

The Company held its 2014 annual stockholders' meeting on May 21, 2014. There were 54,621,108 shares of common stock outstanding and entitled to be voted, and 50,035,386 of those shares (91.60% of the outstanding shares) were represented in person or by proxy, at the Annual Meeting. The following is a summary of the proposals that were submitted to the stockholders for approval and a tabulation of votes with respect to each proposal:

#### Proposal 1 — Election of Ten Directors

The results of the voting on the election of directors are set forth below. There were 6,486,089 broker non-votes (11.87% of the outstanding shares) for each director on this proposal.

Nominee	Votes For (% of voted shares)	Votes Withheld (% of voted shares)
John A. Addison, Jr.	43,450,119 (99.77%)	99,178 (0.23%)
Joel M. Babbit	43,367,304 (99.58%)	181,993 (0.42%)
P. George Benson	43,366,486 (99.58%)	182,811 (0.42%)
Gary L. Crittenden	42,962,895 (98.65%)	586,402 (1.35%)
Cynthia N. Day	42,831,469 (98.35%)	717,828 (1.65%)
Mark Mason	43,371,399 (99.59%)	177,898 (0.41%)
Robert F. McCullough	43,535,489 (99.97%)	13,808 (0.03%)
Beatriz R. Perez	43,535,045 (99.97%)	14,252 (0.03%)
D. Richard Williams	42,790,498 (98.26%)	758,799 (1.74%)
Barbara A. Yastine	43,533,078 (99.96%)	16,219 (0.04%)

Accordingly, each of the ten nominees received a plurality of the votes cast in favor of that director's election and was elected.

#### Proposal 2 — Non-Binding Approval of Named Executive Officer Compensation (Say-on-Pay)

The results of the voting on the Say-on-Pay proposal are set forth below. There were 6,486,089 broker non-votes (11.87% of the outstanding shares) on this proposal.

Votes For (% of voted shares)	Votes Against (% of voted shares)	Abstentions (% of outstanding shares)
43,317,062 (99.46%)	210,459 (0.48%)	21,776 (0.05%)

**Proposal 3 — Ratification of the Appointment of KPMG LLP as Our Independent Registered Public Accounting Firm**

<b>Votes For</b> <b>(% of voted shares)</b>	<b>Votes Against</b> <b>(% of voted shares)</b>	<b>Abstentions</b> <b>(% of outstanding shares)</b>	<b>Broker Non-Votes</b>
49,840,672 (99.61%)	186,200 (0.37%)	8,514 (0.01%)	n/a

Accordingly, at least a majority of votes cast on the ratification of auditors were in favor of the proposal and the appointment of KPMG as independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified.