

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) Reflects a payout of performance shares for the 2017-2019 performance period earned under the Issuer's 2015 Equity and Incentive Compensation Plan, as amended.

(2) Reflects the mandatory surrender of 12,522 shares underlying performance shares and 7,285 shares underlying restricted share units in payment of the related tax liability incurred on January 23, 2020.

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.

LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned hereby constitutes and appoints James D. Graham, Adam D. Munson and Madeline M. Costanzo and each of them, as the true and lawful attorn
The undersigned acknowledges that neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange
This Power of Attorney shall remain in full force and effect as long as the undersigned is subject to the reporting requirements of Section 16 with respect to the undersigned's holdings and
IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of October, 2019.

/s/ James D. Graham
James D. Graham, Executive Vice President, Chief Legal Officer & Secretary