ULTRA CLEAN HOLDINGS INC Form SC 13G/A August 07, 2009

SCHEDULE 13G (Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rule 13d-1(b), (c) and (d) and Amendments Thereto Filed Pursuant to Rule 13d-2.

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 4) *

(Date of Event Which Requires Filing of this Statement)

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

[X] 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).

Page 1 of 17

| 1 | NAME OF RE | PORT | ING PERSON | | | | | |
|--------------|---------------------------------------------------|-------|--------------------------------------------------------|--------------------|--|--|--|--|
| | Artisan Pa | rtne | rs Holdings LP | | | | | |
| 2 | CHECK THE (see Instr | | OPRIATE BOX IF A MEMBER OF A GROUP ons) | (a) [] (b) [] | | | | |
| | Not Applic | able | | | | | | |
| 3 | SEC USE ON | ILY | | | | | | |
| 4 | CITIZENSHI | P OR | PLACE OF ORGANIZATION | | | | | |
| | Delaware | | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | |
| NTT T | MBER OF | | None | | | | | |
| S | HARES | 6 | SHARED VOTING POWER | | | | | |
| | FICIALLY NED BY | | 2,219,500 | | | | | |
| REI | EACH PORTING ERSON WITH | 7 | SOLE DISPOSITIVE POWER | | | | | |
| Ī | | | None | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 2,443,000 | | | | | |
| 9 | AGGREGATE | AMOU | NT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | |
| | 2,443,000 | | | | | | | |
| 10 | CHECK BOX (see Instr | | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | [] | | | | |
| | Not Applic | able | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | |
| | 11.44% | | | | | | | |
| 12 | TYPE OF REPORTING PERSON (see Instructions) | | | | | | | |
| | НС | | | | | | | |
| | | | Page 2 of 17 | | | | | |
| CUSI | P No. 90385 | 5V107 | 13G | | | | | |

1 NAME OF REPORTING PERSON

| | Artis | san | Invest | ement Corporation | | | | |
|------|---------------------------------------------------|------|--------------------------|--------------------------------------------------------|-------|----------------|--|--|
| 2 | | | HE APPE | ROPRIATE BOX IF A MEMBER OF A GROUP | | [] [] | | |
| | Not A | Appl | icable | ≥ | | | | |
| 3 | SEC (| USE | ONLY | | | | | |
| 4 | CITI | ZENS | SHIP OF | R PLACE OF ORGANIZATION | | | | |
| | Wisco | onsi | .n | | | | | |
| | | | 5 | SOLE VOTING POWER | | | | |
| | | 0.5 | | None | | | | |
| S | MBER (HARES FICIA) | | | SHARED VOTING POWER | | | | |
| | NED BY EACH | Y | | 2,219,500 | | | | |
| | PORTII ERSON | NG | 7 | SOLE DISPOSITIVE POWER | | | | |
| | WITH | | | None | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | | | |
| | | | | 2,443,000 | | | | |
| 9 | AGGRI | EGAT | E AMOU | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | 2,443 | 3,00 | 0 (| | | | | |
| 10 | | | X IF Structs | THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE | S | [] | | |
| | Not Applicable | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | |
| | 11.44% | | | | | | | |
| 12 | TYPE OF REPORTING PERSON (see Instructions) | | | | | | | |
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| | | | | Page 3 of 17 | | | | |
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| CUSI | P No. | 903 | 385V10 | 7 13G | | | | |
| 1 | NAME | OF | REPOR | IING PERSON | | | | |
| | Artis | san | Partne | ers Limited Partnership | | | | |
| | | | | | | | | |

| 2 | | | as) | | |
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| | Not Appli | cable | | (b) | [] |
| 3 | SEC USE O | NLY | | | |
| 4 | | IP OR P | LACE OF ORGANIZATION | | |
| | Delawale | | | | |
| | | 5 S | OLE VOTING POWER | | |
| NU | JMBER OF | N | one | | |
| | | 6 S | HARED VOTING POWER | | |
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| EACH REPORTING PERSON WITH | 7 S | OLE DISPOSITIVE POWER | | | |
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| REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH None 8 SHARED DISPOSITIVE POWER 2,355,800 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,355,800 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see Instructions) | | | | | |
| 10 11 | (see Inst Not Appli PERCENT O | ruction cable | | | [] |
| 12 | | | | | |
| | IA | | | | |
| | | | Page 4 of 17 | | |
| CUSI | P No. 9038 | 5V107 | 13G | | |
| 1 | NAME OF R | EPORTIN | G PERSON | | |
| | Artisan I | nvestme | | | |
| 2 | | | RIATE BOX IF A MEMBER OF A GROUP | | [] |

| | Not Appli | icable | | | | | | | | |
|-----|---------------------------------|---------------------------------------------------|--------------------------------------------------------|--|----------------|--|--|--|--|--|
| 3 | SEC USE (| NLY | | | | | | | | |
| 4 | CITIZENSE Delaware | HIP OR | PLACE OF ORGANIZATION | | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | | | |
| | | | None | | | | | | | |
| BEN | UMBER OF SHARES EFICIALLY | | SHARED VOTING POWER | | | | | | | |
| 0' | WNED BY EACH | | 2,132,300 | | | | | | | |
| | EPORTING PERSON | 7 | SOLE DISPOSITIVE POWER | | | | | | | |
| | WITH | | None | | | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | | | | | |
| | | | 2,355,800 | | | | | | | |
| 9 | AGGREGATE | E AMOUN | NT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| | 2,355,800 |) | | | | | | | | |
| 10 | CHECK BOX | | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | | [] | | | | | |
| | Not Appli | icable | | | | | | | | |
| 11 | PERCENT (| PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | |
| | 11.03% | | | | | | | | | |
| 12 | TYPE OF E | | ING PERSON ons) | | | | | | | |
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| | | | Page 5 of 17 | | | | | | | |
| CUS | IP No. 9038 | 35V107 | 13G | | | | | | | |
| 1 | NAME OF F | REPORTI | ING PERSON | | | | | | | |
| | ZFIC, Inc | e. | | | | | | | | |
| 2 | CHECK THE | | DPRIATE BOX IF A MEMBER OF A GROUP | | [] [] | | | | | |
| | Not Appli | Not Applicable (b) | | | | | | | | |
| | SEC HSE (| | | | | | | | | |

| 4 | CITIZENSH | IP OR | PLACE OF ORGANIZATION | | | | |
|------|------------------------|-----------|--------------------------------------------------------|------------|---|---|--|
| | Wisconsin | | | | | | |
| | | 5 | SOLE VOTING POWER | | | - | |
| | | | None | | | | |
| 5 | - | 6 | SHARED VOTING POWER | | | | |
| | EFICIALLY NNED BY | | 2,219,500 | | | | |
| | | 7 | SOLE DISPOSITIVE POWER | | | | |
| F | PERSON WITH | | None | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | | |
| | | | 2,443,000 | | | | |
| 9 | AGGREGATE | AMOU | NT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | 2,443,000 | | | | | | |
| 10 | CHECK BOX (see Inst | | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARE: | S | [|] | |
| | Not Applio | cable | | | | | |
| 11 | PERCENT OF | CLA | SS REPRESENTED BY AMOUNT IN ROW (9) | | | _ | |
| | 11.44% | | | | | | |
| 12 | TYPE OF RE | | | | | | |
| | НС | | | | | | |
| | | | Page 6 of 17 | | | | |
| CUSI | IP No. 90385 | 5V107 | 13G | | | | |
| 1 | NAME OF RE | EPORT | ING PERSON | | | | |
| | Andrew A. | Zieg | ler | | | | |
| 2 | CHECK THE (see Inst | | OPRIATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | |
| | Not Applio | cable | | (u) | L |] | |
| 3 | SEC USE ON | NLY | | | | _ | |
| 4 | CITIZENSH | [P OR | PLACE OF ORGANIZATION | | | | |

| U.S.A. | | | | | | |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| | 5 | SOLE VOTING POWER | | | | |
| | | None | | | | |
| HARES | 6 | SHARED VOTING POWER | | | | |
| NED BY | | 2,219,500 | | | | |
| PORTING | 7 | SOLE DISPOSITIVE POWER | | | | |
| | | None | | | | |
| | 8 | SHARED DISPOSITIVE POWER | | | | |
| | | 2,443,000 | | | | |
| AGGREGATE | JOMA | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| 2,443,000 | | | | | | |
| | | | | [] | | |
| Not Applicable | | | | | | |
| PERCENT OF | F CLF | ASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| 11.44% | | | | | | |
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| IN | | | | | | |
| | | Page 7 of 17 | | | | |
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| P No. 90385 | 5V107 | 7 13G | | | | |
| NAME OF RI | EPORT | ΓING PERSON | | | | |
| Carlene M | . Zie | egler | | | | |
| | | | (a) | | | |
| Not Applia | cable | € | (b) | [] | | |
| SEC USE O | JLY | | | | | |
| CITIZENSH | [P OF | R PLACE OF ORGANIZATION | | | | |
| U.S.A. | | | | | | |
| | MBER OF HARES FICIALLY NED BY EACH PORTING ERSON WITH AGGREGATE 2,443,000 CHECK BOX (see Insti Not Applic PERCENT OF 11.44% TYPE OF RE (see Insti IN P No. 90385 NAME OF RE Carlene M. Check The (see Insti Not Applic SEC USE ON CITIZENSHI | MBER OF HARES 6 FICIALLY NED BY EACH PORTING 7 ERSON WITH 8 AGGREGATE AMOU 2,443,000 CHECK BOX IF 1 (see Instruct: Not Applicable PERCENT OF CLA 11.44% TYPE OF REPORT (see Instruct: IN P No. 90385V107 NAME OF REPORT Carlene M. Zie CHECK THE APPH (see Instruct: Not Applicable SEC USE ONLY CITIZENSHIP OF | None None None None MEER OF HARES 6 SHARED VOTING POWER FICTALLY NED BY 2,219,500 EACH FORTING 7 SOLE DISPOSITIVE POWER ERSON WITH None 8 SHARED DISPOSITIVE POWER 2,443,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,443,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHAR (see Instructions) Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.44% TYPE OF REPORTING PERSON (see Instructions) IN Page 7 of 17 P No. 90385V107 13G NAME OF REPORTING PERSON Carlene M. Ziegler CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions) Not Applicable SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION | MODE MODE MODE MODE MERR OF HARES 6 SHARED VOTING POWER FICIALLY NED BY 2,219,500 EACH PORTING 7 SOLE DISPOSITIVE POWER ERSON WITH NODE 8 SHARED DISPOSITIVE POWER 2,443,000 ACGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,443,000 ACGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,443,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see Instructions) Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11.44% TYPE OF REPORTING PERSON (see Instructions) IN Page 7 of 17 P No. 90385V107 13C NAME OF REPORTING PERSON Carlene M. Ziegler CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see Instructions) (a) Not Applicable SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION | | |

| | | 5 | SOLE VOTING POWER | | | | | |
|-----------------------------|-------------------------|-----------|--------------------------------------------------------|-------------|-----|--|--|--|
| | | | None | | | | | |
| | | 6 | | | | | | |
| OW | FICIALLY NED BY | 2,219,500 | | | | | | |
| EACH REPORTING PERSON | | 7 | SOLE DISPOSITIVE POWER | | | | | |
| | WITH | | None | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 2,443,000 | | | | | |
| 9 | AGGREGATE | AMOU | NT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | |
| | 2,443,000 | | | | | | | |
| 10 | CHECK BOX (see Instr | | HE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | . — — - | [] | | | |
| | Not Applic | able | | | | | | |
| 11 | PERCENT OF | CLA | SS REPRESENTED BY AMOUNT IN ROW (9) | | | | | |
| | 11.44% | | | | | | | |
| 12 | TYPE OF RE | | ING PERSON ons) | | | | | |
| | IN | | | | | | | |
| | | | Page 8 of 17 | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| CUSI | P No. 90385 | 5V107 | 13G | | | | | |
| 1 | NAME OF RE | PORT | ING PERSON | | | | | |
| | Artisan Fu | ınds, | Inc. | | | | | |
| 2 | CHECK THE (see Instr | | OPRIATE BOX IF A MEMBER OF A GROUP | | [] | | | |
| | Not Applic | able | | | [] | | | |
| 3 | SEC USE ON | | | | | | | |
| 4 | CITIZENSHI | | PLACE OF ORGANIZATION | | | | | |
| | Wisconsin | | | | | | | |
| | | 5 | SOLE VOTING POWER | | | | | |

None

| | | 6 | SHARED VOTING POWER |
|-------------------------------------------------------------------------------------|------------------------------------------------|-------|-------------------------------------------------|
| OW | FICIALLY NED BY EACH | | 1,449,300 |
| RE | PORTING | 7 | SOLE DISPOSITIVE POWER |
| | PERSON WITH | | None |
| | | 8 | SHARED DISPOSITIVE POWER |
| | | | 1,449,300 |
| 9 | AGGREGATE | AMO | JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| | 1,449,300 | | |
| 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN (see Instructions) | | | |
| | Not Applio | cable | ∍ |
| 11 | PERCENT OF | CLZ | ASS REPRESENTED BY AMOUNT IN ROW (9) |
| | 6.79% | | |
| 12 | .2 TYPE OF REPORTING PERSON (see Instructions) | | |
| | IC | | |
| | | | |
| | | | Page 9 of 17 |

Item 1(a) Name of Issuer:

Ultra Clean Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

150 Independence Drive, Menlo Park, CA 94025

Item 2(a) Name of Person Filing:

> Artisan Partners Holdings LP ("Artisan Holdings") Artisan Investment Corporation, the general partner of Artisan Holdings ("Artisan Corp.") Artisan Partners Limited Partnership ("Artisan Partners") Artisan Investments GP LLC, the general partner of Artisan Partners ("Artisan Investments") ZFIC, Inc., the sole stockholder of Artisan Corp. ("ZFIC") Andrew A. Ziegler Carlene M. Ziegler Artisan Funds, Inc. ("Artisan Funds")

Item 2(b) Address of Principal Business Office:

Artisan Holdings, Artisan Corp., Artisan Partners, Artisan Investments, ZFIC, Mr. Ziegler, Ms. Ziegler and Artisan Funds

are all located at:

875 East Wisconsin Avenue, Suite 800 Milwaukee, WI 53202

Item 2(c) Citizenship:

Artisan Holdings is a Delaware limited partnership Artisan Corp. is a Wisconsin corporation Artisan Partners is a Delaware limited partnership Artisan Investments is a Delaware limited liability company ZFIC is a Wisconsin corporation Mr. Ziegler and Ms. Ziegler are U.S. citizens Artisan Funds is a Wisconsin corporation

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

90385V107

- (d) Artisan Funds is an Investment Company under section 8 of the Investment Company Act.
- (e) Artisan Partners and Artisan Holdings are investment advisers registered under section 203 of the Investment Advisers Act of 1940; Artisan Holdings is the sole limited partner of Artisan Partners; Artisan Investments is the general partner of Artisan Partners; Artisan Corp is the general partner of Artisan Holdings; ZFIC is the sole stockholder of Artisan Corp.; Mr. Ziegler and Ms. Ziegler are the principal stockholders of ZFIC.

Page 10 of 17

Item 4 Ownership (at July 31, 2009):

(a) Amount owned "beneficially" within the meaning of rule 13d-3:

2,443,000

(b) Percent of class:

11.44% (based on 21,355,542 shares outstanding as of April $30,\ 2009$)

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: None
 - (ii) shared power to vote or to direct the vote: 2,219,500
 - (iii) sole power to dispose or to direct the disposition

of: None

(iv) shared power to dispose or to direct the disposition of: 2,443,000

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

Not Applicable

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

The shares reported herein have been acquired on behalf of discretionary clients of Artisan Partners and Artisan Holdings; as reported herein, Artisan Partners and Artisan Holdings hold 2,443,000 shares, including 1,449,300 shares on behalf of Artisan Funds. Persons other than Artisan Partners and Artisan Holdings are entitled to receive all dividends from, and proceeds from the sale of, those shares.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

Item 8 Identification and Classification of Members of the Group:

Not Applicable

Not Applicable

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 or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 11 of 17

Signature

After reasonable inquiry and to the best of my knowledge and belief, ${\tt I}$ certify that the information set forth in this statement is true, complete and correct.

Date: August 7, 2009

ARTISAN INVESTMENT CORPORATION, for itself and as the general partner of ARTISAN PARTNERS HOLDINGS LP

By: Janet D. Olsen* ______ ARTISAN INVESTMENTS GP LLC, for itself and as the general partner of ARTISAN PARTNERS LIMITED PARTNERSHIP By: Janet D. Olsen* -----ZFIC, INC. By: Janet D. Olsen* ANDREW A. ZIEGLER Andrew A. Ziegler* ______ CARLENE M. ZIEGLER Carlene M. Ziegler* ARTISAN FUNDS, INC. By: Janet D. Olsen* *By: /s/ Janet D. Olsen Janet D. Olsen Vice President of Artisan Investment Corporation Vice President of Artisan Investments GP LLC Attorney-in-Fact for ZFIC, Inc. Attorney-in-Fact for Andrew A. Ziegler Attorney-in-Fact for Carlene M. Ziegler General Counsel and Secretary of Artisan

Page 12 of 17

Funds, Inc.

Exhibit Index

Exhibit 1 Joint Filing Agreement dated August 7, 2009 by and among Artisan

Partners Holdings LP, Artisan Investment Corporation, Artisan Partners Limited Partnership, Artisan Investments GP LLC, ZFIC, Inc., Andrew A. Ziegler, Carlene M. Ziegler and Artisan Funds, Inc.

- Exhibit 2 Power of Attorney of ZFIC, Inc., dated March 19, 2007
- Exhibit 3 Power of Attorney of Andrew A. Ziegler dated March 19, 2007
- Exhibit 4 Power of Attorney of Carlene M. Ziegler dated March 19, 2007

Page 13 of 17

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule $13\mathrm{G}$ to which this Agreement is attached.

Dated: August 7, 2009

ARTISAN INVESTMENT CORPORATION, for itself and as the general partner of ARTISAN PARTNERS HOLDINGS LP

By: Janet D. Olsen*

ARTISAN INVESTMENTS GP LLC, for itself and as the general partner of ARTISAN PARTNERS LIMITED PARTNERSHIP

By: Janet D. Olsen*

ZFIC, INC.

By: Janet D. Olsen*

ANDREW A. ZIEGLER

Andrew A. Ziegler*

CARLENE M. ZIEGLER

Carlene M. Ziegler*

ARTISAN FUNDS, INC.

By: Janet D. Olsen*

*By: /s/ Janet D. Olsen

Funds, Inc.

Janet D. Olsen
Vice President of Artisan Investment
Corporation
Vice President of Artisan Investments
GP LLC
Attorney-in-Fact for ZFIC, Inc.
Attorney-in-Fact for Andrew A. Ziegler
Attorney-in-Fact for Carlene M. Ziegler

General Counsel and Secretary of Artisan

Page 14 of 17

EXHIBIT 2

POWER OF ATTORNEY

The undersigned, ZFIC, Inc., hereby appoints Lawrence A. Totsky, Janet D. Olsen, and Sarah A. Johnson, and each of them individually, its true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on its behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, including but not limited to reports on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, as fully as the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact and agents.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 19th day of March, 2007.

ZFIC, INC.

By: /s/ Andrew A. Ziegler

Andrew A. Ziegler Vice President

STATE OF WISCONSIN)) SS.

COUNTY OF MILWAUKEE)

I, Timothy K. Weston, a Notary Public in and for the County of Milwaukee, State of Wisconsin, DO HEREBY CERTIFY that Andrew A. Ziegler, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 19th day of March, 2007.

/s/ Timothy K. Weston
-----Notary Public

Page 15 of 17

EXHIBIT 3

POWER OF ATTORNEY

The undersigned, Andrew A. Ziegler, hereby appoints Lawrence A. Totsky, Janet D. Olsen, and Sarah A. Johnson, and each of them individually, his true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on his behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, including but not limited to reports on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, as fully as the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact and agents.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 19th day of March, 2007.

/s/ Andrew A. Ziegler
Andrew A. Ziegler

STATE OF WISCONSIN)
) SS.
COUNTY OF MILWAUKEE)

I, Timothy K. Weston, a Notary Public in and for the County of Milwaukee, State of Wisconsin, DO HEREBY CERTIFY that Andrew A. Ziegler, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 19th day of March, 2007.

/s/ Timothy K. Weston
----Notary Public

Page 16 of 17

EXHIBIT 4

POWER OF ATTORNEY

The undersigned, Carlene M. Ziegler, hereby appoints Lawrence A. Totsky, Janet D. Olsen, and Sarah A. Johnson, and each of them individually, her true and lawful attorney-in-fact and agent, with full power to execute and file with the United States Securities and Exchange Commission and any stock exchange or similar authority, for and on her behalf in any and all capacities, any and all reports required to be filed pursuant to Section 13 of the Securities Exchange Act of 1934 and the rules thereunder, including but not limited to reports on Schedule 13D or 13G, any and all amendments to such reports, with all exhibits, and any other forms or documents as may be necessary in connection with the filing of such reports with the United States Securities and Exchange Commission and any stock exchange or similar authority, granting unto said attorney full power and authority to do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete, as fully as the undersigned might or could do in person.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact and agents.

IN WITNESS WHEREOF the undersigned has caused this Power of Attorney to be executed this 19th day of March, 2007.

STATE OF WISCONSIN)

COUNTY OF MILWAUKEE)

I, Timothy K. Weston, a Notary Public in and for the County of Milwaukee, State of Wisconsin, DO HEREBY CERTIFY that Carlene M. Ziegler, who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that she signed and delivered the said instrument as her own free and voluntary act, for the uses and purposes therein set forth.

Given under my hand and notarial seal, this 19th day of March, 2007.

/s/ Timothy K. Weston
-----Notary Public

Page 17 of 17