

Trio Merger Corp.  
Form SC 13G/A  
February 14, 2013

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CUSIP No. 896697109

13G

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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. 1)\*

**Trio Merger Corp.**  
(Name of Issuer)

**Common Stock, Par Value \$0.0001 Per Share**  
(Title of Class of Securities)

**896697109**  
(CUSIP Number)

**December 31, 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)

\*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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CUSIP No. 896697109

1. NAMES OF REPORTING PERSONS

HighVista Strategies 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

690,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6. SHARED VOTING POWER

0

EACH  
REPORTING  
PERSON

7. SOLE DISPOSITIVE POWER

690,000

PERSON  
WITH

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

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CUSIP No. 896697109

1. NAMES OF REPORTING PERSONS

HighVista 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

690,000

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

6. SHARED VOTING POWER

0

EACH  
REPORTING  
PERSON

7. SOLE DISPOSITIVE POWER

690,000

PERSON  
WITH

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

OO

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1. NAMES OF REPORTING PERSONS

HighVista GP Limited Partnership

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		690,000
SHARES	6.	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	7.	SOLE DISPOSITIVE POWER
EACH		690,000
REPORTING	8.	SHARED DISPOSITIVE POWER
PERSON		
WITH		

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1. NAMES OF REPORTING PERSONS

HighVista I Limited Partnership

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

279,781

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

279,781

8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 896697109

1. NAMES OF REPORTING PERSONS

HighVista II Limited Partnership

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		230,916
SHARES	6.	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	7.	SOLE DISPOSITIVE POWER
EACH		230,916
REPORTING	8.	SHARED DISPOSITIVE POWER
PERSON		
WITH		

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1. NAMES OF REPORTING PERSONS

HighVista III, 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		107,167
SHARES	6.	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	7.	SOLE DISPOSITIVE POWER
EACH		107,167
REPORTING	8.	SHARED DISPOSITIVE POWER
PERSON		
WITH		

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 896697109

1. NAMES OF REPORTING PERSONS

HighVista V Limited Partnership

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 21,156

6. SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

7. SOLE DISPOSITIVE POWER

REPORTING PERSON

8. SHARED DISPOSITIVE POWER

WITH 21,156

21,156

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN



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1. NAMES OF REPORTING PERSONS

XL Re 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

Bermuda

	5.	SOLE VOTING POWER
NUMBER OF		50,980
SHARES	6.	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	7.	SOLE DISPOSITIVE POWER
EACH		50,980
REPORTING	8.	SHARED DISPOSITIVE POWER
PERSON		
WITH		

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 896697109

1. NAMES OF REPORTING PERSONS

Brian H. Chu

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		690,000
SHARES	6.	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	7.	SOLE DISPOSITIVE POWER
EACH		690,000
REPORTING	8.	SHARED DISPOSITIVE POWER
PERSON		
WITH		

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

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1. NAMES OF REPORTING PERSONS

André F. Perold

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		690,000
SHARES	6.	SHARED VOTING POWER
BENEFICIALLY		0
OWNED BY	7.	SOLE DISPOSITIVE POWER
EACH		690,000
REPORTING	8.	SHARED DISPOSITIVE POWER
PERSON		
WITH		

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

690,000

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

8.8%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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

Trio Merger Corp. (the Issuer )

**(b) Address of Issuer s Principal Executive Offices:**777 Third Avenue 37<sup>th</sup> Floor New York, New York 10017**Item****2.****(a) Name of Person Filing:**

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 HighVista I Limited Partnership ( HighVista I ), HighVista II Limited Partnership ( HighVista II ), HighVista III, Ltd. ( HighVista III ), HighVista V Limited Partnership ( HighVista V and, together with HighVista I, HighVista II and HighVista III the Funds ) and XL Re Ltd ( XL Ltd and, together with the Funds, the Direct Holders ):

- i. HighVista Strategies LLC, a Delaware limited liability company ( HighVista Strategies ) and investment manager to the Direct Holders;
- ii. HighVista GP Limited Partnership, a Delaware limited partnership ( HighVista GP ) and general partner of the Funds;
- iii. HighVista GP, LLC, a Delaware limited liability company ( HighVista LLC ) and the general partner of HighVista GP;
- iv. HighVista I, a Delaware limited partnership
- v. HighVista II, a Delaware limited partnership
- vi. HighVista III, a Cayman Islands company
- vii. HighVista V, a Delaware limited partnership
- viii. XL Ltd, a Bermuda company
- ix. Brian H. Chu, a manager of HighVista LLC and a manager of HighVista Strategies; and
- x. André F. Perold, a manager of HighVista LLC and a manager of HighVista Strategies.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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

For HighVista Strategies, HighVista GP, HighVista LLC, HighVista I, HighVista II and HighVista V:

John Hancock Tower, 50th Floor

200 Clarendon Street  
Boston, MA 02116

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For HighVista III:

Codan Trust Company (Cayman) Limited  
Century Yard, Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT, George Town,  
Grand Cayman, British West Indies

For XL Ltd:

Brian O Hara House  
One Bermudiana Road  
Hamilton HM08  
Bermuda

**(c) Citizenship:**

HighVista Strategies Delaware  
HighVista GP Delaware  
HighVista LLC Delaware  
HighVista I Delaware  
HighVista II Delaware  
HighVista III Cayman Islands  
HighVista V Delaware  
XL Ltd Bermuda  
Brian H. Chu United States  
André F. Perold United States

**(d) Title and Class of Securities:**

Common Stock, \$0.0001 par value per share (the Common Stock )

**(e) CUSIP No.:**

896697109

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;

(e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

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- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d- 1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d- 1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

**Item Ownership**

**4.**

For HighVista Strategies, HighVista GP, HighVista LLC, Mr. Chu and Mr. Perold:

(a) Amount Beneficially Owned:

690,000 shares of Common Stock

(b) Percent of Class:

8.8%

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

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

690,000

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

0

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

690,000

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

0

For HighVista I:



(a) Amount Beneficially Owned:

690,000 shares of Common Stock

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(b) Percent of Class:

8.8%

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

- (i) **Sole power to vote or to direct the vote:**  
279,781
- (v) **Shared power to vote or to direct the vote:**  
0
- (vi) **Sole power to dispose or to direct the disposition of:**  
279,781
- (vii) **Shared power to dispose or to direct the disposition of:**  
0

For HighVista II:

(a) Amount Beneficially Owned:

690,000 shares of Common Stock

(b) Percent of Class:

8.8%

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

- (i) **Sole power to vote or to direct the vote:**  
230,916
- (viii) **Shared power to vote or to direct the vote:**  
0
- (ix) **Sole power to dispose or to direct the disposition of:**  
230,916
- (x) **Shared power to dispose or to direct the disposition of:**

0

For HighVista III:

(a) Amount Beneficially Owned:

690,000 shares of Common Stock

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(b) Percent of Class:

8.8%

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

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

107,167

(xi) **Shared power to vote or to direct the vote:**

0

(xii) **Sole power to dispose or to direct the disposition of:**

107,167

(xiii) **Shared power to dispose or to direct the disposition of:**

0

For HighVista V:

(a) Amount Beneficially Owned:

690,000 shares of Common Stock

(b) Percent of Class:

8.8%

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

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

21,156

(xiv) **Shared power to vote or to direct the vote:**

0

(xv) **Sole power to dispose or to direct the disposition of:**

21,156

(xvi) **Shared power to dispose or to direct the disposition of:**

0

For XL Ltd:

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**CUSIP No. 896697109**

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(a) Amount Beneficially Owned:

690,000 shares of Common Stock

(b) Percent of Class:

8.8%

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

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

50,980

(xvii) **Shared power to vote or to direct the vote:**

0

(xviii) **Sole power to dispose or to direct the disposition of:**

50,980

(xix) **Shared power to dispose or to direct the disposition of:**

0

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

**5.**

Not applicable.

**Item Ownership of more than Five Percent on Behalf of Another Person.**

**6.**

Not applicable.

**Item Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.**

**7.**

Not applicable.

**Item Identification and classification of members of the group.**

**8.**

See Exhibit 2.

**Notice of Dissolution of Group.**

**Item  
9.**

Not applicable.

**Item  
10. Certifications**

(a) **Not applicable.**

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**CUSIP No. 896697109**  
SIGNATURE

**13G**

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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.

Dated: February 14, 2013

HIGHVISTA STRATEGIES, LLC

By: /s/ Brian H. Chu  
Name: Brian H. Chu  
Title: Manager

HIGHVISTA GP, LLC

By: /s/ Brian H. Chu  
Name: Brian H. Chu  
Title: Manager

HIGHVISTA GP LIMITED PARTNERSHIP

By: HighVista GP, LLC  
By: /s/ Brian H. Chu  
Name: Brian H. Chu  
Title: Manager

HIGHVISTA I LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership  
By: HighVista GP, LLC  
By: /s/ Brian H. Chu  
Name: Brian H. Chu  
Title: Manager

HIGHVISTA II LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership  
By: HighVista GP, LLC  
By: /s/ Brian H. Chu  
Name: Brian H. Chu  
Title: Manager

HIGHVISTA III, LTD.

By: /s/ Brian H. Chu  
Name: Brian H. Chu  
Title: Director

HIGHVISTA V LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership  
By: HighVista GP, LLC  
By: /s/ Brian H. Chu  
Name: Brian H. Chu  
Title: Manager





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XL RE LTD

By: /s/ Simon Rich

Name: Simon Rich

Title: Director

/s/ Brian H. Chu

Brian H. Chu

/s/ André F. Perold

André F. Perold

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Exhibit 1

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

Exhibit 2

Item 8 Information

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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 that such information is inaccurate.

Date: February 14, 2013

HIGHVISTA STRATEGIES, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA GP LIMITED PARTNERSHIP

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA I LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA II LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

HIGHVISTA III, LTD.

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Director



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HIGHVISTA V LIMITED PARTNERSHIP

By: HighVista GP Limited Partnership

By: HighVista GP, LLC

By: /s/ Brian H. Chu

Name: Brian H. Chu

Title: Manager

XL RE LTD

By: /s/ Simon Rich

Name: Simon Rich

Title: Director

/s/ Brian H. Chu

Brian H. Chu

/s/ André F. Perold

André F. Perold

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Exhibit 2

Item 8 Information

1. HighVista Strategies LLC  
HighVista GP, LLC  
HighVista GP Limited Partnership  
HighVista I Limited Partnership  
HighVista II Limited Partnership  
HighVista III, Ltd.  
HighVista V Limited Partnership  
XL Re Ltd  
Brian H. Chu  
André F. Perold
-