



\* 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).

- Represents restricted shares received from the conversion of notional units. Based on the share price targets achieved, each notional unit was converted into .6575 restricted common
- (1) shares. 50% of the shares vest on January 2, 2017 and the remaining 50% will vest on January 2, 2018, contingent upon continued employment with the Company through the vesting dates.
- (2) Represents notional units, each of which converted into .6575 restricted common shares based on the Company's share price appreciation inclusive of all dividends (TSR), and its TSR relative to its peer group, over the three-year measurement period from January 1, 2014 through December 31, 2016.
- With respect to 70% of the notional units (the Absolute Portion), 33.33% of this portion of the award would be earned if the Company's aggregate TSR equaled 25% over the three-year measurement period, 66.67% of the award would be earned if the Company's TSR equaled 30%, and 100% of this portion of the award would be earned if the Company's TSR equaled or exceeded 35%. With respect to 30% of the notional units (the Relative Portion), 33.33% of this portion of the award would be earned if the Company's TSR was in the 50th percentile of its peer group over the three-year measurement period, 66.67% of this portion of the award would be earned if the Company's TSR was in the 60th percentile of its peer group during this period, and 100% of this portion of the award would be earned if the Company's TSR was in the 70th percentile of its peer group or greater during this period.
- (3)
- (4) 93.9% of the Absolute Portion was actually earned and none of the Relative Portion was earned. The notional units convert on a pro-rata basis by linear interpolation between share price appreciation thresholds.

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.