



**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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Total Return Equity Swap (1) (2) (3)	\$ 52.5	08/02/2012		X/K <sup>(1)</sup>		120,188		08/02/2012 <sup>(1)</sup>	09/17/2018 <sup>(1)</sup>	Common Stock	120,188	\$ 16.5972 <sup>(1)</sup>	0	I	See Footnotes (2) (3)
Total Return Equity Swap (2) (3) (1)	\$ 52.5	08/02/2012		X/K <sup>(1)</sup>		36,180		08/02/2012 <sup>(1)</sup>	09/17/2018 <sup>(1)</sup>	Common Stock	36,180	\$ 9.8398 <sup>(1)</sup>	0	I	See Footnotes (2) (3)
Total Return Equity Swap (1) (2) (3)	\$ 52.5	08/02/2012		X/K <sup>(1)</sup>		128,400		08/02/2012 <sup>(1)</sup>	09/17/2018 <sup>(1)</sup>	Common Stock	128,400	\$ 9.0019 <sup>(1)</sup>	0	I	See Footnotes (2) (3)

**Explanation of Responses:**

- On August 2, 2012, MSD SBI, L.P. ("MSD SBI") exercised its right to terminate and close out of each of its cash-settled total equity swap agreements ("Swaps") with Citibank, NA New York entered into on September 17, 2008, October 28, 2008 and November 20, 2008, respectively, covering an aggregate of 284,768 shares of the Issuer's Common Stock. The Swaps were settled at a price of \$52.50.
- Represents securities owned by MSD SBI, MSD Capital, L.P. ("MSD Capital") is the general partner of MSD SBI and may be deemed to beneficially own securities owned by MSD SBI. MSD Capital Management LLC ("MSD Capital Management") is the general partner of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Michael S. Dell is the controlling member of MSD Capital Management and may be deemed to beneficially own securities owned by MSD Capital Management. Each of Messrs. Dell, Fuhrman, Phelan and Lisker disclaims beneficial ownership of such securities except to the extent of any pecuniary interest therein. The Reporting Person is an employee of MSD Capital and may be deemed to beneficially own securities owned by MSD Capital.
- The Reporting Person states that neither the filing of this statement nor anything herein shall be deemed an admission that such person is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any securities covered by this statement. The Reporting Person disclaims beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such person in such securities.

/s/ Howard M. Berk

08/06/2012

\*\* 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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