

Vera Bradley, Inc.
Form SC 13D/A
July 07, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 5)

Vera Bradley, Inc.

(Name of Issuer)

Common Stock, No Par Value

(Title of Class of Securities)

92335C106

(CUSIP Number)

Alan Singer, Esq.

Morgan, Lewis & Bockius LLP

1701 Market Street

Philadelphia, Pennsylvania 19103

(215) 963-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 29, 2016

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box "

(Page 1 of 15 Pages)

1 NAMES OF REPORTING PERSONS

2 Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

IN
 NUMBER OF 7 SOLE VOTING POWER
 SHARES

BENEFICIALLY 0 Shares
 8 SHARED VOTING POWER
 OWNED BY

EACH
 7,410,469 Shares
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares
 10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

7,410,469 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,410,469 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.0%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

1 NAMES OF REPORTING PERSONS

Robert J. Hall

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 50,161 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

7,757,307 Shares (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 50,161 Shares

10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

7,757,307 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,807,468 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.1% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation and 300,000 shares held by the Joan Byrne Hall 2015 Grantor Retained Annuity Trust.

1 NAMES OF REPORTING PERSONS

Joan Byrne Hall

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

7,710,469 Shares (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares

10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

7,710,469 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,710,469 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

20.8% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 300,000 shares held by the Joan Byrne Hall 2015 Grantor Retained Annuity Trust.

1 NAMES OF REPORTING PERSONS

James B. Byrne

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 300,000 Shares (1)

8 SHARED VOTING POWER

OWNED BY

EACH

7,457,307 Shares (2)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 300,000 Shares (1)

10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

7,457,307 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,757,307 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.0% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 300,000 shares held by the James B. Byrne 2015 Grantor Retained Annuity Trust.

(2) Includes 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation.

1 NAMES OF REPORTING PERSONS

Thomas F. Byrne, II

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 300,000 Shares (1)

8 SHARED VOTING POWER

OWNED BY

EACH

46,838 Shares (2)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

300,000 Shares (1)

10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

7,457,307 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,757,307 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

21.0% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 300,000 shares held by the Thomas F. Byrne, II 2015 Grantor Retained Annuity Trust.

(2) Includes 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust and 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation.

1 NAMES OF REPORTING PERSONS

Michael C. Ray

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 290,262 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

8,643,303 Shares (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 290,262 Shares

10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

8,643,303 Shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,933,565 Shares (1)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.1% (1)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust, 46,838 shares held by the Barbara Bradley Baekgaard Family Foundation, 885,996 shares held by the Michael C. Ray 2009 Grantor Retained Annuity Trust and 300,000 shares held by the Anne-Marie Ray 2015 Grantor Retained Annuity Trust.

1 NAMES OF REPORTING PERSONS

Anne-Marie Ray

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares

8 SHARED VOTING POWER

OWNED BY

EACH

1,185,996 Shares (1)

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares

10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

7,410,469 Shares (2)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,596,465 Shares (1)(2)

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

23.2% (1)(2)

14 TYPE OF REPORTING PERSON (See Instructions)

IN

(1) Includes 885,996 shares held by the Michael C. Ray 2009 Grantor Retained Annuity Trust and 300,000 shares held by the Anne-Marie Ray 2015 Grantor Retained Annuity Trust.

(2) Includes 7,410,469 shares held by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust.

1 NAMES OF REPORTING PERSONS

2 Barbara Bradley Baekgaard Family Foundation
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) (b)
 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
 NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 0 Shares
 8 SHARED VOTING POWER

OWNED BY

EACH
 46,838 Shares
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 0 Shares
 10 SHARED DISPOSITIVE POWER

Edgar Filing: Vera Bradley, Inc. - Form SC 13D/A

46,838 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

46,838 Shares

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.13%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

This Amendment No. 5 (Amendment No. 5) amends the Schedule 13D, as such schedule has previously been amended (the Schedule 13D), filed by the Barbara B. Baekgaard 2009 Grantor Retained Annuity Trust (the Trust), Robert J. Hall, Joan Byrne Hall, Michael C. Ray, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and the Barbara Bradley Baekgaard Foundation (the Foundation and, collectively with the persons and entities named above, the Reporting Persons) with respect to common stock, no par value (the Common Stock), of Vera Bradley, Inc. (the Issuer). Except as otherwise set forth herein, this Amendment No. 5 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Barbara B. Baekgaard (Baekgaard), co-founder and a director of the Issuer, created the Trust on January 19, 2009 and served as its sole trustee until January 19, 2013. On January 19, 2009, Baekgaard contributed 8,810,469 shares of Common Stock to the Trust. On January 19, 2013, Baekgaard resigned as trustee of the Trust, and Joan Byrne Hall and Michael C. Ray were appointed as co-trustees of the Trust. Joan Byrne Hall is Baekgaard s daughter and is married to Robert J. Hall, the Chairman of the Board of Directors of the Issuer. Michael C. Ray is married to Baekgaard s daughter, Anne-Marie Ray, and was Chief Executive Officer of the Issuer prior to his retirement in November 2013. On October 27, 2014, Michael C. Ray resigned as trustee of the Trust, and James B. Byrne was appointed a co-trustee to serve with Joan Byrne Hall. James B. Byrne is Baekgaard s son. In their capacities as co-trustees of the Trust, Joan Byrne Hall and James B. Byrne are deemed to indirectly beneficially own the Common Stock held by the Trust (the Trust Shares). In addition, Michael C. Ray is also deemed to indirectly beneficially own the Trust Shares because of his continued influence in the investment and voting of such shares. Thomas F. Byrne, II is also deemed to indirectly beneficially own the Trust Shares because of his continued influence in the investment of such shares. Thomas F. Byrne, II is Baekgaard s son. Robert J. Hall is also deemed to indirectly beneficially own the Trust Shares because of his influence with regard to Joan Byrne Hall s investment and voting power with respect to the shares held by the Trust. Anne-Marie Ray is deemed to indirectly beneficially own the Trust Shares because of her relationship to Michael C. Ray.

On July 1, 2015, the Trust distributed 200,000 shares of Common Stock, of which 50,000 shares of Common Stock were distributed to each of the beneficiaries of the Trust, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray, and Joan Byrne Hall. Each of James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall then immediately made a gift of 25,000 shares of the Common Stock he or she received to the Foundation and the remaining 25,000 shares of Common Stock to Indiana University. As a result, each of the Foundation and Indiana University received a total of 100,000 shares of Common Stock. The Foundation also has sold 53,162 shares of Common Stock, the proceeds of which were used to fund charitable donations, and intends to sell the remaining 46,838 shares of Common Stock it holds from time to time and use the proceeds to fund charitable donations. James B. Byrne, Thomas F. Byrne, II, Robert J. Hall and Michael C. Ray are deemed to indirectly beneficially own the Common Stock held by the Foundation (the Foundation Shares) because they share in the investment and voting power over the Foundation Shares.

On September 21, 2015, the Trust distributed 1,200,000 shares of Common Stock, of which 300,000 shares of Common Stock were distributed to each of the beneficiaries of the Trust, James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall. Each of James B. Byrne, Thomas F. Byrne, II, Anne-Marie Ray and Joan Byrne Hall then immediately transferred the 300,000 shares of Common Stock he or she received to the James B. Byrne Grantor Retained Annuity Trust (the James Byrne Trust), the Thomas F. Byrne, II Grantor Retained Annuity Trust (the Thomas Byrne Trust), the Anne-Marie Ray Grantor Retained Annuity Trust (the Anne-Marie Ray Trust) and the Joan Byrne Hall Grantor Retained Annuity Trust (the Joan Hall Trust), respectively. As the trustee of the James Byrne Trust, James B. Byrne is deemed to indirectly beneficially own the shares held by the James Byrne Trust. As the trustee of the Thomas Byrne Trust, Thomas F. Byrne, II is deemed to indirectly beneficially own the shares held by the Thomas Byrne Trust. As the trustee of the Joan Hall Trust, Joan Byrne Hall is deemed to indirectly beneficially own the shares held by the Joan Hall Trust. As the trustee of the Anne-Marie Ray Trust, Anne-Marie Ray is deemed to indirectly beneficially own the shares held by the Anne-Marie Ray Trust. Robert J. Hall and Michael C. Ray are deemed to indirectly beneficially own the shares held by the Joan Hall Trust and the Anne-Marie Ray Trust, respectively, as they share in the investment and voting power over the Joan Hall Trust and the Anne-Marie Ray Trust, respectively.

Robert J. Hall has acquired a total of 50,161 shares of Common Stock from the Issuer in connection with his service as a non-employee director of the Issuer, including 35,437 shares of Common Stock acquired upon vesting of restricted common shares upon completion of the Issuer's initial public offering in October 2010 and an aggregate of 14,724 shares of Common Stock acquired between March 2012 and March 2016 upon the vesting of annual RSU grants under the Vera Bradley, Inc. 2010 Equity and Incentive Plan.

In 2004, Michael C. Ray purchased 1,772,027 shares of Common Stock from the Company's founders, Baekgaard and Patricia R. Miller, using the proceeds of a \$500,000 loan from Baekgaard and Patricia R. Miller that Mr. Ray subsequently repaid in full. In July 2010, the Issuer granted to Mr. Ray, who was, at the time, the Company's Chief Executive Officer, 155,923 restricted shares of the Issuer's Common Stock. The restricted shares vested upon completion of the Issuer's initial public offering in October 2010. In addition, in March 2012, Mr. Ray purchased 10,000 shares of Common Stock in the public trading markets, using his personal funds. In addition, Mr. Ray also received 10,059 shares of Common Stock as a result of the vesting, during 2012 and 2013, of restricted stock units granted to him under the Vera Bradley, Inc. 2010 Equity and Incentive Plan.

In 2009, Michael C. Ray transferred 885,996 shares of Common Stock to the Michael C. Ray 2009 Grantor Retained Annuity Trust (the 2009 GRAT) for the benefit of Mr. Ray's spouse and children. Anne-Marie Ray has served as the sole trustee of the 2009 GRAT since January 19, 2013. Michael C. Ray shares investment power with respect to the shares of the 2009 GRAT.

All share information in this Amendment with respect to transactions occurring prior to October 18, 2010 have been adjusted to reflect a 35.437-for-one stock split, which occurred on that date.

Item 4. Purpose of Transaction.

The Reporting Persons are holding the shares of Common Stock described in Item 3 for investment purposes, without the intention of changing or influencing control of the Issuer or participating in any transaction having that purpose or effect.

On June 29, 2016, Michael C. Ray and the 2009 GRAT entered into a Rule 10b5-1 trading plan (the Trading Plan) with Goldman, Sachs & Co. (Broker) pursuant to which Broker is authorized and directed to sell through June 1, 2017, on behalf of Mr. Ray up to 180,000 shares of Common Stock that he directly owns, and on behalf of the 2009 GRAT up to 420,000 shares that it directly owns, in each case subject to satisfaction of certain conditions, including among others, conditions regarding minimum sale price and maximum number of shares to be sold on a single trading day. Mr. Ray and the 2009 GRAT adopted the Trading Plan to facilitate the sale of a portion of the shares of Common Stock that they respectively own, and as a part of a long-term tax and asset diversification strategy.

The Reporting Persons retain the right to change their investment intent, and may, from time to time, acquire additional shares of Common Stock or other securities of the Issuer, or sell or otherwise dispose of (or enter into plans or arrangements to sell or otherwise dispose of), all or part of the shares of Common Stock or other securities of the Issuer, if any, beneficially owned by them, in any manner permitted by law. The Reporting Persons may engage from time to time in transactions with financial institutions and other parties with respect to the securities described herein as permitted by law. Except as stated herein, none of the Reporting Persons currently has any plans or proposals which would be related to or would result in any of the matters described in Items 4(a)-(j) of Schedule 13D. However, as part of the ongoing evaluation of investment alternatives, the Reporting Persons may consider such matters and, subject to applicable law, may formulate a plan with respect to such matters, and, from time to time, one or more Reporting Persons may hold discussions with or make formal proposals to management or the Board of Directors of the Issuer or other third parties regarding such matters as permitted by law.

Item 5. Interest in Securities of the Issuer.

See the information contained on the cover pages of this Statement on Schedule 13D, which is incorporated herein by reference. The percentage of shares of Common Stock beneficially owned by each Reporting Person is based on 37,004,561 outstanding shares of Common Stock of the Issuer as of June 3, 2016, as reported in the Issuer's Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2016. In computing the number of shares of Common Stock beneficially owned by a person, common shares subject to options, warrants or rights, if any, held by that person that are currently exercisable or are exercisable or vest within 60 days of the date hereof are deemed outstanding with respect to that person but are not deemed outstanding with respect to any other person.

Within the last 60 days, Michael C. Ray sold an aggregate of 61,100 shares of Common Stock. The table below presents the weighted average sales price for the shares of Common Stock sold on each date indicated, and the range of sale prices per share on such date. The Reporting Persons undertake to provide upon request of the staff of the Securities and Exchange Commission full information regarding the number of shares purchased or sold at each separate price.

Date of Sale	Number of Shares	Weighted Average Sale Price Per Share	Range of Sale Prices Per Share
May 16, 2016	3,000	\$ 16.04	\$ 15.80-\$16.14
May 17, 2016	3,000	\$ 16.17	\$ 15.85-\$16.37
June 1, 2016	3,000	\$ 15.34	\$ 14.90-\$15.68
June 2, 2016	3,000	\$ 14.80	\$ 14.67-\$15.02
June 22, 2016	25,200	\$ 14.81	\$ 14.78-\$14.93
June 23, 2016	17,100	\$ 14.92	\$ 14.87-\$15.05
June 24, 2016	6,800	\$ 14.51	\$ 14.50-\$14.53
Total	61,100		

Except as noted above, during the past 60 days, none of the Reporting Persons engaged in reportable transactions in the Issuer's Common Stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 7, 2016

BARBARA B. BAEKGAARD 2009 GRANTOR RETAINED ANNUITY TRUST

By: /s/ Joan Byrne Hall
Joan Byrne Hall
Trustee

By: /s/ James B. Byrne
James B. Byrne
Trustee

BARBARA BRADLEY BAEKGAARD FAMILY FOUNDATION

By: /s/ Joan Byrne Hall
Joan Byrne Hall
Trustee

By: /s/ James B. Byrne
James B. Byrne
Trustee

By: /s/ Anne-Marie Ray
Anne-Marie Ray
Trustee

By: /s/ Thomas F. Byrne, II
Thomas F. Byrne, II
Trustee

By: /s/ Barbara B. Baekgaard
Barbara B. Baekgaard
Trustee

ROBERT J. HALL

/s/ Robert J. Hall
Robert J. Hall

JOAN BYRNE HALL

/s/ Joan Byrne Hall
Joan Byrne Hall

MICHAEL C. RAY

/s/ Michael C. Ray
Michael C. Ray

JAMES B. BYRNE

/s/ James B. Byrne
James B. Byrne

THOMAS F. BYRNE, II

/s/ Thomas F. Byrne, II
Thomas F. Byrne, II

ANNE-MARIE RAY

/s/ Anne-Marie Ray
Anne-Marie Ray