

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 November 9, 2014. On November 30, 2014, the Compensation Committee certified the number of shares payable based on the performance vesting conditions.

(2) Securities held by Donald J. Rosenberg and Stacy K. Rosenberg, Trustees of the Rosenberg Family Trust dated October 18, 2011.

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.