

IRON MOUNTAIN INC  
Form SC 13G  
August 02, 2012

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

**SCHEDULE 13G**

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

**Iron Mountain Incorporated**  
*(Name of Issuer)*

**COMMON STOCK, \$0.01 PAR VALUE**  
*(Title of Class of Securities)*

**462846106**  
*(CUSIP Number)*

**JULY 23, 2012**  
*(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)

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\* 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  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Highfields Capital Management LP**

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**

- |              |    |                          |
|--------------|----|--------------------------|
|              | 5. | SOLE VOTING POWER        |
| NUMBER OF    |    | <b>9,183,478</b>         |
| SHARES       | 6. | SHARED VOTING POWER      |
| BENEFICIALLY |    | <b>0</b>                 |
| OWNED BY     | 7. | SOLE DISPOSITIVE POWER   |
| EACH         |    | <b>9,183,478</b>         |
| REPORTING    | 8. | SHARED DISPOSITIVE POWER |
| PERSON       |    | <b>0</b>                 |
| WITH         |    |                          |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9,183,478**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**5.4%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**PN**

1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Highfields GP LLC**

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**

5. SOLE VOTING POWER

NUMBER OF **9,183,478**

- SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**

- EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON **9,183,478**

- WITH 8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9,183,478**

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**5.4%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**OO**

CUSIP No. 462846106

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1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Highfields Associates LLC**

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**

5. SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**6,928,496**

6. SHARED VOTING POWER

**0**

7. SOLE DISPOSITIVE POWER

**6,928,496**

8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**6,928,496**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**4.0%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**OO**

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1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Jonathon S. Jacobson**

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

**United States**

5. SOLE VOTING POWER

NUMBER OF **9,183,478**

SHARES 6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY **0**

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON **9,183,478**

WITH 8. SHARED DISPOSITIVE POWER

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**9,183,478**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES   
 (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**5.4%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**IN**

CUSIP No. 462846106

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Highfields Capital I LP**

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**

- |              |    |                          |  |
|--------------|----|--------------------------|--|
|              | 5. | SOLE VOTING POWER        |  |
| NUMBER OF    |    | <b>680,801</b>           |  |
| SHARES       | 6. | SHARED VOTING POWER      |  |
| BENEFICIALLY |    | <b>0</b>                 |  |
| OWNED BY     | 7. | SOLE DISPOSITIVE POWER   |  |
| EACH         |    | <b>680,801</b>           |  |
| REPORTING    | 8. | SHARED DISPOSITIVE POWER |  |
| PERSON       |    | <b>0</b>                 |  |
| WITH         |    |                          |  |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 680,801**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]  
(SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 0.4%**
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
- PN**
-

1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Highfields Capital II LP**

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**

|              |    |                          |
|--------------|----|--------------------------|
|              | 5. | SOLE VOTING POWER        |
| NUMBER OF    |    | <b>2,341,187</b>         |
| SHARES       | 6. | SHARED VOTING POWER      |
| BENEFICIALLY |    | <b>0</b>                 |
| OWNED BY     | 7. | SOLE DISPOSITIVE POWER   |
| EACH         |    | <b>2,341,187</b>         |
| REPORTING    | 8. | SHARED DISPOSITIVE POWER |
| PERSON       |    | <b>0</b>                 |
| WITH         |    |                          |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,341,187**

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**1.4%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**PN**

1. NAMES OF REPORTING PERSONS  
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Highfields Capital IV LP**

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**

- |              |    |                          |  |
|--------------|----|--------------------------|--|
|              | 5. | SOLE VOTING POWER        |  |
| NUMBER OF    |    | <b>3,906,508</b>         |  |
| SHARES       | 6. | SHARED VOTING POWER      |  |
| BENEFICIALLY |    | <b>0</b>                 |  |
| OWNED BY     | 7. | SOLE DISPOSITIVE POWER   |  |
| EACH         |    | <b>3,906,508</b>         |  |
| REPORTING    | 8. | SHARED DISPOSITIVE POWER |  |
| PERSON       |    | <b>0</b>                 |  |
| WITH         |    |                          |  |
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
**3,906,508**
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [X]  
 (SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
**2.3%**
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
**PN**
-



CUSIP No. 462846106

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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**Highfields Capital Ltd.**

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

**Cayman Islands**

|              |    |                          |
|--------------|----|--------------------------|
|              | 5. | SOLE VOTING POWER        |
| NUMBER OF    |    | <b>2,254,982</b>         |
| SHARES       | 6. | SHARED VOTING POWER      |
| BENEFICIALLY |    |                          |
| OWNED BY     |    | <b>0</b>                 |
| EACH         | 7. | SOLE DISPOSITIVE POWER   |
| REPORTING    |    |                          |
| PERSON       |    | <b>2,254,982</b>         |
| WITH         | 8. | SHARED DISPOSITIVE POWER |

**0**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**2,254,982**

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**1.3%**

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**CO**

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**Item (a). Name of Issuer:****1**

Iron Mountain Incorporated (the Issuer )

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

745 Atlantic Avenue, Boston, MA 02111

**Item (a). Name of Person Filing:****2**

This statement is being filed by the following persons with respect to the shares of common stock ( Common Stock ) of the Issuer directly owned by Highfields Capital I LP ( Highfields I ), Highfields Capital II LP ( Highfields II ), Highfields Capital IV LP ( Highfields IV ) and Highfields Capital Ltd. ( Highfields Ltd. and, together with Highfields I, Highfields II and Highfields IV, the Funds ):

- (i) Highfields Capital Management LP, a Delaware limited partnership ( Highfields Capital Management ) and investment manager to each of the Funds;
- (ii) Highfields GP LLC, a Delaware limited liability company ( Highfields GP ) and the General Partner of Highfields Capital Management;
- (iii) Highfields Associates LLC, a Delaware limited liability company ( Highfields Associates ) and the General Partner of Highfields I, Highfields II and Highfields IV;
- (iv) Jonathon S. Jacobson, the Managing Member of Highfields GP and the Senior Managing Member of Highfields Associates;
- (v) Highfields I, a Delaware limited partnership;
- (vi) Highfields II, a Delaware limited partnership;
- (vii) Highfields IV, a Delaware limited partnership; and
- (viii) Highfields Ltd., an exempted company incorporated under the laws of the Cayman Islands

Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Highfields I, Highfields II, Highfields IV and Highfields Ltd. are sometimes individually referred to herein as a Reporting Person and collectively as the Reporting Persons.

**Item (b). Address of Principal Business Office or, if None, Residence:****2**

Address for Highfields Capital Management, Highfields GP, Highfields Associates, Mr. Jacobson, Highfields I, Highfields II and Highfields IV:

Edgar Filing: IRON MOUNTAIN INC - Form SC 13G

c/o Highfields Capital Management LP  
John Hancock Tower  
200 Clarendon Street, 59th Floor  
Boston, Massachusetts 02116

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Address for Highfields Ltd.:

c/o Goldman Sachs (Cayman) Trust, Limited  
Suite 3307, Gardenia Court  
45 Market Street, Camana Bay  
P.O. Box 896  
Grand Cayman KY1-1103  
Cayman Islands

**Item 2 (c). Citizenship:**

Highfields Capital Management Delaware  
Highfields GP Delaware  
Highfields Associates Delaware  
Jonathon S. Jacobson United States  
Highfields I Delaware  
Highfields II Delaware  
Highfields IV - Delaware  
Highfields Ltd. Cayman Islands

**Item 2 (d). Title of Class of Securities:**

Common Stock, \$0.01 par value

**Item 2 (e). CUSIP Number:**

462846106

**Item 3.** Not applicable.

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**Item 4. Ownership.**

For Highfields Capital Management, Highfields GP and Mr. Jacobson:

- (a) Amount beneficially owned: 9,183,478 shares of Common Stock
- (b) Percent of class: 5.4%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 9,183,478
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 9,183,478
  - (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields Associates:

- (a) Amount beneficially owned: 6,928,496 shares of Common Stock
- (b) Percent of class: 4.0%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 6,928,496
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 6,928,496
  - (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields I:

- (a) Amount beneficially owned: 680,801 shares of Common Stock
- (b) Percent of class: 0.4%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: 680,801
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 680,801
  - (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields II:

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- (a) Amount beneficially owned: 2,341,187 shares of Common Stock
  - (b) Percent of class: 1.4%
  - (c) Number of shares as to which such person has: (i) Sole power to vote or to direct the vote: 2,341,187
-

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- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 2,341,187
- (iv) Shared power to dispose or to direct the disposition of: 0

For Highfields IV:

- (a) Amount beneficially owned:  
3,906,508 shares of Common  
Stock
- (b) Percent of class: 2.3%
- (c) Number of shares as to which such  
person has:
  - (i) Sole power to vote or to  
direct the vote: 3,906,508
  - (ii) Shared power to vote or to  
direct the vote: 0
  - (iii) Sole power to dispose or to  
direct the disposition of:  
3,906,508
  - (iv) Shared power to dispose or  
to direct the disposition of: 0

For Highfields Ltd.:

- (a) Amount beneficially owned: 2,254,982 shares of Common Stock
  - (b) Percent of class: 1.3%
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote: 2,254,982
    - (ii) Shared power to vote or to direct the vote: 0
    - (iii) Sole power to dispose or to direct the disposition of: 2,254,982
    - (iv) Shared power to dispose or to direct the disposition of: 0
-

**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 of Common Stock beneficially owned by Highfields Capital Management, Highfields GP, Highfields Associates and Mr. Jacobson are directly owned by the Funds. Highfields Capital Management serves as the investment manager to each of the Funds. Each of Highfields Capital Management, Highfields GP and Mr. Jacobson has the power to direct the receipt of dividends from or the proceeds from the sale of the shares of Common Stock owned by the Funds, and Highfields Associates has the power to direct the receipt of dividends from or the proceeds from the sale of the shares of Common Stock owned by Highfields I, Highfields II and Highfields IV.

**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.**

See Exhibit 2 attached hereto.

Each Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by the other Reporting Persons.

**Item 9. Notice of Dissolution of Group.**

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 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.

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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.

August 2, 2012

Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella\*  
Signature

Joseph F. Mazzella, Attorney in Fact  
Name/Title

\*by power of attorney

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HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL IV LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL LTD

By: Highfields Capital Management LP, its Investment  
Manager

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

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EXHIBIT INDEX

Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

Exhibit 2. List of Members of Group

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JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe such information is inaccurate.

August 2, 2012

Date

HIGHFIELDS CAPITAL MANAGEMENT LP

By: Highfields GP LLC, its General Partner

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS GP LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

HIGHFIELDS ASSOCIATES LLC

/s/ Joseph F. Mazzella

Signature

Joseph F. Mazzella, Authorized Signatory

Name/Title

JONATHON S. JACOBSON

/s/ Joseph F. Mazzella\*

Signature

Joseph F. Mazzella, Attorney in Fact  
Name/Title

\*by power of attorney

HIGHFIELDS CAPITAL I LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL II LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL IV LP

By: Highfields Associates LLC, its General Partner

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

HIGHFIELDS CAPITAL LTD

By: Highfields Capital Management LP, its Investment  
Manager

/s/ Joseph F. Mazzella  
Signature

Joseph F. Mazzella, Authorized Signatory  
Name/Title

CUSIP No. 462846106

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**Exhibit 2**

MEMBERS OF GROUP

Highfields Capital Management LP  
Highfields GP LLC  
Highfields Associates LLC  
Jonathon S. Jacobson  
Highfields Capital I LP  
Highfields Capital II LP  
Highfields Capital IV LP  
Highfields Capital Ltd.

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