



Explanation of Responses:

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

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

The Reporting Person cashlessly exercised the stock options which were expiring in September 2019. The exercise of the stock options was exempt under Rule 16b-6 and the right of the (1) Reporting Person to direct that the shares be withheld in payment of the exercise price was approved in advance by a Committee of the Issuer's Board of Directors in accordance with Rule 16b-3(d).

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