

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These shares represent Performance Stock Units that vested on October 10, 2018. On December 9, 2018, the Compensation Committee determined and certified the number of shares to be paid.

(2) Securities held by Brian Modoff & Terry Modoff TTEES the Modoff Family Rev Trust uad 6/22/01 AMD & RSTD 12/3/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.