



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).

The price is a weighted average price. These shares were sold in multiple transactions ranging from \$47.967 to \$48.480, inclusive. The reporting person undertakes to provide to the

(1) Securities and Exchange Commission, the Issuer, or any security holder of the Issuer, upon request, full information regarding the number of shares sold at each separate price within the range.

(2) The number of shares reported as held in the reporting person's 401(k) plan is

400,000

POWER OF ATTORNEY

Know all by these presents, that the undersigned
hereby constitutes a