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

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**SCHEDULE 13D  
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
SECTION 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
SECTION 240.13d-2(a)  
(Amendment No. 10)\***

**Vail Resorts, Inc.**  
(Name of Issuer)

**Common Stock, par value \$.01**  
(Title of Class of Securities)

**91879Q109**  
(CUSIP Number)

**Charles G. Huber, Jr.**  
**Corporate Vice President, General Counsel and Secretary**  
**Ralcorp Holdings, Inc.**  
**800 Market Street, Suite 2900**  
**St. Louis, Missouri 63101**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**June 4, 2009**  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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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 disclosures provided in a prior cover page.

The information required on 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 (the "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).

**(Continued on following pages)**

1. NAMES OF REPORTING PERSONS:  
**Ralcorp Holdings, Inc. (Formerly known as New Ralcorp Holdings, Inc.)**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): **43-1766315**

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

a.   
 b.

3. SEC USE ONLY:

4. SOURCE OF FUNDS: **OO**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEM 2(d) OR 2(e):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: **Missouri**

7. SOLE VOTING POWER: **2,690,843 (See Item 5)**

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON  
 WITH

8. SHARED VOTING POWER: **0**

9. SOLE DISPOSITIVE POWER: **2,690,843 (See Item 5)**

10. SHARED DISPOSITIVE POWER: **0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
**2,690,843 (See Item 5)**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11:  
**7.4%, based on 36,434,853 shares outstanding as of May 29, 2009 as reported in the Issuer's Form 10-Q for the quarterly period ended April 30, 2009.**

14. TYPE OF REPORTING PERSON: **HC**

1. NAMES OF REPORTING PERSONS:  
**RH Financial Corporation**

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY): **43-1790396**

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

a.   
b.

3. SEC USE ONLY:

4. SOURCE OF FUNDS: **OO**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEM 2(d) OR 2(e):

6. CITIZENSHIP OR PLACE OF ORGANIZATION: **Nevada**

7. SOLE VOTING POWER: **2,690,843 (See Item 5)**

NUMBER OF

SHARES

BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON

WITH

8. SHARED VOTING POWER: **0**

9. SOLE DISPOSITIVE POWER: **2,690,843 (See Item 5)**

10. SHARED DISPOSITIVE POWER: **0**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:  
**2,690,843 (See Item 5)**

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11:  
**7.4%, based on 36,434,853 shares outstanding as of May 29, 2009 as reported in the Issuer's Form 10-Q for the quarterly period ended April 30, 2009.**

14. TYPE OF REPORTING PERSON: **CO**

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This Amendment No. 10 to Schedule 13D (“Amendment No. 10”) amends and restates, where indicated, the statement on Schedule 13D relating to the common stock, par value \$.01 per share (the “Common Stock”) of Vail Resorts, Inc., a Delaware corporation (the “Issuer”), filed by Ralcorp Holdings, Inc., a Missouri corporation, formerly known as New Ralcorp Holdings, Inc., (“Ralcorp”), with the Securities and Exchange Commission (“SEC”) on February 13, 1997, as amended by Amendment No. 1 to Schedule 13D filed by Ralcorp with the SEC on October 18, 2005, Amendment No. 2 to Schedule 13D filed by Ralcorp and RH Financial Corporation, a Nevada corporation and wholly-owned subsidiary of Ralcorp (“RH Financial”) with the SEC on November 2, 2005, Amendment No. 3 to Schedule 13D filed by Ralcorp and RH Financial with the SEC on November 30, 2005, Amendment No. 4 to the Schedule 13D filed by Ralcorp and RH Financial with the SEC on March 31, 2006, Amendment No. 5 to the Schedule 13D filed by Ralcorp and RH Financial with the SEC on November 1, 2006, Amendment No. 6 to the Schedule 13D filed by Ralcorp and RH Financial with the SEC on August 13, 2008, Amendment No. 7 to the Schedule 13D filed by Ralcorp and RH Financial with the SEC on October 15, 2008, Amendment No. 8 to the Schedule 13D filed by Ralcorp and RH Financial with the SEC on November 25, 2008 and Amendment No. 9 to the Schedule 13D filed by Ralcorp and RH Financial with the SEC on March 26, 2009 (as amended, the “Schedule 13D”). Capitalized terms used in this Amendment No. 10 but not otherwise defined herein have the meanings given to them in the Schedule 13D.

This Amendment No. 10 is being made to reflect the early settlement of the outstanding forward sale agreements and the entry into certain agreements regarding the Common Stock of the Issuer as more fully described in Item 6 below. Except as otherwise set forth herein, this Amendment No. 10 does not modify any of the information previously reported by Ralcorp in the Schedule 13D.

## **Item 2. Identity and Background.**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The persons (collectively, the “Reporting Persons” and individually, a “Reporting Person”) filing this statement are Ralcorp and RH Financial. The principal office and place of business of each of the Reporting Persons is 800 Market Street, Suite 2900, St. Louis, Missouri 63101. Ralcorp, through itself or through its various subsidiaries, including RH Financial, is primarily engaged in manufacturing, distributing and marketing store brand (private label) food in the grocery, mass merchandise, drug and foodservice channels.

Set forth in Appendix I with respect to each director and executive officer of each of the Reporting Persons are his name, business address and present principal employment or occupation and the name and principal business and address of any corporation or other organization in which such employment or occupation is carried on. No person other than persons listed as directors in Appendix I might be deemed to control the Reporting Persons.

During the last five years, neither the Reporting Persons nor any director or executive officer of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Each of the directors and executive officers of the Reporting Persons is a United States citizen.

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**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended and restated in its entirety as follows:

**Shareholder Agreement and Termination Agreement**

On January 3, 1997, the Issuer, Apollo Ski Partners, L.P. (“Apollo”) and Ralcorp entered into a shareholder agreement (the “Shareholder Agreement”) pursuant to which Apollo and Ralcorp were subject to voting agreements and had certain registration rights. The Shareholder Agreement was amended as of November 1, 1999. The Issuer, Apollo and Ralcorp entered into a Termination Agreement (the “Termination Agreement”) on October 5, 2004 terminating the Shareholder Agreement, except for certain demand and piggyback registration rights with respect to the Common Stock owned by Ralcorp and the indemnification provisions contained in the Shareholder Agreement, all of which survived until March 5, 2006, the 18-month anniversary of the Termination Agreement. As such, both the Shareholder Agreement and the Termination Agreement have terminated and neither agreement has any surviving provisions.

The foregoing description of the Shareholder Agreement and Termination Agreement is qualified in its entirety by the full text of such agreements, which are incorporated herein by reference and are filed as exhibits hereto.

**Forward Sale Agreements and Pledge Agreements***October 2005*

RH Financial entered into a forward sale agreement (the “October 2005 Forward Sale Agreement”) dated October 31, 2005 with Bank of America, N.A. (“Bank of America”) relating to two transactions of up to 890,000 shares each, or an aggregate of up to 1,780,000 shares (the “October 2005 Hedged Shares”) of the Issuer’s Common Stock, subject to adjustment. On November 22, 2005, following the establishment of an initial hedge by the Bank of America in which it sold a number of shares equal to the October 2005 Hedged Shares at a weighted average per share price of \$34.5878 which established the floor price (the “October 2005 Floor Price”) under the October 2005 Forward Sale Agreement in transactions conforming to the manner-of-sale conditions described in Rule 144(f) and (g) under the Securities Act of 1933, as amended, using principles of best execution. In consideration of the October 2005 Forward Sale Agreement, Bank of America paid RH Financial \$50,518,214.34.

With respect to one transaction (the “October 2005 Tranche A”), RH Financial agreed to deliver a number of shares of Common Stock on the third business day after November 22, 2010, subject to early termination of the contract under certain circumstances, determined in accordance with the following formula: (i) if the price of the Issuer’s Common Stock is less than the October 2005 Floor Price on November 22, 2010 – 890,000 shares; (ii) if the price of the Issuer’s Common Stock is equal to or greater than the October 2005 Floor Price but less than or equal to \$48.6650 (the “October 2005 Tranche A Cap Price”) – a number of shares of Common Stock equal to the product of 890,000 shares multiplied by the quotient of the October 2005 Floor Price divided by the stock price on November 22, 2010; or (iii) if the price of the Issuer’s Common Stock is greater than the October 2005 Tranche A Cap Price – a number of shares equal to 890,000 shares multiplied by 1 minus the quotient of the excess of the October 2005 Tranche A Cap Price over the Floor Price divided by the stock price on November 22, 2010. On June 9, 2009, RH Financial delivered 787,383 shares and retained the remaining 102,617 shares in connection with the early settlement of the October 2005 Tranche A described below.

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With respect to the other transaction (the “October 2005 Tranche B”), RH Financial agreed to deliver a number of shares of Common Stock on the third business day after November 21, 2008, subject to early termination of the contract under certain circumstances, determined in accordance with the following formula: (i) if the price of the Issuer’s Common Stock is less than the October 2005 Floor Price on November 21, 2008 – 890,000 shares; (ii) if the price of the Issuer’s Common Stock is equal to or greater than the October 2005 Floor Price but less than or equal to \$42.3335 (the “October 2005 Tranche B Cap Price” and together with the October 2005 Tranche A Cap Price, the “October 2005 Cap Prices”) – a number of shares of Common Stock equal to the product of 890,000 shares multiplied by the quotient of the October 2005 Floor Price divided by the stock price on November 21, 2008; or (iii) if the price of Issuer’s Common Stock is greater than the October 2005 Tranche B Cap Price – a number of shares equal to 890,000 shares multiplied by 1 minus the quotient of the excess of the October 2005 Tranche B Cap Price over the October 2005 Floor Price divided by the stock price on November 21, 2008. On November 21, 2008, the price per share of the Issuer’s Common Stock was less than the October 2005 Floor Price resulting in a delivery of 890,000 shares by RH Financial.

Pursuant to a related Pledge Agreement dated October 31, 2005 between RH Financial and Bank of America (the “October 2005 Pledge Agreement”), RH Financial delivered and pledged the October 2005 Hedged Shares to Bank of America as security for its obligations under the October 2005 Forward Sale Agreement. In connection with the early settlement of the remaining transaction under the October 2005 Forward Sale Agreement described below, the October 2005 Pledge Agreement terminated.

#### *March 2006*

RH Financial entered into a forward sale agreement (the “March 2006 Forward Sale Agreement”) dated March 22, 2006 with Bank of America relating to two transactions of up to 985,050 shares each, or an aggregate of up to 1,970,100 shares (the “March 2006 Hedged Shares”) of the Issuer’s Common Stock, subject to adjustment. On April 19, 2006, following the establishment of an initial hedge by the Bank of America in which it sold a number of shares equal to the March 2006 Hedged Shares at a weighted average per share price of \$38.3400 which established the floor price (the “March 2006 Floor Price”) under the March 2006 Forward Sale Agreement in transactions conforming to the manner-of-sale conditions described in Rule 144(f) and (g) under the Securities Act of 1933, as amended, using principles of best execution. In consideration of the March 2006 Forward Sale Agreement, Bank of America paid RH Financial \$60,011,472.22.

With respect to one transaction (the “March 2006 Tranche A”), RH Financial agreed to deliver a number of shares of Common Stock on the third business day after November 16, 2011, subject to early termination of the contract under certain circumstances, determined in accordance with the following formula: (i) if the price of the Issuer’s Common Stock is less than the March 2006 Floor Price on November 16, 2011 – 985,050 shares; (ii) if the price of the Issuer’s Common Stock is equal to or greater than the March 2006 Floor Price but less than or equal to \$55.4013 (the “March 2006 Tranche A Cap Price”) – a number of shares of Common Stock equal to the product of 985,050 shares multiplied by the quotient of the March 2006 Floor Price divided by the stock price on November 16, 2011; or (iii) if the price of the Issuer’s Common Stock is greater than the March 2006 Tranche A Cap Price – a number of shares equal to 985,050 shares multiplied by 1 minus the quotient of the excess of the March 2006 Tranche A Cap Price over the March 2006 Floor Price divided by the stock price on November 16, 2011. On June 9, 2009, RH Financial delivered 861,328 shares and retained the remaining 123,722 shares in connection with the early settlement of the March 2006 Tranche A described below.

With respect to the other transaction (the “March 2006 Tranche B”), RH Financial agreed to deliver a number of shares of Common Stock on the third business day after November 18, 2009, subject to early termination of the contract under certain circumstances, determined in accordance with the following

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formula: (i) if the price of the Issuer's Common Stock is less than the March 2006 Floor Price on November 18, 2009 – 985,050 shares; (ii) if the price of the Issuer's Common Stock is equal to or greater than the March 2006 Floor Price but less than or equal to \$48.2317 (the "March 2006 Tranche B Cap Price" and together with the March 2006 Tranche A Cap Price, the "March 2006 Cap Prices") – a number of shares of Common Stock equal to the product of 985,050 shares multiplied by the quotient of the March 2006 Floor Price divided by the stock price on November 18, 2009; or (iii) if the price of the Issuer's Common Stock is greater than the March 2006 Tranche B Cap Price – a number of shares equal to 985,050 shares multiplied by 1 minus the quotient of the excess of the March 2006 Tranche B Cap Price over the March 2006 Floor Price divided by the stock price on November 18, 2009. On June 9, 2009, RH Financial delivered 949,392 shares and retained the remaining 35,658 shares in connection with the early settlement of the March 2006 Tranche B described below.

Pursuant to a related Pledge Agreement dated March 22, 2006 between RH Financial and Bank of America (the "March 2006 Pledge Agreement"), RH Financial delivered and pledged the March 2006 Hedged Shares to Bank of America as security for its obligations under the March 2006 Forward Sale Agreement. In connection with the early settlement of the transactions under the March 2006 Forward Sale Agreement described below, the March 2006 Pledge Agreement terminated.

#### *October 2006*

RH Financial entered into a forward sale agreement (the "October 2006 Forward Sale Agreement" and together with the October 2005 Forward Sale Agreement and the March 2006 Forward Sale Agreement, the "Forward Sale Agreements") dated October 20, 2006 with Bank of America relating to a transaction of up to an aggregate of 1,200,000 shares (the "October 2006 Hedged Shares") of the Issuer's Common Stock, subject to adjustment. On November 6, 2006, Bank of America established an initial hedge in which it sold a number of shares equal to the October 2006 Hedged Shares at a weighted average share price of \$39.2099 in transactions conforming to the manner-of-sale conditions described in Rule 144(f) and (g) under the Securities Act of 1933, as amended, using principles of best execution. In consideration of the October 2006 Forward Sale Agreement, Bank of America paid RH Financial \$29,468,592.44.

With respect to the transaction, RH Financial has agreed to deliver a number of shares of Common Stock on the third business day after November 15, 2013 (the "October 2006 Maturity Date"), subject to early termination of the contract under certain circumstances, determined in accordance with the following formula: (i) if the price of the Issuer's Common Stock is less than \$35.2889 (the "October 2006 Floor Price") on the October 2006 Maturity Date – 1,200,000 shares; (ii) if the price of the Issuer's Common Stock is equal to or greater than the October 2006 Floor Price but less than or equal to \$74.1851 (the "October 2006 Cap Price") – a number of shares of Common Stock equal to the product of 1,200,000 shares multiplied by the quotient of the October 2006 Floor Price divided by the stock price on the October 2006 Maturity Date; or (iii) if the price of the Issuer's Common Stock is greater than the October 2006 Cap Price – a number of shares equal to 1,200,000 shares multiplied by 1 minus the quotient of the excess of the October 2006 Cap Price over the October 2006 Floor Price divided by the stock price on the October 2006 Maturity Date. On June 9, 2009, RH Financial delivered 905,160 shares and retained the remaining 294,840 shares in connection with the early settlement of the October 2006 Forward Sale Agreement described below.

Pursuant to a related Pledge Agreement dated October 20, 2006 between RH Financial and Bank of America (the "October 2006 Pledge Agreement," and together with the October 2005 Pledge Agreement and the March 2006 Pledge Agreement, the "Pledge Agreements"), RH Financial has delivered and pledged the October 2006 Hedged Shares to Bank of America as security for its obligations under the October 2006 Forward Sale Agreement. In connection with the early settlement of the October 2006 Forward Sale Agreement described below, the October 2006 Pledge Agreement terminated.

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**Rule 10b5-1 Early Settlement Plan and Agreement**

On March 31, 2009, RH Financial and Bank of America agreed, in accordance with Rule 10b5-1 of the Act to affect the early settlement of all of the outstanding Forward Sale Agreements, on or after May 27, 2009, if certain specified price, volume and other conditions are met, with the exact timing of such settlement to be determined by Bank of America in its reasonable good faith judgment following any hedging, hedge unwind or hedge adjustment activity in connection with such early settlement. On June 9, 2009, RH Financial delivered 3,503,263 shares and retained the remaining 2,690,843 shares that were subject to the outstanding Forward Sale Agreements in connection with the early settlement.

**Loan Agreements***August 2008*

On August 6, 2008, pursuant to a master securities loan agreement (the "August 2008 Loan Agreement"), RH Financial agreed to loan Bank of America 890,000 shares of the Issuer's Common Stock, consisting of a portion of the October 2005 Hedged Shares. During the term of the loan, RH Financial will not have the right to vote any of the loaned shares. Either party may terminate the loan at any time upon notice to the other party, provided that the termination date may not be earlier than the third business day following such notice. In connection with the settlement of the October 2005 Tranche B, the August 2008 Loan Agreement was terminated and the loaned shares were used to satisfy RH Financial's delivery obligation.

*November 2008*

On November 17, 2008, pursuant to a master securities loan agreement (the "November 2008 Loan Agreement"), RH Financial agreed to loan Bank of America 985,050 shares of the Issuer's Common Stock, consisting of a portion of the March 2006 Hedged Shares. During the term of the loan, RH Financial will not have the right to vote any of the loaned shares. Either party may terminate the loan at any time upon notice to the other party, provided that the termination date may not be earlier than the third business day following such notice. In connection with the early settlement described above, the November 2008 Loan Agreement was terminated and a portion of the loaned shares were used to satisfy RH Financial's delivery obligation.

*February 2009*

On February 23, 2009, pursuant to a master securities loan agreement (the "February 2009 Loan Agreement" and together with the August 2008 Loan Agreement and the November 2008 Loan Agreement, the "Loan Agreements"), RH Financial agreed to loan Bank of America (i) 1,200,000 shares of the Issuer's Common Stock, consisting of the October 2006 Hedged Shares, (ii) 985,050 shares of the Issuer's Common Stock, consisting of the remaining portion of the March 2006 Hedged Shares, and (iii) 890,000 shares of the Issuer's Common Stock, consisting of the remaining portion of the October 2005 Hedged Shares. During the term of the loan, RH Financial will not have the right to vote any of the loaned shares. Either party may terminate the loan at any time upon notice to the other party, provided that the termination date may not be earlier than the third business day following such notice. In connection with the early settlement described above, the February 2009 Loan Agreement was terminated and a portion of the loaned shares were used to satisfy RH Financial's delivery obligation.

The foregoing description of the material provisions of the Forward Sale Agreements, Pledge Agreements and Loan Agreements is qualified in its entirety by the full text of such agreements, which are incorporated herein by reference and are filed as exhibits hereto.

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Other than the foregoing agreements and others described in filings made with the SEC by Ralcorp, there are no contracts, arrangements, understandings or relationships among the Reporting Persons or, to the Reporting Persons' knowledge, any of their directors or executive officers, or between such persons and any other person, with respect to any securities of the Issuer.

**Item 7. Materials to be Filed as Exhibits.**

Item 7 of the Schedule 13D is hereby amended and restated in its entirety as follows:

<u>Exhibit</u>	<u>Description</u>
99.1	Stock Purchase Agreement among Vail Resorts, Inc., Ralcorp Holdings, Inc., as successor to Ralston Foods, Inc., and Ralston Resorts, Inc. dated July 22, 1996 (Incorporated by reference to Exhibit 2.1 of the report on Form 8-K of Vail Resorts, Inc. (SEC File No. 001-09614) dated July 23, 1996).
99.2	Shareholder Agreement among Vail Resorts, Inc., Ralcorp Holdings, Inc., as successor to Ralston Foods, Inc., and Apollo Ski Partners, L.P. dated January 3, 1997 (Incorporated by reference to Exhibit 2.4 of the report on Form 8-K of Vail Resorts, Inc. (SEC File No. 001-09614) dated January 8, 1997).
99.3	First Amendment to the Shareholder Agreement dated as of November 1, 1999, among Vail Resorts, Inc., Ralcorp Holdings, Inc., as successor to Ralston Foods, Inc., and Apollo Ski Partners, L.P. (Incorporated by reference to Exhibit 10.17(b) to the report on Form 10-Q of Vail Resorts, Inc. (SEC File No. 001-09614) for the quarter ended January 31, 2000).
99.4	Termination Agreement, dated as of October 5, 2004, by and among Vail Resorts, Inc., Ralcorp Holdings, Inc. and Apollo Ski Partners, L.P. (Incorporated by reference to Exhibit 99.6 to the report on Form 10-Q of Vail Resorts, Inc. (SEC File No. 001-09614) for the quarter ended October 31, 2004).
99.5	Forward Sale Agreement, dated as of October 31, 2005, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.5 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.6	Pledge Agreement, dated as of October 31, 2005, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.6 to Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 2, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.7	Joint Filing Agreement dated as of October 31, 2005 (Incorporated by reference to Exhibit 99.7 to Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 2, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.8	Supplemental Confirmation (Reference Number – 20378) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.8 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).

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- 99.9 Supplemental Confirmation (Reference Number – 20379) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.8 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.10 Forward Sale Agreement, dated as of March 22, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.10 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 13, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.11 Pledge Agreement, dated as of March 22, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.11 to Amendment No. 4 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 31, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.12 Supplemental Confirmation (Reference Number – 22087) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.12 to Amendment No. 5 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 1, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.13 Supplemental Confirmation (Reference Number – 22088) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.13 to Amendment No. 5 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 1, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.14 Forward Sale Agreement, dated as of October 20, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.14 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 13, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.15 Pledge Agreement, dated as of October 20, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.15 to Amendment No. 5 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 1, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.16 Supplemental Confirmation (Reference Number – 25078) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.16 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 13, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.17 Master Securities Lending Agreement, dated as of August 6, 2008, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.17 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 14, 2008 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
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- 99.18 Master Securities Lending Agreement, dated as of November 17, 2008, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.18 to Amendment No. 8 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 25, 2008 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.19 Master Securities Loan Agreement, dated as of February 23, 2009, by and between RH Financial Corporation and Bank of America, N.A. (relating to shares pledged in connection with the Confirmation dated as of March 22, 2006 and the Supplemental Confirmation dated as of April 19, 2006, Reference Number – 22088) (Incorporated by reference to Exhibit 99.19 to Amendment No. 9 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 26, 2009 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.20 Master Securities Loan Agreement, dated as of February 23, 2009, by and between RH Financial Corporation and Bank of America, N.A. (relating to shares pledged in connection with the Confirmation dated as of October 31, 2005 and the Supplemental Confirmation dated as of November 22, 2005, Reference Number – 20379) (Incorporated by reference to Exhibit 99.20 to Amendment No. 9 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 26, 2009 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.21 Master Securities Loan Agreement, dated as of February 23, 2009, by and between RH Financial Corporation and Bank of America, N.A. (relating to shares pledged in connection with the Supplemental Confirmation dated as of November 6, 2006, Reference Number – 25078) (Incorporated by reference to Exhibit 99.21 to Amendment No. 9 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 26, 2009 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.22 Rule 10b5-1 Early Settlement Plan and Agreement, dated as of March 31, 2009, by and between RH Financial Corporation and Bank of America, N.A.
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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.

**Ralcorp Holdings, Inc.**

June 24, 2009

By: /s/ Charles G. Huber, Jr.

Name: Charles G. Huber, Jr.

Title: Secretary

**RH Financial Corporation**

June 24, 2009

By: /s/ Charles G. Huber, Jr.

Name: Charles G. Huber, Jr.

Title: Secretary

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## Appendix 1

### Directors and Executive Officers of Ralcorp Holdings, Inc.

Set forth below with respect to each director and executive officer of Ralcorp are (a) his name and business address (unless another address is set forth, the business address of each person is 800 Market Street, St. Louis, Missouri 63101); (b) present principal employment or occupation and the name and (if not Ralcorp) principal business of any corporation or other organization in which such employment or occupation is carried on and the address of such corporation or other organization (which, unless another address is set forth, it is the same as the business address set forth for such person); and (c) the number of shares of the Issuer's Common Stock beneficially owned. Ralcorp believes the stock ownership information below is correct as of June 4, 2009. The information will be updated when amendments to this Schedule 13D are filed.

#### Directors

<u>Name/Address</u>	<u>Principal Employment/Occupation Information</u>	<u># Shares of Common Stock Beneficially Owned</u>
Bill G. Armstrong	Former Executive Vice President and Chief Operating Officer of Cargill Animal Nutrition, producer of animal feed products, and former Chief Operating Officer of Agribands International, Inc., producer of animal feed products.	0
David R. Banks	Private equity investor.	0
Jack W. Goodall	Private equity investor.	0
Kevin J. Hunt	Co-Chief Executive Officer and President of Ralcorp Holdings, Inc. and Chief Executive Officer of Bremner Food Group, Inc., producer of private label crackers and cookies, and Nutcracker Brands, Inc., producer of private label snack nuts and high quality chocolate products, Frozen Bakery Products, Inc., a producer of frozen griddle products and other frozen, pre-baked products, and The Carriage House Companies, Inc., producer and private label wet fill products.	0
David W. Kemper	Chairman, President and Chief Executive Officer of Commerce Bancshares, Inc. (a bank holding company).	0
Richard A. Liddy	Private equity investor.	0
Joe R. Micheletto	Vice-Chairman of the Board of Directors, and former Chief Executive Officer and President of Ralcorp Holdings, Inc.	46,846
J. Patrick Mulcahy	Chairman of the Board of Energizer Holdings, Inc.	0

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David P. Skarie	Co-Chief Executive Officer and President of Ralcorp Holdings, Inc. and Chief Executive Officer of Ralston Foods and Post Foods, producers of private label cereal.	0
William P. Stirtz	Private equity investor.	30,870
David R. Wenzel	Vice President Global Finance of Covidien Imaging	0

**Executive Officers**

<b><u>Name/Address</u></b>	<b><u>Principal Employment/Occupation Information</u></b>	<b><u># Shares of Common Stock Beneficially Owned</u></b>
Kevin J. Hunt	See above.	0
David P. Skarie	See above.	0
Thomas G. Granneman	Corporate Vice President and Controller	200
Charles G. Huber, Jr.	Corporate Vice President, General Counsel and Secretary	0
Richard R. Koulouris	Corporate Vice President and President of Bremner Food Group, Inc., Nutcracker Brands, Inc. and The Carriage House Companies, Inc.	0
Scott Monette	Corporate Vice President and Treasurer	0
Richard Scalise	Corporate Vice President, and President of Frozen Bakery Products, Inc.	0
Stephen Van Tassel	Corporate Vice President and President of Post Foods	0
Ronald D. Wilkinson	Corporate Vice President and President of Ralston Foods	0

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## EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Stock Purchase Agreement among Vail Resorts, Inc., Ralcorp Holdings, Inc., as successor to Ralston Foods, Inc., and Ralston Resorts, Inc. dated July 22, 1996 (Incorporated by reference to Exhibit 2.1 of the report on Form 8-K of Vail Resorts, Inc. (SEC File No. 001-09614) dated July 23, 1996).
99.2	Shareholder Agreement among Vail Resorts, Inc., Ralcorp Holdings, Inc., as successor to Ralston Foods, Inc., and Apollo Ski Partners, L.P. dated January 3, 1997 (Incorporated by reference to Exhibit 2.4 of the report on Form 8-K of Vail Resorts, Inc. (SEC File No. 001-09614) dated January 8, 1997).
99.3	First Amendment to the Shareholder Agreement dated as of November 1, 1999, among Vail Resorts, Inc., Ralcorp Holdings, Inc., as successor to Ralston Foods, Inc., and Apollo Ski Partners, L.P. (Incorporated by reference to Exhibit 10.17(b) to the report on Form 10-Q of Vail Resorts, Inc. (SEC File No. 001-09614) for the quarter ended January 31, 2000).
99.4	Termination Agreement, dated as of October 5, 2004, by and among Vail Resorts, Inc., Ralcorp Holdings, Inc. and Apollo Ski Partners, L.P. (Incorporated by reference to Exhibit 99.6 to the report on Form 10-Q of Vail Resorts, Inc. (SEC File No. 001-09614) for the quarter ended October 31, 2004).
99.5	Forward Sale Agreement, dated as of October 31, 2005, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.5 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.6	Pledge Agreement, dated as of October 31, 2005, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.6 to Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 2, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.7	Joint Filing Agreement dated as of October 31, 2005 (Incorporated by reference to Exhibit 99.7 to Amendment No. 2 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 2, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.8	Supplemental Confirmation (Reference Number – 20378) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.8 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.9	Supplemental Confirmation (Reference Number – 20379) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.8 to Amendment No. 3 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 30, 2005 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
99.10	Forward Sale Agreement, dated as of March 22, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.10 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 13, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).

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- 99.11 Pledge Agreement, dated as of March 22, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.11 to Amendment No. 4 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 31, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.12 Supplemental Confirmation (Reference Number – 22087) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.12 to Amendment No. 5 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 1, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.13 Supplemental Confirmation (Reference Number – 22088) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.13 to Amendment No. 5 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 1, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.14 Forward Sale Agreement, dated as of October 20, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.14 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 13, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.15 Pledge Agreement, dated as of October 20, 2006, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.15 to Amendment No. 5 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 1, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.16 Supplemental Confirmation (Reference Number – 25078) by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.16 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 13, 2006 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.17 Master Securities Lending Agreement, dated as of August 6, 2008, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.17 to Amendment No. 6 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on August 14, 2008 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.18 Master Securities Lending Agreement, dated as of November 17, 2008, by and between RH Financial Corporation and Bank of America, N.A. (Incorporated by reference to Exhibit 99.18 to Amendment No. 8 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on November 25, 2008 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.19 Master Securities Loan Agreement, dated as of February 23, 2009, by and between RH Financial Corporation and Bank of America, N.A. (relating to shares pledged in connection with the Confirmation dated as of March 22, 2006 and the Supplemental Confirmation dated as of April 19, 2006, Reference Number – 22088) (Incorporated by reference to Exhibit 99.19 to Amendment No. 9 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 26, 2009 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
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- 99.20 Master Securities Loan Agreement, dated as of February 23, 2009, by and between RH Financial Corporation and Bank of America, N.A. (relating to shares pledged in connection with the Confirmation dated as of October 31, 2005 and the Supplemental Confirmation dated as of November 22, 2005, Reference Number – 20379) (Incorporated by reference to Exhibit 99.20 to Amendment No. 9 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 26, 2009 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.21 Master Securities Loan Agreement, dated as of February 23, 2009, by and between RH Financial Corporation and Bank of America, N.A. (relating to shares pledged in connection with the Supplemental Confirmation dated as of November 6, 2006, Reference Number – 25078) (Incorporated by reference to Exhibit 99.21 to Amendment No. 9 to Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on March 26, 2009 with respect to the Common Stock of Vail Resorts, Inc. (SEC File No. 001-09614)).
- 99.22 Rule 10b5-1 Early Settlement Plan and Agreement, dated as of March 31, 2009, by and between RH Financial Corporation and Bank of America, N.A.

## RULE 10B5-1 EARLY SETTLEMENT PLAN AND AGREEMENT

The purpose of this Rule 10b5-1 Early Settlement Plan and Agreement (this “**Early Settlement Agreement**”), dated as of March 31, 2009, between Bank of America, N.A. (“**Party A**”) and RH Financial Corporation (“**Party B**”) is to set forth certain understandings and agreements between the parties relating to the potential early settlement of certain transactions, as described below.

WHEREAS, Party A and Party B are parties to the Specialized Term Appreciation Retention Sale (STARS) letter agreement dated as of October 31, 2005 (the “**October 31, 2005 Confirmation**”), the Specialized Term Appreciation Retention Sale (STARS) letter agreement dated as of March 22, 2006 (the “**March 22, 2006 Confirmation**”) and the Specialized Term Appreciation Retention Sale (STARS) letter agreement dated as of October 20, 2006 (the “**October 20, 2006 Confirmation**”) and, together with the October 31, 2005 Confirmation and the March 22, 2006 Confirmation, the “**Confirmations**”);

WHEREAS, Party A and Party B are parties to the Pledge Agreement dated as of October 31, 2005, the Pledge Agreement dated as of March 22, 2006 and the Pledge Agreement dated as of October 20, 2006;

WHEREAS, Party A and Party B have outstanding one Transaction (as defined in the October 31, 2005 Confirmation), as evidenced by a Supplemental Confirmation (as defined in, and under, the October 31, 2005 Confirmation) dated November 22, 2005 (Reference Number NY-20379), two Transactions (as defined in the March 22, 2006 Confirmation), as evidenced by Supplemental Confirmations (as defined in, and under, the March 22, 2006 Confirmation) each dated April 19, 2006 (Reference Numbers NY-22087 and NY-22088) and one Transaction (as defined in the October 20, 2006 Confirmation), as evidenced by a Supplemental Confirmation (as defined in, and under, the October 20, 2006 Confirmation) dated November 6, 2006 (Reference Number NY-25078) (collectively, the “**Transactions**”);

WHEREAS, each Confirmation provides for Early Settlement of Transactions thereunder; and

WHEREAS, Party A and Party B wish to effect an Early Settlement of each of the Transactions on the terms set forth in the respective Confirmations and the additional terms set forth in this Early Settlement Agreement (the “**Contemplated Early Settlements**”) if the conditions set forth in this Early Settlement Agreement are met.

NOW THEREFORE, in consideration of the mutual covenants and agreements set forth herein, and for other good and valuable consideration, the adequacy of which is hereby acknowledged, the parties agree as follows:

1. **Defined Terms.** Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the respective Confirmations.
  2. **Early Settlement.** If a Price Trigger Date occurs during the Potential Trigger Period, then, subject to the condition set forth in clause (ii) of the provision set forth opposite “Early Settlement” in each Confirmation, an Early Settlement shall occur
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simultaneously with respect to each Transaction, subject to Section 4(c) below. Notwithstanding any provision of any Confirmation to the contrary, following the occurrence of a Price Trigger Date (and satisfaction of the condition referred to in the immediately preceding sentence), the Calculation Agent shall (i) determine an Early Settlement Date for all Transactions, which date shall be the same date with respect to all Transactions, shall follow the conclusion of any hedging, hedge unwind or hedge adjustment activity by Party A or its affiliates in relation to the Contemplated Early Settlements and shall be no more than 20 Exchange Business Days after the Price Trigger Date, and (ii) determine the number of Contract Shares to be delivered for each Transaction pursuant to clause (iv) of the provisions set forth opposite "Early Settlement" in the each Confirmation. The Calculation Agent shall notify the parties of the Early Settlement Date and the number of Contract Shares to be delivered for each Transaction prior to such Early Settlement Date. For the avoidance of doubt, no Early Settlement shall take place except upon simultaneous Early Settlement of all Transactions in their entirety.

**"Price Trigger Date"** means the first Exchange Business Day during the Potential Trigger Period on which (i) no Market Disruption Event occurs and (ii) the Closing Price is equal to or greater than \$17.00.

**"Potential Trigger Period"** means the period from and including May 27, 2009, to and including September 27, 2009.

**"Closing Price"** means the closing price per Share on the Exchange at the close of trading of the regular trading session on the Exchange.

3. **Physical Settlement.** For the avoidance of doubt, the terms set forth opposite "Settlement" and "Automatic Physical Settlement" in each Confirmation shall apply as if the Early Settlement Date were the Settlement Date for each Transaction.

4. **Representations, Warranties and Agreements.**

(a) Party B hereby makes to Party A the representations, warranties and agreement set forth in Sections 3(a)(I)(i), (ii), (iii), (iv), (v), (vi), (vii), (xii), (xiv), (xv), (xvi) and (xviii) as if references therein to each Trade Date and each Effective Date were references to the date of this Early Settlement Agreement, references to each Confirmation and each Supplement Confirmation (and related references such as "hereof" or "herein") were references to this Early Settlement Agreement, references to each Transaction were references to the Contemplated Early Settlements and references to Party A's Initial Hedge were references to any hedging, hedge unwind or hedge adjustment activity by Party A or its affiliates in relation to the Contemplated Early Settlements.

(b) Each of Party A and Party B hereby makes to the other party the representations set forth in Sections 3(a), (b) and (c) of the Agreement as if references therein to the Agreement were references to this Early Settlement Agreement.

(c) Party A agrees that, if Party A or its affiliates sell any Shares in connection with Party A's hedging, hedge unwind or hedge adjustment activity in relation to the Contemplated Early Settlements, then such sales will be conducted in a manner

consistent with the volume and manner-of-sale requirements of Rule 144; *provided* that if the number of Shares that Party A would sell in connection with such activity would otherwise exceed the volume requirement of Rule 144, then no Transactions will be subject to Early Settlement hereunder.

5. **Indemnity.** For the avoidance of doubt, the parties acknowledge and agree that the provisions set forth in Section 3(e) of each Confirmation shall apply to this Early Settlement Agreement and the transactions contemplated hereby as if this Early Settlement Agreement were such Confirmation.

6. **Plan.** The parties intend that this Early Settlement Agreement shall constitute a binding contract or instruction satisfying the requirements of Rule 10b5-1(c) under the Exchange Act. How, when or whether Party A or any of its affiliates effects any transaction, and the price at which Party A or such affiliate effects any transaction, in connection with any hedging, hedge unwind or hedge adjustment activity of Party A or its affiliates in relation to the Contemplated Early Settlements shall be in Party A's reasonable good faith judgment, provided that Party A shall use its reasonable commercial efforts to complete the Contemplated Early Settlements as soon as commercially reasonably practicable following the Price Trigger Date using principles of best execution. Party B agrees that Party A shall have no responsibility to Party B of any kind with respect to the price at which Party A effects any such transaction, provided that Party A shall use principles of best execution. Any such transactions by Party A or its affiliates shall be executed without consultation with Party B. Without limiting the generality of the foregoing, from the date of this Early Settlement Agreement until the Early Settlement Date, Party B agrees that Party B and its affiliates, employees, agents and representatives shall not communicate with Party A or any of Party A's affiliates, employees, agents or representatives in any way regarding the Issuer, the Shares, any Transaction, the Contemplated Early Settlements or Party A's hedging, hedge unwind or hedge adjustment activities relating thereto; *provided* that Party B may (i) request from Party A from time to time information concerning the Transactions that would be provided in the ordinary course and Party A may provide such information, and (ii) consult with members of Party A's Legal Department with respect to any filing or other requirements in connection with the Contemplated Early Settlements. The parties further agree that subsequent to the date of this Early Settlement Agreement, Party B shall have no right to, and shall not attempt to, exercise any influence over how, when or whether Party A or any of its affiliates effects any such transactions.

7. **Governing Law.** This Early Settlement Agreement shall be governed by the laws of The State of New York without reference to the choice of law rules thereof. The parties hereto irrevocably submit to the non-exclusive jurisdiction of the Federal and state courts located in the Borough of Manhattan, in the City of New York in any suit or proceeding arising out of or relating to this Early Settlement Agreement or any transactions contemplated hereby.

8. **WAIVER OF RIGHT TO TRIAL BY JURY.** EACH PARTY HERETO HEREBY IRREVOCABLY WAIVES ANY AND ALL RIGHTS TO TRIAL BY JURY WITH RESPECT TO ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS EARLY SETTLEMENT AGREEMENT OR ANY TRANSACTION CONTEMPLATED HEREBY.

9. **Amendment or Waiver.** Notwithstanding anything to the contrary in the Agreement, any amendment or waiver of any provision of this Early Settlement Agreement must be effected in accordance with the requirements for the amendment of a “plan” as defined in Rule 10b5-1(c) under the Exchange Act. Any such amendment or waiver shall be made in good faith and not as part of a plan or scheme to evade the prohibitions of Rule 10b5-1 under the Exchange Act or other applicable securities laws. Party B agrees that it will not modify this Early Settlement Agreement at any time that it is aware of any material non-public information about the Issuer and/or the Shares.

10. **Counterparts.** This Early Settlement Agreement may be executed and delivered in counterparts (including by facsimile transmission), each of which will be deemed an original.

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IN WITNESS WHEREOF the parties have executed this Early Settlement Agreement on and with effect from the date specified first on the first page of this Early Settlement Agreement.

**BANK OF AMERICA, N.A.**

(Name of Party)

By: /s/ David Moran

Name: David Moran

Title: Authorized Signatory

Date: 3/31/09

**RH FINANCIAL CORPORATION**

(Name of Party)

By: /s/ Scott Monette

Name: Scott Monette

Title: President and Treasurer

Date: 3/31/09