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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).

Pursuant to the terms of a governance agreement with the Issuer, on January 28, 2013, the Reporting Person irrevocably exercised, subject to the expiration or termination of the waiting period under the Hart-Scott-Rodino Act-Sc

(1)