

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) Represents grant of restricted shares. The shares will fully vest on third anniversary of the date of grant.

(2) Balance represents restricted shares not vested.

Balance represents indirect ownership of shares held in trust (6,000 shares Penny Sarver - wife; 2,000 shares Penny Sarver FBO Max Sarver - minor son; 8,170 shares

(3) Robert Sarver - trustee of Eva Lauren Hilton Trust; 8,170 shares Robert Sarver - trustee of Shari Rachel Hilton Trust; 176,319 shares Robert Sarver - trustee of Robert Sarver Trust)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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