

Carol A. Roell As Attorney-In-Fact for Edward B. Cloues, II	01/04/2012
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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).

(1) Restricted stock units are entitled to dividend equivalent rights, which accrue on dividend record dates.

(2) These stock units vest on the date of grant, but delivery of the underlying shares will not occur until the later of one year from the date of the grant, or the six month anniversary of the date that the applicable director ceases to be a member of the Board of Directors. Stock units are entitled to dividend equivalent rights which accrue on dividend record date.

(3) Conversion or Exercise Price of Derivative Securities is 1-for-1.

(4) This amount represents the cumulative total of all Restricted Stock Units (deferred stock awards) granted to reporting person. This cumulative total does not represent additional Restricted Stock Units granted to the reporting person, but is merely a total of all awards reported separately on this SEC Form 4.

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.