

Edgar Filing: MILLER ENERGY RESOURCES, INC. - Form SC 13D

MILLER ENERGY RESOURCES, INC.
Form SC 13D
February 28, 2014

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

RULE 13d-2(a)

(Amendment No. __)

Miller Energy Resources, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

600527105
(CUSIP Number)

Thomas D. Mueller
Chief Operating Officer and Chief Compliance Officer
462 South Fourth Street, Suite 1600
Louisville, KY 40202
(502) 371-4100
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 27, 2014
(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 X.

(Continued on following pages)

(Page 1 of 18 Pages)

1 NAMES OF REPORTING PERSONS

RIVER ROAD ASSET MANAGEMENT, LLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

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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
DELAWARE

7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	3,229,485

8	SHARED VOTING POWER
	NONE

9	SOLE DISPOSITIVE POWER
	4,078,405

10	SHARED DISPOSITIVE POWER
	NONE

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,078,405

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.2%

14 TYPE OF REPORTING PERSON
IA

NAMES OF REPORTING PERSONS

AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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SOURCE OF FUNDS

OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION

IOWA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER NONE
	8	SHARED VOTING POWER 3,229,485
	9	SOLE DISPOSITIVE POWER NONE
	10	SHARED DISPOSITIVE POWER 4,078,405

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,078,405

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.2%

TYPE OF REPORTING PERSON
CO, HC

NAMES OF REPORTING PERSONS

AVIVA INVESTORS HOLDINGS LIMITED

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) []
(b) [X]

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

CITIZENSHIP OR PLACE OF ORGANIZATION

ENGLAND AND WALES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER
	7	NONE
	8	SHARED VOTING POWER 3,229,485
	9	SOLE DISPOSITIVE POWER NONE
	10	SHARED DISPOSITIVE POWER 4,078,405

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,078,405

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.2%

TYPE OF REPORTING PERSON
CO, HC

NAMES OF REPORTING PERSONS

AVIVA GROUP HOLDINGS LIMITED

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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

CITIZENSHIP OR PLACE OF ORGANIZATION

ENGLAND AND WALES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER NONE
	8	SHARED VOTING POWER 3,229,485
	9	SOLE DISPOSITIVE POWER NONE
	10	SHARED DISPOSITIVE POWER 4,078,405

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,078,405

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.2%

TYPE OF REPORTING PERSON
CO, HC

NAMES OF REPORTING PERSONS

AVIVA PLC

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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SOURCE OF FUNDS
OO

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

CITIZENSHIP OR PLACE OF ORGANIZATION

ENGLAND AND WALES

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		SOLE VOTING POWER NONE
	7	
	8	SHARED VOTING POWER 3,229,485
	9	SOLE DISPOSITIVE POWER NONE
	10	SHARED DISPOSITIVE POWER 4,078,405

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,078,405

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.2%

TYPE OF REPORTING PERSON
CO, HC

ITEM 1. SECURITY AND ISSUER

This statement relates to shares of Common Stock, par value \$0.0001 per share (the "Stock"), of Miller Energy Resources, Inc. (the "Issuer"). The principle executive office of the Issuer is located at the following address:

Miller Energy Resources, Inc.
9721 Cogdill Road, Suite 302
Knoxville, TN 37932

ITEM 2. IDENTITY AND BACKGROUND

The information regarding the persons filing this statement is as follows:

(a) The name of the persons filing are:

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RIVER ROAD ASSET MANAGEMENT, LLC ("RRAM"),
AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC. ("AINAH"),
AVIVA INVESTORS HOLDINGS LIMITED ("AIHL"),
AVIVA GROUP HOLDINGS LIMITED ("AGHL"), AND
AVIVA PLC ("AVIVA")
(COLLECTIVELY, THE "FILERS").

(b) The business address of the Filers is as follows:

FOR RRAM: 462 SOUTH FOURTH STREET, SUITE 1600, LOUISVILLE, KY 40202
FOR AINAH: 225 WEST WACKER, SUITE 1750, CHICAGO, IL 60606
FOR AIHL: NO. 1 POULTRY, LONDON EC2R 8EJ
FOR AGHL AND AVIVA: AVIVA PLC, ST HELEN'S, 1 UNDERSHAFT, LONDON EC3P 3DQ

(c) Present principal occupation or employment of the Filers and the name, principal business and address of any corporation or other in which such employment is conducted: RRAM IS A SECURITIES AND EXCHANGE COMMISSION REGISTERED INVESTMENT ADVISOR. AINAH, AIHL, AND AGHL ARE HOLDING COMPANIES. AVIVA IS A PUBLICLY TRADED COMPANY. AINAH IS 100% OWNER OF RRAM. AIHL IS 100% OWNER OF AINAH. AGHL IS 100% OWNER OF AIHL. AVIVA IS 100% OWNER OF AGHL.

THE NAME, BUSINESS ADDRESS, BUSINESS ACTIVITY AND PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT OF EACH EXECUTIVE OFFICER AND DIRECTOR OF THE FILERS ARE SET FORTH IN ANNEX A, WHICH IS INCORPORATED HEREIN BY REFERENCE.

(d) During the last five years, none of the Filers, or the persons listed in Annex A, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Filers, or the persons listed in Annex A, were a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship:

RRAM IS ORGANIZED UNDER THE LAWS OF DELAWARE.
AINAH IS ORGANIZED UNDER THE LAWS OF IOWA.
AIHL, AGHL, AND AVIVA ARE ORGANIZED UNDER THE LAWS OF ENGLAND AND WALES.

THE CITIZENSHIP OF EACH EXECUTIVE OFFICER AND DIRECTOR OF THE FILERS WHO IS A NATURAL PERSON IS SET FORTH IN ANNEX A HERETO, WHICH IS INCORPORATED HEREIN BY REFERENCE.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The source of funds used in purchasing the Stock of the Issuer is RRAM client funds for which RRAM acts as investment advisor pursuant to an investment advisory agreement between each RRAM client and RRAM. The amount of funds used in purchasing the Stock of the Issuer is \$22,111,802.72.

ITEM 4. PURPOSE OF TRANSACTION

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The Stock was acquired for investment purposes in the ordinary course of business. As such, the Filers may purchase, hold, vote, trade, dispose, sell or otherwise deal the Stock for the benefit of their clients depending on changes in the per share price of the Stock, or related to changes in the Issuer's operations, management structure, business strategy, future acquisitions, growth prospects, liquidity, capital allocation, including use of leverage, or from the sale or merger of the Issuer. The Filers may discuss such matters, and specifically may discuss board of director nominees and may suggest potential board of director nominees, with the Issuer's management or directors, other shareholders, existing or potential strategic partners or competitors, investment and finance professionals, and other investors. Such analysis and discussions may result in the Filers materially modifying their ownership of the Stock. The Filers may also exchange information with the Issuer pursuant to confidentiality or similar agreements, propose changes in its operations, governance, capitalization, or propose one or more of the actions described in sections (a) through (j) of Item 4 of Schedule 13D, all in order to enhance shareholder value. The Filers do not intend to seek control of the Issuer or participate in the day-to-day management of the Issuer, and any Reporting Person that is registered as an investment company under the Investment Company Act of 1940, as amended, will participate in such a transaction only following receipt of an exemption from the Securities and Exchange Commission under Rule 17d-1 promulgated under the Investment Company Act of 1940, as amended, if required, and in accordance with other applicable law.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

- (a) Based on 44,524,779 shares of Common Stock of the Issuer outstanding as of December 2, 2013, the Filers, or the persons listed in Annex A, may be deemed to beneficially own 4,078,405, or 9.2%, of the Issuer's outstanding shares of Common Stock.
- (b) The Filers, or the persons listed in Annex A, have the sole power to vote or direct the vote of 3,229,485 shares of the Stock and to dispose or direct the disposition of 4,078,405 shares of the Stock that the Filers may be deemed to beneficially own.
- (c) The Filers effected the following transactions in the Stock in open market transactions on the dates indicated, and such transactions are the only transactions in the Stock by the Filers during the sixty days prior to February 26, 2014 (date range: December 29, 2013 through February 26, 2014):

(1) NAME	(2) DATE	(3) NUMBER OF SHARES OF COMMON STOCK	(4) PRICE PER SHARE OF COMMON STOCK	(5) HOW TRANSACTED - TSELL OR BUY	WHERE TRAN
RRAM	12/31/2013	13152	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	284	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	2796	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	3517	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	392	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	512	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	8242	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	13920	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	4622	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	15589	7.12	Buy	RRAM Principal Pla

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RRAM	12/31/2013	2320	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	1152	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	4597	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	213	7.12	Buy	RRAM Principal Pla
RRAM	12/31/2013	76	7.12	Buy	RRAM Principal Pla
RRAM	1/2/2014	160	6.74	Sell	RRAM Principal Pla
RRAM	1/2/2014	20	6.74	Sell	RRAM Principal Pla
RRAM	1/2/2014	10	6.74	Sell	RRAM Principal Pla
RRAM	1/2/2014	20	6.74	Sell	RRAM Principal Pla
RRAM	1/7/2014	1500	6.92	Sell	RRAM Principal Pla
RRAM	1/8/2014	180	6.93	Buy	RRAM Principal Pla
RRAM	1/8/2014	1100	6.94	Buy	RRAM Principal Pla
RRAM	1/17/2014	4500	7.49	Sell	RRAM Principal Pla
RRAM	1/24/2014	2593	7.73	Sell	RRAM Principal Pla
RRAM	1/24/2014	1217	7.73	Sell	RRAM Principal Pla
RRAM	1/31/2014	1320	7.80	Buy	RRAM Principal Pla
RRAM	2/4/2014	2050	7.18	Buy	RRAM Principal Pla
RRAM	2/6/2014	320	7.13	Buy	RRAM Principal Pla
RRAM	2/6/2014	90	7.16	Buy	RRAM Principal Pla
RRAM	2/6/2014	10000	6.94	Buy	RRAM Principal Pla
RRAM	2/10/2014	840	7.19	Buy	RRAM Principal Pla
RRAM	2/10/2014	6660	7.19	Buy	RRAM Principal Pla
RRAM	2/13/2014	5000	7.22	Sell	RRAM Principal Pla
RRAM	2/25/2014	240	6.74	Buy	RRAM Principal Pla
RRAM	2/25/2014	70	6.74	Buy	RRAM Principal Pla
RRAM	2/26/2014	940	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	2310	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	330	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	100	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	600	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	220	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	520	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	280	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	610	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	1150	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	520	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	490	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	30	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	350	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	610	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	240	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	1560	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	300	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	210	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	690	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	2480	6.46	Sell	RRAM Principal Pla
RRAM	2/26/2014	460	6.46	Sell	RRAM Principal Pla

The transactions noted above were purchases or sales of shares effected in the open market and the table includes commissions paid in per share prices.

(d) Not applicable.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

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RRAM is the investment adviser to accounts of RRAM clients pursuant to investment advisory agreements between RRAM clients and RRAM. Each investment advisory agreement provides RRAM with the authority, among other things, to invest account funds in the Stock, to dispose of the Stock, and to file this statement on behalf of the account. Some, but not all, investment advisory agreements provide RRAM with the authority to vote for the Stock. The number of shares of Stock for which RRAM has sole voting power is reflected on RRAM's cover page.

RRAM, AINAH, AIHL, AGHL, and Aviva entered into an Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G dated as of March 2, 2011 (the "Agreement"). Under the Agreement, RRAM was appointed agent and attorney-in-fact to prepare or cause to be prepared, sign, file with the Securities and Exchange Commission and furnish to any other person all certificates, instruments, agreements and documents necessary to comply with section 13(d) and section 16(a) of the Securities Exchange Act of 1934, as amended. The Agreement will terminate in the event that a statement terminating the Agreement is filed with the Securities and Exchange Commission. The Agreement is attached as Exhibit 99.1.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

EXHIBIT 99.1 - Agreement Regarding Joint Filing of Statement on Schedule 13D or 13G dated as of March 2, 2011.

ANNEX A - The name, business address, business activity, present principal occupation or employment and, if natural person, citizenship of each executive officer and director of the Filers.

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.

February 28, 2014

RIVER ROAD ASSET MANAGEMENT, LLC,
a Delaware limited liability company

/s/ Thomas D. Mueller

By: Thomas D. Mueller
Chief Operating Officer and
Chief Compliance Officer

RIVER ROAD ASSET MANAGEMENT, LLC,
a Delaware limited liability company

AS POWER OF ATTORNEY FOR:

/s/ AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC.,
an Iowa corporation

/s/ AVIVA INVESTORS HOLDINGS LTD,
a limited liability company organized
under the laws of England and Wales

/s/ AVIVA GROUP HOLDINGS LIMITED,

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a limited liability company organized under the laws of England and Wales

/s/ AVIVA PLC,

a public limited company organized under the laws of England and Wales

/s/ Thomas D. Mueller by Power of Attorney, See Exhibit 99.1

By: Thomas D. Mueller
Chief Operating Officer and Chief Compliance Officer

Annex A

The name, business address, business activity, present principal occupation or employment and, if natural person, citizenship of each executive officer and director of the Filers are set forth in Exhibit A hereto, which is incorporated herein by reference.

RIVER ROAD ASSET MANAGEMENT, LLC

NAME	BUSINESS ADDRESS	BUSINESS ACTIVITY	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT	CITIZENSHIP
Shircliff, James C.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Chief Investment Officer	Chief Investment Officer	United States
Beck, R. Andrew	462 S. 4th Street Suite 1600 Louisville, KY 40202	President & CEO	President & CEO	United States
Sanders III, Henry W.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Executive Vice President	Executive Vice President	United States
Cinnamond, Erik K.	822 North A1A Highway Ponte Vedra, FL 32082	Vice President	Vice President	United States
Forsha, Thomas S.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Co-Chief Investment Officer	Co-Chief Investment Officer	United States
Deuser, Greg E.	462 S. 4th	Chief Risk Officer	Chief Risk Officer	United States

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	Street Suite 1600 Louisville, KY 40202			
Brown, J. Alex	462 S. 4th Street Suite 1600 Louisville, KY 40202	Director of Research	Director of Research	Uni
Mueller, Thomas D.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Chief Compliance Officer and Chief Operating Officer	Chief Compliance Officer and Chief Operating Officer	Uni
Fiorito, Christopher K.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Director of Trading	Director of Trading	Uni
Robbins, L. Michele	462 S. 4th Street Suite 1600 Louisville, KY 40202	Vice President of Client & Consultant Relations	Vice President of Client & Consultant Relations	Uni
O'Leary, Katrina H.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Vice President of Client & Consultant Relations	Vice President of Client & Consultant Relations	Uni
Burnett, Shannon M.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Director of Client Services	Director of Client Services	Uni
Snyder, Meagan N.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Director of Compliance	Director of Compliance	Uni
Wainwright, Robert W.	462 S. 4th Street Suite 1600 Louisville, KY 40202	Director of Business Strategy Development	Director of Business Strategy Development	Uni
Whitney B. Conn	462 S. 4th Street Suite 1600 Louisville, KY 40202	Director of Operations	Director of Operations	Uni

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AVIVA INVESTORS NORTH AMERICA HOLDINGS, INC.

NAME	BUSINESS ADDRESS	BUSINESS ACTIVITY	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT	CITY
O'Brien, Patrick	225 West Wacker Suite 1750 Chicago, IL 60606	Director and Officer	Director and Officer	Uni
Preseau, Chuck G.	225 West Wacker Suite 1750 Chicago, IL 60606	Director and Officer	Director and Officer	Uni
Purkalitis, Andra C.	225 West Wacker Suite 1750 Chicago, IL 60606	Director and Officer	Director and Officer	Uni
Neville, Patrick	No. 1 Poultry London EC2R 8EJ	Director	Director and Officer	Uni

AVIVA INVESTORS HOLDINGS LIMITED

NAME	BUSINESS ADDRESS	BUSINESS ACTIVITY	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT	CITY
Misselbrook, John	No.1 Poultry, London EC2R 8EJ	Non-executive director	Non-executive director and Chairman, Aviva Investors Holdings Limited	Uni
Kyprianou, Robert Anastassis	No.1 Poultry, London EC2R 8EJ	Independent non-executive director	Non-executive director, Aviva Investors Holdings Limited	Uni
Wolstenholme, Manjit	No.1 Poultry, London EC2R 8EJ	Independent non-executive director	Non-executive director, Aviva Investors Holdings Limited	Uni
Regan, Patrick Charles	St Helen's, 1 Undershaft, London EC3P 3DQ	Director	Chief Financial Officer, Aviva plc	Uni

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Windsor, Jason Michael	St Helen's, 1 Undershaft, London EC3P 3DQ	Director	Chief Strategy and Development Officer, Aviva plc	Uni
Munro, Euan	No.1 Poultry, London EC2R 8EJ	Director and Executive	Chief Executive Officer, Aviva Investors	Uni
Neville, Patrick John	No.1 Poultry, London EC2R 8EJ	Director and Executive	Chief Financial Officer, Aviva Investors	Uni
Boulier, Jean-Francois	26-28 Rue de la Pepiniere Paris 75008, France	Executive	Chief Investment Officer, Fixed Income, Aviva Investors	Fra
Callaghan, Ruth Caroline	No.1 Poultry, London EC2R 8EJ	Executive	Chief Human Resources Officer, Aviva Investors	Uni
Davis, Ian Frank Davis	No.1 Poultry, London EC2R 8EJ	Executive	Chief Operating Officer, Aviva Investors	Uni
Field, Richard Julian	No.1 Poultry, London EC2R 8EJ	Executive	Chief Risk Officer, Aviva Investors	Uni
Hibbert, Christopher James	No.1 Poultry, London EC2R 8EJ	Executive	Transformation Director, Aviva Investors	Uni
O'Brien, Patrick Joseph	225 West Wacker Suite 1750 Chicago, IL 60606	Executive	Country Manager-Americas and Asia Pacific, Aviva Investors	USA
Potter, Edward Eliphalet	No.1 Poultry, London EC2R 8EJ	Executive	Director of Global Business Development, Aviva Investors	USA
Womack, Ian Bryan	No.1 Poultry, London EC2R 8EJ	Executive	Chief Executive-Global Real Estate, Aviva Investors	Uni

AVIVA GROUP HOLDINGS LIMITED

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NAME	BUSINESS ADDRESS	BUSINESS ACTIVITY	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT	CITY
Lister, John Robert	St Helen's, 1 Undershaft, London EC3P 3DQ	Director	Group Chief Risk & Capital Officer	Uni
Regan, Patrick Charles	St Helen's, 1 Undershaft, London EC3P 3DQ	Director	Group Chief Financial Officer	Uni
Wilson, Mark Andrew	St Helen's 1 Undershaft, London EC3P 3DQ	Director Group	Chief Executive Officer	New
AVIVA PLC				
NAME	BUSINESS ADDRESS	BUSINESS ACTIVITY	PRESENT PRINCIPAL OCCUPATION OR EMPLOYMENT	CITY
Barker, Glyn	St Helen's, 1 Undershaft, London EC3P 3DQ	Non exec. Director	Non exec. Director	Uni
Cross, Patricia Anne	St Helen's, 1 Undershaft, London EC3P 3DQ	Non exec. Director	Non exec. Director	Aus
Hawker, Michael John	St Helen's, 1 Undershaft, London EC3P 3DQ	Non exec. Director	Non exec. Director	Aus
Huey Evans, Gay	St Helen's, 1 Undershaft, London EC3P 3DQ	Non exec. Director	Non exec. Director	Uni Sta Kin
McFarlane, John	St Helen's, 1 Undershaft, London EC3P 3DQ	Non exec. Chairman	Non exec. Chairman	Uni Kin
Mire, Michael	St Helen's,	Non exec. Director	Non exec. Director	Uni

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	1 Undershaft, London EC3P 3DQ			
Montague, Adrian Alastair	St Helen's,	Senior Independent Director	Senior Independent Director	Uni
	1 Undershaft, London EC3P 3DQ			
Regan, Patrick Charles	St Helen's,	Executive Director	Group Chief Financial Officer	Uni
	1 Undershaft, London EC3P 3DQ			
Stein, Robert William	St Helen's,	Non exec. Director	Non exec. Director	Uni
	1 Undershaft, London EC3P 3DQ			
Wheway, Jonathan Scott	St Helen's,	Non exec. Director	Non exec. Director	Uni
	1 Undershaft, London EC3P 3DQ			
Wilson, Mark Andrew	St Helen's, 1 Undershaft, London EC3P 3DQ	Director	Group Chief Executive Officer	New
Amin, Nitinbhai Babubhai Maganbhai	St Helen's,	Executive Committee Member	Group Transformation Director	Uni
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Barral, David	St Helen's,	Executive Committee Member	Chief executive officer, Aviva UK & Ireland Life Insurance	Uni
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Boyle, Paul	St Helen's,	Executive Committee Member	Chief Audit Officer	Uni
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Cooper, Kirstine Ann	St Helen's,	Executive Committee Member	Group General Counsel & Company Secretary	Uni
	1 Undershaft, London EC3P			

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Deputy, Christine	St Helen's, 1 Undershaft, London EC3P 3DQ	Executive Committee Member	Group HR Director	Uni
Lister, John Robert	St Helen's, 1 Undershaft, London EC3P 3DQ	Executive Committee Group Member	Chief Risk & Capital Officer	Uni
Mackenzie, Amanda Felicity	St Helen's, 1 Undershaft, London EC3P 3DQ	Executive Committee Member	Chief marketing and communications officer	Uni
McMillan, David John Ramsay	St Helen's, 1 Undershaft, London EC3P 3DQ	Executive Committee Member	Chief Executive Officer, Aviva Europe	Uni
Munro, Euan George	1 Poultry, London, EC2R 8EJ	Executive Committee Member	Chief executive officer, Aviva Investors	Uni
Seng, Khor Hock	4 Shenton Way, #26-01, SGX Centre 2 Singapore 068807 Singapore	Executive Committee Member	Chief Executive Officer, Aviva Asia	Mal
Tulloch, Maurice Ewen	8 Surrey Street, Norwich, Norfolk NR1 3NG	Executive Committee Member	Chief executive officer, Aviva UK & Ireland General Insurance	Can
Windsor, Jason	St Helen's, 1 Undershaft, London EC3P 3DQ	Executive Committee Member	Chief strategy & development officer	Uni