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Explanation of Responses:

(1) The stock options are fully vested.

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

/s/ David A. Groshoff

**Signature of

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

David A. Groshoff

Potential persons who are to respond to the collection of information contained in this form are required to respond unless the form displays a currently valid OMD Number.