investments Corporation
 IRS Identification Nos. of Above Persons IRS No.51-0301132

(2) Check the Appropriate Box if a Member of a Group (See Instructions)
 (a) () (b) ()

(3) SEC use only

(4) Citizenship or Place of Organization Delaware

Number of Shares	(5) Sole Voting Power	1,375,983
Beneficially		
Owned by Each	(6) Shared Voting Power	99,789
Reporting Person		
With	(7) Sole Dispositive Power	1,686,808
	(8) Shared Dispositive Power	0

(9) Aggregate Amount Beneficially Owned
 by Each Reporting Person 1,686,808

(10) Check if the Aggregated Amount in Row (9) Excludes Certain
 Shares (see Instructions) ()

(11) Percent of Class Represented by Amount in Row (9) 5.28%

(12) Type of Reporting Person (See Instructions) HC

SCHEDULE 13G

Item 1(a) Name of Issuer: ITT Educational Services, Inc.

Item 1(b) Address of Issuer's Principal Executive Office:
 13000 North Meridian Street
 Carmel, IN 46032
 United States

Item 2(a) Name of Person Filing: The Bank of New York Mellon Corporation
 and any other reporting person(s)
 identified on the second part of the
 cover page(s) and Exhibit I

Item 2(b) Address of Principal Business Office, or if None, Residence:
 C/O The Bank of New York Mellon Corporation
 One Wall Street, 31st Floor
 New York, New York 10286
 (for all reporting persons)

Item 2(c) Citizenship: See cover page and Exhibit I

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Item 2(d) Title of Class of Securities: Common Stock

CUSIP Number 45068B109

Item 3 See Item 12 of cover page(s) ("Type of Reporting Person ") for each reporting person.

Symbol Category

- BD = Broker or Dealer registered under Section 15 of the Securities Exchange Act of 1934
- BK = Bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934
- IV = Investment Company registered under Section 8 of the Investment Company Act of 1940
- IA = Investment Advisor registered under Section 203 of the Investment Advisors Act of 1940
- EP = Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13 - d(1)(b)(1)(ii)(F)
- HC = Parent Holding Company, in accordance with Section 240.13-d(1)(b)(1)(ii)(G)

Item 4 Ownership: See Item 5 through 9 and 11 of cover page(s) as to each reporting person.

The amount beneficially owned includes, where appropriate, securities not outstanding which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days. The securities reported herein as beneficially owned may exclude securities of the issuer with respect to which voting and/or dispositive power is exercised by subsidiaries of The Bank of New York Mellon Corporation, or departments or units thereof, independently from the exercise of those powers over the securities reported herein. See SEC Release No. 34-39538 (January 12, 1998). The filing of this Schedule 13G shall not be construed as an admission that The Bank of New York Mellon Corporation, or its direct or indirect subsidiaries, including The Bank of New York Mellon and BNY Mellon, National Association, are for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owners of any securities covered by this Schedule 13G.

The following information applies if checked: () The Bank of New York Mellon and/or () The Bank of New York Mellon Trust Company, National Association is/are the trustee of the issuer's employee benefit plan (the Plan), which is subject to ERISA. The securities reported include all shares held of record by such reporting person(s) as trustee of the Plan which have not been allocated to the individual accounts of employee participants in the Plan. The reporting person, however, disclaims beneficial ownership of all shares that have been allocated to the individual accounts of employee participants in the Plan for which directions have been received and followed.

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 ()

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Item 6 Ownership of More than Five Percent on Behalf of Another Person:

All of the securities are beneficially owned by The Bank of New York Mellon Corporation and its direct or indirect subsidiaries in their various fiduciary capacities. As a result, another entity in every instance is entitled to dividends or proceeds of sale. The number of individual accounts holding an interest of 5% or more is ()

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported by the Parent Holding Company:
See Exhibit I.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held 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 and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct. This filing is signed by The Bank of New York Mellon Corporation on behalf of all reporting entities pursuant to Rule 13d-1(k)(1) promulgated under the Securities and Exchange Act of 1934, as amended.

Date: February 4, 2011

THE BANK OF NEW YORK MELLON CORPORATION

By: /s/ NICHOLAS R. DARROW

Nicholas R. Darrow
Senior Vice President
Attorney-In-Fact for
The Bank of New York Mellon Corporation

EXHIBIT I

The shares reported on the attached Schedule 13G are beneficially owned by the following direct or indirect subsidiaries of The Bank of New York Mellon Corporation, as marked (X):

(A) The Item 3 classification of each of the subsidiaries listed below is "Item 3(b) bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c) or Section 240.13d-1(b)(1)(ii)(J) "

- (X) The Bank of New York Mellon
- () The Bank of New York Mellon Trust Company, National Association
- (X) BNY Mellon, National Association
- () BNY Mellon Trust of Delaware

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- (B) The Item 3 classification of each of the subsidiaries listed below is "Item 3(e) an investment adviser in accordance with Section 240.13d-1(b) (1) (ii) (E) or Section 240.13d-1(b) (1) (ii) (J) "
- () Blackfriars Asset Management Limited
 - () BNY Mellon ARX Investimentos Ltda (parent holding company of BNY Mellon ARX Ativos Financeiros Ltda)
 - () The Boston Company Asset Management LLC
 - (X) The Dreyfus Corporation (parent holding company of MBSC Securities Corporation)
 - () Insight Investment Management (Global) Limited
 - (X) Lockwood Advisors, Inc.
 - (X) Mellon Capital Management Corporation
 - (X) Newton Capital Management Limited
 - (X) Newton Investment Management Limited
 - () Standish Mellon Asset Management Company LLC
 - () Urdang Securities Management, Inc.
 - () Urdang Capital Management, Inc.
 - () Walter Scott & Partners Limited
- (C) The Item 3 classification of each of the subsidiaries listed below is "Item 3(a) broker or dealer registered under Section 15 of the ACT (15 U.S.C. 78c) or Section 240.13d-1(b) (1) (ii) (B) "
- (X) MBSC Securities Corporation
 - () Pershing LLC
- (D) The Item 3 classification of each of the subsidiaries listed below is "Item 3(g) a parent holding company or control person in accordance with Section 240.13d-1(b) (1) (ii) (G) "
- (X) The Bank of New York Mellon Corporation
 - () B.N.Y. Holdings (Delaware) Corporation (parent holding company of BNY Mellon Trust of Delaware)
 - (X) BNY Separate Account Services, Inc. (parent holding company of Lockwood Advisors, Inc.)
 - () Insight Investment Management Limited (parent holding company of Insight Investment Management (Global) Limited)
 - () MAM (MA) Holding Trust (parent holding company of Standish Mellon Asset Management Company LLC; The Boston Company Asset Management LLC)
 - (X) MBC Investments Corporation (parent holding company of Mellon Capital Management Corporation; Neptune LLC)
 - (X) Mellon International Holdings S.A.R.L. (parent holding company of BNY Mellon International Asset Management Group Limited)
 - (X) BNY Mellon International Asset Management Group Limited (parent holding company of Newton Management Limited; Walter Scott & Partners Limited)
 - () BNY Mellon Asset Management International Holdings Limited (parent holding company of Ankura Capital Pty Limited and BNY Mellon Asset Management Japan Limited)
 - () Mellon Overseas Investment Corporation (parent holding company to BNY Mellon Servicos Financeiros Distribuidora de Titulos e Valores Mobiliarios S.A. and (indirect) BNY Mellon Gestao de Patrimonio Ltda)
 - (X) Neptune LLC (parent holding company of Mellon International Holdings S.A.R.L.)
 - (X) Newton Management Limited (parent holding company of Newton Capital Management Limited; Newton Investment Management Limited)
 - (X) Pershing Group LLC (parent holding company of BNY Separate Account Services, Inc. and Pershing LLC)
 - () The Bank of New York Mellon SA/NV (parent holding company of BNY Mellon Service Kapitalanlage-Gesellschaft mbH)

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NOTE: ALL OF THE LEGAL ENTITIES LISTED UNDER (A) AND (B) ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF THE BANK OF NEW YORK MELLON CORPORATION. BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT OF THE CLASS BY ANY ONE OF THE SUBSIDIARIES OR INTERMEDIATE PARENT HOLDING COMPANIES LISTED ABOVE IS REPORTED ON A JOINT REPORTING PERSON PAGE FOR THAT SUBSIDIARY ON THE ATTACHED SCHEDULE 13G AND IS INCORPORATED IN THE TOTAL PERCENT OF CLASS REPORTED ON THE BANK OF NEW YORK MELLON CORPORATION'S REPORTING PERSON PAGE. (DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH JOINT REPORTING PERSON PAGE ON THE ATTACHED SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS FOR THE BANK OF NEW YORK MELLON CORPORATION).

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each of the undersigned (each a "Company") does hereby make, constitute and appoint each of Kenneth J. Bradle, Sri Gupta, John E. Thomas, Jr., Nicholas R. Darrow, (and any other employee of The Bank of New York Mellon Corporation, or one of its affiliates, designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings, be they written or oral, required to be made by the Company with respect to securities which may be deemed to be beneficially owned by the Company or under the Company's investment discretion under:

*the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including those filings required to be submitted on Form 13F, Schedule 13G and Form SH, and

*the laws of any jurisdiction other than the United States of America, including those filings made to disclose securities holdings as required to be submitted to regulatory agencies, exchanges and/or issuers,

giving and granting unto each said attorney-in-fact power and authority to correspond with issuers, regulatory authorities, and other entities as is required in support of the filings referenced above, and to act in the premises as fully and to all intents and purposes as the Company might or could do to comply with the applicable regulations if personally present by one of its authorized signatories (including, but not limited to, instructing local counsel on a Company's behalf), hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the Company or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Bank of New York Mellon Corporation or one of its affiliates.

This Power of Attorney may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

Banks/Bank Holding Companies

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THE BANK OF NEW YORK MELLON
CORPORATION

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley
Vice Chairman
Date: October 12, 2009

BNY MELLON, NATIONAL ASSOCIATION

By: /S/ GERALD L. HASSELL

Gerald L. Hassell
President
Date: October 12, 2009

THE BANK OF NEW YORK MELLON

By: /S/ GERALD L. HASSELL

Gerald L. Hassell
President
Date: October 12, 2009

THE BANK OF NEW YORK MELLON

By: /S/ DONALD R. MONKS

Donald R. Monks
Vice Chairman
Date: October 12, 2009

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION

By: /S/ KAREN A. BAYZ

Karen A. Bayz
Managing Director and
Chief Financial Officer
Date: October 13, 2009

THE BANK OF NEW YORK MELLON TRUST
COMPANY, NATIONAL ASSOCIATION

By: /S/ JOHN A. PARK

John A. Park
Executive Vice President
Date: October 9, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DAVID B. KUTCH

David B. Kutch
Chairman and
Chief Executive Officer
Date: October 12, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DONALD R. MONKS

Donald R. Monks
Senior Executive Vice President
Date: October 12, 2009

Investment Advisers and/or Broker-Dealers

ANKURA CAPITAL PTY LIMITED

By: /S/ GREG VAUGHN

Greg Vaughn
Managing Director
Date: October 8, 2009

PERSHING LLC

By: /S/ GARY JOHNSON

Gary Johnson
Managing Director
Date: December 10, 2010

BLACKFRIARS ASSET MANAGEMENT LIMITED

By: /S/ HUGH HUNTER

Hugh Hunter
Chief Executive Officer
Date: October 7, 2009

BLACKFRIARS ASSET MANAGEMENT LIMITED

By: /S/ MOHAMMED BHATTI

Mohammed Bhatti
Director and Chief Operating
Officer
Date: October 7, 2009

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BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Date: January 4, 2010

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Date: January 4, 2010

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Date: January 4, 2010

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

BNY MELLON GESTAO DE PATRIMONIO LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

Date: January 4, 2010

BNY MELLON GESTAO DE PATRIMONIO LTDA

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

By: /S/ DAVE CAMERON

Dave Cameron
Chairman, President and
Chief Executive Officer

Date: October 12, 2009

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

By: /S/ JOSEPH P. GENNACO

Joseph P. Gennaco
Executive Vice President
and Chief Operating Officer

Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

By: /S/ SHOGO YAMAGUCHI

Shogo Yamaguchi
President and

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

By: /S/ DAVID JIANG

David Jiang
Chairman and

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Representative Director
Date: December 29, 2009

Representative Director
Date: December 29, 2009

THE DREYFUS CORPORATION

INSIGHT INVESTMENT (Global)
MANAGEMENT LIMITED

By: /S/ JAMES BITETTO

James Bitetto
Corporate Secretary
Date: October 7, 2009

By: /s/ CHARLES FARQUHARSON

Charles Farquharson
Chief Risk Officer
Date: December 04, 2009

LOCKWOOD ADVISORS, INC.

By: /S/ DON MARCHESIELLO

Don Marchesiello
President
Date: October 6, 2009

MELLON CAPITAL MANAGEMENT
CORPORATION

MBSC SECURITIES CORPORATION

By: /S/ CHARLES J. JACKLIN

Charles J. Jacklin
President and CEO
Date: October 8, 2009

By: /S/ KENNETH J. BRADLE

Kenneth J. Bradle
President
Date: October 28, 2009

NEWTON INVESTMENT MANAGEMENT LIMITED

NEWTON CAPITAL MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer
Date: November 6, 2009

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer
Date: November 6, 2009

STANDISH MELLON ASSET MANAGEMENT
COMPANY LLC

PERSHING GROUP LLC

By: /S/ DESMOND MAC INTYRE

Desmond Mac Intyre
President and CEO
Date: November 19, 2009

By: /S/ BRIAN T. SHEA

Brian T. Shea
Managing Director
Date: October 9, 2009

URDANG CAPITAL MANAGEMENT, INC.

URDANG CAPITAL MANAGEMENT, INC.

By: /S/ RICHARD J. FERST

Richard J. Ferst
President and
Chief Operating Officer
Date: October 15, 2009

By: /S/ E. TODD BRIDDELL

E. Todd Briddell
Managing Director and
Chief Investment Officer
Date: October 15, 2009

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URDANG SECURITIES MANAGEMENT, INC.

By: /S/ E. TODD BRIDDELL

E. Todd Briddell
Managing Director
and Chief Investment Officer

Date: October 15, 2009

URDANG SECURITIES MANAGEMENT, INC.

By: /S/ RICHARD J. FERST

Richard J. Ferst
President and
Chief Operating Office

Date: October 15, 2009

WALTER SCOTT & PARTNERS LIMITED

By: /S/ ANNA NICHOLL

Anna Nicholl
Chief Compliance Officer

Date: October 8, 2009

WALTER SCOTT & PARTNERS LIMITED

By: /S/ CAROL-ANN FRASER

Carol-Ann Fraser
Compliance Officer

Date: October 8, 2009

Parent Holding Companies/Control Persons

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

By: /S/ JOHN A. PARK

John A. Park
Senior Vice President

Date: October 9, 2009

BNY SEPARATE ACCOUNT SERVICES, INC.

By: /S/ BRIAN T. SHEA

Brian T. Shea
Chairman

Date: October 9, 2009

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

By: /S/ GREG BRISK

Greg Brisk
Director

Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

By: /S/ SHONA SPENCE

Shona Spence
Director

Date: October 15, 2009

BNY MELLON INTERNATIONAL ASSET
MANAGEMENT GROUP LIMITED

By: /S/ JEREMY N. BASSIL

Jeremy N. Bassil
Director

Date: October 13, 2009

NEPTUNE LLC

By: /S/ JEREMY N. BASSIL

Jeremy N. Bassil
Management Committee Member

Date: October 13, 2009

MAM (MA) HOLDING TRUST

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley
President

Date: October 9, 2009

MBC INVESTMENTS CORPORATION

By: /S/ GORDON MOTTER

Gordon Motter
Chairman, President and CEO

Date: October 9, 2009

MELLON INTERNATIONAL HOLDINGS

MELLON INTERNATIONAL HOLDINGS

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S.A.R.L.

By: /S/ JON LITTLE

Jon Little
Manager

Date: October 9, 2009

S.A.R.L.

By: /S/ EDWARD KEMP

Edward Kemp
Director

Date: October 16, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ HELENA MORRISSEY

Helena Morrissey
Director

Date: October 15, 2009

NEWTON MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Director

Date: November 6, 2009

MELLON OVERSEAS INVESTMENT CORPORATION

By: /S/ JON LITTLE

Jon Little
Chairman, President And
Chief Executive Officer

Date: December 04, 2009

INSIGHT INVESTMENT MANAGEMENT LIMITED

By: /S/ CHARLES FARQUHARSON

Charles Farquharson
Chief Risk Officer

Date: December 04, 2009

BNY INTERNATIONAL FINANCING CORPORATION

By: /S/ FRED RICCIARDI

Fred Ricciardi
President

Date: August 30, 2010

THE BANK OF NEW YORK MELLON SA/NV

By: /S/ JEAN-CHRISTOPHE MATHONET

Jean-Christophe Mathonet
Managing Director

Date: October 4, 2010

Fund Administrators

BNY MELLON SERVICE KAPITALANLAGE-GESELLSCHAFT mbH

By: /S/ CAROLINE SPECHT

Caroline Specht
Managing Director, Head of
Business Strategy and Legal

Date: August 24, 2010

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the undersigned hereby agree to any and all joint filings required to be made on their behalf on Schedule 13G (including amendments thereto) under the Exchange Act, with respect to

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securities which may be deemed to be beneficially owned by them under the Exchange Act, and that this Agreement be included as an Exhibit to any such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement effective as of the date set forth below.

Banks/Bank Holding Companies

THE BANK OF NEW YORK MELLON CORPORATION

By: /S/ RONALD P. O'HANLEY

Ronald P. O'Hanley
Vice Chairman
Date: October 09, 2009

BNY MELLON, NATIONAL ASSOCIATION

By: /S/ GERALD L. HASSELL

Gerald L. Hassell
President
Date: October 12, 2009

THE BANK OF NEW YORK MELLON

By: /S/ GERALD L. HASSELL

Gerald L. Hassell
President
Date: October 12, 2009

THE BANK OF NEW YORK MELLON

By: /S/ DONALD R. MONKS

Donald R. Monks
Vice Chairman
Date: October 12, 2009

THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION

By: /S/ KAREN A. BAYZ

Karen A. Bayz
Managing Director and
Chief Financial Officer
Date: October 13, 2009

THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION

By: /S/ JOHN A. PARK

John A. Park
Executive Vice President
Date: October 9, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DAVID B. KUTCH

David B. Kutch
Chairman and
Chief Executive Officer
Date: October 12, 2009

BNY MELLON TRUST OF DELAWARE

By: /S/ DONALD R. MONKS

Donald R. Monks
Senior Executive Vice President
Date: October 12, 2009

Investment Advisers and/or Broker-Dealers

ANKURA CAPITAL PTY LIMITED

By: /S/ GREG VAUGHN

Greg Vaughn

PERSHING LLC

By: /S/ GARY JOHNSON

Gary Johnson

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Managing Director
Date: October 8, 2009

Managing Director
Date: December 10, 2010

BLACKFRIARS ASSET MANAGEMENT LIMITED

BLACKFRIARS ASSET MANAGEMENT LIMITED

By: /S/ HUGH HUNTER

Hugh Hunter
Chief Executive Officer

By: /S/ MOHAMMED BHATTI

Mohammed Bhatti
Director and Chief Operating
Officer

Date: October 7, 2009

Date: October 7, 2009

BNY MELLON ARX INVESTIMENTOS LTDA

BNY MELLON ARX INVESTIMENTOS LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

BNY MELLON SERVICOS FINANCEIROS
DISTRIBUIDORA DE TITULOS E VALORES
MOBILIARIOS S.A

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

BNY MELLON ARX ATIVOS FINANCEIROS
LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

BNY MELLON GESTAO DE PATRIMONIO LTDA

BNY MELLON GESTAO DE PATRIMONIO LTDA

By: /S/ JOSE CARLOS LOPES XAVIER
DE OLIVEIRA

Jose Carlos Lopes Xavier De Oliveira
Chief Executive Officer

By: /S/ MARCELO PERIERA DA SILVA

Marcelo Periera da Silva
Chief Financial Officer

Date: January 4, 2010

Date: January 4, 2010

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

THE BOSTON COMPANY ASSET MANAGEMENT
LLC

By: /S/ DAVE CAMERON

By: /S/ JOSEPH P. GENNACO

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Dave Cameron
Chairman, President and
Chief Executive Officer
Date: October 12, 2009

Joseph P. Gennaco
Executive Vice President
and Chief Operating Officer
Date: October 12, 2009

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

BNY MELLON ASSET MANAGEMENT JAPAN
LIMITED

By: /S/ SHOGO YAMAGUCHI

Shogo Yamaguchi
President and
Representative Director
Date: December 29, 2009

By: /S/ DAVID JIANG

David Jiang
Chairman and
Representative Director
Date: December 29, 2009

THE DREYFUS CORPORATION

INSIGHT INVESTMENT (Global)
MANAGEMENT LIMITED

By: /S/ JAMES BITETTO

James Bitetto
Corporate Secretary
Date: October 7, 2009

By: /s/ CHARLES FARQUHARSON

Charles Farquharson
Chief Risk Officer
Date: December 04, 2009

LOCKWOOD ADVISORS, INC.

By: /S/ DON MARCHESIELLO

Don Marchesiello
President
Date: October 6, 2009

MELLON CAPITAL MANAGEMENT
CORPORATION

MBSC SECURITIES CORPORATION

By: /S/ CHARLES J. JACKLIN

Charles J. Jacklin
President and CEO
Date: October 8, 2009

By: /S/ KENNETH J. BRADLE

Kenneth J. Bradle
President
Date: October 28, 2009

NEWTON INVESTMENT MANAGEMENT LIMITED

NEWTON CAPITAL MANAGEMENT LIMITED

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer
Date: November 6, 2009

By: /S/ ANDREW DOWNS

Andrew Downs
Chief Operating Officer
Date: November 6, 2009

STANDISH MELLON ASSET MANAGEMENT
COMPANY LLC

PERSHING GROUP LLC

By: /S/ DESMOND MAC INTYRE

Desmond Mac Intyre
President and CEO

By: /S/ BRIAN T. SHEA

Brian T. Shea
Managing Director

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Date: November 19, 2009

Date: October 9, 2009

URDANG CAPITAL MANAGEMENT, INC.

URDANG CAPITAL MANAGEMENT, INC.

By: /S/ RICHARD J. FERST

By: /S/ E. TODD BRIDDELL

Richard J. Ferst
President and
Chief Operating Officer

E. Todd Briddell
Managing Director and
Chief Investment Officer

Date: October 15, 2009

Date: October 15, 2009

URDANG SECURITIES MANAGEMENT, INC.

URDANG SECURITIES MANAGEMENT, INC.

By: /S/ E. TODD BRIDDELL

By: /S/ RICHARD J. FERST

E. Todd Briddell
Managing Director
and Chief Investment Officer

Richard J. Ferst
President and
Chief Operating Office

Date: October 15, 2009

Date: October 15, 2009

WALTER SCOTT & PARTNERS LIMITED

WALTER SCOTT & PARTNERS LIMITED

By: /S/ ANNA NICHOLL

By: /S/ CAROL-ANN FRASER

Anna Nicholl
Chief Compliance Officer

Carol-Ann Fraser
Compliance Officer

Date: October 8, 2009

Date: October 8, 2009

Parent Holding Companies/Control Persons

B.N.Y. HOLDINGS (DELAWARE) CORPORATION

BNY SEPARATE ACCOUNT SERVICES, INC.

By: /S/ JOHN A. PARK

By: /S/ BRIAN T. SHEA

John A. Park
Senior Vice President

Brian T. Shea
Chairman

Date: October 9, 2009

Date: October 9, 2009

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

BNY MELLON ASSET MANAGEMENT
INTERNATIONAL HOLDINGS LIMITED

By: /S/ GREG BRISK

By: /S/ SHONA SPENCE

Greg Brisk
Director

Shona Spence
Director

Date: October 12, 2009

Date: October 15, 2009

BNY MELLON INTERNATIONAL ASSET
MANAGEMENT GROUP LIMITED

NEPTUNE LLC

By: /S/ JEREMY N. BASSIL

By: /S/ JEREMY N. BASSIL

Jeremy N. Bassil
Director

Jeremy N. Bassil
Management Committee Member

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Date: October 13, 2009

Date: October 13, 2009

MAM (MA) HOLDING TRUST

MBC INVESTMENTS CORPORATION

By: /S/ RONALD P. O'HANLEY

By: /S/ GORDON MOTTER

Ronald P. O'Hanley
President

Gordon Motter
Chairman, President and CEO

Date: October 9, 2009

Date: October 9, 2009

MELLON INTERNATIONAL HOLDINGS
S.A.R.L.

MELLON INTERNATIONAL HOLDINGS
S.A.R.L.

By: /S/ JON LITTLE

By: /S/ EDWARD KEMP

Jon Little
Manager

Edward Kemp
Director

Date: October 9, 2009

Date: October 16, 2009

NEWTON MANAGEMENT LIMITED

NEWTON MANAGEMENT LIMITED

By: /S/ HELENA MORRISSEY

By: /S/ ANDREW DOWNS

Helena Morrissey
Director

Andrew Downs
Director

Date: October 15, 2009

Date: November 6, 2009

MELLON OVERSEAS INVESTMENT
CORPORATION

INSIGHT INVESTMENT MANAGEMENT
LIMITED

By: /S/ JON LITTLE

By: /S/ CHARLES FARQUHARSON

Jon Little
Chairman, President And
Chief Executive Officer

Charles Farquharson
Chief Risk Officer

Date: December 04, 2009

Date: December 04, 2009

BNY INTERNATIONAL FINANCING
CORPORATION

THE BANK OF NEW YORK MELLON SA/NV

By: /S/ FRED RICCIARDI

By: /S/ JEAN-CHRISTOPHEMATHONET

Fred Ricciardi
President

Jean-ChristopheMathonet
Managing Director

Date: August 30, 2010

Date: October 4, 2010

Fund Administrators

BNY MELLON SERVICE KAPITALANLAGE-
GESELLSCHAFT mbH

By: /S/ CAROLINE SPECHT

Caroline Specht

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Managing Director, Head of
Business Strategy and Legal
Date: August 24, 2010