

/s/ George M. Marcus	12/06/2016
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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) Pro rata distribution by Phoenix Investments Holdings LLC, to unitholders, including Mr. Marcus.

Mr. Marcus is the sole member and manager of Ionian Investments Manager LLC, which is the non-member manager of Phoenix, and beneficially owns 98.4% of its

(2) membership interests. Mr. Marcus has voting and investment power with respect to the shares held by Phoenix. Mr. Marcus disclaims beneficial ownership of shares held by Phoenix except to the extent of his pecuniary interest therein.

(3) Gift of shares to charitable foundation.

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.