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7. Nature of Indirect Beneficial Ownership (Instr. 4)	
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## **Explanation of Responses:**

1. Conversion occurs on a one-for-one basis.

2. These units represent Restricted Stock Units issuable to the Reporting Person as a dividend equivalency payment with respect to Restricted Stock Units previously issued to the Reporting Person which vest 1/4 per year beginning one year from the grant date. The Restricted Stock Units reported herein shall vest on the same date and under the same terms as the underlying Restricted Stock Units with respect of which these dividend equivalency units vest.

3. This grant does not have an expiration date

4. These units represent Restricted Stock Units issuable to the Reporting Person as a dividend equivalency payment with respect to Restricted Stock Units previously issued to the Reporting Person which vest 50% on the second anniversary of the grant date and the remaining 50% will vest on the third anniversary of the grant date. The Restricted Stock Units reported herein shall vest on the same date and under the same terms as the underlying Restricted Stock Units with respect of which these dividend equivalency units vest.

5. These units represent Restricted Stock Units issuable to the Reporting Person as a dividend equivalency payment with respect to Restricted Stock Units previously issued to the Reporting Person which vest 1/3 per year beginning one year from the grant date. The Restricted Stock Units reported herein shall vest on the same date and under the same terms as the underlying Restricted Stock Units with respect of which these dividend equivalency units vest.



\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

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