

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  
THERE TO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 1)<sup>1</sup>

---

HC2 Holdings, Inc.  
(Name of Issuer)

---

Common Stock, par value \$0.001 per share  
(Title of Class of Securities)

---

404139107  
(CUSIP Number)

---

Michael Gorzynski, 595 Madison Avenue, 29<sup>th</sup> Floor, New York, NY 10022 (Tel.) (646) 274-9610  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

---

February 13, 2020  
(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 [  ].

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

Page 1 of 8 pages

---

<sup>1</sup> The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes* ).

---

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Percy Rockdale LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Michigan	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,422,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,422,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,422,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 5.3%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Rio Royal LLC	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Michigan	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 10,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 10,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> Less than 1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> OO	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> MG Capital Management Ltd.	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Cayman Islands	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 10,000
	<b>8</b>	<b>SHARED VOTING POWER</b> 0
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 10,000
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 10,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> Less than 1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Michael Gorzynski	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> AF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 0
	<b>8</b>	<b>SHARED VOTING POWER</b> 2,432,000
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 0
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 2,432,000
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 2,432,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 5.3%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> PN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> George R. Brokaw	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> PF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> United States	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 18,000
	<b>8</b>	<b>SHARED VOTING POWER</b> 0
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 18,000
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 18,000	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> Less than 1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> Kenneth S. Curtis	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> PF	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Canada	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 137,336
	<b>8</b>	<b>SHARED VOTING POWER</b> 0
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 137,336
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 137,336	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> Less than 1%	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> IN	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (the "Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

## **Item 2. Identity and Background**

Item 2 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) This Schedule 13D is being filed by (i) Percy Rockdale LLC, a Michigan limited liability company ("Percy Rockdale"), (ii) Rio Royal LLC, a Michigan limited liability company ("Rio Royal"), (iii) MG Capital Management, Ltd., a Cayman Islands company limited by shares ("MG Capital Management"), (iv) Michael Gorzynski, a natural person, ("Mr. Gorzynski," and, together with Percy Rockdale, Rio Royal and MG Capital Management, the "Percy Reporting Persons"), (v) George R. Brokaw, a natural person ("Mr. Brokaw") and (vi) Kenneth S. Curtis, a natural person ("Mr. Curtis" and, together with the Percy Reporting Persons and Mr. Brokaw, the "Reporting Persons").

(b) The principal business address for each of Percy Rockdale, Rio Royal and Mr. Gorzynski is 595 Madison Avenue, 29th Floor, New York, NY 10022. The principal business address of MG Capital Management is c/o Trident Trust Company (Cayman) Limited, Fourth Floor, One Capital Place, P.O. Box 847, Grand Cayman, KY1-1103, Cayman Islands. The principal business address of Mr. Brokaw is 27 Great Jones Street, Unit 6E, New York, NY 10012. The principal business address of Mr. Curtis is 1101 May Tower 1, 7 May Tower Road, Mid-Levels, Hong Kong.

(c) Percy Rockdale and Rio Royal each hold shares of Common Stock of the Issuer that are the subject of this statement. The principal business of each of Percy Rockdale and Rio Royal is to invest in securities. The principal business of MG Capital Management is to serve as an investment holding company. Mr. Gorzynski's principal occupation is investing, and directing the investment of, assets, including by serving as the sole Manager of Percy Rockdale and the sole Director of MG Capital Management. As a result of the foregoing relationships, (i) MG Capital Management may be deemed to beneficially own the Shares held by Rio Royal and (ii) Mr. Gorzynski may be deemed to beneficially own the Shares held by each of Percy Rockdale and Rio Royal.

Mr. Brokaw and Mr. Curtis also each hold shares of Common Stock of the Issuer that are the subject of this statement. The principal occupation of each of Mr. Brokaw and Mr. Curtis is investing, and directing the investment of, assets.

(d) - (e) During the last five years, none of the Reporting Persons have been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) 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) Percy Rockdale and Rio Royal are each Michigan limited liability companies. MG Capital Management is a Cayman Islands company limited by shares. Msrs. Brokaw and Gorzynski are citizens of the United States of America. Mr. Curtis is a citizen of Canada.

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

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

All of the Shares to which this Statement relates were purchased on behalf of the Reporting Person using the investment capital of the respective Reporting Person. The aggregate amount of funds used for the purchase of the securities held by the Percy Reporting Persons reported herein was approximately \$5,454,820.00 excluding commissions. The aggregate amount of funds used for the purchase of the securities held by Mr. Brokaw reported herein was approximately \$61,265.00 excluding commissions. The aggregate amount of funds used for the purchase of the securities held by Mr. Curtis reported herein was approximately \$465,484.20 excluding commissions.

## **Item 4. Purpose of the Transaction**

Item 4 of the Schedule 13D is hereby amended to add the following:

On February 13, 2020, Percy Rockdale delivered a Stockholder Nomination Letter (the "Nomination Letter") to the Issuer, notifying the Issuer of its intent to nominate six highly qualified individuals (the "Proposed Nominees"), for election to the Issuer's board of directors (the "Board") at the Issuer's 2020 annual meeting of stockholders (the "Annual Meeting"). In the Nomination Letter, Percy Rockdale reserved the right, depending on certain factors, including the total number of directors up for election at the Issuer's 2020 annual meeting, to withdraw certain or all of its Proposed Nominees, to nominate additional nominees for election to the Board at the Issuer's 2020 annual meeting and/or to replace any of the Proposed Nominees.

On February 18, 2020, the Reporting Persons issued a press release announcing the nominations. A copy of the press release is attached hereto as Exhibit 99.3 and incorporated herein by reference in its entirety.

---



**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(b) The aggregate percentage of shares of Common Stock reported owned is based upon 45,935,196 shares of Common Stock outstanding as of October 31, 2019 as reported in the Issuer's Form 10-Q filed with the Securities Exchange Commission on November 5, 2019.

As of the date hereof, Percy Rockdale beneficially owned 2,422,000 Shares, constituting approximately 5.3% of the Shares outstanding. As of the date hereof, Rio Royal beneficially owned 10,000 Shares, constituting less than 1% of the Shares outstanding. By virtue of its relationship with Rio Royal discussed in further detail in Item 2, MG Capital Management may be deemed to be the beneficial owner of the Shares owned directly by Rio Royal. By virtue of his relationships with Percy Rockdale and Rio Royal discussed in further detail in Item 2, Mr. Gorzynski may be deemed to beneficially own the Shares owned directly by each of Percy Rockdale and Rio Royal. Percy Rockdale and Mr. Gorzynski have shared voting and dispositive power over the shares of Common Stock directly held by Percy Rockdale. Rio Royal, MG Capital Management and Mr. Gorzynski have shared voting and dispositive power over the shares of Common Stock directly held by Rio Royal.

As of the date hereof, Mr. Brokaw beneficially owned 18,000 Shares, constituting less than 1% of the Shares outstanding. As of the date hereof, Mr. Courtis beneficially owned 137,336 Shares, constituting less than 1% of the Shares outstanding.

(c) Except as disclosed on Schedule A attached hereto, none of the Reporting Persons have entered into any transactions involving the Common Stock during the past 60 days.

As of the date hereof, the Reporting Persons beneficially own an aggregate of 2,587,336 Shares, constituting approximately 5.6% of the outstanding Shares. Each Reporting Person, may be deemed to be a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims the formation of a group and the beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

(d) No Person other than the Reporting Persons has the right to receive or the power to direct the receipt of distributions or dividends from, or the proceeds from the transfer of, the reported securities.

(e) Not Applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

The Reporting Persons have entered into a joint filing agreement, dated as of February 18, 2020, a copy of which is attached hereto as Exhibit 99.4 and is incorporated herein by reference.

**Item 7. Material to be Filed as Exhibits**

Item 7 of the Schedule 13D is hereby amended to add the following:

Exhibit 99.3 Press Release, dated February 18, 2020.

Exhibit 99.4 Joint Filing Agreement to Schedule 13D by and among Percy Rockdale, LLC, Rio Royal LLC, MG Capital Management Ltd., Michael Gorzynski, George R. Brokaw and Kenneth S. Courtis dated as of February 18, 2020).

Exhibit 99.5 Powers of Attorney.

---

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: February 18, 2020

Percy Rockdale LLC

By: /s/ Michael Gorzynski  
Michael Gorzynski, as Sole Manager

Rio Royal LLC

By: /s/ Michael Gorzynski  
Michael Gorzynski, as Sole Manager

MG Capital Management Ltd.

By: /s/ Michael Gorzynski  
Michael Gorzynski, as Sole Director

/s/ Michael Gorzynski  
Michael Gorzynski, a natural person, individually  
and as attorney-in-fact for George R. Brokaw and  
Kenneth S. Courtis

---

**SCHEDULE A**

## Transactions in the Common Stock of the Issuer by Reporting Persons During the Past 60 Days

<b>Reporting Person</b>	<b>Date of Transaction</b>	<b>Number of Shares Purchased</b>	<b>Price Per Share<sup>1</sup></b>
Rio Royal	12/26/2019	5,000	2.18
Rio Royal	12/26/2019	5,000	2.26
Percy Rockdale	1/10/2020	1,500,000	2.135
Percy Rockdale	1/15/2020	800,000	2.26
Percy Rockdale	2/3/2020	122,000	3.46
George R. Brokaw	1/29/2020	5,000	2.87
George R. Brokaw	1/31/2020	3,000	3.239
George R. Brokaw	2/3/2020	1,000	3.418
George R. Brokaw	2/7/2020	1,000	3.38
George R. Brokaw	2/10/2020	8,000	3.80
Kenneth S. Courtis	1/6/2020	22,619	3.3762
Kenneth S. Courtis	1/30/2020	7,964	2.8318
Kenneth S. Courtis	2/3/2020	100,000	3.4361
Kenneth S. Courtis	2/4/2020	6,753	3.3993

---

<sup>1</sup> Excluding any brokerage commissions.

# MG Capital Nominates Full Slate of Candidates for Election to HC2's Board of Directors

***Issues Letter to Fellow Stockholders Detailing the Case For Urgent Change at HC2, Including the Removal of Chairman and CEO Philip Falcone***

***Believes Dismal Governance, Rampant Conflicts, Unjustifiable Waste, and Perpetual Strategic Missteps Have Cost Stockholders Hundreds of Millions of Dollars Over Mr. Falcone's Tenure***

***Highlights That in Addition to Maintaining Negative TSR Over Several Time Horizons, HC2's Shares Have Consistently Traded at a Massive Discount to Net Asset Value***

***To Address HC2's Weaknesses and Bring Credibility to the Boardroom, MG Capital Has Recruited a World-Class Slate With Superior Backgrounds and Pedigrees***

***Nominates Six Highly-Qualified, Independent Candidates That Possess the Expertise and Vision Needed to Refresh the Board of Directors and Implement a Value-Enhancing Turnaround Plan***

NEW YORK--(BUSINESS WIRE)-- MG Capital Management, Ltd. (together with Percy Rockdale LLC, the nominating stockholder, and its affiliates, "MG Capital" or "we") is a significant stockholder of HC2 Holdings, Inc. (NYSE: HCHC) ("HC2" or the "Company"), which collectively with the other participants in its solicitation beneficially owns more than 5% of the Company's outstanding shares. MG Capital today issued a public letter to stockholders regarding its decision to nominate six highly-qualified and independent candidates for election to the Company's Board of Directors at the upcoming 2020 annual meeting of stockholders.

Below is the full text of the letter.

\*\*\*

February 18, 2020

Fellow Stockholders:

MG Capital Management, Ltd. (together with Percy Rockdale LLC, the nominating stockholder, and its affiliates, "MG Capital" or "we") is a significant stockholder of HC2 Holdings, Inc. ("HC2" or the "Company"), which together with the other participants in its solicitation beneficially owns more than 5% of the Company's outstanding shares. We believe that HC2's indefensible record of long-term underperformance and value destruction stems from exceptionally poor corporate governance, rampant conflicts of interest, ineffective balance sheet management, and the absence of a credible business strategy. In our view, the manifestation of these issues over the course of Philip Falcone's tenure as Chairman and Chief Executive Officer has completely eroded the market's confidence in HC2, resulting in the Company's shares trading at a perpetual discount to net asset value of more than 80%.<sup>1</sup>

Although we prefer to engage with corporate leadership teams in a private manner when issues arise, it is clear to us that HC2's Board of Directors (the "Board") is not positioned to address our concerns or oversee the implementation of a viable turnaround plan that puts independent stockholders first. As long as Mr. Falcone controls the Company, we feel stockholder value remains at risk. We contend that little has transpired over the past six years to suggest that he and his hand-picked directors are truly focused on stockholders' best interests above all else. This is why we are nominating a full slate of highly-qualified, independent director candidates to replace the incumbent Board at the 2020 annual meeting of stockholders (the "Annual Meeting").

---

<sup>1</sup> As of market close on January 14, 2020, which is the day before the Reporting Persons filed a 13D with the Securities and Exchange Commission, HC2's shares were trading at \$2.27. A sum-of-the-parts valuation of \$12.50 was set forth by B.B. Riley FBR, Inc. in its February 10, 2020 report.

It is important to stress that we did not come to this decision hastily. We devoted a significant amount of time and effort to thoroughly analyzing HC2's publicly-available business plans, financial results, balance sheet, governance, executive compensation, and treatment of stockholders. This has led us to uncover a number of issues that appear irreconcilable under the incumbent Board, including:

- **Dismal Long-Term Performance:** Since Mr. Falcone took control of HC2 six years ago, there has been a steady erosion of stockholder value. Our view is that HC2 has delivered exceptionally poor total stockholder returns ("TSR") over one-year (-33.43%), three-year (-65.56%), five-year (-71.97%) and six-year (-35.14%) horizons.<sup>2</sup> We find that the picture only gets bleaker when evaluating performance on a relative basis:
  - **1-year TSR:** -33.43% vs. S&P 500 return of 29.68%, Russell 300 return of 28.72%, and 2019 proxy peer group<sup>3</sup> average return of 12.57%.
  - **3-year TSR:** -65.56% vs. S&P 500 return of 53.16%, Russell 3000 return of 50.34%, and 2019 proxy peer group average return of 13.77% .
  - **5-year TSR:** -71.97% vs. S&P 500 return of 80.79%, Russell 3000 return of 77.09%, and 2019 proxy peer group average return of 31.29% .
  - **6-year TSR:** -35.14% vs. S&P 500 return of 101.82%, Russell 3000 return of 95.92%, and 2019 proxy peer group average return of 32.51%.
- **A Haphazard Corporate Strategy:** Despite marketing itself as a diversified holding company that invests strategically and opportunistically across industries, we feel that HC2 and Mr. Falcone have consistently failed to demonstrate to stockholders that they possess the abilities, competence, and expertise to acquire and manage controlling stakes in companies operating across seven distinct sectors. Perhaps this explains why Mr. Falcone recently defended HC2's insurance holdings and questioned MG Capital's scrutiny of the business in an email to us—only to turn around days later and disclose the intended sale of Continental Insurance.<sup>4</sup> It is also noteworthy that although HC2 has invested a significant amount of capital in the insurance space, Mr. Falcone is actually banned from the sector in several states, including New York.<sup>5</sup>
- **An Ineffective, Unqualified Board:** A review of HC2's 2019 Proxy Statement and other publicly-available information reveals that the incumbent directors are either closely connected to Mr. Falcone, underqualified, or in possession of a track record that includes legal and regulatory issues. We believe the problems in the boardroom obviously begin—but do not end—with Mr. Falcone, who has been able to reap outsized compensation and push through concerning related party transactions while holding the Chairman role.<sup>6</sup> Lead Independent Director Wayne Barr, Jr. has not only failed to check Mr. Falcone's actions, but he lost the support of Glass Lewis & Co in 2019 and lacks any stated expertise in construction, insurance, energy, marine services, and other business segments of relevance to HC2. It is also notable that Board member Lee S. Hillman was Chairman and Chief Executive Officer at Bally Total Fitness prior to its bankruptcy and during the period in which the Securities and Exchange Commission ("SEC") ultimately focused on during its investigation of the entity's accounting practices.<sup>7</sup> Although we intend to share additional analyses related to the Board, our hope is that stockholders begin to recognize that HC2's Board needs a top-to-bottom overhaul.

---

<sup>2</sup> Bloomberg; TSR reflects share price and performance up until January 14, 2020, which is the day before the Reporting Persons filed a 13D with the Securities and Exchange Commission. TSR assumes dividends reinvested.

<sup>3</sup> The "2019 proxy peer group" includes: Cannae Holdings, Inc., Carlisle Companies, Inc., Compass Diversified Holdings, 2CSW Industrials, Inc., E.W. Scripps Co., Entravision Communications, Gannett Co., Inc., Legg Mason, Inc., Meredith Corp., Opko Health, Inc., Prestige Brands Holdings, Inc., Raven Industries Inc., Spectrum Brands Holdings and Steel Partners Holdings LP

<sup>4</sup> HC2 press release dated February 10, 2020 (link here).

<sup>5</sup> New York State Department of Financial Services press release dated October 20, 2013 (link here).

<sup>6</sup> HC2's 2019 Proxy Statement.

<sup>7</sup> Securities and Exchange Commission press release dated February 28, 2008 (link here).

---

- **Excessive Debt:** Under the watch of Mr. Falcone and the incumbent Board, we feel HC2 has taken on excessive levels of debt at the holding company level. It currently has approximately \$470 million of senior, secured notes outstanding with an interest rate of 11.5%.<sup>8</sup> A significant debt load and high double-digit interest rate is inappropriate given HC2's already large holding company expense structure and the illiquid nature of many of its holdings. Even if the Company was somehow able to reduce HC2's debt to more reasonable levels in the near-term, we believe the Board has already shown itself to be lacking when it comes to balance sheet management and financial judgement.
- **Unjustifiably High Corporate Expenses:** HC2's "Non-Operating Corporate" segment lost \$25.9 million in "Adjusted EBITDA" in 2018.<sup>9</sup> In addition, management was paid more than \$4 million in equity compensation that year.<sup>10</sup> That brings total corporate expenses over the full-year period to more than \$30 million. Given that HC2 had a market capitalization of approximately \$100 million at the end of 2018, we find this level of spending to be damning evidence of excessive waste and validation of our view that Mr. Falcone and the Board are not prioritizing independent stockholders' interests. It is also worth highlighting that expenses continued to spiral out of control in 2019, with "Adjusted EBITDA" of negative \$15.2 million through the end of September 2019.<sup>11</sup>
- **Numerous Related Party Transactions:** We have discovered a string of disturbing related party transactions that appear to have benefited Mr. Falcone at the expense of stockholders. HC2's most recent 10-Q discloses that in January 2015, the Company entered into a "Services Agreement" with Harbinger Capital Partners (Mr. Falcone's investment management firm).<sup>12</sup> The firm is currently extracting approximately \$4 million per year through this opaque "Services Agreement." We were also shocked to learn that in 2018, HC2 entered into a costly 75-month lease for office space previously occupied by Harbinger Capital Partners. Is it appropriate for a small public company to have a lavish office on Park Avenue intended for a once large hedge fund?
- **Concerns Over Mr. Falcone's Regulatory Issues:** We are concerned about the appropriateness and legitimacy of the services that HC2 may be receiving from Mr. Falcone and his affiliates, especially given past infractions. Mr. Falcone entered into a settlement agreement with the SEC in 2013 after admitting wrongdoing and agreeing to a ban from the investment advisor industry, including a prohibition on adding new clients. Yet he and Harbinger Capital Partners still established a "Services Agreement" in 2015 with HC2, which controls more than \$4 billion of securities via its insurance subsidiary.<sup>13</sup> In addition, numerous public reports have noted that Mr. Falcone was previously fined \$18 million by the SEC and was thereafter required to pay more than \$30 million to New York State to settle a tax evasion case.

More recently, since our January 15 13D filing, we believe that Mr. Falcone and the incumbent Board have taken another series of brazen steps to entrench themselves at the expense of independent stockholders and corporate democracy. The Company's February 10 announcement regarding efforts to sell Continental Insurance and explore alternatives for DMB Global reads to us like a kneejerk reaction to MG Capital's recent engagement. We believe it would be in the best interests of all stockholders if HC2 avoided any major corporate actions until after the Annual Meeting, at which point stockholders may elect a completely new Board. Our view is that a refreshed Board that is no longer weighed down by biases and conflicts will be much better situated to conduct a holistic strategic review of the business.

---

<sup>8</sup> HC2 press release dated November 12, 2018 (link here).

<sup>9</sup> HC2's Fourth Quarter and Full Year 2018 Results.

<sup>10</sup> HC2's 2019 Proxy Statement.

<sup>11</sup> HC2's Third Quarter 2019 Results.

<sup>12</sup> HC2's FORM 10-Q For Third Quarter 2019.

<sup>13</sup> HC2's FORM 10-Q For Third Quarter 2019.

---

In light of all these historical and recent issues, we feel that HC2 stands at a crossroads this spring. Even if Mr. Falcone enacts some incremental enhancements designed to improve HC2's short-term prospects, we believe any road forward proposed by him will lead off a cliff. MG Capital is offering an alternative road that we contend will lead to enhanced value creation, superior governance, and the eradication of conflicts and self-dealing.

After conducting a thorough analysis of HC2's boardroom deficiencies and needs, we worked to assemble a world-class slate of directors that have experience investing in companies and operating businesses across the Company's priority sectors. Our nominees also possess diverse expertise in insurance, energy, telecommunications, investment management, operational turnarounds, debt restructurings, and regulatory affairs—all areas that will support our proposed 100-day plan and long-term vision for enhancing stockholder value. We intend to provide more detail and information about our proposed path forward for a better HC2 in the weeks and months to come, but in the meantime, here are our nominees' summarized biographies:

- **George R. Brokaw**, 52, has served as a private investor through several private and public investment vehicles. Previously, Mr. Brokaw served as Managing Director of the Highbridge Growth Equity Fund at Highbridge Principal Strategies, LLC ("Highbridge"). Prior to joining Highbridge, Mr. Brokaw was a Managing Director and Head of Private Equity at Perry Capital, LLC ("Perry"). Prior to joining Perry, Mr. Brokaw was Managing Director (Mergers & Acquisitions) of Lazard Frères & Co. LLC ("Lazard"). Mr. Brokaw currently serves on the board of directors of DISH Network Corporation (NASDAQ: DISH), Alico, Inc. and Consolidated Tomoka Inc. Mr. Brokaw previously served on several public company boards of directors including Modern Media Acquisition Corp, North American Energy Partners, Inc. and Terrapin 3 Acquisition Corporation. Mr. Brokaw received a BA from Yale University and a JD and MBA from the University of Virginia, and is a member of the New York Bar.

*We believe that Mr. Brokaw's extensive investing, legal and governance experience would make him a beneficial addition to the Board.*

- **Kenneth S. Courtis**, 64, is a financial executive with over 30 years of investment banking and board experience. Since January 2009, Mr. Courtis has served as the Chairman of Starfort Investment Holdings. Previously, he served as Vice Chairman and Managing Director of Goldman Sachs, and Chief Economist and Investment Strategist of Deutsche Bank Asia. He received an undergraduate degree from Glendon College in Toronto and an MA in international relations from Sussex University in the United Kingdom. He earned an MBA at the European Institute of Business Administration and received a Doctorate with honors and high distinction from l'Institut d'études politiques, Paris.

*We believe that Mr. Courtis' extensive investing expertise, governance experience, and banking relationships and perspectives would make him a beneficial addition to the Board.*

- **Michael Gorzynski**, 41, is the Managing Member of MG Capital Management, Ltd., an investment firm focused on complex value-oriented investments. From 2006-2011, he invested in special situations globally at Third Point, LLC, a large asset management firm, where he focused on macro, event-driven, distressed, and private investments across the capital structure (equity, hybrids, bonds, & loans). He is an expert in restructurings and in the insurance and banking industries, having participated in dozens of large-scale bank and insurance company restructurings. He earned a BA from the University of California, Berkeley, and received an MBA from Harvard Business School.

*We believe that Mr. Gorzynski's extensive financial and restructuring experience, and familiarity with the insurance and banking industries, would make him a strong addition to the Board.*

- **Robin Greenwood**, 43, has been the George Gund Professor of Finance and Banking at Harvard Business School since 2013 and began serving as Head of the Finance Unit in 2018. At HBS he is the Faculty Director of the Behavioral Finance and Financial Stability project and cochairs the Business Economics PhD program. Mr. Greenwood also currently serves as a member of the Financial Advisory Roundtable of the Federal Reserve Bank of New York and a Research Associate at the National Bureau of Economic Research, which he joined in 2017. Mr. Greenwood received a PhD from Harvard in Economics, and BS degrees in Economics and Mathematics at MIT.
-

We believe that Mr. Greenwood's prowess in the insurance and pension industries, as well as his research in these and other financial industries, makes him an excellent prospective addition to the Board.

- **Liesl Hickey**, 46, is a veteran political strategist who has worked at the highest levels of politics and issue advocacy. Since 2016, Ms. Hickey has served as a senior advisor at each of Guide Post Strategies, Blitz Canvassing and Pathway Partners, and as a partner at Ascent Media. In addition, since 2015, she has provided political consulting services through RAE LLC. Prior to that, from 2015 to 2016, she served as an executive director of Right to Rise and a partner at Patchwork Productions. From 2013 to 2014, Ms. Hickey was the Executive Director of the National Republican Congressional Committee (NRCC). She was a fellow at the University of Chicago's Institute of Politics and a contributor to the Wall Street Journal's former "Think Tank." Ms. Hickey is a graduate of Southern Methodist University.

We believe that Ms. Hickey's strategic consulting background, policy experience and regulatory insights make her a valuable prospective addition to the Board.

- **Jay Newman**, 68, is currently serving as the Managing Member of Ginzan Management Ltd., a family office he founded in 2016. He has over 40 years of experience working in the finance industry as a lawyer, investment banker and principal investor. Immediately prior to establishing Ginzan, Mr. Newman was a Senior Portfolio Manager and Member of the Management Committee at Elliott Management Corporation where he worked for over 20 years. He is a graduate of Yale College, Columbia Law School and completed an LLM in Tax at NYU.

We believe that Mr. Newman's vast experience in the financial industry as an investor and executive would make him a beneficial addition to the Board.

We look forward to continuing to engage with all stockholders in the coming weeks, with the goal of sharing additional information about our case for change and campaign to unlock the tremendous upside value trapped within HC2's underperforming shares.

Sincerely,  
Michael Gorzynski

\*\*\*

#### FORWARD-LOOKING STATEMENTS

Any statements contained herein that do not describe historical facts, including future operations, are neither promises nor guarantees and may constitute "forward-looking statements" as that term is defined in the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking statements may include words such as "may," "might," "will," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue," the negative of these terms and other comparable terminology. Any such forward-looking statements contained herein are based on current assumptions, estimates and expectations, but are subject to a number of known and unknown risks and significant business, economic and competitive uncertainties that may cause actual results to differ materially from expectations. Numerous factors could cause actual future results to differ materially from current expectations expressed or implied by such forward-looking statements, including the risks and other risk factors detailed in various publicly available documents filed by the Issuer from time to time with the Securities and Exchange Commission (SEC), which are available at [www.sec.gov](http://www.sec.gov), including but not limited to, such information appearing under the caption "Risk Factors" in Issuer's Annual Report on Form 10-K filed with the SEC on March 12, 2019. Any forward-looking statements should be considered in light of those risk factors. The Reporting Persons caution readers not to rely on any such forward-looking statements, which speak only as of the date they are made. The Reporting Persons disclaim any intent or obligation to publicly update or revise any such forward-looking statements to reflect any change in Issuer expectations or future events, conditions or circumstances on which any such forward-looking statements may be based, or that may affect the likelihood that actual results may differ from those set forth in such forward-looking statements.

---



## CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

MG Capital Management, Ltd together with the other participants named herein (collectively, “MG Capital”), intends to file a preliminary proxy statement and an accompanying proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of director nominees at the upcoming 2020 annual meeting of stockholders of HC2 Holdings, Inc., a Delaware corporation (the “Company”).

MG CAPITAL STRONGLY ADVISES ALL SHAREHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC’S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS’ PROXY SOLICITOR: SARATOGA PROXY CONSULTING LLC (TEL: (888) 368-0379 OR (212) 257-1311; EMAIL: [JFERGUSON@SARATOGAPROXY.COM](mailto:jferguson@saratogaproxy.com))

The participants in the solicitation are anticipated to be MG Capital Management, Ltd., a Cayman Islands company limited by shares (“MG Capita”), Percy Rockdale LLC, a Michigan limited liability company (“Percy Rockdale”), Rio Royal LLC, a Delaware limited liability company (“Rio Royal”), Michael Gorzynski, a natural person, (“Mr. Gorzynski,” and, together with MG Capital, Percy Rockdale and Rio Royal, the “ MG Capital Participants”), George Brokaw, a natural person (“Mr. Brokaw”), Kenneth Courtis, a natural person (“Mr. Courtis”), Robin Greenwood, a natural person (“Mr. Greenwood”), Liesl Hickey, a natural person (“Ms. Hickey”), and Jay Newman, a natural person (“Mr. Newman” and together with Mr. Brokaw, Mr. Courtis, Mr. Greenwood, Mr. Gorzynski and Ms. Hickey, each a “Nominee” and collectively, the “Nominees”; the Nominees and the MG Capital Participants collectively, the “Participants”).

As of the date hereof, the Percy Rockdale is the direct owner of 2,422,000 shares of common stock of the Company, \$0.001 par value (“Common Stock”). As of the date hereof, the Rio Royal is the direct owner of 10,000 shares of Common Stock. MG Capital Management, as the investment holding company of Rio Royal, may be deemed the beneficial owner of the 10,000 shares of Common Stock owned by Rio Royal. Mr. Gorzynski as the sole Manager of Percy Capital and the sole Director MG Capital Management, may be deemed the beneficial owner of (i) the 2,422,000 shares of Common Stock owned by Percy Rockdale and (ii) the 10,000 shares of Common Stock owned by Rio Royal. As of the date hereof, Mr. Brokaw is the beneficial owner of 18,000 shares of Common Stock. As of the date hereof, Mr. Courtis is the beneficial owner of 137,336 shares of Common Stock. Except as described herein, no other Participant beneficially owns any Common Stock as of the date hereof.

### Contacts

For Investors:

Saratoga Proxy Consulting LLC  
John Ferguson / Joe Mills, 212-257-1311  
[jferguson@saratogaproxy.com](mailto:jferguson@saratogaproxy.com) / [jmills@saratogaproxy.com](mailto:jmills@saratogaproxy.com)

For Media:

Profile  
Greg Marose / Charlotte Kiaie, 347-343-2999  
[gmarose@profileadvisors.com](mailto:gmarose@profileadvisors.com) / [ckiaie@profileadvisors.com](mailto:ckiaie@profileadvisors.com)

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13D with respect to the Common stock, par value \$0.001 per share, of HC2 Holdings, Inc. dated as of the date hereof is, and any further amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 18, 2020

Percy Rockdale LLC

By: /s/ Michael Gorzynski  
Michael Gorzynski, as Sole Manager

Rio Royal LLC

By: /s/ Michael Gorzynski  
Michael Gorzynski, as Sole Manager

MG Capital Management Ltd.

By: /s/ Michael Gorzynski  
Michael Gorzynski, as Sole Director

/s/ Michael Gorzynski  
Michael Gorzynski, a natural person, individually  
and as attorney-in-fact for George R. Brokaw and  
Kenneth S. Curtis

**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints Michael Gorzynski the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of HC2 Holdings, Inc., a Delaware corporation (the "Company") directly or indirectly beneficially owned by Percy Rockdale LLC and its affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect its slate of director nominees to the board of directors of the Company at the 2020 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of February 2020.

/s/ George Brokaw

Printed Name: GEORGE BROKAW

---

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Michael Gorzynski the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of HC2 Holdings, Inc., a Delaware corporation (the "Company") directly or indirectly beneficially owned by Percy Rockdale LLC and its affiliates (collectively, the "Group") and (ii) any proxy solicitation of the Group to elect its slate of director nominees to the board of directors of the Company at the 2020 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of February 2020.

/s/ Kenneth S. Courtis

Printed Name: KENNETH S. COURTIS