

MATERION Corp  
Form 10-K/A  
March 10, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-15885

MATERION CORPORATION

(Exact name of Registrant as specified in its charter)

Ohio

(State or other jurisdiction of  
incorporation or organization)

34-1919973

(I.R.S. Employer  
Identification No.)

6070 Parkland Blvd.,  
Mayfield Heights, Ohio

(Address of principal executive offices)

44124

(Zip Code)

Registrant's telephone number, including area code  
216-486-4200

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Common Stock, no par value

Securities registered pursuant to Section 12(g) of the Act:

None

Name of Each Exchange on Which Registered  
New York Stock Exchange

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of common shares, no par value, held by non-affiliates of the registrant (based upon the closing sale price on the New York Stock Exchange) on July 3, 2015 was \$692,971,291.

As of February 18, 2016, there were 20,006,999 common shares, no par value, outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the proxy statement for the annual meeting of shareholders to be held on May 4, 2016 are incorporated by reference into Part III.

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MATERION CORPORATION

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Signatures

Exhibit 23

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Explanatory Note

Materion (the "Company") is filing this amendment ("Amendment No. 1") to its Annual Report on Form 10-K for the fiscal year ended December 31, 2015 filed with the Securities and Exchange Commission on February 25, 2016 (the "Original Form 10-K") solely to correct Exhibit 23 to the Original Form 10-K. Exhibit 23 has been revised to include a conformed signature, which was inadvertently omitted from the Original Form 10-K. Additionally, Exhibit 23 of the Original Form 10-K has been revised to correct a typographical error relating to a report date.

Except as set forth above and the filing of the currently dated certifications of our Chief Executive Officer and Chief Financial Officer, no changes have been made to the Original Form 10-K or the remaining exhibits filed therewith. As such, this Amendment No. 1 should be read in conjunction with the Original Form 10-K. The information in this Amendment No. 1 does not reflect events occurring subsequent to the filing of the Original Form 10-K.

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements and Supplemental Information

The financial statements are incorporated herein by reference to the Annual Report on Form 10-K filed on February 25, 2016.

(a) 2. Financial Statement Schedules

The following consolidated financial information for the years ended December 31, 2015, 2014, and 2013 is incorporated herein by reference to the Annual Report on Form 10-K filed on February 25, 2016:

Schedule II — Valuation and qualifying accounts.

All other schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission are not required under the related instructions or are inapplicable, and therefore have been omitted.

(a) 3. Exhibits

All documents referenced below were filed pursuant to the Exchange Act by Materion Corporation, file number 001-15885, unless otherwise noted.

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- (3a) Amended and Restated Articles of Incorporation of Materion Corporation (filed as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the period ended on June 27, 2014), incorporated herein by reference.
- (3b) Amended and Restated Code of Regulations (filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 27, 2014), incorporated herein by reference.
- (4a) Indenture Modification between Toledo-Lucas County Port Authority, dated as of May 30, 2003 (filed as Exhibit 4 to the Company's Quarterly Report on Form 10-Q for the period ended June 27, 2003), incorporated herein by reference.
- (4b) Pursuant to Regulation S-K, Item 601(b)(4), the Company agrees to furnish to the Securities and Exchange Commission, upon its request, a copy of the instruments defining the rights of holders of long-term debt of the Company that are not being filed with this report.
- (4c) Second Amended and Restated Credit Agreement dated June 20, 2013, among Materion Corporation, Materion Advanced Materials Technologies and Services Netherlands B.V., JPMorgan Chase Bank, N.A. and other lenders from time to time party thereto (filed as Exhibit 10.1 to the Company's Form 8-K filed on June 25, 2013), incorporated herein by reference.
- (4d) Amendment No. 1 to the Second Amended and Restated Credit Agreement dated December 18, 2015, among Materion Corporation, Materion Advanced Materials Technologies and Services Netherlands B.V., JPMorgan Chase Bank, N.A. and other lenders from time to time party thereto (filed as Exhibit 10.1 to the Company's Form 8-K filed on December 21, 2015), incorporated herein by reference.
- (4e) Third Amended and Restated Precious Metals Agreement dated October 1, 2010, between Brush Engineered Materials Inc. and other borrowers and The Bank of Nova Scotia (filed as Exhibit 4.2 to the Company's Form 8-K filed on October 4, 2010), incorporated herein by reference.
- (4f) Amendment No. 1 to the Third Amended and Restated Precious Metals Agreement dated March 31, 2011, among Materion Corporation and other borrowers and The Bank of Nova Scotia (filed as Exhibit 10.1 to the Company's Form 8-K filed on April 6, 2011), incorporated herein by reference.
- (4g) Amendment No. 2 to the Third Amended and Restated Precious Metals Agreement dated August 18, 2011, among Materion Corporation and other borrowers and The Bank of Nova Scotia (filed as Exhibit 10.1 to the Company's Form 8-K filed on August 22, 2011), incorporated herein by reference.
- (4h) Amendment No. 3 to the Third Amended and Restated Precious Metals Agreement dated October 17, 2011, among Materion Corporation and other borrowers and The Bank of Nova Scotia (filed as Exhibit 10.1 to the Company's Form 8-K filed on October 18, 2011), incorporated herein by reference.
- (4i) Amendment No. 4 to the Third Amended and Restated Precious Metals Agreement dated September 13, 2013, among Materion Corporation and other borrowers and The Bank of Nova Scotia (filed as Exhibit 10.1 to the Company's Form 8-K filed on September 18, 2013), incorporated herein by reference.
- (4j) Amendment No. 5 to the Third Amended and Restated Precious Metals Agreement dated January 13, 2015, among Materion Corporation and other borrowers and The Bank of Nova Scotia (filed as Exhibit 4u to the Company's Annual Report on Form 10-K for the year ended December 31, 2014), incorporated herein by reference.
- (4k) Amendment No. 6 to the Third Amended and Restated Precious Metals Agreement dated April 10, 2015, among Materion Corporation and other borrowers and The Bank of Nova Scotia (filed as Exhibit 4.1 to the Company's Form 10-Q for the period ended April 3, 2015), incorporated herein by reference.
- (10a) Form of Indemnification Agreement entered into by the Company and its executive officers (filed as Exhibit 10a to the Company's Annual Report on Form 10-K for the year ended December 31, 2008), incorporated herein by reference.
- (10b) Form of Indemnification Agreement entered into by the Company and its directors (filed as Exhibit 10b to the Company's Annual Report on Form 10-K for the year ended December 31, 2008), incorporated herein by reference.
- (10c)\* Amended and Restated Form of Severance Agreement for Executive Officers (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended June 27, 2008), incorporated herein by

reference.

(10d)\* Amended and Restated Severance Agreement, dated May 4, 2011 (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended July 1, 2011), incorporated herein by reference.

(10e)\* Amended and Restated Form of Severance Agreement for Key Employees (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended June 27, 2008), incorporated herein by reference.

(10f)\*# Form of Severance Agreement for Key Employees.

(10g)\* Form of Executive Insurance Agreement entered into by the Company and certain employees dated January 2, 2002 (filed as Exhibit 10g to the Company's Annual Report on Form 10-K for the year ended December 31, 1994), incorporated herein by reference.

(10h)\* Form of Trust Agreement between the Company and Key Trust Company of Ohio, N.A. (formerly Ameritrust Company National Association) on behalf of the Company's executive officers (filed as Exhibit 10e to the Company's Annual Report on Form 10-K for the year ended December 31, 1994), incorporated herein by reference.

- (10i)\* 2015 Management Incentive Plan (filed as Exhibit 10i to the Company's Annual Report on Form 10-K filed for the year ended December 31, 2015), incorporated herein by reference.
- (10j)\*# 2016 Management Incentive Plan.
- (10k)\* Amended and Restated 2006 Stock Incentive Plan (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended June 27, 2008), incorporated herein by reference.  
Amended and Restated Materion Corporation 2006 Stock Incentive Plan (as Amended and Restated as of May 4, 2011) (filed as Exhibit 10.1 to the Registrant's Form 8-K filed on May 5, 2011), incorporated herein by reference.
- (10l)\* Amended and Restated Materion Corporation 2006 Stock Incentive Plan (as Amended and Restated as of May 7, 2014) (filed as Exhibit 4.4 to the Registration Statement on Form S-8 (Registration No. 333-195762), incorporated herein by reference.
- (10m)\* Form of 2012 Restricted Stock Units Agreement (Cash-Settled) (filed as Exhibit 10aa to the Company's Annual Report on Form 10-K for the year ended December 31, 2012), incorporated herein by reference.
- (10n)\* Form of 2012 Restricted Stock Units Agreement (Stock-Settled) (filed as Exhibit 10ab to the Company's Annual Report on Form 10-K for the year ended December 31, 2012), incorporated herein by reference.
- (10o)\* Form of 2012 Performance-Based Restricted Stock Units and Performance Shares Agreement (Cash-settled) (filed as Exhibit 10ad to the Company's Annual Report on Form 10-K for the year ended December 31, 2012), incorporated herein by reference.
- (10p)\* Form of 2012 Performance-Based Restricted Stock Units and Performance Shares Agreement (Stock-settled) (filed as Exhibit 10ae to the Company's Annual Report on Form 10-K for the year ended December 31, 2012), incorporated herein by reference.
- (10q)\* Form of 2014 Performance-Based Restricted Stock Units (Cash-settled) (filed as Exhibit 10y to the Company's Annual Report on Form 10-K for the year ended December 31, 2013), incorporated herein by reference.
- (10r)\* Form of 2014 Performance-Based Restricted Stock Units (Stock-settled) (filed as Exhibit 10z to the Company's Annual Report on Form 10-K for the year ended December 31, 2013), incorporated herein by reference.
- (10s)\* Form of 2016 Restricted Stock Units Agreement (Cash-settled).
- (10t)\*# Form of 2016 Restricted Stock Units Agreement (Stock-settled).
- (10u)\*# Form of 2016 Performance-Based Restricted Stock Units (Cash-settled).
- (10v)\*# Form of 2016 Performance-Based Restricted Stock Units (Stock-settled).
- (10w)\*# Form of 2006 Stock Appreciation Rights Agreement (filed as Exhibit 10.3 to the Current Report on Form 8-K filed by the Company on May 8, 2006), incorporated herein by reference.
- (10x)\* Form of 2007 Stock Appreciation Rights Agreement (filed as Exhibit 10.5 to Amendment No. 1 to the Current Report on Form 8-K filed by the Company on February 16, 2007), incorporated herein by reference.
- (10y)\* Form of 2008 Stock Appreciation Rights Agreement (filed as Exhibit 10an to the Company's Annual Report on Form 10-K for the year ended December 31, 2007), incorporated herein by reference.
- (10z)\* Form of 2009 Stock Appreciation Rights Agreement (filed as Exhibit 10ag to the Company's Annual Report on Form 10-K for the year ended December 31, 2008), incorporated herein by reference.
- (10aa)\* Form of 2010 Stock Appreciation Rights Agreement (filed as Exhibit 10ah to the Company's Annual Report on Form 10-K for the year ended December 31, 2009), incorporated herein by reference.
- (10ab)\* Form of 2011 Stock Appreciation Rights Agreement (filed as Exhibit 10.3 to the Company's Form 8-K filed on March 3, 2011), incorporated herein by reference.
- (10ac)\* Form of 2016 Stock Appreciation Rights Agreement.
- (10ad)\*# Materion Corporation Supplemental Retirement Benefit Plan (filed as Exhibit 10.1 to the Company's Form 8-K filed on September 19, 2011), incorporated herein by reference.
- (10ae)\* Amendment No. 1 to the Supplemental Retirement Benefit Plan (filed as Exhibit 10al to the Company's Annual Report on Form 10-K for the year ended December 31, 2012), incorporated herein by reference.
- (10af)\*

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- (10ag)\* Amendment No. 2 to the Supplemental Retirement Benefit Plan (filed as Exhibit 10ah to the Company's Annual Report on Form 10-K for the year ended December 31, 2013), incorporated herein by reference.
- (10ah)\* Key Employee Share Option Plan (filed as Exhibit 4.1 to the Registration Statement on Form S-8, Registration No. 333-52141, filed by Brush Wellman Inc. on May 5, 1998), incorporated herein by reference.
- (10ai)\* Amendment No. 1 to the Key Employee Share Option Plan (effective May 16, 2005) (filed as Exhibit 4b to Post-Effective Amendment No. 1 to Registration Statement on Form S-8, Registration No. 333-52141), incorporated herein by reference.
- (10aj)\* Amendment No. 2 to the Key Employee Share Option Plan dated June 10, 2005 (filed as Exhibit 10aw to the Company's Annual Report on Form 10-K for the year ended December 31, 2006), incorporated herein by reference.



- (10ak)\* Amendment No. 3 to the Key Employee Share Option Plan dated July 12, 2011 (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the period ended July 1, 2011), incorporated herein by reference.
- (10al)\* Amended and Restated Materion Corporation 2006 Non-employee Director Equity Plan (as Amended and Restated as of May 4, 2011) (filed as Appendix B to the Registrant's Proxy Statement filed on March 25, 2011), incorporated herein by reference.
- (10am)\* First Amendment to the 2006 Non-employee Director Equity Plan (as Amended and Restated as of May 4, 2011) (filed as Exhibit 10bb to the Company's Annual Report on Form 10-K for the year ended December 31, 2012), incorporated herein by reference.
- (10an)\* Amended and Restated Materion Corporation 2006 Non-employee Director Equity Plan (as Amended and Restated as of May 7, 2014) (filed as Exhibit 4.4 to the Registration Statement on Form S-8 (Registration No. 333-195761), incorporated herein by reference.
- (10ao)\* Amended and Restated Executive Deferred Compensation Plan II (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended March 28, 2008), incorporated herein by reference.
- (10ap)\* Amendment No. 1 to the Amended and Restated Executive Deferred Compensation Plan II (filed as Exhibit 10bf to the Company's Annual Report on Form 10-K for the year ended December 31, 2008), incorporated herein by reference.
- (10aq)\* Amendment No. 2 to the Amended and Restated Executive Deferred Compensation Plan II (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the period ended July 3, 2009), incorporated herein by reference.
- (10ar)\* Amendment No. 3 to the Amended and Restated Executive Deferred Compensation Plan II, dated July 6, 2011 (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the period ended July 1, 2011), incorporated herein by reference.
- (10as)\* Materion Corporation Restoration & Deferred Compensation Plan, dated March 4, 2015 (filed as Exhibit 10.1 to the Company's Form 8-K filed on March 10, 2015), incorporated herein by reference.
- (10at)\* Trust Agreement between the Company and Fidelity Investments dated September 26, 2006 for certain deferred compensation plans for Non-employee Directors of the Company (filed as Exhibit 99.4 to the Current Report on Form 8-K filed by the Company on September 29, 2006), incorporated herein by reference.
- (10au)\* Trust Agreement between the Company and Fidelity Management Trust Company, dated June 25, 2009 relating to the Executive Deferred Compensation Plan II (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended July 3, 2009), incorporated herein by reference.
- (10av) Trust Agreement between the Company and Fifth Third Bank N.A. dated September 25, 2006 relating to the Key Employee Share Option Plan (filed as Exhibit 99.3 to the Current Report on Form 8-K filed by the Company on September 29, 2006), incorporated herein by reference.
- (10aw) Lease dated as of October 1, 1996, between Brush Wellman Inc. and Toledo-Lucas County Port Authority (filed as Exhibit 10v to the Company's Annual Report on Form 10-K for the year ended December 31, 1996), incorporated herein by reference.
- (10ax) Amended and Restated Inducement Agreement with the Prudential Insurance Company of America dated May 30, 2003 (filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the period ended June 27, 2003), incorporated herein by reference.
- (10ay) Amended and Restated Supply Agreement between RWE Nukem, Inc. and Brush Wellman Inc. for the sale and purchase of beryllium products (filed as Exhibit 10 to the Company's Quarterly Report on Form 10-Q for the period ended September 26, 2003), incorporated herein by reference.
- (10az) Supply Agreement between the Defense Logistics Agency and Brush Wellman Inc. for the sale and purchase of beryllium products (filed as Exhibit 10tt to the Company's Annual Report on Form 10-K for the year ended December 31, 2004), incorporated herein by reference.
- (10ba) Asset Purchase Agreement by and between Williams Advanced Materials Inc. and Techni-Met, Inc. dated December 20, 2007 (filed as Exhibit 10bw to the Company's Annual Report on Form 10-K for the

year ended December 31, 2007), incorporated herein by reference.

(10bb) Consignment Agreement dated October 2, 2009 between Brush Engineered Materials Inc. and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.1 to the Company's Form 8-K on October 8, 2009), incorporated herein by reference.

(10bc) Amendment No. 1 to the Consignment Agreement dated October 2, 2009 between Brush Engineered Materials Inc. and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 99.1 to the Company's Form 8-K on March 12, 2010), incorporated herein by reference.

(10bd) Amendment No. 2 to the Consignment Agreement dated June 11, 2010 between Brush Engineered Materials Inc. and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 99.1 to the Company's Form 8-K filed on June 14, 2010), incorporated herein by reference.

- (10be) Amendment No. 3 to the Consignment Agreement dated September 30, 2010 between Brush Engineered Materials Inc. and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.1 to the Company's Form 8-K on October 4, 2010), incorporated herein by reference.
- (10bf) Amendment No. 4 to the Consignment Agreement dated November 10, 2010 between Brush Engineered Materials Inc. and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 99.1 to the Company's Form 8-K on November 12, 2010), incorporated herein by reference.
- (10bg) Amendment No. 5 to the Consignment Agreement dated March 7, 2011 between Brush Engineered Materials Inc. and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended April 1, 2011), incorporated herein by reference.
- (10bh) Amendment No. 6 to the Consignment Agreement dated September 13, 2011 between Materion Corporation and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.1 to the Company's Form 8-K filed on September 16, 2011), incorporated herein by reference.
- (10bi) Amendment No. 7 to the Consignment Agreement dated August 24, 2012 between Materion Corporation and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.1 to the Company's Form 8-K filed on August 31, 2012), incorporated herein by reference.
- (10bj) Amendment No. 8 to the Consignment Agreement dated October 1, 2013 between Materion Corporation and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.1 to the Company's Form 10-Q for the period ended September 26, 2014), incorporated herein by reference.
- (10bk) Amendment No. 9 to the Consignment Agreement dated July 23, 2014 between Materion Corporation and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.2 to the Company's Form 10-Q for the period ended September 26, 2014), incorporated herein by reference.
- (10bl) Amendment No. 10 to the Consignment Agreement dated September 30, 2014 between Materion Corporation and Canadian Imperial Bank of Commerce and CIBC World Markets Inc. (filed as Exhibit 10.3 to the Company's Form 8-K for the period ended September 26, 2014), incorporated herein by reference.
- (10bm) Letter Agreement, dated March 18, 2014, by and between Materion Corporation and GAMCO Asset Management Inc. (filed as Exhibit 10.1 to the Company's Form 10-Q for the period ended March 28, 2014), incorporated herein by reference.
- (21)# Subsidiaries of the Registrant.
- (23) Consent of Ernst & Young LLP.
- (24)# Power of Attorney.
- (31.1) Certification of Chief Executive Officer required by Rule 13a-14(a) or 15d-14(a).
- (31.2) Certification of Chief Financial Officer required by Rule 13a-14(a) or 15d-14(a).
- (32)# Certifications of Chief Executive Officer and Chief Financial Officer required by 18 U.S.C. Section 1350.
- (95)# Mine Safety Disclosure Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act for the Fiscal Year Ended December 31, 2015.
- (101.INS) XBRL Instance Document.
- (101.SCH) XBRL Taxonomy Extension Schema Document.
- (101.CAL) XBRL Taxonomy Extension Calculation Linkbase Document.
- (101.DEF) XBRL Taxonomy Extension Definition Linkbase Document.
- (101.LAB) XBRL Taxonomy Extension Label Linkbase Document.
- (101.PRE) XBRL Taxonomy Extension Presentation Linkbase Document.
- \* Denotes a compensatory plan or arrangement.
- # Previously filed with the Form 10-K as originally filed on February 25, 2016.



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

MATERION CORPORATION

By: /s/ RICHARD J. HIPPLE  
Richard J. Hipple  
Chairman of the Board, President  
and Chief Executive Officer

March 10, 2016

By: /s/ JOSEPH P. KELLEY  
Joseph P. Kelley  
Vice President, Finance  
and Chief Financial Officer