

# VIVINT SOLAR, INC.

Reported by  
**TRUSTEY JOSEPH F**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 09/30/14 for the Period Ending 09/30/14

Address	4931 NORTH 300 WEST PROVO, UT 84604
Telephone	(801) 377-9111
CIK	0001607716
Symbol	VSLR
Fiscal Year	12/31

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30  
(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *  <b>TRUSTEY JOSEPH F</b>	2. Date of Event Requiring Statement (MM/DD/YYYY) <b>9/30/2014</b>	3. Issuer Name <b>and</b> Ticker or Trading Symbol  <b>Vivint Solar, Inc. [VSLR]</b>
(Last) (First) (Middle)  <b>C/O SUMMIT PARTNERS, 222 BERKELEY STREET, 18TH FLOOR</b>	4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="margin-left: 150px;"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span>	
(Street)  <b>BOSTON, MA 02116</b>  (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

**Remarks:**

Exhibit 24.1 Power of Attorney

No securities are beneficially owned.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>TRUSTEY JOSEPH F C/O SUMMIT PARTNERS 222 BERKELEY STREET, 18TH FLOOR</b>	<b>X</b>			

**BOSTON, MA 02116**

**Signatures**

**Robin W. Devereux, Power of Attorney for Joseph F. Trustey**

**9/30/2014**

\*\* 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 5(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robin W. Devereux his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities (until revoked in writing) to sign any and all instruments, certificates and documents required to be executed on behalf of himself or herself individually or on behalf of each of any affiliate of Summit Partners, L.P. that is not a portfolio company, including without limitation those entities listed on the attached Exhibit A, on matters relating to:

- (a) Sections 13 and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Rule 144 promulgated under the Securities Act of 1933, as amended (the "33 Act") and any and all regulations promulgated thereunder, including filings with the Securities and Exchange Commission pursuant thereto;
- (b) any written ballot or proxy with respect to any investment securities owned beneficially or of record by any such entities;
- (c) such filings required pursuant to the Internal Revenue Code of 1986, as amended, and any related regulations, pertaining to such entities
- (d) economic exhibits relating to such entities; and
- (e) the PATRIOT Act.

and to file the same, with all exhibits thereto, and any other documents in connection therewith, with, as applicable, (i) the Securities and Exchange Commission, and with any other entity when and if such is mandated by the Exchange Act or by the By-laws of the National Association of Securities Dealers, and/or (ii) the Internal Revenue Service, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person thereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Said attorney-in-fact is entitled to amend Exhibit A from time to time to reflect additional affiliates of Summit Partners, L.P. that are not portfolio companies.

The undersigned hereby acknowledges that this Power of Attorney supercedes, revokes and terminates any power of attorney executed by the undersigned prior to the date hereof for the purposes listed above.

[Exhibit A and Signature Pages Follow]

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## Power of Attorney

### Exhibit A

Summit Ventures, L.P.  
Summit Ventures II, L.P.  
Summit Ventures III, L.P.  
Summit Ventures IV, L.P.  
Summit Ventures V, L.P.  
Summit V Companion Fund, L.P.  
Summit V Advisors Fund, L.P.  
Summit V Advisors Fund QP, L.P.  
Summit Subordinated Debt Fund, L.P.  
Summit Subordinated Debt Fund II, L.P.  
Summit Subordinated Debt Fund III-A, L.P.  
Summit Subordinated Debt Fund III-B, L.P.  
Summit Accelerator Fund, L.P.  
SV Eurofund, C.V.  
Summit Ventures VI-A, L.P.  
Summit Ventures VI-B, L.P.  
Summit VI Entrepreneurs Fund L.P.  
Summit VI Advisors Fund, L.P.  
Summit Founders' Fund, L.P.  
Summit Founders' Fund II, L.P.  
Summit Accelerator Founders' Fund, L.P.  
Summit Partners Private Equity Fund VII-A, L.P.  
Summit Partners Private Equity Fund VII-B, L.P.  
Summit Partners Venture Capital Fund II-A, L.P.  
Summit Partners Venture Capital Fund II-B, L.P.  
Summit Partners Subordinated Debt Fund IV-A, LP  
Summit Partners Subordinated Debt Fund IV-B, LP  
Summit Partners Europe Private Equity Fund, LP  
Summit Partners Growth Equity Fund VIII-A, LP  
Summit Partners Growth Equity Fund VIII-B, LP  
Summit Partners Venture Capital Fund III-A, LP  
Summit Partners Venture Capital Fund III-B, LP  
Summit Investors, L.P.  
Summit Investors II, L.P.  
Summit Investors III, L.P.  
Summit Investors (SAF) IV, L.P.  
Summit Investors VI, L.P.  
Summit Investors I, LLC  
Summit Investors I (UK), L.P.  
Summit Incentive Plan, L.P.  
Summit Incentive Plan II, L.P.  
S-K Investment Corp  
Summit Partners Blocker, Inc.  
Stamps, Woodsum & Co.  
Stamps, Woodsum & Co. II

SD III-B TUI Blocker Corp  
SPPE VII-B TUI Blocker Corp  
SP PE VII-B AFCV Blocker Corp  
SP VC II-B TMFS Blocker Corp  
SP PE VII-B VIP Blocker Corp  
SD III-B Heald Holdings Corp  
SP PE VII-B Heald Holdings Corp  
SD III-B Salient Blocker Corp  
SP PE VII-B Salient Blocker Corp  
SP SD IV-B Salient Blocker Corp  
SPVC II-B Winshuttle Blocker Corp  
SPVC II-B My Dentist Blocker Corp  
SV VI-B HCP Blocker Corp  
SPVC II-B Clearwater Analytics Blocker Corp  
SPVC II-B Hiperos Blocker Corp  
SP SD IV-B Announce Blocker Corp  
SV VI-B CAM Holdings, L.P.  
Summit Ventures VI-B HCP, LP  
SV VI-B Tivoli Holdings, LP  
SD III-B Tivoli Holdings, LP  
SD II Eyeglass Holdings LP  
SV VI-B Eyeglass Holdings LP  
SV VI-B Bennington Holdings LP  
SV VI-B Commnet Holdings, L.P.  
SV VI-B Tippmann Holdings, L.P.  
SV VI Tippmann Holdings, L.P.  
SD III-B Tippmann Holdings, L.P.  
SV VI-B CD Holdings, L.P.  
SV VI-B Focus Holdings, L.P.  
SDIII-B Focus Holdings, L.P.  
SV VI-B Aurora Holdings LP  
SPPE VII-B Aurora Holdings, L.P.  
SV VI-B LiteCure, L.P.  
SD III-B Nomacorc Holdings L.P.  
SP PE VII-B Nomacorc Holdings LP  
SD III-B TUI Holdings LP  
SPPE VII-B TUI Holdings LP  
SP PE VII-B AFCV Holdings LP  
SP VC II-B TMFS Holdings, LP  
SPPE VII-B SUN Holdings, LP  
SP PE VII-B VIP Holdings, L.P.  
SP PE VII-B Heald Holdings, L.P.  
SD III-B Heald Holdings, L.P.  
SD III-B Salient Holdings, L.P.  
SP PE VII-B Salient Holdings, L.P.

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Stamps, Woodsum & Co. III  
Stamps, Woodsum & Co. IV  
Summit Partners II, L.P.  
Summit Partners III, L.P.  
Summit Partners IV, L.P.  
Summit Partners V, L.P.  
Summit Partners LLC  
Summit Partners SD, L.P.  
Summit Partners SD II, LLC  
Summit Partners SD III, L.P.  
Summit Partners SD III, LLC  
Summit Partners VI (GP), L.P.  
Summit Partners VI (GP), LLC  
Summit Partners VC II LP  
Summit Partners VC II LLC  
Summit Partner PE VII LP  
Summit Partner PE VII LLC  
Summit Partners SD IV, LP  
Summit Partners SD IV, LLC  
Summit Partners Europe, LP  
Summit Partners Europe, Ltd.  
Summit Investors Management, LLC  
SV International  
Summit Accelerator Partners, LLC  
Summit Accelerator Management, LLC  
SWC Holdings Co.  
Summit Retained Earnings LP  
Summit Partners FF Corp  
S-K Investment Corp  
Summit Partners Blocker, Inc.  
Summit Partners Holdings, L.P.  
Summit Partners Growth Equity VIII LLC  
Summit Partners Growth Equity VIII LP  
Summit Partners Venture Capital Fund III, LLC  
Summit Partners Venture Capital Fund III, LP  
Summit Investment Holdings Trust  
Summit Investors Holdings Trust  
Summit Investment Holdings Trust II  
Shearson Summit Partners Management LP  
HKL I Partners  
HKL I, LLC  
Summit/Meditech LLC  
Summit/CAM Holdings, LLC  
Summit/Sun Holdings LLC  
Summit LogistiCare LLC  
Summit GCA Holdings LLC  
Summit Accelerator Management, LP  
Summit Accelerator Partners, LP  
Summit Partners, L.P.

SPVC II-B Winshuttle Holdings, LP  
SPVC II-B My Dentist Holdings, LP  
SPVC II-B Hiperos Holdings LP  
SPVC II-B Clearwater Analytics Holdings LP  
SP SD IV-B Announce Holdings, LP  
SPSD IV-B Access Holdings, LP  
SPPE VII-B Access Holdings, LP  
Summit Partners Sarl  
Summit Partners Holding GmBh  
Summit Partners II Sarl  
Summit Beteiligungs GmbH  
Summit Verwaltings GMBH  
Summit GmbH & Co. Beteiligungs KG  
Summit Partners III Sarl  
IGEFI Holdings, LP  
IGEFI Licensing Sarl  
IGEFI France Sarl  
Finch Software Ltd  
Finch Software India PVT Ltd.  
IGEFI Deutschland GmbH  
IGEFI U.K. Limited  
IGEFI US LLC  
Summit Partners V Sarl  
Summit Partners VI-A Sarl  
Summit Partners VI-B Sarl  
Summit Partners VI-A France  
Summit Partners VI-B France  
Summit Partners VII-A Sarl  
Summit Partners VII-B Sarl  
Summit Partners VIII Sarl  
Summit Partners TLK-A Sarl  
Summit Partners TLK-B Sarl  
Summit Partners FMT Sarl  
Summit Partners WRI Sarl  
Summit Partners OGN LUXCO SCA  
Ogone SPRL (fka Ogone SA)  
Ogone SAS  
Ogone BV  
Ogone GmbH (Germany)  
Ogone GmbH (Austria)  
Ogone GmbH (SW)  
Ogone Limited  
Summit Partners India Private Equity  
Summit Partners India Holdco  
Summit Partners India Holdco, LP  
Summit Partners JMB S.á.r.l  
Summit Partners WRI S.á.r.l  
Summit Partners SFB S.á.r.l  
Summit Partners DDN S.á.r.l

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Summit Master Company LLC  
SW Management Corp  
Summit UK Advisory LLC  
Summit Partners, Ltd.  
Summit Partners, LP Savings and Investment Plan  
Summit Partners, LP Profit Sharing Plan and Trust  
Mt. Everest Fund, L.P.  
Mt. Everest QP Fund, L.P.  
Greenberg-Summit Management , LLC  
Greenberg- Summit Partners, LLC  
SD II Bennington Blocker Corp  
SV VI-B Bennington Blocker Corp  
SD II Eyeglass Blocker Corp  
SV VI -B Eyeglass Preferred Blocker  
SV VI -B Eyeglass Common Blocker  
SV VI-B Commnet Common Blocker Corp.  
SV VI-B Commnet Preferred Blocker Corp.  
SV VI B Tippmann Preferred Blocker Corp.  
SV VI B Tippmann Common Blocker Corp.  
SD III-B Tippmann Blocker Corp  
SV VI-B Tivoli Blocker Corp.  
SD III-B Tivoli Blocker Corp.  
SV VI-B CAM Blocker Corp  
Summit Ventures VI-B HCP Blocker Corp  
SV VI-B CD Blocker Corp.  
SPPE VII-B CD Blocker Corp.  
Sparta Holding Corporation  
SV VI-B Focus Blocker Corp  
SDIII-B Focus Blocker Corp  
SV VI-B Aurora Blocker Corp.  
SPPE VII-B Aurora Blocker Corp.  
SPVCII-B Anesthetix Blocker Corp  
SV VI-B LiteCure Blocker Corp.  
SPPE VII-B Champion Blocker Corp  
SD III-B Nomacorc Blocker Corp  
SPPE VII-B Nomacorc Blocker Corp  
SPVCII-B LiveOffice Blocker Corp  
SPPE VII-B SUN Blocker Corp  
SPPE VII-B SSEC Blocker Corp  
SP PE VII-B Zenith Blocker Corp  
SP VC II-B WMS Blocker Corp  
SPPE VII-B SSEC Holdings, LP  
SP SD IV-B Zenith Holdings, L.P  
SP VC II-B WMS Holdings, L.P  
Bigpoint Investments GMBH  
HSYSTEMS ACQUISITION ONE INC  
HSYSTEMS HOLDINGS INC  
Summit Partners Credit Fund A-1 LP

Summit Partners VP- A, S.à r.l.  
Summit Partners VP- B, S.à r.l.  
Summit Partners VI A SAS (French-co)  
Summit Partners VI B SAS (French-co)  
Summit Partners WT- A, S.à r.l.  
Summit Partners WT-B, S.à r.l.  
Summit Partners FMT, S.à r.l.  
Summit Partners TLK-A, S.à r.l.  
Summit Partners TLK-B, S.à r.l.  
Summit Partners OGN (LUXCO) SCA  
Summit Partners India Private Investments I  
Summit Partners India Holdco Investors  
Summit Partners India Holdco, LP  
Summit Partners India Venture Capital Investments  
Summit Partners AVT Cooperatief U.A  
Summit Partners AVT, LLC  
Sumpro Investment Advisory PVT LTD  
Lovett-Woodsum 1998 CGC TR  
Stamps 1998 CGC Trust  
ABC Funding, LLC  
SPPE VII-A CDIH Holdings, Inc  
SPPE VII-B CDIH Holdings, Inc  
SV VI-A CDIH Holdings, Inc  
SV VI-B CDIH Holdings, Inc  
SV VI Affiliates CDIH Holdings, Inc  
Summit Partners Credit GP LP  
Summit Partners Credit Advisors LP  
Summit Partners Credit GP LLC  
Summit Partners Credit Offshore Fund, LP  
Summit Partners Credit Fund, LP  
Summit Partners Credit Offshore Intermediate  
Summit Partners Credit Master, LP  
BigPoint Manager SARL  
BigPoint Manager Investments SCA  
BigPoint Distribuicao De Entretenimento Online Ltda  
Bigpoint International Holdco Ltd  
Bigpoint International Services Ltd  
SPPE VII-B CRG Blocker Corp  
SPSD IV-B SSEC Blocker Corp  
SP SD IV-B Zenith Blocker Corp  
SPSD IV-B SSEC Holdings, LP  
SP PE VII-B Zenith Holdings, L.P  
SPPE VII-B CRG Holdings, L.P  
Bigpoint Midco GMBH  
HSYSTEMS ACQUISITION TWO INC  
HSYSTEMS TOP HOLDINGS INC  
HSYSTEMS HOLDINGS LLC  
Summit Partners Credit Fund A-1 GP LLC

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Summit Partners Credit A-1 GP LP  
SP GE VIII-B Progressive Blocker Corp  
SPVC II-B Efreightsolutions II Blocker Corp  
SPSD IV-B Progressive Holdings, LP  
SP GE VIII-B Access Holdings, L.P.  
Summit Whistler Funding II LLC  
SP SD IV-B RC Holdings, LP  
SPPE VII-B QSF Holdings, LP  
SPPE VII-B QSF Holdings, LP  
SPGE VIII-B Parts Town Holdings, LP  
SP SD IV-B Fronton Holdings LP  
SPVC III-B Heart to Heart Blocker Corp  
SPSD IV-B RC Blocker Corp  
SP GE VIII-B CITYMD Blocker Corp  
SV VI-B QSF Holdings Blocker Corp  
SPSD IV-B Parts Town Blocker Corp  
SP GE VIII-B Bluepearl Blocker Corp  
Summit Partners Credit Fund II, LP  
Summit Partners Credit Offshore Intermediate Fund II, LP  
Summit Partners Credit A-2 LLC  
Summit Partners Credit A-2 LP  
Summit Partners Credit B-2, LP  
Summit RKT VII-B, LP  
Summit Partners 360 Cayman LP  
Summit-Trio, LLC  
Fronton Investor Holdings, LLC  
Butler Holdco II Inc  
Butler Holdco Inc  
Butler Group Holdings Inc  
Summit Partners Entrepreneur Advisors GP, LLC

SPSD IV-B Progressive Blocker Corp  
SPVC II-B Efreightsolutions I Blocker Corp  
SP GE VIII-B Access Blocker Corp  
SPVC II-B Efreightsolutions Holdings LLC  
Summit Credit Funding LLC  
Summit Whistler Funding Inc.  
SPVC III-B COMS Interactive Holdings, L.P  
SP GE VIII-B CITYMD Holdings, LP  
SV VI-B QSF Holdings, LP  
SPSD IV-B Parts Town Holdings LP  
SP GE VIII-B Bluepearl Holdings LP  
SP GE VIII-B RC Blocker Corp  
SPVC III-B COMS Interactive Blocker Corp.  
SPPE VII-B QSF Holdings Blocker Corp  
SPGE VIII-B Parts Town Blocker Corp  
SP SD IV-B Fronton Blocker Corp  
Summit Partners Credit II LLC  
Summit Partners Credit II, LP  
Summit Partners Credit Offshore Fund II, LP  
Summit Partners Credit Fund A-2 LP  
Summit Partners Credit Fund B-2, LP  
Summit RKT VII-B Cayman Ltd  
Summit Partners 360 Sarl FKA Summit Partners IX Sarl  
Summit Partners UK Advisory LLP  
Fronton Holdings, LLC  
Butler Merger Sub II Inc  
Summit Partners Entrepreneur  
Butler Merge Sub I Inc  
Summit Partners, LLP  
Summit Partners Entrepreneur Advisors Fund I, L.P.

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 27 day of August, 2008.

/s/ Gregory M. Avis  
Gregory M. Avis

State of California )  
County of San Mateo ) ss:  
)

On this 27 day of August, 2008, before me personally came Gregory M. Avis, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Lisa Franco  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 24 day of October, 2013.

/s/ Darren M. Black  
Darren M. Black

Commonwealth of Massachusetts )  
County of Suffolk ) ss:  
County of Suffolk )

On this 24 day of October 2013, before me personally came Darren M. Black, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Meredith C. Twigg  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ John R. Carroll

John R. Carroll

Commonwealth of Massachusetts )

) ss:

County of Suffolk )

On this 15 day of September 2008, before me personally came John R. Carroll, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge

Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 5 day of September, 2008.

/s/ Scott C. Collins  
Scott C. Collins

Kingdom of England                                    )  
  ) ss:  
City of London   )

On this 5 day of September, 2008, before me personally came Scott C. Collins, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Edward Gardiner  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Christopher J. Dean  
Christopher J. Dean

Commonwealth of Massachusetts )  
) ss:  
County of Suffolk )

On this 15 day of September, 2008, before me personally came Christopher J. Dean, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 12 day of September, 2011.

/s/ Mark A. deLaar  
Mark A. deLaar

Commonwealth of Massachusetts )  
Country of Suffolk ) ss:  
)

On this 12 day of September, 2011, before me personally came Mark A. deLaar, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Bruce R. Evans  
Bruce R. Evans

Commonwealth of Massachusetts )  
County of Suffolk ) ss:  
)

On this 15 day of September, 2008, before me personally came Bruce R. Evans, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 18 day of August, 2008.

/s/ Charles J. Fitzgerald  
Charles J. Fitzgerald

State of California )  
County of San Mateo ) ss:  
)

On this 18 day of August, 2008, before me personally came Charles J. Fitzgerald, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Elisa Leonhardt  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 21 day of August, 2008.

Craig D. Frances  
Craig D. Frances

State of California )  
County of San Mateo ) ss:  
)

On this 21 day of August, 2008, before me personally came Craig D. Frances, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Elisa Leonhardt  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7 day of September, 2011.

/s/ Greg S. Goldfarb  
Greg S. Goldfarb

Commonwealth of California )  
Country of San Mateo ) ss:  
Country of San Mateo )

On this 7 day of September, 2011, before me personally came Greg S. Goldfarb, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Lisa Marie Del Ben  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Thomas H. Jennings  
Thomas H. Jennings

Commonwealth of Massachusetts )  
 ) ss:  
County of Suffolk )

On this 15 day of September 2008, before me personally came Thomas H. Jennings, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 9 day of December, 2011.

/s/ Joseph J. Kardwell  
Joseph J. Kardwell

Commonwealth of California )  
Country of San Mateo ) ss:  
Country of San Mateo )

On this 9 day of December, 2011, before me personally came Joseph J. Kardwell, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Laarni Canoy  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 18 day of August, 2008.

Walter G. Kortshak  
Walter G. Kortschak

State of California    )  
  ) ss:  
County of San Mateo    )

On this 18 day of August, 2008, before me personally came Walter G. Kortschak, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Elisa Leonhardt  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 5th day of September, 2008.

/s/ Sotiris T. Lyritzis

Sotiris T. Lyritzis

Kingdom of England

)

) ss:

City of London

)

On this 5 day of September 2008, before me personally came Sotiris T. Lyritzis, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Edward Gardiner

Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Martin J. Mannion

Martin J. Mannion

Commonwealth of Massachusetts

)

)

ss:

County of Suffolk

)

On this 15 day of September, 2008, before me personally came Martin J. Mannion, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge

Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 12 day of August, 2008.

/s/ Harrison B. Miller  
Harrison B. Miller

State of California    )  
  ) ss:  
County of San Mateo   )

On this 12 day of August, 2008, before me personally came Harrison B. Miller, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Lisa Franco  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Kevin P. Mohan  
Kevin P. Mohan

Commonwealth of Massachusetts )  
County of Suffolk ) ss:  
)

On this 15 day of September, 2008, before me personally came Kevin P. Mohan, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Thomas S. Roberts  
Thomas S. Roberts

Commonwealth of Massachusetts )  
County of Suffolk ) ss:

On this 15 day of September, 2008, before me personally came Thomas S. Roberts, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 21 day of May, 2012.

/s/ Han K. Sikkens  
Han K. Sikkens

Kingdom of England )  
 ) ss:  
City of London )

On this 23 day of May, 2012, before me personally came Johannes Kornelis Jan. Sikkens, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ J. B. Burgess  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 10 day of September, 2008.

/s/ E. Roe Stamps

E. Roe Stamps

State of Florida )

)

ss:

County of Monroe )

)

On this 10 day of September, 2008, before me personally came E. Roe Stamps, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Joanne Muniz

Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 21 day of May, 2012.

/s/ Christian R. Strain  
Christian R. Strain

Kingdom of England )  
 ) ss:  
City of London )

On this 23 day of May, 2012, before me personally came Christian Raymond Strain, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ J. B. Burgess  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Joseph F. Trustey  
Joseph F. Trustey

Commonwealth of Massachusetts )  
County of Suffolk ) ss:  
)

On this 15 day of September, 2008, before me personally came Joseph F. Trustey, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 7 day of September, 2011.

/s/ Alexander D. Whittemore  
Alexander D. Whittemore

Commonwealth of Massachusetts )  
Country of Suffolk ) ss:  
)

On this 7 day of September, 2011, before me personally came Alexander D. Whittemore, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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IN WITNESS WHEREOF, this Power of Attorney has been signed as of the 15 day of September, 2008.

/s/ Stephen G. Woodsum  
Stephen G. Woodsum

Commonwealth of Massachusetts )  
Country of Suffolk ) ss:

On this 15 day of September, 2008, before me personally came Stephen G. Woodsum, known to me to be the person described and who executed the foregoing instrument that he acknowledged and executed the same.

[Notary Seal]

/s/ Peter Danbridge  
Notary Public

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