



/s/ Linda C. Frazier, as attorney-in-fact		03/22/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) Includes 43 shares issued to the reporting person in connection with the reinvestment of cash dividends declared by the company effective March 20, 2013.
- (2) The rights accrued when and as the cash dividends were reinvested in securities and are exercisable and expire on the same terms as the securities to which they relate.
- (3) Represents 3,116 restricted stock units ("RSUs") originally granted May 17, 2011, along with additional RSUs issued in connection with subsequently declared cash dividends.
- (4) Represents 2,712 RSUs originally granted May 18, 2012, along with additional RSUs issued in connection with subsequently declared cash dividends.

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.