



**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)	4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Date Exercisable and Expiration Date (Month/Day/Year)	6. Title or Underlying Security (Instr. 3 and 4)	7. Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
<a href="#">Levin Basely Partners LLC</a>												
(Last)		(First)	(Middle)									
595 MADISON AVENUE												
17TH FLOOR												
(Street)				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NEW YORK		NY	10022									
(City)		(State)	(Zip)									

1. Name and Address of Reporting Person\*  
[LE Partners Holdings LLC](#)

(Last) (First) (Middle)  
 138 CONANT STREET  
 (Street)  
 BEVERLY MA 01915  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LE Partners Holdings II LLC](#)

(Last) (First) (Middle)  
 138 CONANT STREET  
 (Street)  
 BEVERLY MA 01915  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LE Partners Holdings III LLC](#)

(Last) (First) (Middle)  
 138 CONANT STREET  
 (Street)  
 BEVERLY MA 01915  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LE Partners Holdings IV LLC](#)

(Last) (First) (Middle)  
 138 CONANT STREET  
 (Street)  
 BEVERLY MA 01915  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Crate Darrell W](#)

(Last) (First) (Middle)  
 138 CONANT STREET  
 (Street)  
 BEVERLY MA 01915

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Kalichstein Avshalom</a>		
(Last)	(First)	(Middle)
138 CONANT STREET		
(Street)		
BEVERLY	MA	01915
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Murphy John W</a>		
(Last)	(First)	(Middle)
595 MADISON AVENUE 17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">LEVIN CAPITAL STRATEGIES, L.P.</a>		
(Last)	(First)	(Middle)
595 MADISON AVENUE 17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 4 is being jointly filed by Levin Easterly Partners LLC ("Levin Easterly"), LE Partners Holdings LLC ("LEPH"), LE Partners Holdings II LLC ("LEPH II"), LE Partners Holdings III LLC ("LEPH III"), LE Partners Holdings IV LLC ("LEPH IV"), Darrell Crate ("Mr. Crate"), Avshalom Kalichstein ("Mr. Kalichstein"), John Murphy ("Mr. Murphy"), and Levin Capital Strategies, LP ("LCS") (collectively, the "Reporting Persons").
2. The Reporting Persons are passive investors in the Issuer and are voluntarily filing this Form 4 as a result of acquiring over 10% of the Issuer's outstanding shares of Common Stock. The Reporting Persons have not acquired the shares with a purpose or effect of changing or influencing control of the Issuer. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be construed as an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any of the securities reported herein under Section 16 or otherwise. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.
3. Shares held in certain separately managed accounts (the "LEP Managed Accounts"). Levin Easterly, as the investment manager to the LEP Managed Accounts, may be deemed to beneficially own such shares. Levin Easterly does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the LEP Managed Accounts as Levin Easterly receives an asset-based management fee for serving as investment manager to the LEP Managed Accounts, except that with respect to 110,601 shares held in the LEP Managed Accounts, Levin Easterly receives a performance-based incentive fee. The performance-based incentive fee Levin Easterly receives also does not constitute a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act, as such fee is based on the performance of the overall account, over a period of one year or more, and the shares of the Issuer held in such accounts constitute not more than 10% of the market value thereof.
4. For the reasons set forth above in footnote 3, none of LEPH, LEPH II, LEPH III, LEPH IV, Mr. Crate, Mr. Kalichstein and Mr. Murphy have a reportable pecuniary interest in the shares held in the LEP Managed Accounts.
5. Shares held in a certain separately managed account (the "LCS Managed Account"). LCS, as the investment manager to the LCS Managed Account, may be deemed to beneficially own such shares. LCS does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the LCS Managed Account as LCS receives an asset-based management fee for serving as investment manager to the LCS Managed Account.
6. For the reasons set forth above in footnote 5, Mr. Murphy does not have a reportable pecuniary interest in the shares held in the LCS Managed Account.
7. The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$11.295 and \$11.405. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
8. The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$11.485 and \$11.505. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
9. The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$11.50 and \$11.51. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
10. The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$11.470 and \$11.535. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

[Levin Easterly Partners; By: /s/ 07/19/2019  
Darrell Crate, Chairman](#)

[LE Partners Holdings LLC;  
By: /s/ Darrell Crate, Managing 07/19/2019  
Director](#)

[LE Partners Holdings II LLC;  
By: /s/ Darrell Crate, Managing 07/19/2019  
Director](#)

[LE Partners Holdings III LLC; 07/19/2019  
By: /s/ Darrell Crate, Managing](#)

Director

LE Partners Holdings IV LLC;

By: /s/ Darrell Crate, Managing 07/19/2019

Director

/s/ Darrell Crate 07/19/2019

/s/ Avshalom Kalichstein 07/19/2019

/s/ John Murphy 07/19/2019

Levin Capital Strategies, LP;

By: /s/ John A. Levin, Chief 07/19/2019

Executive Officer

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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

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