

EXHIBIT 5

Bold, underlined text indicates additions.

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The Depository Trust Company Reorganizations Service Guide

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About Reorganization:

Introduction

Overview

This chapter describes DTC's Reorganization products. Each section includes a description of the product, how it works, and a list of associated Participant **Terminal System (PTS) and Participant** Browser System (PBS) functions that you can use to access the product.

Warning! Information regarding DTC's processing of reorganization items is available via the **PBS PTS** function Reorganization Inquiry for Participants (RIPS) and, in many cases, via the **Reorg** PBS functions **listed under Reorganization and Redemptions, Income Tracking/Adjustments, Instructions and Inquiries, Processors, Proxy Announcements, Risk Analysis, Investors Voluntary Redemption and Sales Service and Agent Functions** used for the particular reorganization activity. DTC obtains this information from sources it believes to be reliable, but DTC does not represent the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of this information, which is provided as is. Furthermore, this information is subject to change. Participants should independently obtain, monitor and review any available documentation relating to the reorganization activity and verify information obtained from DTC. In addition, nothing contained in such information shall relieve participants of their responsibility under DTC's Rules and Procedures to check the accuracy of their Participant Daily Activity Statements and to notify DTC of any discrepancies.

About Reorganizations

DTC receives and distributes information to you about various reorganization activities, and processes these actions on your behalf. These services are available through DTC's **Participant Terminal System (PTS)**, Participant Browser System (PBS) and, in some cases, via Computer-to-Computer Facilities (CCF and CCF-II), and Mainframe Dual Host (MDH). DTC also assigns voting or consenting rights to you in conjunction with shareholder meetings or consent solicitations.

Almost all Reorganization services are available via **PTS and** PBS. However, for those rare occasions when DTC cannot offer a service via **PTS or** PBS, DTC will notify you of the reorganization activity and what action you should take. For example, an offer may require that you sign a form in order to exchange shares, and this cannot be done via **PTS or** PBS.

Warning! DTC has no obligation to examine for completeness or accuracy any instruction forms or accompanying documents submitted to DTC. Nevertheless, if DTC makes such an examination, and the form or accompanying documents do not appear to be complete or accurate or your general free position is insufficient, the instruction may be rejected by DTC. If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.

Types of Reorganization Products

The following products are processed by the Reorganization Department:

- Voluntary Offerings
- Conversions
- Mandatory Reorganizations
- Puts
- Warrant Exercises
- Right Subscriptions
- ~~Unit Swingovers~~

- Change Mode of Payment (CMOP)
- CD Early Redemptions
- Proxy

Reorganization Envelopes

Reorganization envelopes are created for each reorganization event and maintained via the **Reorg Inquiry for Participants (RIPS)** function **available via PTS and PBS**. These envelopes serve as a means of announcing the reorganization event and providing you with any updates to that information. There are three types of RIPS envelopes:

1. **Preliminary:** Set up before all the details of the reorganization event are available.
2. **Active:** Containing the complete details of an ongoing reorganization event.
3. **Historical:** Containing the details of a completed reorganization event.

Reorganization (RRG) Account/Contra-CUSIP Numbers

In certain cases, DTC uses contra-CUSIP numbers and RRG accounts to report reorganization activity on your positions. Contra-CUSIP numbers are used to segregate your position (representing instructions submitted) for voluntary offers and put bond options. The RRG account contains numerous subaccounts, organized by the various types of reorganization activities.

Securities undergoing a reorganization are segregated from your general free account into one of the following:

| This RRG sub-account | Is used to segregate |
|----------------------|--|
| B | Basic rights subscriptions. |
| C | Calls without interest (currently not used). |
| D | "Phase one" redemption reorg deposits (Full calls, partial calls and maturities), up to five business days before the redemption date. |
| E | "Phase two" redemption reorg deposits, beginning four business days before the redemption date and continuing onward. |
| F | Foreign currency, allowing you to receive payment in foreign currency directly from the paying agent. |
| I | IVORS redemptions. |
| L | Legal mandatory reorg deposits. * |
| M | Mandatory reorg deposits. * |
| O | Custody mandatory reorg deposits. * |
| P | Calls with interest (currently not used). |
| R | Custody redemption reorg deposits. * |

| | |
|---|---|
| S | Sales of rights. |
| T | Custody tenders. |
| U | Custody mutual funds. |
| V | Rights oversubscriptions. |
| W | Custody warrants. |
| X | Custody conversions. |
| Z | CD redemptions. |
| 3 | Mandatory reorg deposits* (over three years old). |

RRG accounts appear on your statements in this basic format:

B 059-01

B = The type of instruction (in this case, basic rights subscriptions)

059 = The activity code of the RIPS envelope (in this case, rights)

01 = The sequence number of the RIPS envelope.

Pledged Securities

For pledged securities, you will not receive payments (cash or securities) resulting from a reorganization until those securities are released.

Segregated Securities

For segregated securities, you will receive payment and your segregated position will be decremented. If your position is split between your free account and Segregated position, both will be decremented with the exception of partial redemptions, in which case your free position will be decremented first and any remaining portion will come from your segregated position.

Additionally to account for any position movements between the Segregated and Free accounts on allocation date, DTC will execute an additional real time position capture immediately prior to allocation to recognize any adjustments you may have made prior to allocation.

Chills on Reorg Activities

Certain reorganizations may require that DTC place chills (restrictions) on physical and/or book entry activity. Contra CUSIPs are generally chilled also.

Frozen Letters

In certain instances, DTC will process a book-entry delivery on your behalf for securities that have a chill for deliver order (DO) activities. You must contact the appropriate person at DTC ~~(use the RIPS function for contact information)~~ and forward a frozen letter request that includes the following:

- The DTC contact
- The name of the security

- The CUSIP number
- The quantity of shares or bonds
- The delivering participant's number and name
- The receiving participant's number and name
- The delivering participant's authorized signature
- The receiving participant's authorized signature
- A medallion guarantee stamp for both parties
- An indemnity clause.

Note- DTC does not provide a specific form for an indemnity clause. You must provide the indemnity clause in whatever format your own legal requirements dictate.

Preparing to Use the Products

In order to use the products associated with this service, you must have access to one of the following:

- **The Participant Terminal System (PTS) network**
- The Participant Browser System (PBS) network
- Computer-to-Computer Facility (CCF or CCF II) or Mainframe Dual Host (MDH).

Contact your Relationship Manager for more information.

Note: DTC also provides various hard copy reports.

Reorganization Contact Numbers

If you have any questions about reorganization activities, call **1-888-382-2721** and choose Option 4, followed by Option 2.

Service Topics:

Allocations

About the Product

DTC's Allocations product allocates cash and stock to participants, ensuring that cash and stock payments are received on a timely basis, and in turn paid out to participants as soon as possible. DTC accomplishes this by maintaining constant contact with the appropriate paying agents and following through with disbursements to participants.

Associated PTS / PBS Functions

The following PTS / **PBS** functions are used in association with the Allocations product:

| Use this PTS function | Use this PBS function | To |
|------------------------------|------------------------------|--|
| WARR | Warrant | View allocations for warrant exercises |

| | | |
|------|--|--|
| | <u>Subscriptions</u> | and redemptions. |
| PTOP | <u>Voluntary Tenders and Exchanges</u> | View allocations for tender and exchange offers. |
| PUTS | <u>Put Option Bonds</u> | View allocations for put option exercises. |
| CERR | <u>CD Early Redemption Requests</u> | View allocations for CD early redemptions. |
| RCIP | <u>Participant Reorg Conversions</u> | View allocations for conversions. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the past 60 days. |
| SDAR | <u>Reorg / Redemptions / Dividend Allocations</u> | View today's allocations and anticipated allocations for the next five business days. You can also view five days of allocation history. |
| ADJI | <u>Adjustment Inquiries</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| PART | <u>Participant Activity Research Tool</u> | View security activity and adjustment information. |
| PSOP | <u>Rights Subscriptions</u> | View allocations for rights subscriptions and redemptions. |

PTOP (PTS) / Voluntary Tenders and Exchanges (PBS): PTOp is a function that is used by DTC Participants to submit instructions, submit protects, submit cover / protects, submit cover protects on behalf of another Participant and submit withdrawals on various Voluntary Reorganization events. PTOp provides a snapshot of the offer details, inquiry functionality and maintains history of all instruction details.

PSOP (PTS) / Rights Subscriptions (PBS): PSOP is a function that is used by DTC Participants to submit instructions including oversubscriptions, submit protects, submit cover protects, submit cover protects on behalf of another Participant and submit Rights sell instructions on Rights Subscription events. This function provides a snapshot of the offering details, inquiry functionality and maintains history of all instruction details.

Allocations Contact Number

For more information regarding allocations processing, contact DTC's Customer Support Center at 1-888-

382-2721 and ~~follow the prompts mentioned above~~ Choose Option #4, followed by Option #2.

Announcements

About the Product

The Announcements product provides you with information regarding the processing of securities undergoing reorganization activity such as:

- Mergers (cash or stock)
- Tender offers
- Exchange offers
- Conversion expirations
- Warrant exercise expirations
- Put option exercises
- Rights subscriptions
- Other types of corporate actions (such as bankruptcy).

This information is distributed to you electronically (via PTS / PBS, and CCF, CCF II, and MDH) and, in limited cases, through Important Notices which are available on ~~our Web~~ DTCC's web site at ~~<https://login.dtcc.com/dtccorg>~~ at <http://www.dtcc.com/legal.aspx>.

How the Product Works

DTC retrieves reorganization information from its internal database and various outside sources including:

- Prospectuses
- Proxy Statements
- Plans of Reorganization
- Letters of Transmittal or Election Forms
- Notices to Security Holders regarding reorganizations
- NYSE, ~~AMEX~~ NASDAQ, and ~~NASDAQ~~ FINRA bulletins
- Press releases
- Newspapers

This information is then communicated to you through PTS RIPS / PBS Reorganizations and Redemptions, either online or via CCF, CCF II and MDH.

Warning! DTC obtains this information from sources it believes to be reliable, but DTC does not represent the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of this information, which is provided as is. Furthermore, this information is subject to change. Participants should obtain, monitor and review independently any available documentation relating to the reorganization activity and should verify independently information obtained from DTC.

About the RIPS Function

DTC communicates reorganization announcements via the Reorganization Inquiry for Participants (RIPS) function. **RIPSThis function** has two basic Reorganization Inquiry features:

1. Expiration Inquiry: This feature allows you to view an online report of all time-critical voluntary reorganization activities that are about to expire. This feature also provides other important information such as:

- Underlying security record dates
- Expiring activities where the target security is also the subject or proceeds of another reorganization activity.

2. Reorganizations: This feature allows you to perform inquiries about issues undergoing a reorganization activity. You can also identify all new envelopes, or any envelopes where updated information is available. You can customize these options to display only those envelopes for securities in which you have position at the close of business the previous day. You can perform inquiries based on:

- Reorg Activity or Class (e. g. , MAN, VOL)
- CUSIP
- Critical date (e. g. , expiration date)
- Reorg Activity Code or Class and CUSIP
- CUSIP and Critical Date
- Reorg Activity Code or Class and Critical Date.

Note- You can view Preliminary envelopes as well as Active envelopes. Preliminary envelopes are set up before all the details of the offer are available. DTC provides the preliminary information to you while continuing to gather information.

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with Announcements:

| Use this PTS function | Use this PBS function | To |
|-----------------------|---|--|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| PANS | <u>Proxy Announcements</u> | View shareholder meeting information and solicitation announcements. |
| WARR | <u>Warrant Subscriptions</u> | View information on warrant exercises and redemptions. |
| PTOP | <u>Voluntary Tenders and Exchanges</u> | View information regarding tender offers and exchange offers. |

| | | |
|-----------------|--|---|
| PUTS | <u>Put Option Bonds</u> | View information on put option exercises. |
| CERR | <u>CD Early Redemption Requests</u> | View information on CD early redemptions. |
| RCIP | <u>Participant Reorg Conversions</u> | View information on convertible issues. |
| UNIT | | View information on unit separations and combines. |
| DIVA | <u>Dividend and Income (also available on CA Web as Distributions Announcements)</u> | View all general announcements. |
| PSOP | <u>Rights Subscriptions</u> | View information regarding rights offerings. |

Announcements Contact Numbers

For more information about the Announcements product, contact DTC's Customer Support Center at 1-888-382-2721 and ~~follow the prompts mentioned above~~ (choose Option # 4, followed by Option # 2).

CD Early Redemptions

About the Product

The CD Early Redemptions program allows you to exercise the early redemption privilege of eligible CDs. When you use the CD Early Redemptions program, DTC will:

- Allow you to view certificates of deposit (CDs) eligible for early redemption
- Process your instructions to redeem your CDs prior to maturity
- Submit securities to redemption agents and allocate redemption proceeds to you upon receipt.

This product allows you to exercise the early withdrawal privilege of eligible CDs and receive the resulting redemption proceeds in a fully automated book-entry environment.

How the Product Works

When you submit an early redemption instruction, DTC deducts the principal amount of the CD securities from your general free account and adds it to your reorganization account. The redemption instruction is then presented by DTC to the issuer for payment. When payment is received from the issuer, the net amount to which you are entitled is credited to your settlement account. On the settlement date, the securities previously segregated in your reorganization account are also removed.

Exempt Instructions

An exempt instruction allows you to redeem securities for accounts that qualify for an exemption from any early withdrawal penalty that would otherwise be deducted by the issuer from the redemption payment. You can submit early redemption instructions exempt from penalty when the underlying beneficial owner is deceased or has been adjudicated incompetent.

When you submit an exempt instruction via the ~~CERRfunction~~ **PTS CERR / PBS CD Early Redemption Requests functions**, you must indicate the reason for the exemption and submit the proper documentation to DTC. In those cases where the issuer has agreed to accept instructions without the necessary documentation, you must acknowledge that you have possession of the documentation proving the exemption. You must also indicate that such documentation will be promptly provided to the issuer if requested within ~~thirty~~ **30** months of the redemption payment, or be forwarded to DTC within five business days.

DTC will present the instructions, and required documentation, to the Issuer promptly after receiving them. You are credited the principal and accrued interest amount (if any) after DTC receives payment from the Issuer. DTC does not know in advance the date of payment or the amount of accrued interest.

Warning! If the issuer requests the documentation and you fail to provide it promptly, you will be liable for the payment of any penalty. In such cases, DTC will charge the amount of the penalty to your settlement account and remit it to the requesting issuer.

Non-Exempt Instructions

A non-exempt instruction allows you to redeem securities for beneficial owners who are not exempt from an early withdrawal penalty. The penalty, which could be forfeited interest earnings and/or part of the principal amount, is determined by the issuer.

DTC will present the instructions, and required documentation, to the issuer promptly after receiving them. You are credited the principal and accrued interest amount (if any) after DTC receives payment from the issuer. DTC does not know in advance the date of payment, amount of accrued interest or the amount of any applicable penalties.

Issuer Acceptance

Both exempt and non-exempt instructions are subject to acceptance by the issuer. An accepted instruction results in DTC crediting your settlement account with the amount of proceeds received from the issuer. If an instruction is not accepted by the issuer, DTC will return the securities to your general free account.

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with CD Early Redemptions:

| Use this <u>PTS</u> function | Use this <u>PBS</u> function | To |
|------------------------------|--|--|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| CERR | <u>CD Early Redemption Requests</u> | Submit redemption instructions and view the status of previously submitted instructions. |
| RTOP | <u>Release Reorg Instructions</u> | Release instructions for processing. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the past 60 days. |

| | | |
|------|---|--|
| POS | <u>Security Position</u> | View your current positions. |
| SDAR | <u>Reorg / Redemptions / Dividend Allocations</u> | View today's allocations and anticipated allocations for the next five business days. You can also view five days of allocation history. |
| DIVA | <u>Dividend and Income (also available on CA Web as Distribution Announcements)</u> | View all general announcements. |
| ADJI | <u>Adjustment Inquiries</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

CD Early Redemptions Contact Numbers

For more information about the CD Early Redemptions product, contact DTC's Customer Support Center at ~~(1-888-382-2721 and follow the prompts mentioned above~~ (choose Option #4, followed by Option #2).

Change Mode of Payment (CMOP)

About the Product

DTC's Change Mode of Payment (CMOP) product allows you to switch between different payment periods on DTC-eligible Unit Investment Trusts (UITs) and Variable Mode Preferred stocks (VMPs). Dividend payment periods are:

- On UITs: annual, semiannual, quarterly and monthly
- On VMPs: 7 days and 49 days.

Each mode is represented by a different CUSIP number.

Associated PTS / PBS Functions

The following PBS functions are used in association with CMOP:

| Use this <u>PTS</u> function | Use this PBS function | To |
|------------------------------|--|---|
| CMOP | <u>Change Mode of Payment Instructions</u> | Change the frequency ("mode") of future dividend or interest payments on certain DTC-eligible securities, such as Unit Investment Trusts (UITs) and Variable Mode Preferred (VMP) stocks by book-entry. |

| | | |
|------|--|---|
| CMPI | <u>Change Mode of Payment Inquiry</u> | Inquire about the current mode of payment for a specific issue. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the past 60 days. |
| POS | <u>Security Position</u> | View your current positions. |
| DIVA | <u>Dividend and Income – now on CA Web as Distribution Announcements</u> | View all general announcements. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

CMOP Contact Numbers

For more information about the CMOP product, contact DTC's Customer Support Center at ~~(1-888)~~-382-2721 and ~~follow the prompts mentioned above~~ (choose Option 4, followed by Option 2).

Conversions

About the Product

DTC's Conversions product provides you with an economical and orderly method for exercising conversion privileges. When you use this product, DTC will:

- Notify you of upcoming expirations and record dates for conversion privileges
- Process your instructions on conversions
- Process instructions from U. S. conversion agents to convert Eurobonds into DTC-eligible securities
- Submit securities to agents and collect from them the underlying stock or cash
- Allocate underlying securities to you on the date instructions are processed.

You should check your Participant Daily Activity Statement to assure that your transactions were properly processed and recorded. For Conversions, the entry on the report is Conversions (Account#2222), a two-part entry converting an eligible bond or preferred security into the underlying common stock.

About Conversion Features

Some debt securities and preferred stocks are convertible at the option of holders. Typically, these convertible securities can be exchanged without additional payment for underlying securities (usually common stock) of the issuing corporation.

Conversions are generally exercisable at a fixed rate any time throughout the life of the convertible securities and are irrevocable. Conversion privileges will expire when any of the following occur:

- The convertible security is the subject of a partial or full call (conversion privileges expire only for the called securities)
- The security matures
- The conversion privilege expires without a pending call.

When this happens, DTC will, upon proper notification from the issuer or its agent, notify you of an impending expiration of a conversion privilege.

Conversion exercises of equity securities are expressed as rates. For example, one share of convertible preferred stock is convertible at the rate of 1.5 shares of the underlying security, with the fractional interest being payable in cash based on the current market value of the securities.

Conversion exercises of debt securities are expressed as prices that are paid from the principal amount. For example, \$15.00 of the principal amount is exchanged to receive one share of the underlying security, or \$1,000.00 of the principal amount is exchanged for 66.66 shares of the underlying security.

How the Product Works

DTC determines which convertible securities are eligible for the conversion program.

You can enter conversion instructions via the **PTS RCNV or PBS Reorg Conversions functions**, and view eligible convertible securities via **PTS RCIP or PBS Participant/Reorg Conversions functions**. Once ~~it~~ **the processor** receives your "made" (completed) conversion instructions, DTC deducts the convertible securities from your account and adds the underlying securities to it. On conversions where the entitlement could be cash, proceeds are credited to your account after the price determination period. The underlying securities are immediately eligible for all of DTC's services, including book-entry delivery and pledges for collateral loans. DTC credits these shares to your general free account if an underlying issue is in an interim period. The additional shares are allocated on the due bill redemption date.

DTC will notify you via the **PTS RIPS function or PBS Reorganizations and Redemptions functions** when it receives notification from the issuer or its agent that:

- A convertible security is undergoing a partial or full call for redemption. DTC will chill Delivery Orders the evening prior to the redemption date.
- A conversion privilege will expire
- There is a temporary reduction in the conversion price.

The announcement will indicate the cutoff date and time by which you must submit your conversion exercise instructions. If ~~PBS or the appropriate function (RCNV or PTOP) is~~ **PTS RCNV or PBS Reorg Conversions functions are** not available, you must submit hard copy instructions (see Hard Copy Procedure for Conversions) **to DTC**.

Note- Legal deposits on convertible securities undergoing any of the above are not permitted.

Pledge and Transfer of Underlying Securities by Book-Entry

When you instruct DTC to convert a quantity of convertible securities into a quantity of the underlying securities, DTC will deduct such quantity of convertible securities from your general free account and add the appropriate quantity of underlying securities. Since the conversion process will not have been completed at the time of the addition of the underlying securities to your general free account, a credit to any participant's or pledgee's account, whether or not the participant or pledgee has participated in a conversion, of a quantity of the underlying securities will represent rights in:

1. The quantity of the underlying securities in the custody of DTC or of a custodian bank or of a nominee of either, including underlying securities resulting from a participant's conversion

instructions that are held by the conversion agent,

2. The quantity of convertible securities subject to a participant's conversion instructions which are in the custody of DTC or of a custodian bank or of a nominee of either, including such convertible securities that are held by the conversion agent,

3. The rights, if any, in the underlying securities prior to their issuance pursuant to the terms governing the convertible securities, and

4. The rights against the conversion agent and the issuer arising from the submission of convertible securities to the conversion agent.

Any instruction given by a participant or a pledgee to transfer, pledge or release from pledge underlying securities by book-entry will be deemed for all purposes of DTC's Rules and Procedures to be an instruction to transfer, pledge or release from pledge the rights described in clauses ~~a, b, e~~**1, 2, 3,** and ~~4~~ of the preceding sentence rather than the underlying securities identified in the instruction. Any instruction given by a participant or a pledgee to withdraw from DTC physical certificates representing underlying securities shall nevertheless be deemed to be an instruction to DTC to deliver only the quantity of underlying securities identified in the instruction. Should, for any reason, the underlying securities subject to such withdrawal instruction exceed the amount of underlying securities available for withdrawal, such instruction may be rejected by DTC.

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with Conversions:

| Use this <u>PTS</u> function | Use this PBS function | To |
|-------------------------------------|---|---|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| RTOP | <u>Release Reorg Transactions</u> | Release instructions for processing. |
| RCNV | <u>Reorg Conversions</u> | Enter conversion instructions. |
| PTOP | <u>Voluntary Tenders and Exchanges</u> | Enter instructions to accept offers, withdraw acceptances and inquire about the status of previously submitted instructions |
| RCIP | <u>Participant/Reorg Conversions</u> | View conversion processing information. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or |

| | | |
|------|--|--|
| | | transactions that occurred within the past 60 days. |
| POS | <u>Security Position</u> | View your current positions. |
| SDAR | <u>Reorg/Redemption/Dividend Allocations</u> | View today's allocations and anticipated allocations for the next five business days. You can also view five days of allocation history. |
| DIVA | <u>Dividend and Income – (now on CA Web as Distribution Announcements)</u> | View all general announcements. |
| ADJI | <u>Adjustment Inquiries</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

Conversions Contact Numbers

For more information about the Conversions product, contact DTC's Customer Support Center at: ~~☎1-888-382-2721~~ and ~~follow the prompts mentioned above~~ ~~(choose~~ Option # 4, followed by Option # 2.

Eurobond Conversions

About the Product

The Eurobond Conversions product is part of DTC's Conversions product and allows you to convert Eurobonds into underlying securities eligible for DTC services. The program provides you with the means to exercise conversion options on specific securities that are not eligible for DTC.

How the Product Works

A cumulative listing of the securities that qualify for the program appears in DTC's Monthly Reference Directory.

The conversion process begins outside DTC with the presentation of convertible securities to an authorized conversion agent. Securities may be presented to the conversion agent by:

- A securities depository (such as Cedel or Euroclear) via its depository bank
- A DTC participant
- Any other entity wanting the underlying securities to be delivered to a DTC participant account.

The conversion instructions must include:

- The quantity and description of the securities to be converted, including an ISIN or CUSIP number
- Instructions to deliver the underlying securities, registered in DTC's nominee name (Cede & Co.), to DTC
- The account to be credited at DTC, including the DTC participant number and name.

The conversion agent then certifies to DTC that a conversion is in progress and requisitions the underlying securities for delivery to DTC. This Certification of Conversion form, which is signed by an authorized individual:

- Allows DTC to add the quantity of underlying securities to your account
- Represents to DTC that the securities are guaranteed to be delivered, and that DTC will receive any applicable dividend allocations.

DTC then receives the underlying securities.

Important Considerations

When using DTC's Eurobond Conversions product, please note the following:

1. The underlying securities are added to your account normally in time for book-entry delivery to other participants on the same day.
2. By accepting the addition to your account, you assign to DTC all of your rights against any person involved in the process that results in the convertible securities being surrendered to any conversion agent and the issuer of the convertible securities and agree to take such action as shall be necessary to permit DTC to assert such rights; in addition, you agree to indemnify and hold harmless DTC, any other DTC participant and any pledgee in DTC and its or their employees, officers, partners, directors, shareholders and agents against any loss, liability, claim, damages or expense, including costs, disbursements, and counsel fees arising (a) by reason of the addition; (b) by reason of the failure of the Principal Bank conversion agent to deliver the underlying securities; (c) by reason of the failure of the issuer of the underlying securities or its agent (s) to pay or make available to DTC any dividend or other distribution or interest payable on, and any

voting rights related to, the underlying securities based on a record date that is the same as or after the presentation date stated in the Certification of Conversion form; (d) by reason of any deficiency in the underlying securities delivered to DTC; or (e) for any other reason, except by reason of any wrongful and/or criminal misconduct of DTC or any of its employees.

3. All matters that relate to the underlying securities shall be dealt with by DTC as though delivered to DTC by you, including any liability arising as a result of the rejection of securities by DTC after addition to your DTC account and the transfer, pledge or withdrawal thereof by you, and all agreements between you and DTC and the Rules and Procedures of DTC from time to time in effect shall govern any and all matters relating to the underlying securities.

4. DTC has the right to deduct the underlying securities from your securities account to which they had been added if the underlying securities are not promptly delivered to DTC by the conversion agent. DTC may make such deduction whether or not the underlying securities remain in your account at the time of such deduction.

5. DTC has the right to charge your DTC Dividend/Reorganization Cash Settlement account in the amount of any cash dividend, distribution or interest, and to deduct from your securities account any securities distribution, payable on the underlying securities based on a record date that is the same as or after the presentation date stated in the Certification of Conversion form if not received by DTC whether or not previously credited to your account (s).

6. DTC will make copy#4 of the Certification of Conversion form from the conversion agent available for you to pick up.

7. DTC has no obligation to examine for completeness or accuracy Certification of Conversion forms that have been submitted to it or, if it does examine them, to conduct a thorough or accurate examination. Nevertheless, if DTC makes such an examination and the forms do not pass such examination, DTC may reject the forms by returning copy#1 to the Principal Bank conversion agent.

8. The Principal Bank conversion agent may or may not be the transfer agent (TA). DTC will not accept securities directly from a TA unless it is also the Principal Bank conversion agent and then only in accordance with DTC's prescribed procedures.

Pledge and Transfer of Eurobond Underlying Securities by Book-Entry

After it receives a Certification of Conversion form from the Principal Bank conversion agent, DTC will add the underlying securities to your general free account. Since the conversion process will not have been completed at the time of the addition of the underlying securities to your account, a credit to any participant's or pledgee's account, whether or not it has participated in a conversion, of a quantity of the underlying securities will represent rights in:

1. The quantity of underlying securities in the custody of DTC or of a custodian bank or of a nominee of either, including underlying securities resulting from a conversion certified by a Principal Bank conversion agent by delivery to DTC of a Certification of Conversion form, which are held by the Principal Bank conversion agent,
2. The quantity of convertible securities subject to the conversion instructions that are held by the conversion agent,
3. The rights, if any, in the underlying securities prior to their issuance pursuant to the terms governing the convertible securities,
4. The rights against the conversion agent and the issuer arising from submission of convertible securities to the conversion agent, and
5. DTC's rights against the participant who receives the addition.

Any instruction given by a participant or a pledgee to transfer, pledge or release from pledge underlying securities by book-entry will be deemed for all purposes of DTC's Rules and Procedures to be an

instruction to transfer, pledge or release from pledge the rights described in a, b, c, d, and e of the preceding sentence rather than the underlying securities identified in the instruction. Any instruction given by a participant or a pledgee to withdraw from DTC physical certificates representing underlying securities shall nevertheless be deemed to be an instruction to DTC to deliver only the quantity of underlying securities identified in the instruction. Should, for any reason, the underlying securities subject to such withdrawal exceed the amount of underlying securities available for withdrawal, such instruction may be rejected by DTC.

Hard Copy Procedure for Conversions

Submitting a Hard Copy Conversion Instruction

Use the following procedure to submit a hard copy Conversion Instruction form in the event that **PTS or PBS, or the appropriate function (RCNV or PTOP) is** conversion functions are not available:

- 1 Complete DTC's Conversion Instruction form (#5684) and retain the last copy.

Note- If the transaction date is the *dividend record date* for the underlying security, and there is an earlier standard industry *dividend cutoff date* that is not applicable to DTC, enter an X in the Dividend Record Date box.

Also, if the transaction date is DTC's *dividend cutoff date*, you must enter an X in the Dividend Cutoff Date box. See the *Warning* below.

- 2 Forward copies 1 through 6 to DTC's Reorganization Department at 55 Water Street, ~~50th Floor~~, New York, NY 10041.

Result- You will receive a time-stamped copy#5 as your receipt.

Warning! DTC takes no responsibility for arranging the conversion of convertible securities processed by DTC on the dividend record date or the standard industry dividend cutoff date in time to obtain dividend protection on the underlying securities if you do not mark the required box. Also, DTC may reject the instruction if you mark a box that is not required to be marked.

Also, DTC has no obligation to examine for completeness or accuracy any instruction forms or accompanying documents submitted to DTC. Nevertheless, if DTC makes such an examination, and the form or accompanying documents do not appear to be complete or accurate, or your general free position is insufficient, the instruction may be rejected by DTC.

Hard Copy Procedure for Warrant Exercises

Exercising a Warrant via Hard Copy

When a warrant is not eligible for the **PTS WARR function or PBS Warrants Subscriptions functions**, or if special processing conditions exist that do not allow for electronic processing, you must submit your instructions via hard copy. Use the following procedure:

- 1 Complete DTC's Warrant Subscription Instruction form (#7368).

Note- If the transaction date is the *dividend record date* for the underlying security, and there is an earlier standard industry *dividend cutoff date* that is not applicable to DTC, enter an X in the Dividend Record Date box.

Also, if the transaction date is DTC's *dividend cutoff date*, you must enter an X in the Dividend Cutoff Date box.

- 2 Send copies 1 through 4 of the form to DTC's Reorganization Department at 55 Water Street, ~~25th Floor~~, New York, NY 10041 or email Reorgconv@dtcc.com. Participants may call 1-888-382-2721 Option # 4 followed by Option # 2 to confirm instructions have been received.

Note- If you submit your instruction via email, you may call the Voluntary Offerings Customer Help Center at 1-888-382-2721 Option # 4 followed by Option #2 and confirm the email was received.

Warning! DTC has no obligation to examine for completeness or accuracy warrant exercise instructions that have been submitted to it or, if it does examine them, to conduct a thorough or accurate examination. Nevertheless, if DTC makes such an examination and the instructions do not appear to be complete or accurate, or if your general free position is, at any time after submission of the instructions, insufficient to permit deduction of the warrants to be surrendered or of the payment securities to be surrendered, or if DTC in its sole judgment elects not to debit your net settlement account for the cash payment or the additional cash payment at any time after submission of the instructions because such action might result in a financial loss to Participants generally or to DTC, DTC may reject the instructions by making copy#1 of the instructions available for your pickup by messenger at DTC's Central Delivery Department.

Any action taken by DTC pursuant to Warrant Subscription Instructions received by DTC from you on a business day for which, pursuant to the Instructions, an amount is to be debited from your money settlement account with DTC shall not constitute an entry on DTC's books increasing your account for the quantity of underlying securities subject of the Instructions until such time as you pay your Net Debit Balance, if any, as finally determined by DTC for such business day. If DTC, prior to such time, ceases to act for you pursuant to DTC's Rules, DTC shall have the right to complete the transaction contemplated by the Instructions, sell out the underlying securities subject of the Instructions in the manner specified in DTC's Rule and credit the proceeds of such sale to your money settlement account; provided, however, that if any of such securities have been transferred out of or withdrawn from your account, such securities shall be deemed for all purposes to have been delivered to you.

Also, DTC takes no responsibility for arranging the exercise of the warrants processed by DTC on the dividend record date or the standard industry dividend cutoff date in time to obtain dividend protection on the underlying securities if you do not mark the required box. Also, DTC may reject the instruction if you mark a box that is not required to be marked.

Hard Copy Procedures for Voluntary Offerings and Put Option Exercises

Overview

When a voluntary offer or put option exercise is not eligible for **PTS or** PBS processing, you must notify DTC, then submit your instructions via hard copy using the procedures described below.

Note- You can also use the following procedures when your terminal is malfunctioning or when PBS is unavailable.

Warning! IMPORTANT: To accept offers that are eligible under **DTC's Automated Tender Offer Program (ATOP)**, you must use the **PTS** PTOP ~~function~~ **or PBS Voluntary Tenders and Exchanges functions**; hard copy Voluntary Offering Instructions forms and Letters of Transmittal will not be accepted. DTC will attempt to notify your designated coordinator by telephone of the rejection, but DTC cannot guarantee that this will be done. ATOP-eligible offers are identified in the **PTS RIPS or PBS Reorganizations** and **Redemptions and/or PTS** PTOP **or PBS Voluntary Tenders and Exchanges** functions.

Accepting an Offer or Put Option Exercise

Use the following procedure to accept an offer or put option exercise via hard copy:

| | |
|----------|---|
| 1 | Complete DTC's Voluntary Offering Instructions form (#7443) and retain copy#6. |
| 2 | Obtain a Letter of Transmittal form, or other acceptance document, from the agent. |
| 3 | Complete the Letter of Transmittal or other acceptance document and make one copy. |
| 4 | <p>Attach the original and copy of the Letter of Transmittal or other acceptance document to copies 1-5 of the Voluntary Offering Instructions form and send to DTC's Reorganization Department at 55 Water Street, 25th Floor, New York, NY 10041.</p> <p>Puts may be emailed to <u>Putsprocessing@dtcc.com</u>.</p> <p>Tenders may be emailed to <u>Reorgtenders@dtcc.com</u>.</p> <p><u>ReorgTenders@dtcc.com</u></p> <p><i>Note-</i> If you submit your instruction via email, you must call the Voluntary Offerings Customer Help Center at 1-888-382-2721 choose Option # 4 followed by Option #2 and confirm the email was received.</p> |

Submitting a Notice of Guaranteed Delivery

Use the following procedure to submit Notices of Guaranteed Delivery via hard copy:

| | |
|----------|---|
| 1 | Obtain a Notice of Guaranteed Delivery, or other acceptance document, from the tender agent. |
| 2 | <p>Complete the Notice of Guaranteed Delivery or other acceptance document and deliver it to the tender agent before the offer expires. Retain a copy.</p> <p><i>Note-</i> If you cannot get your Notice of Guaranteed Delivery or other acceptance document to the tender agent prior to the offer expiring, you may be able to accept the offer prior to the expiration by other means (such as a telegram, fax or letter sent directly to the tender agent), and submit a Letter of Transmittal and a copy of the telegram, fax, or letter to the tender agent prior to the expiration of the protect period. See Relevant Terms for a description of a Letter of Transmittal.</p> |

3 Complete a Voluntary Offering Instructions form (#7443) and submit it to the tender agent along with a copy of the acceptance document, to DTC's Reorganization Department email address at ~~55 Water Street, 25th Floor, New York, NY 10041~~ or fax to ~~(212) 855-5278~~. ReorgTenders@dtcc.com

Warning! Before submitting an instruction, you should carefully review the terms of the offer and make sure you understand the election you are making. You should review the information in the ~~RIPS function~~ **PTS RIPS or PBS Reorganizations and Redemptions functions** as well as the offering materials and Letter of Transmittal prepared by the ~~e~~**O**fferor.

Accepting an Offer to Tender Securities ~~by~~By** Sealed Bids**

Invitations to tender securities often require that the owners submit by sealed bid the price at which they are willing to tender their securities to the ~~e~~**O**fferor. Use the following procedure to accept an offer by sealed bid via hard copy:

- 1 Complete a Voluntary Offering Invitation to Tender Securities Tender Instructions form (#7370), and set aside copy#1.
- 2 Complete a Letter of Transmittal form (obtained from the Information Agent), and make one copy.
- 3 Attach the original and copy of the Letter of Transmittal form and staple to the remaining copies (2 through 7) of the Tender Instructions form.

Note- For sealed bids, to maintain the confidentiality, black out the tender price on the Letter of Transmittal. DTC will use its best efforts to cooperate with you in maintaining confidentiality, but takes no responsibility in this regard.

- 4 Deliver the forms to DTC's Reorganization Department at 55 Water Street, ~~25th Floor~~, New York, NY 10041.

Result- The tendered securities will be deducted from your general free account and delivered by book entry to the agent's account. You will receive a time-stamped copy#7 of the Tender Instructions form as your receipt.

Note- To preserve the confidentiality of tender prices, you should physically deliver your forms to DTC and not transmit them by facsimile.

Submitting an Acceptance on a Sealed Bid ~~W~~with** a Notice of Guaranteed Delivery**

Use the following procedure to submit a tender acceptance on a sealed bid with a Notice of Guaranteed Delivery via hard copy:

- 1 Deliver the original of the Notice of Guaranteed Delivery or other acceptance document to the tender agent before the invitation expires. Retain copy#1.

Note- If you cannot get your Notice of Guaranteed Delivery to the agent prior to the invitation expiring, you may be able to accept the invitation prior to the expiration by other means (such as a telegram, fax or letter sent directly to the agent), and submit a Letter of Transmittal and a copy of the telegram, fax, or letter prior to the expiration of the protect period. See Relevant Terms for a description of a Letter of Transmittal.

- 2 Complete a Tender Instructions form (#7370). Retain copy#1.
- 3 Attach one copy of the Notice of Guaranteed Delivery or other acceptance document to the remaining copies (2 through 7) of the Tender Instructions form.

Note- If you wish to maintain confidentiality, black out the tender price on the Letter of Transmittal. DTC will use its best efforts to cooperate with you in maintaining confidentiality, but takes no responsibility in this regard.

- 4 Deliver the forms, by hand or overnight courier, to DTC's Reorganization Department at 55 Water Street, ~~50th Floor~~, New York, NY 10041.

Result- You will receive a time-stamped copy#7 of the Tender Instructions form as your receipt.

Note- To preserve the confidentiality of tender prices, you should physically deliver your forms to DTC and not transmit them by facsimile.

Withdrawing an Acceptance

Use the following procedure to withdraw an acceptance of a voluntary offer via hard copy:

- 1 Retrieve and make two photocopies of the following:
 - ~~PTOP~~ **PTS** PTOPTOP **or PBS Voluntary Tenders and Exchanges** message that acceptance has been processed (for securities tendered via **the ATOP program** only)
 - Copy#6 of the VOI form, **or**,
 - Copy#1 of the Invitation to Tender Securities form **and** Letter of Transmittal (or other acceptance documents)
 - Any additional document required by the **offeror** and submitted with the original Tender Instructions forms
- 2 Complete a Withdrawal of Voluntary Offering Instructions form (#5683).
- 3 Attach the photocopies to the Withdrawal of Voluntary Offering Instructions form and forward to the tender agent within the time period allowed for withdrawal (based on the terms of the offer and/or applicable law).

Result- You should receive a time-stamped copy#5 of the Withdrawal of Voluntary Offering Instruction form from the tender agent.

Mandatory Reorganizations

About the Product

Mandatory Reorganizations are those reorganizations for which no participant input is required. DTC processes these actions and will act on your behalf. When a mandatory reorganization occurs, DTC will:

- Notify you of the upcoming mandatory corporate action
- Process the mandatory corporate action on your behalf
- Submit the affected securities to the agent and collect entitlements from the agent
- Allocate the entitlements to you

How the Product Works

When a mandatory reorganization is effective, DTC surrenders the securities to the agent and:

- Reduces your position for the securities surrendered, and
- Increases your position in the new security announced on your Participant Daily Activity Statement, or
- Disburses cash proceeds and/or cash in lieu of fractional shares reflected on the Reorganization Cash Settlement List

Note- See Dissenters' Rights/Appraisal Rights for information regarding Dissenters' Rights on a mandatory reorganization.

Types of Mandatory Reorganizations

The following activities are considered Mandatory Reorganizations:

| This activity | Refers to |
|--|--|
| s Stock m Merger | The exchange of one company's security for another company's security or securities at a preset rate. |
| e Cash m Merger | The exchange of one company's security for cash at a preset rate. |
| r Reverse s Split Reverse Split | The exchange of a company's security for the same company's new security at a preset rate. This reduces the number of shares outstanding. |
| l Liquidation | The dismantling of a company with the distribution of securities and/or cash to creditors first (bondholders). A new contra-CUSIP may be assigned to those holders whose original CUSIP was deleted upon receiving the initial distribution proceeds. That new contra-CUSIP will be used for any future disbursements. |
| e Cash and s Stock merger | The exchange of one company's security for another company's security and cash at a preset rate. |
| n Name c Change | The changing of a company name. The CUSIP for the security may or may not change as well. |
| C orporate A ction | Any mandatory action not categorized as one of the above (such as bankruptcy). |

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with Mandatory Reorganizations:

| Use this <u>PTS</u> function | Use this <u>PBS</u> function | To |
|------------------------------|--|---|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the |

| | | |
|------|---|--|
| | | past 60 days. |
| POS | <u>Security Position</u> | View your current positions. |
| SDAR | <u>Reorg/Redemptions/Dividend Allocations</u> | View today's allocations and anticipated allocations for the next five business days. You can also view five days of allocation history. |
| DIVA | <u>Dividend and Income – (now on CA Web as Distribution Announcements)</u> | View all general announcements. |
| ADJI | <u>Adjustments Inquiry</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| LENP | <u>Legal Notice System</u> | View legal notices regarding a plan of reorganization. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |
| PTOP | <u>Voluntary Tenders and Exchanges</u> | Elect to receive cash in lieu of fractional shares or to receive Canadian funds, as appropriate. |

Mandatory Reorganization Contact Numbers

For more information about the Mandatory Reorganizations product, contact the Customer Support Center at ☎: 1-888)-382-2721 **and choose** Option ~~#~~4, followed by Option #2.

Proxy

About the Product

DTC's Proxy product provides communication between participants and issuers. The most common types of information communicated involve:

- Shareholders' annual or special meetings

- Consent solicitations
- Bankruptcies
- Legal notices
- Appraisal or dissenters' rights.

How the Product Works

DTC is made aware of a shareholders' or bondholders' meeting, consent or bankruptcy by the issuer, issuer's attorney, issuer's trustee, or industry vendor. DTC announces the information to you via the **PTS RIPS / PBS Reorganizations and Redemptions** and/or **PTS PANS function/ PBS Proxy Announcements functions** and in a hard copy Proxy Record Date Notice as soon as possible after the record date. DTC also offers election processing for Consent Solicitation events via its ATOP (Automated Tender Offer Program) service. Under this service, DTC allows participant instructions on Consent Solicitation events to be accepted via ATOP and transmitted electronically to balloting agents.

Note- If you wish to vote securities registered in DTC's nominee name, Cede & Co., that have been withdrawn from DTC on or before the record date, you may do so by submitting a standard industry claim letter. The letter bearing an authorized signature must include:

- Certificate numbers evidencing the securities, or
- An indemnity clause, or
- Proof from the TA that the securities were outstanding in Cede & Co. name on the record date, or microfilm copies of the front and back of the certificates.

DTC does not vote securities registered in the name of its nominee, Cede & Co. Instead, DTC mails an Omnibus Proxy to the issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s voting rights to those participants that have position in their account at the close of business on the record date. Accompanying the Omnibus Proxy is a security position listing that reflects each participant's closing balance in the issue on the record date. To facilitate communication between issuers and participants, the listing also includes the name, address, telephone number, and proxy contact of each participant listed on the report.

At the same time that the Omnibus Proxy is created, each participant is notified via the **PANSfunction PTS PANS or PBS Proxy Announcements functions** of their position in the issue that they are entitled to vote.

You should obtain the necessary proxy material directly from the issuer. Upon receipt of the material, you should complete and execute the proxy cards, returning them directly to the issuer or forwarding them to your customers who follow the same or a similar procedure.

Note- While DTC expects the issuers to establish a record date for consent solicitations, if no record date is established, DTC cannot follow its Omnibus Proxy procedures. To allow you to consent, DTC will, at your request, or upon the request of the issuer or the indenture trustee, provide an authorization letter to the issuer or indenture trustee.

The authorization letter of Cede & Co., which will not have a DTC security position listing attached to it, permits you to give, or grant the authority to give, consents on the quantity of securities specified for you on any DTC security positions listing or listings for any date or dates. It is the responsibility of the issuer or indenture trustee to select the appropriate date or dates on which to obtain a security position listing from DTC and to address any matters resulting from the absence of a record date.

About Legal Notices

DTC's Proxy product also generates legal notices from various sources. You can view information about

these notices and order hard copies of original notices via the ~~LENPfunction.~~ PTS LENP or PBS Legal Notice System functions.

Other Shareholder or Bondholder Services

DTC also assists you in exercising other rights available to DTC's nominee as the record holder of securities on deposit at DTC. Examples of the rights that you can exercise through DTC are:

- Assertion of Appraisal or Dissenters' Rights
- Ratification of Assertion of appraisal of Dissenters' Rights
- Withdrawal of Assertion of appraisal of Dissenters' Rights
- Demand to Inspect a Stock Ledger
- Demand to Accelerate a Bond

You can seek DTC's assistance in exercising such rights on your own behalf or on behalf of your customers. DTC will act in these matters only on written instructions from you.

In order to exercise such rights through DTC, you must complete and submit to DTC a letter identifying the issue and the quantity of securities involved, along with the instruction letter instructing DTC to act. *Note-* There are standardized forms of the Instruction Letter, Demands Letter and required questionnaire. For samples, or for more information, call ~~(212) 855-5202, or see Important Notice # 6664 on DTC's Web site: <https://login.dtcc.com/dtccorg>~~ 1-888-382-2721 and choose Option 4, followed by Option 2.

Dissenters' Rights/Appraisal Rights

These rights are available to many stockholders as a remedy when they object to the terms of proposed corporate actions. Such actions can include, but are not limited to, a merger or a sale of assets.

The stockholders assert their dissenters' rights in a signed letter to the corporation. This letter must be signed by the stockholder of record. For participants with securities on deposit at DTC, that record holder is Cede & Co., which is DTC's nominee.

In addition, stockholders are required to deposit physical share certificates with the corporation or a court in connection with their dissent.

To exercise your dissenters' rights or appraisal rights, forward the following to DTC:

- An appraisal rights questionnaire or dissenters' rights questionnaire
- A letter from you instructing DTC to sign an attached letter in order to assert dissenters' rights or appraisal rights (Instruction Letter)
- A letter to be signed by Cede & Co. that asserts the dissenters' rights or appraisal rights (Assertion Letter).

~~**Note- For samples of the Instruction Letter, Assertion Letter, or questionnaire, see Important Notice # 6664 on DTC's Web site: <https://login.dtcc.com/dtccorg>**~~

Upon receipt of the above, DTC will:

- Return an executed Assertion Letter to you
- Deliver a Cede certificate representing the appropriate quantity of securities to you.

Warning! DTC does not represent that any of the example letters are legally sufficient under the laws of any state, and persons seeking to assert such rights through DTC are advised to consult with their own counsel concerning preparation of the Assertion Letters.

Associated PTS / PBS Functions

The following PBS functions are used in association with the Proxy product:

| Use this PTS function | Use this PBS function | To |
|-----------------------|--|---|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| PANS | <u>Proxy Announcements</u> | View shareholder meeting information and solicitation announcements. |
| POS | <u>Security Position</u> | View your current positions. |
| DIVA | <u>Dividend and Income – (now on CA Web)</u> | View all general announcements. |
| ADJI | <u>Adjustments Inquiry</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| LENP | <u>Legal Notice System</u> | View legal notices regarding a plan of reorganization. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

Proxy Contact Numbers

For more information about the Proxy product, call the Customer Support Center at ~~(1-888)~~-382-2721 **and choose** Option #4, followed by Option #2.

Puts

About the Product

The Puts program allows you to view announcements about upcoming repayment options and mandatory tenders, as well as process instructions to exercise repayments, retainments, and relinquishments. When you use the Puts program, DTC will:

- Notify you of upcoming repayment options, mandatory tenders, **and** mandatory tenders with the option to retain, and relinquishments.
- Process your instructions to exercise repayments, retainments and relinquishments

- Submit securities to tender agents and collect put proceeds from them
- Allocate put proceeds to you on the payment date.

You should check your Participant Daily Activity Statement to assure that your transactions were properly processed and recorded. For Puts, the entry on the report is Puts (Account#1444), a two-part entry showing movement from the surrendered security to the contra-security.

After the expiration of a put exercise period, the tender agent is obligated to make cash payment or a distribution of securities to DTC for the quantity of surrendered securities accepted in whole or in part. You will receive one of the following:

- Non-option securities based on your position in the contra (relinquishment) security, or
- Re-marketed securities based on your position in the contra (retainment) security, or
- An allocated cash payment from DTC based on your position in the contra (optional or mortgage-backed)/target (mandatory) security. The contra/target securities will then be deducted from your account.

About Puts

Put issues are securities (usually bonds) with provisions that generally allow beneficial owners to sell the bonds back to the issuer, or its Tender Agent, within a preset time period at a specified price (usually 100% of its face value). Put provisions can permit exercise of the put at various frequencies (such as semiannually, annually, or only on one specific date) and often have floating or variable interest rates, with the availability of the put linked to the rate change cycle.

Warning! Put provisions differ widely from issue to issue and many issues have unique features that significantly affect your ability to exercise the put provision. For this reason, it is very important that you follow the guidelines in the **RIPSfunction PTS RIPS or PBS Reorganizations and Redemptions functions** and the indenture or other documents regarding the specific processing details relating to individual options. You are responsible for obtaining and monitoring announcements of put provisions from all sources (including any material available from the tender agent) involving securities you have deposited at DTC.

Types of Put Options

The following are the types of put bond options that can be processed:

| This type of option | Refers to |
|----------------------------------|---|
| Optional Repayment | A feature of a bond that entitles the holder to elect to surrender the bond for cash during a predetermined time period with a predetermined payable date. A holder that does not give notice retains the bond under its current or adjusted terms. |
| Mandatory Tender with Retainment | The exchange of bonds for cash, however, holders can elect to keep, or retain, their bonds. |
| Relinquishment | A feature of a bond that allows you to elect to give up your "optional repayment" right. This provision is often available for securities on which you pay a fee for the repayment provision. You receive a new non-option bond bearing the fixed rate interest payment from which the put fee would otherwise be deducted. |

| | |
|-----------------------------|--|
| Mortgage-Backed/Monthly Put | An early redemption feature that allows the holder to elect to sell the bonds back to the issuer on a monthly basis according to specified priorities. |
|-----------------------------|--|

Exercising Put Options

Except with respect to put options that have a withdrawal privilege, you can submit exercise instructions via the ~~PBS function~~ PTS PUTS or PBS Put Option Bonds functions. Instructions relating to put options with a withdrawal privilege can be submitted through the ~~PBS function~~ PTS PTOP or PBS Voluntary Tenders and Exchanges functions.

Withdrawing Put Option Instructions

If allowed under the terms of the indenture (or other document that specifies the put provisions), you can withdraw all or part of your put option instruction using the ~~PTOP function~~ PTS PTOP or PBS Voluntary Tenders and Exchanges functions. In most cases, you can withdraw previously submitted put option instructions on mortgage-backed securities only.

Questions about the availability of the withdrawal privilege must be directed to the tender agent. DTC will follow the instructions of the tender agent.

Rejection of Withdrawal of Put Option Instructions

The tender agent may reject the withdrawals of a put option exercise you submitted. You will be notified of the rejection electronically via the ~~PTOP function~~ PTS PTOP or PBS Voluntary Tenders and Exchanges functions.

Proration of a Repayment Option

Proration of accepted repayment instructions may be permitted by the terms of the repayment option. If proration is required, DTC will compute the allocation on the basis of instructions received from the tender agent and will notify you accordingly.

The proration will be reflected on your Participant Daily Activity Statement. The amount not accepted will appear as a **Receive** in your General free position and as a **Deliver** in your contra-CUSIP position.

Note- Cancellation of a repayment option may also be permitted by the terms of the put provision. Upon receipt of notification by the tender agent, DTC will notify you of a cancellation of the repayment option.

Interest Payments, Dividends, Distributions, and Voting Rights for Tendered Securities

Property and rights, such as interest payments, dividends, distributions and voting rights for tendered securities, may be paid or given to DTC during or after a repayment option period.

DTC distributes such property and/or rights to the tender agent and/or to you solely in accordance with instructions received from the tender agent.

Warning! If you disagree with such an action, you must take the matter up directly with the tender agent. DTC's responsibility in such matters is limited to acting in accordance with the tender agent's instructions, notwithstanding any rights you may have against the tender agent in respect thereof under the terms of a repayment option or applicable law.

Important Considerations

The following considerations apply to DTC's Puts product:

- You must notify DTC's Reorganization Department immediately of any delay or activity

problems. Failure to do so could result in losses for which DTC will not be responsible.

- You may not deliver, transfer or physically withdraw securities that have been tendered pursuant to a put provision; however, account transfers are permitted on mortgage-backed securities.
- The completeness and accuracy of the instructions you submit to DTC are your responsibility. If the forms are incomplete or your unpledged position is insufficient to permit deduction of the surrendered securities, DTC may reject the instructions.
- In case of rejection, DTC will either return the instructions form to you with a Rejection Notice attached, detailing the reason for the rejection, or notify you electronically via the ~~PUTS function~~, **PTS PUTS** or **PBS Put Option Bonds functions, or PTS PTOP or PBS Voluntary Tenders and Exchanges functions**, as appropriate.
- Where possible, DTC will endeavor to notify your designated coordinator by telephone of a rejection, but DTC cannot guarantee that this will be done.
- If you disagree with any action taken by the tender agent on a put exercise, you must take up the matter directly with the tender agent. DTC's responsibility in such matters is limited to acting in accordance with the tender agent's instructions, notwithstanding any rights you may have against the tender agent in respect thereof under the terms of the put exercise or applicable law.
- It is your responsibility to verify that DTC received the tender or retainment instructions and moved the tendered (or retained) position into the contra-CUSIP number on the date the instructions were submitted to DTC.
- No legal deposits of the subject security will be accepted from the date of the ~~RIPS announcement~~ **PTS RIPS or PBS Reorganizations and Redemptions announcement** for the duration of the put exercise period.
- Deposits will be chilled for the duration of the put exercise period.
- If hardcopy forms are required, you are advised that by placing an "X" in box E on the Voluntary Offering Instructions form (#7443), you authorize DTC to sign an election notice on your behalf and to deliver it to the tender agent, in the event the tender agent requires such notice. This notice may include certification that the security is not subject to any lien, pledge or other encumbrance.
- If you have securities on deposit with DTC that are subject to a put exercise you can accept the put exercise (repayment, retainment or relinquishment) at DTC. If you wish to put a unit comprised of a bond and a certificate evidencing a put option right, and you hold the securities in the form of the individual components, you must combine the components into a unit in order to effect the put. ~~To accomplish this, use the PTS function UNIT.~~

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with Puts:

| Use this PTS function | Use this PBS function | To |
|-----------------------|--|---|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| PUTS | <u>Put Option Bonds</u> | View and enter processing instructions for all put activities |

| | | |
|------|--|--|
| | | (except those with a withdrawal privilege) including optional repayments, mandatory tenders with retainment, mortgage-backed puts (monthlies) and relinquishments. |
| PTOP | <u>Voluntary Tendents and Exchanges</u> | View and enter processing instructions for all put activities where the put has a withdrawal privilege. |
| RTOP | <u>Release Reorg Transactions</u> | Release instructions for processing. |
| RCUR | <u>Foreign Currency Elections</u> | Receive maturity or redemption payments directly from the Agent in foreign currency for Put Bond options. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the past 60 days. |
| POS | <u>Security Position</u> | View your current positions. |
| SDAR | <u>Reorg/Redemptions/Dividend Allocations</u> | View today's allocations and anticipated allocations for the next five business days. You can also view five days of allocation history. |
| DIVA | <u>Dividend and Income – (now on CA Web as Distributions Announcements)</u> | View all general announcements. |
| ADJI | <u>Adjustments Inquiry</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |

| | | |
|------|--|--|
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

Puts Contact Numbers

For more information about the Puts product, contact DTC's Customer Support Center at ~~(1-888)~~ 382-2721 **and choose** Option ~~#4~~, followed by Option ~~#2~~.

Rejection by DTC or the Agent

Rejection by DTC

DTC has no obligation to examine for completeness or accuracy any instruction forms or any accompanying documents submitted to DTC. Nevertheless, if DTC makes such an examination and the forms or accompanying documents do not appear to be complete or accurate and/or your general free position is insufficient to permit deduction of the securities that are the subject of the instruction, the instruction may be rejected by DTC.

Rejection by the Agent

The agent may reject an instruction forwarded by DTC on your behalf. You will be notified by DTC of such rejection.

DTC will process the entries necessary to give effect to the reject. In the case of a rejected Voluntary Offering instruction, your position in the contra securities will be reduced and your position in the surrendered securities will be increased. In the case of a rejected Conversion instruction or Warrant Subscription instruction, your position in the surrendered security will be increased (upon return of the surrendered security by the agent) as appropriate to reflect the rejection. In addition, with respect to a rejected Warrant Subscription instruction, DTC will process the entries necessary to credit you with any subscription cash payment or payment securities returned to DTC by the agent in connection with the rejection instruction.

- If you disagree with the rejection by the agent, you must take up the matter directly with the agent. DTC's responsibility as to such matter is limited to acting in accordance with the agent's instructions, notwithstanding any rights you may have against the agent in respect thereof under the terms of the Reorganization transaction or applicable law.
- In the case of Voluntary Offerings, be sure to obtain the release of the contra securities from pledge. Otherwise, tendered securities added to your account will be subject to the same pledge as deducted contra securities, and will be added to your pledged account.

If rejection is for a reason other than that your tender price was not accepted or that a pro rata portion of your tender was not accepted, DTC will attempt to notify you by telephone, calling first the coordinator (s) at the telephone number (s) entered on the instructions form, but takes no responsibility therefor.

Rights Subscriptions

About the Product

The Rights Subscriptions product allows you to accept a rights offer and receive the underlying securities

within a fully automated book-entry environment. When you use this product, DTC will:

- Provide information on rights subscriptions involving DTC-eligible securities
- Process your instructions to accept offers via the Automated Subscription Offer Program (ASOP) or, in very rare cases, via hard copy instructions
- Forward instructions and securities to Subscription Agents and balance with those agents throughout the offering period
- Collect the underlying securities and allocate them to you.

You should check your Participant Daily Activity Statement to assure that your transactions were properly processed and recorded. For Rights, the entry on the report is Rights Subscriptions (Account#5555), showing that DTC deducted the right from your account and added the underlying securities to your reorganization account.

About Rights

Rights are short term instruments (usually 15 to 30 days) that give the holder the right to purchase shares of new underlying securities (usually common stock) at a given price.

Note- Rights usually have limited advance notification, a restricted acceptance period, and specific acceptance requirements. You should refer to the **RIPS function PTS RIPS or PBS Reorganizations and Redemptions functions** to view these requirements before submitting subscription instructions.

Relevant Terms

The following terms are relevant to Rights Subscriptions:

| This term | Refers to |
|---|--|
| R ights S ubscription O ffer | An offer made to owners of securities by the issuer entitling them to purchase from the issuer a quantity of new securities related to the quantity of securities presently owned, usually at a favorable market price, as evidenced by rights certificated issued by the issuer. |
| S ubscription A gent (or I ssuer's A gent) | The agent authorized by the O fferor (issuer) to act on its behalf by receiving rights certificates, subscription payments and acceptance documents. |
| B asic S ubscription | The exercise of rights entitling the holder to receive new underlying securities upon the surrendering of rights and payment of the subscription cost. |
| O versubscription | A provision in a rights offer that allows a holder that fully exercises the basic subscription to subscribe to one or more additional shares, subject to the availability of additional shares. The maximum allowed shares available through the oversubscription privilege is usually a percentage of the basic subscription shares (such as an owner subscribing to 100 shares may oversubscribe to a maximum of 50 additional |

| | |
|---|---|
| | shares when the oversubscription maximum is 50 percent). |
| r Round-up | A provision that permits a record date owner of the underlying security to round up the quantity of rights the owner would otherwise receive in the rights distribution, to an amount that allows the owner to purchase one additional share in lieu of a fractional share. This is exercised between the record date and the distribution date of the rights distribution. In lieu of a round-up privilege, the terms of the rights offer may provide a step-up privilege. |
| s Step-up | A provision in an offer that permits you, when you exercise your basic subscription, to subscribe to one additional share of the underlying security in lieu of a fractional share to which you might otherwise be entitled, subject to the availability of the additional full share. A step-up provision may require you to purchase the required quantity of rights to subscribe to the one additional share (for example, the "step-up price"). |
| s Subscription price | The cost to subscribe to one share of the underlying security. |
| s Subscription rate | The number of rights that must be exercised to subscribe to one share of the underlying security. |
| a Assumed s Subscription p Price | A price determined by the agent to allow for payment pending notification of the final or actual price. |
| DTC e Expiration d Date | The last day you can accept an offer by submitting subscription or Notice of Guaranteed Delivery instructions to DTC. This date may be earlier than the date established for this purpose by the e Offeror. |
| DTC e Cover p Protect e Expiration d Date | The last day you can cover your protects and surrender rights through DTC pursuant to Notices of Guaranteed Delivery. This date may be earlier than the date established for this purpose by the Offeror. |
| g Guarantee of D elivery P eriod | The period after the expiration of an offer during which, under the terms of the offer, rights may be surrendered pursuant to notices of Guaranteed Delivery submitted to the subscription agent prior to the expiration of the offer. The guarantee of delivery period is sometimes called the protect period. The surrendering of rights during the |

| | |
|--|--|
| | period is sometimes called a cover of protect. |
| DTC s Sell e Expiration <u>D</u> ate | The last day you can surrender rights to the agent to sell and receive the sale proceeds through DTC. |
| p Proration | The percentage used to allocate oversubscription of rights. |
| p Protect, or Notice of Guaranteed Delivery | A notice delivered to the agent that allows holders who do not have their securities readily available to accept a rights offer by the expiration date and deliver the securities within the period prescribed in the offer. |

About DTC's Automated Subscription Offer Program (ASOP)

DTC's Automated Subscription Offer Program (ASOP) allows you to accept a rights offer and receive the underlying securities within a fully automated book-entry environment. A right is a privilege granted to holders of an issuer's securities, allowing them to subscribe to shares of new underlying securities (usually common stock). Rights are short-term instruments with a life usually of 15 to 30 days. Rights subscription offers are normally characterized by limited advance notification of the offer, a restricted acceptance period, and specific requirements for the acceptance of an offer. Rights offers can also be characterized by step-up and oversubscription privileges, allowing a holder that fully exercises its rights (the basic subscription) to subscribe to one or more additional shares, over and above the number of shares to which the holder is entitled through the basic subscription, subject to the availability of additional shares.

ASOP allows you to submit subscription instructions, including basic subscriptions and the exercise of step-up and oversubscription privileges, authorizing DTC to surrender the rights and make the subscription payment to the subscription agent.

Note- Rights surrendered by participants and delivered by book-entry to the subscription agent are subject solely to the subscription agent's instructions. DTC effects book-entry delivery of surrendered rights from your account and debits your settlement account with the subscription payment. The surrendered rights and the corresponding subscription payment are credited to an account maintained by DTC on behalf of the subscription agent. When the underlying securities are issued by the subscription agent, DTC distributes the securities to you by book-entry.

Under ASOP, you transmit your subscription instructions to DTC via the ~~PBS function~~ **PTS PSOP or PBS Rights Subscriptions**. The agent can use the ASOP function to receive immediate notification of the subscription instructions you submitted and to obtain other pertinent information.

The PSOP function allows you to transmit subscription instructions to DTC to:

- ~~a~~**A**cept an offer by means of surrendering rights and making the required subscription payment
- ~~a~~**A**cept an offer by means of a Notice of Guaranteed Delivery (**also known as a protect**) and subscription payment
- ~~s~~**S**urrender rights after having accepted an offer by means of a Notice of Guaranteed Delivery submitted either through **the PTS PSOP or delivered directly to the agent** PBS Rights **Subscriptions functions**.
- ~~surrender~~**Submit a cover of a protect on behalf of another participant**

- **Surrender** rights for the purpose of selling them through the agent.

The PTS PSOP or PBS Rights Subscriptions functions also allow you to exercise any step-up or oversubscription privileges when submitting instructions to accept a rights offer.

General Information Regarding ASOP

The following general information applies to the distribution of rights to participants and the acceptance and surrendering of rights thereafter through ASOP:

- The distribution of rights to record date holders of the underlying security is completed by book-entry in accordance with DTC's Dividend procedures (see the **Dividend Distributions** Service Guide). In the event the rights distribution allows you to exercise a round-up privilege to receive additional rights at the time of the record date distribution, the processing of round-up instructions through DTC is completed in accordance with procedures contained in the information about the rights distribution made available through DTC's Dividend department.
- If a rights CUSIP number is not assigned by the CUSIP Service Bureau, DTC establishes a user CUSIP number for the rights offer.
- For rights offers that qualify for ASOP, the agent has entered into a master agreement with DTC providing, among other things, that the delivery by DTC of an Agent's Message to the agent satisfies the terms of the rights offer as to the execution and delivery of a Subscription Form or a Notice of Guaranteed Delivery by the participant identified in the Agent's Message.
- For rights held on DTC's behalf at another depository, the agent agrees to accept rights from the other depository in a quantity that fulfills DTC's obligation to deliver rights to the agent for subscription instructions submitted under these procedures by participants.
- Rights offers eligible under ASOP are announced in the **PTS RIPS function and PBS Reorganizations and Redemptions functions** and related CCF transmission identified by **PTS RIPS and PBS Reorganizations** activity code 59 "Rights" envelopes. Information about qualifying rights offers is also available to participants by means of an inquiry option of the **PSOP function-PTS PSOP and PBS Rights Subscriptions functions**, and may also be available by means of hardcopy notices distributed to you by DTC.

The information provided by DTC describing a rights offer is intended as an aid, and can be viewed via the **RIPS function-PTS RIPS and PBS Reorganizations and Redemptions functions**. This information is based on the best information available to DTC concerning the offer but may be subject to inaccuracies or omissions. It is your responsibility to obtain and monitor announcements from all sources, including any documents stating the terms and conditions of the offer obtainable from an Information agent, of offers involving securities you have on deposit at DTC.

Subscription Instructions

Participants enter and transmit subscription instructions to DTC via the **PSOP function-PTS PSOP or PBS Rights Subscriptions functions**. Subscription instructions entered by **RTOP users-PTS RTOP or PBS Release Reorg Transactions users** are automatically applied to **RTOP the processor** controls and must be released and transmitted to DTC via **RTOP this function** after the instructions have been entered via **PTS PSOP or PBS Rights Subscriptions**.

No hardcopy instructions are accepted by DTC unless specifically authorized in advance by the appropriate DTC Reorganization department or **Participant Services representative-Relationship Manager**. In the event of a **PTS or** PBS outage, a backup hard copy form (Rights Subscription Instructions **PTS/PBS Backup Form**) is available for the purpose of instructing DTC to surrender rights and the required subscription payment (see About the Rights Subscription Instructions **PTS/PBS Backup Form**). If you experience a **PTS or** PBS outage, you can alternatively execute and submit the required Notice of Guaranteed Delivery document and subscription payment directly to the agent; a DTC backup hard copy form is not available for this purpose.

When accepting a rights offer by means of surrendering rights or by means of a Notice of Guaranteed Delivery through **PTS PSOP or PBS Rights Subscriptions**, you can enter and combine in one instruction up to 12 separate customer instructions. Upon the successful processing of an instruction with multiple customers, DTC automatically generates separate transactions and Agent's Messages for each customer, and these separate transactions are treated as individual acceptances thereafter by both DTC and the agent.

Subscription Payments

In general, the subscription price of a rights offer is established at the outset of the offer and payment is required when you accept an offer. In these cases DTC automatically calculates and charges the subscription payment to your settlement account on the same day subscription and Notice of Guaranteed Delivery instructions are successfully processed.

The terms of some rights offers specify that the subscription price is initially either an unknown or an assumed price. In these cases, the actual subscription price is established during or after the acceptance period of the rights offer.

When the subscription price is not known, DTC will accept your subscription instructions, but will not charge your settlement account until the subscription agent advises DTC of the actual subscription price. At that time, your settlement account is automatically charged the subscription payment for your previous subscription activities. Any subsequent activity is also automatically charged to that account.

When there is an assumed subscription price, DTC charges the assumed subscription payment to your settlement account on the same day instructions are successfully processed. Once the actual subscription price is known, DTC remits to or collects from the subscription agent the difference between the assumed and actual prices and credits or debits your account accordingly. Any subsequent activity is automatically charged to your settlement account. These charges appear on your daily Reorganization Cash Settlement List.

Payments with Notices of Guaranteed Delivery

If the terms of the rights offers specify that subscription payment must accompany your Notice of Guaranteed Delivery, DTC charges the subscription payment to your settlement account on the same day you submit a Notice.

Some offers, however, permit you to make the subscription payment when the rights that are the subject of the Notice of Guaranteed Delivery are surrendered. In this case, the subscription payment is charged to you when the rights are surrendered. These charges appear on your daily Reorganization Cash Settlement List.

Movement of Underlying Securities

Rights offers are normally subject to cancellation. In addition, the underlying securities resulting from a step-up or oversubscription privilege are subject to the availability or prorated distribution of new underlying securities. Therefore, DTC does not provide immediate credit for the underlying securities to your general free account. The underlying securities to which you are entitled, subject to cancellation, availability, or proration, are instead immediately credited to your reorganization account in the underlying security CUSIP number. You cannot use the underlying security position credited to your reorganization account for any DTC book-entry services other than those described in this section.

When the underlying securities are made available to the agent, DTC distributes the new securities to your general free account by book-entry and reduces your reorganization account accordingly.

Note- In the event a rights offer is neither subject to cancellation nor the availability of new underlying securities, and the new underlying securities are immediately issuable and available, DTC processes entries which results in you receiving immediate credit for new underlying securities in your general free account.

Subscription Sub-Accounts

The underlying securities credited to your reorganization account are further identified by sub-accounts of

the reorganization account. There are two subaccounts of the reorganization account for this purpose: the basic subscription and oversubscription subaccounts.

The underlying securities to which you are entitled through the exercise of the basic subscription and any step-up privilege are credited to your basic subscription subaccount. The quantity of underlying securities you want to purchase through an oversubscription privilege, as indicated in the instruction you transmit to DTC via the **PSOPfunctionPTS PSOP or PBS Rights Subscriptions**, is credited to your oversubscription subaccount. Both of these subaccount positions are shown in your reorganization account with the underlying security number.

When you surrender rights for the purpose of selling them through the agent, the quantity of rights the subject of the sell instruction is credited to a third subaccount, named the sell subaccount. The sell subaccount position is shown in your reorganization account with the rights CUSIP number until DTC receives and credits your settlement account with the cash proceeds.

You can view your reorganization account and subaccount activities in your Participant Activity Statement and Reorganization Cash Settlement List.

Schedule for Submitting Instructions

The dates and times when you can submit instructions via **PSOPfunctionPTS PSOP or PBS Rights Subscriptions** are specified in the related **PTS RIPS or PBS Reorganizations and Redemptions** envelope or via the **PSOPPTS PSOP or PBS Rights Subscriptions** inquiry option. Unless otherwise specified in the information from DTC, the following table describes the availability of **PSOPPTS PSOP or PBS Rights** Subscriptions on those dates and times. All times are eastern time.

| For this instruction | The PSOP hours are |
|--|--|
| Basic subscriptions (with step-ups and over-subscriptions) | 8:00 a.m. to 2:15 p.m. |
| Notices of Guaranteed Delivery | 8:00 a.m. to 2:15 p.m. |
| Notices of Guaranteed Delivery on the last day of the offer, with deferred subscription payments | 8:00 a.m. 3:30 p.m. to 5:00 p.m. on the last day only; see Note below. |
| Instructions to sell rights | 8:00 a.m. to 2:15 p.m. |
| Instructions to cover protects | 8:00 a.m. to 2:15 p.m. |

Note- **Instructions and/or** Notices of Guaranteed Delivery on ~~the offer's~~ **DTC's** expiration date may be permitted ~~until between 3:30 p.m. and~~ 5:00 p.m., after DTC's cutoff time for the settlement of cash activities, ~~in cases where the subscription agent agrees to accept the corresponding subscription payment from DTC on the next business day following the offer's expiration date on which DTC is open for cash settlement services.~~ . In such cases, DTC defers charging the subscription payment with respect to Notices of Guaranteed Delivery processed on the last day of the offer until the next business day on which DTC is open for cash settlement services.

Inquiring About ASOP-Eligible Offers

Upon learning that a rights offer has been made, DTC notifies you via:

- The **RIPSfunctionPTS RIPS or PBS Reorganizations and Redemptions functions**, or
- The inquiry option of **PTS PSOP or PBS Rights Subscriptions**, or
- A **RIPS PTS RIPS or PBS Reorganizations and Redemptions** notice through CCF, or

- A hard copy notice

When notified by DTC of an eligible offer, or after inquiring via **PTS RIPS** or **PBS Reorganizations and Redemptions or PTS PSOP or PBS Rights Subscriptions**, you should note the following:

1. The rights CUSIP number and the CUSIP number of the underlying security that can be subscribed to through the offer.
2. The exercise terms of the rights offer, including the number of rights that must be surrendered to subscribe to one share of the underlying security, and the subscription price to purchase each new share.
3. Any step-up privilege, including the step-up prices (if any) and the minimum fractional amount required to exercise the step-up privilege.
4. Any oversubscription privilege, including the subscription prices of the oversubscription privilege and the maximum number of shares to which you can oversubscribe.
5. The last day and time for submission of original acceptances (including Notices of Guaranteed Delivery, if available) to the subscription agent via **PTS PSOP or PBS Rights Subscriptions**.
6. If a Guarantee of Delivery period is available, the last day and time on which deliveries in satisfaction of Notices of Guaranteed Delivery (instructions to cover protects) can be submitted via **PTS PSOP or PBS Rights Subscriptions**.
7. If the terms of the rights offer allow rights to be sold through to the subscription agent, the last day and time for the submission of sell instructions via **PTS PSOP or PBS Rights Subscriptions**.
8. Any special representations required for the acceptance of an offer (for example, when the oversubscription privilege can be exercised only for rights distributed to record date holders of the underlying security and exercised in full).

Note- You should also determine from the information provided by DTC if there will be any interruption in the availability of DTC services for the rights, such as a chill on deposits or withdrawals.

Accepting an ASOP-Eligible Offer

After receiving information from DTC about an ASOP-eligible rights offer, you can accept the offer and deliver securities on deposit with DTC to the subscription agent via the **PTS PSOP or PBS Rights Subscriptions** function. See Submitting Rights Exercise Instructions.

Warning! You must accept ASOP-eligible offers via **PSOPPTS PSOP or PBS Rights Subscriptions**; except as noted in Subscription Instructions, hard copy instructions will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.

The dates on which you can accept a rights offer and surrender rights and the required subscription payment via **PSOPPTS PSOP or PBS Rights Subscriptions** are specified in the notice about the offer, which you can view via the **RIPSfunction-PTS RIPS or PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the information from DTC, **PTS PSOP or PBS Rights Subscriptions** is available for the purpose of transmitting acceptances from 8:00 a.m. to 2:15 p.m. eastern time.

Checklist for Submitting an Acceptance

1. Obtain the Offering Circular/Prospectus and the Subscription Form required by the offer and review the terms of the offer as stated in those documents.
2. Determine the terms of acceptance that you want to transmit via **PSOPPTS PSOP or PBS Rights Subscriptions** including, but not limited to:

- Basic subscription: Determine the quantity of rights you want to exercise. When you transmit an acceptance of the rights offer via **PSOPPTS PSOP or PBS Rights Subscriptions**, you must enter this quantity in the field provided.
- Step-up privilege: If there is a step-up privilege provided by the rights offer, determine if the acceptance must include the exercise of the step-up privilege. When you transmit an acceptance including the step-up privilege, you must respond affirmatively to the step-up privilege in the field provided.
- Oversubscription privilege: If there is an oversubscription privilege provided by the rights offer, determine if the acceptance must include the exercise of the oversubscription privilege. If so, determine the quantity of underlying securities you want to subscribe to through the oversubscription privilege. When you transmit an acceptance including the oversubscription privilege, you must enter this quantity in the field provided.
- Subscription payment: Determine the subscription payment that will be charged to your DTC settlement account as a result of the basic subscription and the exercise of any step-up or oversubscription privilege. When you transmit an acceptance, you do not enter the subscription payment dollar amount. This amount is automatically calculated by DTC and displayed to you prior to your approval of the transmission of the acceptance to DTC for processing.
- Special representations: If special representations are required by the Subscription Form, determine your response to such representations to be indicated in the transmitted acceptance. (You can make these representations in specific fields on the **PSOPPTS PSOP or PBS Rights Subscriptions** screen, or in the **Comments** field.)
- Comments: If any additional acceptance information is required, prepare a statement of such to enter in the **Comments** field on the **PTS PSOP or PBS Rights Subscriptions** screen. (The field available for this message is 150 characters in length.)

Note- When you transmit an acceptance, you can combine in a single acceptance a maximum of 12 separate customer instructions to which the above information applies, including the special representations and comments. The **PTS PSOP or PBS Rights Subscriptions** function's Rights Exercise Customer Breakdown screen will allow you to enter the basic subscription rights quantity, the oversubscription underlying security quantity, and a response to the step-up privilege for each separate customer instruction. The sum of these quantities must equal the respective quantities you enter on the primary Rights Exercise screen.

3. Enter and transmit the acceptance via **PTS PSOP or PBS Rights Subscriptions**. Your acceptance should indicate the determinations you made in Step 2 above. See Submitting Rights Exercise Instructions.
4. Acknowledge the Subscription Form. When you transmit an acceptance via **PTS PSOP or PBS Rights Subscriptions**, a space will be indicated on the **PTS PSOP or PBS Rights Subscriptions** screen for you to enter an acknowledgment of the Subscription Form required by the offer identified by the rights CUSIP you specify in your acceptance. If you do not enter the acknowledgment, **PTS PSOP or PBS Rights Subscriptions** will reject the acceptance. By entering the acknowledgment via **PTS PSOP or PBS Rights Subscriptions**, you agree that (i) you have received, and will be bound by the terms of, the Subscription Form required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.

Note- The Subscription Form referred to in these procedures is the form of documentation required by the offer when you transmit the acceptance.

5. Receive the **PSOPPTS PSOP or PBS Rights Subscriptions** input response screen after having transmitted to DTC the information entered in Steps 2 and 3 above. The **PTS PSOP or PBS Rights Subscriptions** input response screen displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription

field for the PSOP input screen exceeds the maximum allowed by the terms of the offer). If necessary, correct the required fields of the **PSOPPTS PSOP or PBS Rights Subscriptions** input screen and re-transmit the instruction to DTC for editing.

6. Receive the **PTS PSOP or PBS Rights Subscriptions** input response screen showing that the instruction does not contain errors, and showing the subscription payment that will be charged to your DTC settlement account. Verify the information you have entered and re-transmit the instruction to DTC for processing.

7. Receive a PBS message acknowledging transmission of the acceptance and reporting the status.

- If the message states that the acceptance was processed (made), confirm via the **PSfunctionPTS POS or PBS Security Position functions** that 1) the quantity of rights subject of the instruction has been deducted from your position in the specified rights CUSIP number, 2) that you now have the quantity of underlying securities to which you are entitled through the basic subscription and any step-up privilege shown in your position in the basic subscription sub-account with the underlying security CUSIP number specified in the acceptance and 3) that you now have the quantity of underlying securities to which you are entitled through the exercise of any oversubscription privilege shown in your position in the oversubscription sub-account with the underlying security CUSIP number specified in the acceptance.

- If the message states that the acceptance was not processed and is now pending (recycling), monitor future **PSOPPTS PSOP or PBS Rights Subscriptions** messages to determine that the acceptance is subsequently processed. Acceptances are not retransmitted to the subscription agent and securities are not moved into the reorganization account of the underlying security CUSIP number until the acceptance has been processed (made). You must monitor **PTS PSOP or PBS Rights Subscriptions** messages carefully to ensure that all your transactions are processed, and take appropriate action to resolve pending (recycling) acceptances.

8. Retain a copy of the **PTS / PBS** message reporting that the acceptance was processed (made) to serve as your record of the transaction. Retain this message along with the Subscription Form as part of your permanent records.

Note- When an acceptance is processed as reported in the **PSOPPTS PSOP or PBS Rights Subscriptions** message, DTC transmits an Agent's Message to the subscription agent indicating your acceptance. This Agent's Message includes your acknowledgment concerning the Subscription Form.

Submitting a Protect for an ASOP-Eligible Offer

After receiving information from DTC that a rights offer is eligible for ASOP, and after determining that the terms of the rights offer provide for the acceptance of the offer via a Notice of Guaranteed Delivery, you can accept the offer by submitting a Notice of Guaranteed Delivery to the subscription agent via the Protect Submission option of ~~the PSOPfunction~~ **PTS PSOP or PBS Rights Subscriptions**. See Submitting Rights Protect Instructions.

Warning! You must submit Notices of Guaranteed Delivery on ASOP-eligible offers via **PSOPPTS PSOP or PBS Rights Subscriptions**; hard copy instructions will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.

The dates on which you can accept an offer by submitting a Notice of Guaranteed Delivery via PSOP are specified in the notice about the offer, which you can view via the ~~RIPSfunction~~ **PTS RIPS or PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the **PTS RIPS or PBS Reorganizations and Redemptions functions** notice, **PTS PSOP or PBS Rights Subscriptions** is available on those dates for this purpose from 8:00 a.m. to 2:15 p.m. eastern time on the offer's expiration date only.

The deferred subscription payment procedure may be used (see Schedule for Submitting Instructions). In this case, **PTS PSOP or PBS Rights Subscriptions** is available until 5:00 p.m. on the offer's expiration date.

Checklist for Submitting a Protect

1. Obtain the Offering Circular/Prospectus and the Subscription Form required by the offer and review the terms of the offer as stated in those documents.
 2. Determine the terms of acceptance that you want to transmit via ~~PSOP~~ **including PTS PSOP or PBS Rights Subscriptions including**, but not limited to:
 - Basic subscription: Determine the quantity of rights you want to exercise. When you transmit an acceptance of the rights offer via **PTS PSOP or PBS Rights Subscriptions**, you must enter this quantity in the field provided.
 - Step-up privilege: If there is a step-up privilege provided by the rights offer, determine if the acceptance must include the exercise of the step-up privilege. When you transmit an acceptance including the step-up privilege, you must respond affirmatively to the step-up privilege in the field provided.
 - Oversubscription privilege: If there is an oversubscription privilege provided by the rights offer, determine if the acceptance must include the exercise of the oversubscription privilege. If so, determine the quantity of underlying securities you want to subscribe to through the oversubscription privilege. When you transmit an acceptance including the oversubscription privilege, you must enter this quantity in the field provided.
 - Subscription payment: Determine the subscription payment that will be charged to your DTC settlement account as a result of the basic subscription and the exercise of any step-up or oversubscription privilege. When you transmit an acceptance, you do not enter the subscription payment dollar amount. This amount is automatically calculated by DTC and displayed to you prior to your approval of the transmission of the acceptance to DTC for processing.
 - Special representations: If special representations are required by the Subscription Form, determine your response to such representations to be indicated in the transmitted acceptance. (You can make these representations in specific fields on the PSOP screen, or in the **Comments** field.)
 - Comments: If any additional acceptance information is required, prepare a statement of such to enter in the **Comments** field on the **PTS PSOP or PBS Rights Subscriptions** screen. (The field available for this message is 150 characters in length.)
 3. Enter and transmit the Notice of Guaranteed Delivery via **PTS PSOP or PBS Rights Subscriptions**. Your Notice of Guaranteed Delivery should indicate the determinations you made in Step 2 above. See Submitting Rights Protect Instructions.
 4. Acknowledge the Notice of Guaranteed Delivery. When you transmit an acceptance via a Notice of Guaranteed Delivery, a space will be indicated on the ~~PSOP~~ **PTS PSOP or PBS Rights Subscriptions** screen for you to enter an acknowledgment concerning the Notice of Guaranteed Delivery required by the offer identified by the rights CUSIP you specify in your acceptance. If you do not enter the acknowledgment, **PTS PSOP or PBS Rights Subscriptions** will reject the acceptance. By entering the acknowledgment via PSOP, you agree that (i) you have received, and will be bound by the terms of, the Notice of Guaranteed Delivery required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.
- Note-* The Notice of Guaranteed Delivery referred to in these procedures is the form of the Notice of Guaranteed Delivery required by the offer when you transmit the acceptance.
5. Receive the **PTS PSOP or PBS Rights Subscriptions** input response screen after having

transmitted to DTC the information entered in Steps 2 and 3 above. The **PSOPPTS PSOP or PBS Rights Subscriptions** input response screen displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field for the **PSOPPTS PSOP or PBS Rights Subscriptions** input screen exceeds the maximum allowed by the terms of the offer). If necessary, correct the required fields of the **PSOPPTS PSOP or PBS Rights Subscriptions** input screen and re-transmit the instruction to DTC for editing.

6. Receive the **PTS PSOP or PBS Rights Subscriptions** input response screen showing that the instruction does not contain errors. Verify the information you have entered and re-transmit the instruction to DTC for processing.

7. Receive a **PTS /** PBS message acknowledging transmission of the acceptance by means of a Notice of Guaranteed Delivery. The message includes the status of the transaction.

- If the message states that the acceptance was processed (made), confirm that the quantity of rights subject of the acceptance via a Notice of Guaranteed Delivery is shown in the information available through the inquiry feature of the **PSOP-PTS PSOP or PBS Rights Subscriptions** function, under the rights CUSIP number specified in the submission.
- You must carefully monitor **PTS PSOP or PBS Rights Subscriptions** messages and the **PTS PSOP or PBS Rights Subscriptions** inquiry option to ensure that all Notices of Guaranteed Delivery are processed, and that you take appropriate action to resolve unprocessed transactions or discrepancies.

8. Retain a copy of the **PTS /** PBS message reporting that the acceptance via a Notice of Guaranteed Delivery was processed (made) to serve as your record of the transaction. Retain this message along with the Subscription Form and the Notice of Guaranteed Delivery as part of your permanent records.

Note- When an acceptance via a Notice of Guaranteed Delivery is processed as reported in the **PSOPPTS PSOP or PBS Rights Subscriptions** message, DTC transmits an Agent's Message to the subscription agent indicating your acceptance. This Agent's Message includes your acknowledgment concerning the Notice of Guaranteed Delivery.

Submitting a Cover of Protect via PSOPPTS PSOP or PBS Rights Subscriptions for an ASOP-Eligible Offer

Once you have accepted a rights offer through the Subscription Agent via a hard copy Notice of Guaranteed Delivery submitted directly to the Subscription Agent, you cannot subsequently deliver the securities to the Subscription Agent via the PTS PSOP or PBS Rights Subscriptions function. Only protects submitted via PTS PSOP or PBS Rights Subscriptions can be covered via PTS PSOP or PBS Rights Subscriptions. Warning! To be able to cover a protect via PTS PSOP or PBS Rights Subscriptions you must submit protect instructions for ASOP-eligible offers via PTS PSOP or PBS Rights Subscriptions; except as noted in Subscription Instructions, hard copy instructions will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. DTC may attempt to notify you of the rejection, but DTC has no liability for any failure to notify.

If you have accepted a rights offer through the subscription agent by means of a Notice of Guaranteed Delivery via **PSOP PTS PSOP or PBS Rights Subscriptions**, you can subsequently deliver all or a portion of the rights subject to the Notice of Guaranteed Delivery to the subscription agent through DTC via the Cover Protects Submitted via **PTS PSOP or PBS Rights Subscriptions** option of the **PTS PSOP or PBS Rights Subscriptions** function. See Submitting Cover Protect Instructions Via **PTS PSOP or PBS Rights Subscriptions**.

Warning! You must accept ASOP-eligible offers via **PTS PSOP or PBS Rights Subscriptions**; except as noted in Subscription Instructions, hard copy instructions will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.

The dates on which you can cover a protect via **PSOPPTS PSOP or PBS Rights Subscriptions** are specified in the notice about the offer, which you can view via the **PTS RIPS or PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the **RIPS PTS RIPS or PBS Reorganizations and Redemptions functions** notice, **PTS PSOP or PBS Rights Subscriptions** are available on those dates for this purpose from 8:00 a.m. to 2:15 p.m. eastern time.

Note- DTC shall have no responsibility in respect of your failure to instruct or properly instruct DTC to surrender securities in accordance with acceptances by submission of Notices of Guaranteed Delivery to the subscription agent via PSOP.

Checklist for Submitting a Cover of Protect via PTS PSOP or PBS Rights Subscriptions

1. Submit a Notice of Guaranteed Delivery and the required subscription payment to the subscription agent via **PSOPPTS PSOP or PBS Rights Subscriptions** before the offer expires.
2. Retrieve your copy of the **PTS PSOP or PBS Rights Subscriptions** message reporting the completed processing of the Notice of Guaranteed Delivery you want to cover, or retrieve the necessary information via the **PTS PSOP or PBS Rights Subscriptions** function's inquiry option.
3. **Note: If covering on behalf of another Participant you will be required to provide a valid Protect ID, Protect Sequence Number and the Protect Participant ID (account number) for the Participant that submitted the original protect instruction.**
4. Enter and transmit an instruction to cover the protect. See Submitting Cover Protect Instructions Via **PSOPPTS PSOP or PBS Rights Subscriptions**.
45. Acknowledge the Subscription Form. When you transmit an instruction to cover a protect via **PSOPPTS PSOP or PBS Rights Subscriptions**, a space will be indicated on the **PTS PSOP or PBS Rights Subscriptions** screen for you to enter an acknowledgment concerning the Subscription Form required by the offer identified by the rights CUSIP you specify in your instruction. If you do not enter the acknowledgment, **PTS PSOP or PBS Rights Subscriptions** will reject the instruction. By entering the acknowledgment via **PTS PSOP or PBS Rights Subscriptions**, you agree that (i) you have received, and will be bound by the terms of, the Subscription Form required by the offer identified in the instruction and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the **Offeror** in such offer.

Note- The Subscription Form referred to in these procedures is the form of documentation required by the offer when you transmit the instruction.

An instruction to deliver rights to cover a Notice of Guaranteed Delivery that was submitted under these procedures can be for a quantity less than, but not more than, the original quantity of the acceptance submitted via **PTS PSOP or PBS Rights Subscriptions**. You can submit more than one instruction to cover the Notice of Guaranteed Delivery as long as the quantity of rights indicated in those instructions does not exceed the original Notice of Guaranteed Delivery quantity.

You must monitor the status of acceptances submitted via **PSOPPTS PSOP or PBS Rights Subscriptions** to ensure that the rights subject to the Notice of Guaranteed Delivery are subsequently delivered by the date indicated and in accordance with the Notice of Guaranteed Delivery and the terms of the offer. Use the **PTS PSOP or PBS Rights Subscriptions** function's Protect Submissions with Uncovered Quantities option to inquire about the status of Notices of Guaranteed Delivery.

56. Receive the **PSOPPTS PSOP or PBS Rights Subscriptions** input response screen after having transmitted to DTC the information entered in Steps 2 ~~and 3~~, **and 4** above. The **PTS PSOP or PBS Rights Subscriptions** input response screen displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field for the **PSOPPTS PSOP or PBS Rights Subscriptions** input screen exceeds the maximum allowed by the terms of the offer). If necessary, correct the required fields of the **PSOPPTS PSOP or PBS Rights Subscriptions** input screen and re-transmit the instruction to DTC for editing.

7. Receive the **PTS PSOP or PBS Rights Subscriptions** input response screen showing that the instruction does not contain errors. Verify the information you have entered and re-transmit the instruction to DTC for processing.

8. Receive a **PTS PSOP or PBS Rights Subscriptions** message acknowledging transmission of the cover of protect. The message includes the status of the transaction.

- If the message states that the acceptance was processed (made), confirm via the **PSOP function PTS POS or PBS Security Position functions** that 1) the quantity of rights subject of the instruction has been deducted from your position in the specified rights CUSIP number, 2) that you now have the quantity of underlying securities to which you are entitled through the basic subscription and any step-up privilege shown in your position in the basic subscription sub-account with the underlying security CUSIP number specified in the acceptance and 3) that you now have the quantity of underlying securities to which you are entitled through the exercise of any oversubscription privilege shown in your position in the oversubscription sub-account with the underlying security CUSIP number specified in the acceptance.

- If the message states that the cover of protect instruction was not processed and is now pending (recycling), monitor future **PSOP PTS PSOP or PBS Rights Subscriptions** messages to determine that the instruction is subsequently processed. Instructions to cover protects are not transmitted to the subscription agent and securities are not moved into the reorganization account of the underlying security CUSIP number until the acceptance has been processed (made). You must monitor **PTS PSOP or PBS Rights Subscriptions** messages carefully to ensure that all your transactions are processed, and take appropriate action to resolve pending (recycling) acceptances.

89. Retain a copy of the **PTS / PBS** message reporting that the instruction was processed (made) to serve as your record of the transaction. Retain this message along with the Subscription Form, the Notice of Guaranteed Delivery, and the message reflecting the original submission of the Notice of Guaranteed Delivery as part of your permanent records.

Note- When an instruction to cover a protect is processed as reported in the **PSOP PTS PSOP or PBS Rights Subscriptions** message, DTC transmits an Agent's Message to the subscription agent indicating your instruction. This Agent's Message includes your acknowledgment concerning the Subscription Form.

Submitting a Cover of Protect Directly to the Agent for an ASOP-Eligible Offer on Behalf of another Participant

~~If you have accepted a rights offer through the subscription agent via a hard copy Notice of Guaranteed Delivery submitted directly to the agent, you can subsequently deliver the securities to the Subscription Agent via the PSOP function. See Submitting Cover Protect Instructions to the Agent. Warning! You must submit cover of protect instructions for ASOP-eligible offers via PSOP; except as noted in Subscription Instructions, hard copy instructions will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.~~

The dates on which you can submit a cover of protect are specified in the notice about the offer, which you can view via the **RIPS function PTS RIPS or PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the **RIPS PTS RIPS or PBS Reorganizations and Redemptions functions** notice, **PTS PSOP is or PBS Rights Subscriptions are** available on those dates for this purpose from 8:00 a.m. to 2:15 p.m. eastern time.

~~*Note-* DTC shall have no responsibility in respect of your failure to instruct or properly instruct DTC to surrender securities in accordance with acceptances by Notices of Guaranteed Delivery submitted directly to the agent.~~ **Checklist for Submitting a Cover of Protect Directly to the Agent on Behalf of another Participant**

1. ~~Submit a Notice of Guaranteed Delivery and the required subscription payment directly to the subscription agent before the offer expires via hard copy or as otherwise specified in the terms of the offer.~~

Determine the terms of the acceptance ~~you submitted in the Notice of Guaranteed Delivery to the subscription agent~~ of the protect that was submitted by another Participant through PTS PSOP or PBS Rights Subscriptions, and which you now want to ~~transmit via PSOP~~ cover via PTS PSOP or PBS Rights Subscriptions and input the information, including, but not limited to:

- Protect ID: The Instruction Identification Number for the Protect with an uncovered quantity. The participant ID for the entered Protect ID must not match the signed-on participant ID.
- Protect Sequence Number: The Protect ID Sequence Number for the Cover of Protect instruction. Values 01-12.
- Protect Participant ID: A valid participant ID and must not match the signed-on participant ID. Must match the participant ID for the entered Protect ID.

~~• Protect information: When you transmit an instruction to cover a protect via PSOP, you must enter the date on which the protect was submitted to the subscription agent and information (such as a window ticket number or a statement of the method used to provide the protect, such as a fax) verifying that the protect was given. Enter this information in the Protect ID and Protect Date fields on the Rights Cover Protect Directly to Agent screen.~~

~~• Step-up privilege: If there is a step-up privilege provided by the rights offer, determine if the acceptance must include the exercise of the step-up privilege. When you transmit an acceptance including the step-up privilege, you must respond affirmatively to the step-up privilege in the field provided on the PSOP screen.~~

~~• Oversubscription privilege: If there is an oversubscription privilege provided by the rights offer, determine if the acceptance must include the exercise of the oversubscription privilege. If so, determine the quantity of securities you want to subscribe to through the over-subscription privilege. When you transmit an acceptance including the oversubscription privilege, you must enter this quantity in the field provided on the PSOP screen.~~

~~• Special representations: If special representations are required by the Subscription Form, determine your response to such representations to be indicated in the transmitted acceptance. (You can make these representations in specific fields on the PSOP screen, or in the Comments field.)~~

~~• Comments: If any additional acceptance information is required, prepare a statement of such to enter in the Comments field on the PSOP screen. (The field available for this message is 150 characters in length.)~~

2. Enter and transmit an instruction to surrender rights and cover the Notice of Guaranteed Delivery protect via PTS PSOP or PBS Rights Subscriptions.

3. Acknowledge the Subscription Form. When you transmit an instruction to cover a protect via ~~PSOP~~ PTS PSOP or PBS Rights Subscriptions, a space will be indicated on the ~~PSOP~~ PTS PSOP or PBS Rights Subscriptions screen for you to enter an acknowledgment concerning the Subscription Form required by the offer identified by the rights CUSIP you specify in your instruction. If you do not enter the acknowledgment, PTS PSOP or PBS Rights Subscriptions will reject the instruction. By entering the acknowledgment, you agree that (i) you have received and will be bound by the terms of the Subscription Form required by the offer identified in the instruction and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.

Note- The Subscription Form referred to in these procedures is the form of documentation required by the offer when you transmit the instruction.

~~5-~~**4. If there are errors, you will receive the PTS PSOP or PBS Rights Subscriptions input response screen ~~after having transmitted to DTC~~ displaying the ~~information entered in Steps 2 and 3 above~~The PSOP input response screen displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field for the PSOP input screen exceeds the maximum allowed by the terms of the offer). ~~If necessary~~**errors. Once you correct the required fields of the PSOP input screen and re-transmit the instruction to DTC for editing.****

~~6-~~**Receive the PSOP input response screen showing that the instruction does not contain errors. Verify the information you have entered and errors**, re-transmit the instruction to DTC for processing.

~~7-~~**5. Receive a PTS / PBS message acknowledging transmission of the cover of protect. The message includes the status of the transaction.**

- If the message states that the acceptance was processed (made), **confirm via the POS function verify** that ~~1) the quantity of rights subject of the instruction has been deducted from your position in the specified rights CUSIP number~~**2) that you now have the quantity of underlying securities to which you are entitled through the basic subscription and any step-up privilege shown in your position in the basic subscription sub-account with the underlying security CUSIP number specified in the acceptance and 3) that you now have the quantity of underlying securities to which you are entitled through the exercise of any oversubscription privilege shown in your position in the oversubscription sub-account with the underlying security CUSIP number specified in the acceptance.**

Note- The entitlement amount based on the rights position covered is credited to the Participant that submitted the original protect.

- If the message states that the cover of protect instruction was not processed and is now pending (recycling), monitor ~~future~~**PTS PSOP messages or PBS Rights Subscriptions** to determine ~~that the instruction is subsequently processed. Instructions to cover protects are not transmitted to the Subscription Agent and securities are not moved into the reorganization account of the underlying security CUSIP number until the acceptance has been processed (made). You must monitor PSOP messages carefully to ensure that all your transactions are processed, and take the~~ appropriate action to resolve pending (recycling) acceptances, **and so your transactions may be appropriately processed.**

~~8-~~**6. Retain a copy of the PBS message reporting that the instruction was processed (made) to serve as your record of the transaction. Retain this along with the Subscription Form and Notice of Guaranteed Delivery as part of your permanent records.**

Note- When an instruction to cover a protect is processed as reported in the PSOP message, DTC transmits an Agent's Message to the subscription agent indicating your instruction. This Agent's Message includes your acknowledgment concerning the Subscription Form.

Surrendering Rights for Sale via ASOP

After you receive information from DTC about an ASOP-eligible rights offer, and after determining that the terms of the rights offer provide for the sale of rights through the agent, you can surrender such rights for the purpose of selling them through the agent via the Sell Instructions option of the **PSOP function. PTS PSOP or PBS Rights Subscriptions functions.** See Submitting a Sell Instruction.

Warning! You must submit sell instructions for ASOP-eligible offers via **PSOP PTS PSOP or PBS Rights Subscriptions**; except as noted in Subscription Instructions, hard copy instructions will not be accepted by DTC on ASOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.

The dates on which you can submit instructions to sell rights are specified in the notice about the offer, which you can view via the ~~RIPS function~~ **PTS RIPS or PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the ~~RIPS notice~~ **PTS RIPS or PBS Reorganizations and Redemptions functions, PTS PSOP or PBS Rights Subscriptions** is available on those dates for this purpose from 8:00 a.m. to 2:15 p.m. eastern time.

Checklist for Submitting Sell Instructions

1. Obtain the Offering Circular/Prospectus and review the terms of the rights offer as stated in those documents.
2. Determine the quantity of rights you want to deliver in your instruction to sell the rights via ~~PSOP~~ **PTS PSOP or PBS Rights Subscriptions**.
3. Enter and transmit an instruction to sell rights via the Sell Instructions option of the ~~PSOP~~ **PTS PSOP or PBS Rights Subscriptions** function. See Submitting a Sell Instruction.
4. Acknowledge the Subscription Form. When you transmit sell instructions via **PTS PSOP or PBS Rights Subscriptions**, a space will be indicated on the **PTS PSOP or PBS Rights Subscriptions** screen for you to enter an acknowledgment of the Subscription Form required by the offer identified by the rights CUSIP you specify in your acceptance. If you do not enter the acknowledgment, **PTS PSOP or PBS Rights Subscriptions** will reject the acceptance. By entering the acknowledgment via **PTS PSOP or PBS Rights Subscriptions**, you agree that (i) you have received, and will be bound by the terms of the Subscription Form required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the ~~offeror~~ in such offer.

Note- The Subscription Form referred to in these procedures is the form of documentation required by the offer when you transmit the instruction.
5. Receive the **PTS PSOP or PBS Rights Subscriptions** input response screen after having transmitted to DTC the information entered in Steps 2 and 3 above. The **PTS PSOP or PBS Rights Subscriptions** input response screen displays error messages for any input errors (such as an error message indicating that the number of shares reflected in the oversubscription field for the ~~PSOP~~ **PTS PSOP or PBS Rights Subscriptions** input screen exceeds the maximum allowed by the terms of the offer). If necessary, correct the required fields of the ~~PSOP~~ **PTS PSOP or PBS Rights Subscriptions** input screen and re-transmit the instruction to DTC for editing.
6. Receive the **PTS PSOP or PBS Rights Subscriptions** input response screen showing that the instruction does not contain errors. Verify the information you have entered and re-transmit the instruction to DTC for processing.
7. Receive a **PTS /** PBS message acknowledging transmission of the sell instruction and reporting the status.

- If the message states that the sell instruction was processed (made), confirm via the ~~POS function~~ **PTS POS or PBS Security Position functions** that the quantity of rights subject of the instruction has been deducted from your general free account position and added to your sell sub-account position with the rights CUSIP number you specified in the instruction.
- If the message states that the sell instruction was not processed and is now pending (recycling), monitor future ~~PSOP~~ **PTS PSOP or PBS Rights Subscriptions** messages to determine that the instruction is subsequently processed. Instructions to sell rights are not transmitted to the subscription agent and securities are not moved into the reorganization account of the rights CUSIP number until the instruction has been processed (made). You must monitor **PTS PSOP or PBS Rights Subscriptions** messages carefully to ensure that all your transactions are processed, and take appropriate action to resolve pending (recycling) acceptances.

8. Retain a copy of the **PTS /** PBS message reporting that the sell instruction was processed

(made) to serve as your record of the transaction. Retain this message as part of your permanent records.

Note- When the sell instruction is processed as reported in the **PSOPPTS PSOP or PBS Rights Subscriptions** message, DTC transmits an Agent's Message to the subscription agent indicating your acceptance. This Agent's Message includes your acknowledgment concerning the Subscription Form.

Rejection of Acceptances, Covers of Protects, or Sell Instructions

The subscription agent may reject acceptances, including those by Notices of Guaranteed Delivery, or instructions to cover protects or to sell rights. In the event of such rejections, it is the obligation of the subscription agent to notify you.

DTC will follow the directions of the subscription agent with respect to the delivery of any rights subject of the rejected acceptance or instruction by book-entry from the subscription agent's account to your general free account. At the same time, any subscription payment previously charged to your settlement account with respect to the rejected acceptance or instruction will be credited to your settlement account.

Distribution of Underlying Securities

DTC distributes the underlying securities to subscribing participants when they are issued and made available by the agent.

The distribution of underlying securities to which you subscribed through the basic subscription occurs by book-entry, with DTC crediting the underlying security position reflected in the basic subscription sub-account of the reorganization account to your general free account in the underlying security's CUSIP number.

The distribution of underlying securities to which you subscribed through the oversubscription privilege is normally subject to proration. If proration is required, DTC computes the allocation of underlying securities on the basis of instructions from the subscription agent, and announces the proration computation to you through the information about the rights offer provided by DTC. Upon effecting the prorated distribution of the underlying securities, DTC removes (deletes) the entire underlying security position from your oversubscription subaccount of the reorganization account and credits the prorated underlying security position to which you are entitled to your general free account in the underlying security's CUSIP number. At the same time, the subscription payment previously made by you for the unaccepted portion of the oversubscription is credited to your settlement account.

Distribution of Sale Proceeds

The distribution of cash proceeds for instructions you processed to sell rights is made by DTC upon receipt of the payment from the subscription agent.

DTC announces the distribution of cash proceeds and the rate of cash payment, ~~to you through the information about the rights offer provided by DTC.~~ At that time, DTC credits your settlement account with the cash proceeds and deducts the corresponding position residing in your sell subaccount of the reorganization account in the rights CUSIP number.

Cancellation of a Rights Offer

Upon receipt of notification from the subscription agent, DTC informs you of a cancellation through the information about the rights offer provided by DTC. Upon the book-entry delivery of surrendered rights from the subscription agent's account to your account, your credit in the reorganization account for the rights and/or underlying security's CUSIP number is removed (deleted), and your general free account of the rights CUSIP number is credited with the quantity of previously surrendered rights. At the same time, the subscription payments previously made by you are credited to your settlement account.

About the Rights Subscription Instructions PTS / PBS Backup Form

In the event that a **PTS / PBS** outage prevents you from submitting a subscription instruction via **PSOPPTS PSOP or PBS Rights Subscriptions**, and immediate action is required because of a deadline (such as a PTS / PBS outage on the last day of the protect period), you should immediately contact DTC's Customer Help Center at: **1-888-382-2721** **and choose** Option #4, followed by Option #2.

If necessary, you will be instructed to complete the Rights Subscription Instructions **PTS / PBS** Backup Form (form#10491). Upon completion, retain copy#4 and deliver copies#1, 2 and 3 to the address shown below. Copy#3 is receipted by DTC and returned via your messenger for your retention. If you are unable to deliver the form by hand to DTC, you should immediately fax copy#1 to the number shown below, then ~~telephone the DTC Rights Supervisor at (212) 855-5260~~ **contact DTC's Customer Help Center at: 1-888-382-2721 and choose Option 4, followed by Option 2** to verify that a legible copy was successfully transmitted and received by DTC.

By hand:

DTC Reorganization Department

55 Water St., ~~25th Floor~~ .

New York, NY 10041

Attention: Rights Supervisor

By email:

Reorgconv@dtcc.com

Participants may call DTCC's Customer Help Center at: **1-888-382-2721 and choose** Option #4, followed by Option 2 to confirm instructions have been received.

~~Attention: Rights Supervisor~~

Associated PTS / PBS Functions

The following **PTS / PBS** functions are used in association with Rights Subscriptions:

| Use this PTS function | Use this PBS function | To |
|------------------------------|--|--|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| PSOP | <u>PTS PSOP or PBS Rights Subscriptions</u> | Enter rights subscription instructions; inquire about the status of previously submitted instructions. |
| RTOP | <u>Release Reorg Transactions</u> | Release instructions for processing. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the past 60 days. |

| | | |
|------|---|--|
| POS | <u>Security Position</u> | View your current positions. |
| SDAR | <u>Reorg/Redemptions/Dividend Allocations</u> | View today's allocations and anticipated allocations for the next five business days. You can also view five days of allocation history. |
| DIVA | <u>Dividend and Income – (now on CA Web as Distributions Announcements)</u> | View all general announcements. |
| ADJI | <u>Adjustments Inquiry</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

Rights Subscriptions Contact Numbers

For more information about the Rights Subscriptions product, contact DTC's Customer Support Center at ~~(1-888)-382-2721~~ ~~or send a facsimile copy to (212) 855-5259(fax).~~ and choose Option 4, followed by Option 2.

Unit Swingovers

About the Product

~~DTC's Unit Swingovers product allows you to separate a unit into its components and combine components to make up a unit. You can do so by book entry on or after the separation date. DTC determines which securities qualify for the Unit Swingovers program, announces qualifying issues, and adds them to a cumulative listing that appears monthly in DTC's Monthly Reference Directory.~~

~~You should check your Participant Daily Activity Statement to assure that your transactions were properly processed and recorded. For Unit Swingovers, the entry on the report is Unit Swingovers (Account#1234), a multi-part entry separating the unit into its component parts, or combining the component parts into a unit. This entry will consist of two to six component CUSIP numbers for each unit CUSIP number.~~

About Units

~~A unit is a combination of two or more component securities (such as stock and warrants)~~

initially sold and transferred as though they were one issue. A unit trades and transfers as a unit for a period of time after issuance, which can be anywhere from one day up to (typically) six months. At the end of this period, known as the separation date, the components of a unit become separately transferable. Although the unit itself is no longer transferable as a unit, it can continue to be traded as a unit by market makers and arbitrageurs.

DTC makes units eligible for the Unit Swingovers program only after their separation dates. Advance notification of the separation date must be given to DTC by the managing underwriter. On late notifications, DTC treats the next DTC business day as the separation date. At that time, you can deposit the components and combine them into a unit position on DTC's books.

Relevant Terms

The following terms are important to gain an understanding of Unit Swingovers:

| This term | Refers to |
|----------------------|---|
| component securities | Two or more securities that comprise a unit. |
| separation date | The date the components of a unit can be traded separately. |

How the Product Works

After its separation date, DTC makes the unit eligible for the Unit Swingovers program and notifies you of its eligibility via the UNIT function. A cumulative listing appears in DTC's Monthly Reference Directory.

The components are eligible for all of DTC's services, while the unit is eligible for all DTC's book-entry services. You can instruct DTC to separate a unit into its components, or combine components into a unit via the UNIT function.

Associated PBS Functions

The following PBS functions are used in association with Unit Swingovers:

| Use this function | To |
|-------------------|---|
| RIPS | View full details of reorganization announcements. |
| UNIT | Enter instructions to separate unit components or combine components into units. |
| ART | View current day transactions, or transactions that occurred within the past 60 days. |
| POS | View your positions on units. |
| DIVA | View all general announcements. |
| GWIZ | View DTC's Eligible Security Masterfile and pricing information. |
| PART | View share activity and adjustment information. |

Unit Swingover Contact Numbers

For more information about the Unit Swingovers product, contact DTC's Customer Support Center at (888) 382-2721 Option # 4 Followed by Option # 2.

Voluntary Offerings

About the Product

The Voluntary Offerings product allows you to accept various voluntary offerings (e.g. a tender offer, an exchange offer, a merger with elections, conversion, and invitation to tender) within the book-entry environment. When you use this product, DTC will:

- Provide information on tender and exchange offers involving DTC-eligible securities
- Process your instructions to accept offers via the Automated Tender Offer Program (ATOP) or, in very rare cases, via hard copy instructions
- Forward instructions and securities to tender agents and balance with those agents throughout the offering period
- Collect offering proceeds from tender agents and allocate them to you.

Note- Offers generally have limited advance notification, a short acceptance period and specific acceptance requirements. You should use the RIPS function PTS RIPS or Reorganizations and Redemptions functions to view these requirements before submitting instructions.

You should check your Participant Daily Activity Statement to assure that your transactions were properly processed and recorded. For Voluntary Offerings, the entry on the report is Voluntary Offerings (Account#4444), a two-part entry showing movement from the surrendered security to the contra-security.

About Contra-CUSIPs

The CUSIP number reserved by DTC for the contra-securities contains the same issuer number (first six digits) as assigned to the securities to be tendered. The issue number (next two digits) for the contra-securities is a user code selected by DTC from the ranges specified in the CUSIP directory. The ninth digit is the check digit. For example:

| | <i>Description</i> | <i>CUSIP</i> |
|-----------------|--|---|
| Target security | OH ST WTR DEV AUTH RV OH D12-1-79 8% JD18 | 677658 SB 3 <u>677658SB3</u> |
| Contra-security | OH ST WTR DEV AUTH RV OH D12-1-79 8% JD18 & | 677658 9X 6 <u>6776589X6</u> |
| Target security | BENEF CORP 5% CUM PFD | 081721 50 8 <u>081721508</u> |
| Contra-security | BENEF CORP 5% CUM PFD & | 081721 99 5 <u>081721995</u> |

(In security descriptions, the ampersand (&) denotes a contra-security.)

Note- For internal processing and input to DTC, you should use the same CUSIP number reserved by DTC for contra-securities.

Pledge of Contra-Securities

If you have surrendered securities in response to a Voluntary Offering under these procedures, you can pledge the contra-securities that have been ~~added~~ **credited** to your account by book-entry. The surrendered securities have been delivered by book-entry to the agent's account, and from the time of ~~deduction~~ **debit** from your account are subject solely to the agent's instructions. DTC is in possession of a receipt from the agent for those securities that have been properly surrendered through DTC. Therefore, for the purpose of their pledge, the contra-securities represent your rights through DTC to receive from the agent the cash payments based on the bid and/or the return of some or all of the surrendered securities in accordance with the terms of the offer.

Note- DTC will not deliver the securities that are the subject of a withdrawal request approved for processing by the agent from the agent's account to your general free account if you have pledged the related position under the contra-CUSIP number. You must release the pledge of the contra-securities before the return of the securities that are the subject of the approved withdrawal request can be processed.

Solicitation Fees and Transfer Taxes

The agent is obligated to pay any solicitation fees directly to the organization identified by you as being entitled to such fees in the Letters of Transmittal or other acceptance documents required by the offer.

Offers qualifying for processing under DTC's program are generally those where transfer taxes, if any, payable as a result of the transfer of surrendered securities to the ~~eOfferor~~ are to be paid by the ~~eOfferor~~ in accordance with the terms of the offering. Where such transfer taxes are not to be paid by the ~~eOfferor~~, DTC may nevertheless determine that the offer qualifies for processing under DTC's program, in which event DTC describes the procedures for payment of the taxes via the ~~PBS function RIPS~~ **PTS RIPS or PBS Reorganizations and Redemptions functions.**

Relevant Terms

The following terms are relevant to Voluntary Offerings:

| This term | Refers to |
|--|--|
| T target S security | The security that is the subject of a Voluntary Offering. |
| e Contra-CUSIP | The CUSIP used to segregate your position (representing instructions submitted) for voluntary offers. |
| e Exchange offer | An offer to surrender securities in exchange for securities, or a combination of securities and cash. |
| t Tender Offer or i nvitation to t Tender | An offer to surrender securities for cash. |
| e Conversion | Exchange of a debt or preferred stock for cash and or shares/bonds (usually shares of common stock of the issuing company) |
| e Offeror | The party making the offer. |
| t Tender a Agent | The agent authorized by the e Offeror to act on its behalf to receive acceptance documents and securities that are the subject of the offer, and to make distributions of entitlements. |
| t endered s Security | A target security you've surrendered for cash/exchange. |

| | |
|---|--|
| i I nformation a A gent | An agent retained by the e O fferor to distribute the offering material and answer shareholder questions. Also referred to as proxy/soliciting agent. |
| p P ayment | Cash and/or securities in return for tendered securities. |
| p P rotect pe riod - P eriod | The period after the expiration of an offer during which securities may still be tendered (pursuant to a Notice of Guaranteed Delivery or other required documents submitted to the tender agent prior to the expiration of the offer). |
| Letter of Transmittal | The legal document signed by the securities holder in which it agrees to tender its securities pursuant to the terms of the offer. It contains information about the certificates and quantity being tendered as well as where and to whom the payment should be made. |
| p P roration | The percentage of exchanged or tendered securities accepted based on the terms of the offer. |
| e O dd l o t p P reference | A feature that allows the purchaser to accept odd-lot tenders in full, without proration. |
| m M erger with e E lection | A merger that provides the security holder the option of electing different entitlements, usually cash, stock, or a combination of both. |
| e C onditional t T ender | A holder placing conditions on the acceptance of their tender by instructing that a minimum number of shares be accepted in the event of a proration. |
| p P rotect or Notice of Guaranteed Delivery | A notice that allows holders who do not have their securities readily available to accept a tender offer by the expiration date and deliver the securities within the period prescribed in the offer. |
| DTC e E xpiration d D ate | The last day you can accept an offer through DTC. This day may be earlier than the actual expiration date established by the e O fferor. |
| s S ealed b B id t T ender e O ffer | An offer allowing securities owners to choose the price at which they are willing to tender their securities. This is submitted in a sealed bid and sometimes must be within limits prescribed by the e O fferor. The e O fferor normally reserves the right to accept or reject any or all tenders. |

About DTC's Automated Tender Offer Program (ATOP)

DTC's Voluntary Offerings product allows you to accept various voluntary offers in a book-entry environment. The Automated Tender Offer Program (ATOP) allows you to transmit acceptances of offers via the PTS, PTOP or PBS function Participant Voluntary Tenders Over PBS (PTOP) and Exchanges functions, or via CCF, CCF II or MDH. Review the PTS, PTOP or PBS Voluntary Tenders and Exchanges procedures and use them along with the procedures in this section.

ATOP allows you to:

- Accept an offer and surrender securities using the PTS, PTOP or PBS Voluntary

Tenders and Exchanges, or via CCF, CCF II or MDH

- Accept an offer by submitting a Notice of Guaranteed Delivery (also known as a protect) to a tender agent
- Surrender securities by book-entry through **PTS** PTOP **or PBS Voluntary Tenders and Exchanges**, or via CCF, CCF II or MDH after a Notice of Guaranteed Delivery has been submitted (also known as covering a protect).
- ~~Cover protects that were submitted outside the ATOP program~~ **Submit a cover of a protect on behalf of another Participant**
- Withdraw your acceptance of an offer

Offers eligible for ATOP are identified in information from DTC. The information describing an offer is intended as an aid, and can be viewed via the ~~RIPS function~~ **PTS RIPS or PBS Reorganizations and Redemptions functions**. This information is based on the best information available to DTC concerning the offer but may be subject to inaccuracies or omissions. You have the primary responsibility to obtain and monitor announcements of offers involving securities you have on deposit at DTC from all sources, including any documents stating the terms and conditions of the offer obtainable from an information agent.

For each offer eligible for ATOP, the tender agent has entered into a master agreement with DTC providing, among other things, that the delivery by DTC of an Agent's Message to the tender agent will satisfy the terms of the offer as to the execution and delivery of a Letter of Transmittal or a Notice of Guaranteed Delivery by the participant identified in the Agent's Message.

Inquiring About ATOP-Eligible Offers

Upon learning that an offer has been made, DTC notifies you via:

- The ~~PTS RIPS function~~, or **PBS Reorganizations and Redemptions functions, or**
- The inquiry ~~subfunction~~ **sub-functions** of **PTS** PTOP **or PBS Voluntary Tenders and Exchanges**, or
- A **PTS RIPS or PBS Reorganizations and Redemptions** notice through CCF, or
- A hard copy notice.

Notification occurs whether or not the offer is eligible for ATOP.

When notified by DTC of an eligible offer, or after inquiring via ~~RIPS or PTOP~~ **PTS RIPS or PBS Reorganizations and Redemptions or PTS PTOP or PBS Voluntary Tenders and Exchanges**, you should note the following:

1. The last day for submission of original acceptances (including Notices of Guaranteed Delivery) to the tender agent via ~~PTOP~~ **PTS PTOP or PBS Voluntary Tenders and Exchanges**.
2. If a Guarantee of Delivery period is available, the last day on which deliveries in satisfaction of Notices of Guaranteed Delivery (instructions to cover protects) can be submitted via ~~PTOP~~ **PTS PTOP or PBS Voluntary Tenders and Exchanges**.
3. The contra-CUSIP number identifying the offer (see Note below).
4. Any special conditions of the offer, such as the existence of odd-lot preference or the ability to submit a conditional acceptance, and the price range and permissible increments on bid price tenders.

Note- If more than one offer has been made for the target security, or if participants accepting an offer for the target security may elect to receive alternative combinations of cash and/or securities, the different offers or combinations of cash and/or securities will be identified by different contra-CUSIP numbers. You must ensure that the contra-CUSIP you use to transmit an acceptance (including a Notice of Guaranteed Delivery) or an instruction to cover a protect via ~~PTOP~~**PTS PTOP or PBS Voluntary Tenders and Exchanges** correctly identifies the offer or combination you want to accept.

You should also determine from the information provided by DTC whether there will be any interruption in the availability of any DTC services for the target security, such as a chill on deposits or withdrawals.

Accepting an ATOP-Eligible Offer

After receiving information from DTC about an ATOP-eligible offer, you can accept the offer and deliver securities on deposit with DTC to the tender agent via the ~~PTOP~~**function:PTS PTOP or PBS Voluntary Tenders and Exchanges**. See Submitting a VOI.

Warning! You must accept ATOP-eligible offers via **PTS PTOP or PBS Voluntary Tenders and Exchanges**; hard copy instructions and Letters of Transmittal will not be accepted by DTC on ATOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but DTC cannot guarantee such notification.

The dates on which you can accept an offer via PTOPTOP are specified in the notice about the offer, which you can view via the ~~RIPS~~**function:PTOPPTS RIPS or PBS Reorganizations and Redemptions functions. PTS PTOP or PBS Voluntary Tenders and Exchanges** is available for the purpose of transmitting acceptances either until 5:00 p.m. eastern time, (for offers indicated as ATOP I) or 1:00 p.m. eastern time (for offers indicated as ATOP II). If you are unable to use PTOPTOP during this time, the terms of the offer may permit you to accept the offer directly through the tender agent via a hard copy Notice of Guaranteed Delivery. See Hard Copy Procedures for Voluntary Offerings and Put Option Exercises.

Checklist for Submitting an Acceptance

1. Obtain the Offering Circular/Prospectus and the Letter of Transmittal required by the offer and review the terms of the offer as stated in those documents.
2. Determine the terms of acceptance that you want to transmit via PTOPTOP. Some information may require specific responses. See ~~PTOP~~**forPTS PTOP or PBS Voluntary Tenders and Exchanges** **for** more information about the following:
 - Odd-lot preference: If there is an odd-lot preference on the offer, indicate whether the acceptance you transmit represents an odd-lot or multiple odd-lots that qualify for the preference. (When you transmit an acceptance via **PTS PTOP or PBS Voluntary Tenders and Exchanges**, you are required to indicate that the acceptance does or does not represent an odd-lot or multiple odd-lots qualifying for the preference.)
 - Conditional tender: If the terms of the offer allow you to specify a minimum quantity to be purchased if the offer is prorated, determine whether or not to specify a minimum quantity on the transmitted acceptance. (When you transmit an acceptance via **PTS PTOP or PBS Voluntary Tenders and Exchanges**, you are required to state such a minimum quantity or to state "0" as a minimum quantity, which indicates that you are not conditioning your acceptance on any minimum quantity of securities to be purchased if the offer is prorated.)
 - Special representations: If special representations are required by the Letter of Transmittal, determine your response to such representations to be indicated in the transmitted acceptance. (You can make these representations in specific fields on the ~~PTOP~~**PTS PTOP or PBS Voluntary Tenders and Exchanges** screen, or in the **Comments** field.)
 - Comments: If any additional acceptance information is required, prepare a statement of such to enter in the **Comments** field on the ~~PTOP~~**PTS PTOP or PBS Voluntary Tenders and Exchanges** screen. (The field available for this message is 67 characters in

length.)

3. Enter and transmit the acceptance via **PTS** PTOP **or PBS Voluntary Tenders and Exchanges**. Your acceptance should indicate the determinations you made in Step 2 above. See Submitting a VOI.

4. Acknowledge the Letter of Transmittal. When you transmit an acceptance via **PTS** PTOP **or PBS Voluntary Tenders and Exchanges**, a space will be indicated on the **PTS** PTOP **or PBS Voluntary Tenders and Exchanges** screen for you to enter an acknowledgment of the Letter of Transmittal required by the offer identified by the contra-CUSIP you specify in your acceptance. If you do not enter the acknowledgment, **PTS** PTOP **or PBS Voluntary Tenders and Exchanges** will reject the acceptance. By entering the acknowledgment via **PTS** PTOP **or PBS Voluntary Tenders and Exchanges**, you agree that (i) you have received, and will be bound by the terms of, the Letter of Transmittal required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.

Note- The Letter of Transmittal referred to in these procedures is the form of the Letter of Transmittal required by the offer when you transmit the acceptance.

Warning! Regarding incomplete instructions: An acceptance that was entered via **PTOPPTS** **PTOP or PBS Voluntary Tenders and Exchanges** but not transmitted to DTC is an incomplete transaction. Neither DTC nor the tender agent will take action on an incomplete transaction. You are solely responsible for taking additional processing steps to complete your transactions.

Note- To identify incomplete transactions, use the inquiry feature of the **PTS** PTOP **or PBS Voluntary Tenders and Exchanges** function. See Viewing VOI Details for more information.

5. Receive a **PTS** / PBS message acknowledging transmission of the acceptance and reporting the status.

- If the message states that the acceptance was processed (made), confirm via the ~~POS function~~ **PTS** **POS or PBS Security Position** that the quantity of securities subject of the acceptance is now shown in your position under the contra-CUSIP specified in the acceptance.
- If the message states that the acceptance was not processed and is now pending (recycling), monitor future **PTOPPTS** **PTOP or PBS Voluntary Tenders and Exchanges** messages to determine if the acceptance is subsequently processed. Acceptances are not transmitted to the tender agent and securities moved into the contra-CUSIP number until the acceptance has been processed (made). You must monitor **PTS** PTOP **or PBS Voluntary Tenders and Exchanges** messages carefully to ensure that all your transactions are processed, and take appropriate action to resolve pending (recycling) acceptances.

6. Retain a copy of the **PTS** / PBS message reporting that the acceptance was processed (made) to serve as your record of the transaction. Retain this message along with the Letter of Transmittal as part of your permanent records.

Note- When an acceptance is processed as reported in the **PTOPPTS** **PTOP or PBS Voluntary Tenders and Exchanges** message, DTC transmits an Agent's Message to the tender agent indicating your acceptance. This Agent's Message includes your acknowledgment of the Letter of Transmittal.

Submitting a Protect for an ATOP-Eligible Offer

After receiving information from DTC that an offer is eligible for ATOP, you can accept the offer by submitting a Notice of Guaranteed Delivery to the tender agent via the Protect Submission feature of the ~~PTOP function~~ **PTS** PTOP **or PBS Voluntary Tenders and Exchanges** functions. See Submitting a Protect for more information.

Warning! You must submit Notices of Guaranteed Delivery on ATOP-eligible offers via **PTOP** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges**; hard copy instructions will not be accepted by DTC on ATOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.

The dates on which you can accept an offer by submitting a Notice of Guaranteed Delivery via PTOPTOP are specified in the notice about the offer, which you can view via the ~~RIPSfunction~~ **PTS** **RIPS** **or** **PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the RIPS notice, PTOPTOP is available on those dates for this purpose until 5:00 p.m. eastern time.

Checklist for Submitting a Protect

1. Obtain the Offering Circular/Prospectus and the Letter of Transmittal required by the offer and review the terms of the offer as stated in those documents.
2. Determine the terms of acceptance that you want to transmit via PTOPTOP. Some information may require specific responses. See **PTOP** **for** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions** for more information about the following:
 - Odd-lot preference: If there is an odd lot preference on the offer, indicate whether the acceptance you transmit represents an odd-lot or multiple odd-lots qualifying for the preference. (When you transmit an acceptance by means of a Notice of Guaranteed Delivery through **PTOP** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions**, you are required to indicate that the acceptance does or does not represent an odd-lot or multiple odd-lots qualifying for the preference.)
 - Conditional tender: If the terms of the offer allow you to specify a minimum quantity to be purchased if the offer is prorated, determine whether or not to specify it on the transmitted acceptance. (When you transmit an acceptance by means of a Notice of Guaranteed Delivery through **PTOP** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions**, you are required to state such a minimum quantity or to state "0" as a minimum quantity, which indicates that you are not conditioning your acceptance on any minimum quantity of securities to be purchased if the offer is prorated.)
 - Special representations: If special representations are required by the Letter of Transmittal and the Notice of Guaranteed Delivery, determine your response to such representations to be indicated in the transmitted acceptance. (You can make these representations in specific fields on the **PTOP** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions** screen, or in the **Comments** field.)
 - Comments: If any additional acceptance information is required for the tender agent, prepare a statement of such to enter in the **Comments** field on the **PTOP** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions** screen. (The field available for this message is 67 characters in length.)
3. Enter and transmit the Notice of Guaranteed Delivery via **PTOP** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions**. Your Notice of Guaranteed Delivery should indicate the determinations you made in Step 2 above. See Submitting a Protect for more information.
4. Acknowledge the Notice of Guaranteed Delivery. When you transmit an acceptance via a Notice of Guaranteed Delivery, a space will be indicated on the **PTOP** **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions** screen for you to enter an acknowledgment concerning the Notice of Guaranteed Delivery required by the offer identified by the contra-CUSIP you specify in your acceptance. If you do not enter the acknowledgment, **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions** will reject the acceptance. By entering the acknowledgment via **PTS** **PTOP** **or** **PBS Voluntary Tenders and Exchanges functions**, you agree that (i) you have received, and will be bound by the terms of, the Notice of Guaranteed Delivery required by the offer identified in the acceptance and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the Offeror in such offer.

Note- The Notice of Guaranteed Delivery referred to in these procedures is the form of the Notice of Guaranteed Delivery required by the offer when you transmit the acceptance.

Warning! Regarding incomplete instructions: An acceptance that was entered via ~~PTOP~~**PTS PTOPTOP or PBS Voluntary Tenders and Exchanges functions** but not transmitted to DTC is an incomplete transaction. Neither DTC nor the tender agent will take action on an incomplete transaction. You are solely responsible for taking additional processing steps to complete your transactions.

Note- To identify incomplete transactions, use the inquiry feature of the ~~PTOP function~~**PTS PTOPTOP or PBS Voluntary Tenders and Exchanges functions**. See Viewing VOI Details for more information.

5. Receive a **PTS /** PBS message acknowledging transmission of the acceptance by means of a protect. The message includes the status of the transaction.

- If the message states that the acceptance was processed (made), confirm that the quantity of securities subject of the acceptance via a Notice of Guaranteed Delivery is shown in the information available through the inquiry feature of the ~~PTOP function~~**PTS PTOPTOP or PBS Voluntary Tenders and Exchanges functions**, under the contra-CUSIP number specified in the submission.

- You must carefully monitor **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges** messages and the PTOPTOP inquiry feature to ensure that all Notices of Guaranteed Delivery are processed, and that you take appropriate action to resolve unprocessed transactions or discrepancies.

6. Retain a copy of the **PTS /** PBS message reporting that the acceptance via a Notice of Guaranteed Delivery was processed (made) to serve as your record of the transaction. Retain this message along with the Letter of Transmittal and the Notice of Guaranteed Delivery as part of your permanent records.

Note- When an acceptance via a Notice of Guaranteed Delivery is processed as reported in the ~~PTOP~~**PTS PTOPTOP or PBS Voluntary Tenders and Exchanges** message, DTC transmits an Agent's Message to the tender agent indicating your acceptance. This Agent's Message includes your acknowledgment of the Notice of Guaranteed Delivery.

Submitting a Cover of Protect via **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges for an ATOP-Eligible Offer**

Once you have accepted an offer through the tender agent via a hard copy Notice of Guaranteed Delivery submitted directly to the agent, you cannot subsequently deliver the securities to the tender agent via the **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges functions. See Submitting a Cover of Protect via ~~PTOP~~**PTS PTOPTOP or PBS Voluntary Tenders and Exchanges**. Only protects submitted via **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges** can be covered via **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges**.**

If you have accepted an offer by submitting a Notice of Guaranteed Delivery to the tender agent via **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges functions**, you can subsequently deliver all or a portion of the securities subject to the Notice of Guaranteed Delivery to the tender agent through DTC via the Cover Protect Submitted via **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges** feature of the ~~PTS PTOPTOP function~~**PTS PTOPTOP or PBS Voluntary Tenders and Exchanges functions**. See Submitting a Cover of Protect via **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges**.

Warning! You must submit covers of protects on ATOP-eligible offers via ~~PTOP~~**PTS PTOPTOP or PBS Voluntary Tenders and Exchanges**; hard copy instructions will not be accepted by DTC on ATOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.

The dates on which you can submit a cover of protect via PTOPTOP are specified in the notice about the offer, which you can view via the ~~RIPS function~~**PTS RIPS or PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the ~~RIPS~~**PTS RIPS or PBS Reorganizations and Redemptions** notice, **PTS PTOPTOP or PBS Voluntary Tenders and Exchanges** are available on those dates for this purpose either until 5:00 p.m. eastern time (for offers indicated as ATOP I), or ~~4~~**12**:00 p.m.

eastern time (for offers indicated as ATOP II).

Note- DTC shall have no responsibility in respect of your failure to instruct or properly instruct DTC to surrender securities in accordance with acceptances by submission of Notices of Guaranteed Delivery to the tender agent via **PTS PTOP or PBS Voluntary Tenders and Exchanges**.

Checklist for Submitting a Cover of Protect via PTS PTOP or PBS Voluntary Tenders and Exchanges

1. Submit a Notice of Guaranteed Delivery to the Tender Agent via PTOP before the offer expires.
2. Retrieve your copy of the PTOP message reporting the completed processing of the Notice of Guaranteed Delivery you want to cover, or retrieve the necessary information via the PTOP function's inquiry feature.
3. Enter and transmit an instruction to **surrender securities and** cover the protect. **See Submitting a Cover of Protect** via **PTS PTOP for more information: or PBS Voluntary Tenders and Exchanges**.
4. Acknowledge the Letter of Transmittal. When you transmit an instruction to cover a protect via **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges**, a space will be indicated on the **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges** screen for you to enter an acknowledgment concerning the Letter of Transmittal required by the offer identified by the contra-CUSIP you specify in your instruction. If you do not enter the acknowledgment, **PTS PTOP or PBS Voluntary Tenders and Exchanges** will reject the instruction. By entering the acknowledgment via **PTS PTOP or PBS Voluntary Tenders and Exchanges**, you agree that (i) you have received, and will be bound by the terms of, the Letter of Transmittal required by the offer identified in the instruction and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the **Offeror** in such offer.

Note- The Letter of Transmittal referred to in these procedures is the form of the Letter of Transmittal required by the offer when you transmit the instruction.

An instruction to deliver securities to cover a Notice of Guaranteed Delivery that was submitted under these procedures can be for a quantity less than, but not more than, the **original open** quantity of the acceptance submitted via **PTS PTOP or PBS Voluntary Tenders and Exchanges**. You can submit more than one instruction to cover the Notice of Guaranteed Delivery **as long as the quantity of securities indicated in those instructions does not exceed the original Notice of Guaranteed Delivery quantity**.

Note- You must monitor the status of acceptances submitted via **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges** to ensure that the securities subject to the Notice of Guaranteed Delivery are subsequently delivered by the date indicated and in accordance with the Notice of Guaranteed Delivery and the terms of the offer. Use the **PTS PTOP or PBS Voluntary Tenders and Exchanges** function's inquiry feature to inquire about the status of Notices of Guaranteed Delivery.

Warning! Regarding incomplete instructions: An instruction that was entered via **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges** but not transmitted to DTC is an incomplete transaction. Neither DTC nor the tender agent will take action on an incomplete transaction. You are solely responsible for taking additional processing steps to complete your transactions.

Note- To identify incomplete transactions, use the inquiry feature of the **PTS PTOP or PBS Voluntary Tenders and Exchanges** function. See Viewing VOI Details.

5. Receive a **PTS / PBS** message acknowledging transmission of the cover of protect. The message includes the status of the transaction.

- If the message states that the instruction was processed (made), **confirm/verify** that the quantity of securities subject of the instruction is shown in the information available through the inquiry feature of the **PTOP function PTS PTOP or PBS Voluntary**

Tenders and Exchanges functions, under the contra-CUSIP number specified in the instruction.

- If the message states that the instruction was not processed and is now pending (recycling), monitor ~~future~~ PTS PTOPTOP messages or PBS Voluntary Tenders and Exchanges to determine ~~if the instruction is subsequently processed. Instructions to cover protects are not transmitted to the tender agent and securities moved into the contra-CUSIP number until the instruction has been processed (made).~~ You must monitor PTOPTOP messages carefully to ensure that all your transactions are processed, and take the appropriate action to resolve pending (recycling) instructions acceptances, and to ensure that all of your transactions are processed.

6. Retain a copy of the PBS message reporting that the instruction was processed (made) to serve as your record of the transaction. Retain this message along with the Letter of Transmittal, the Notice of Guaranteed Delivery, and the message reflecting the original submission of the Notice of Guaranteed Delivery as part of your permanent records.

Note- When an instruction to cover a protect is processed as reported in the PTOPTOP message, DTC transmits an Agent's Message to the tender agent indicating your instruction. This Agent's Message includes your acknowledgment of the Letter of Transmittal.

Submitting a Cover of Protect via PTOPTOP when Notice of Guaranteed Delivery Has Been Submitted Directly to the Agent for an ATOP-Eligible Offer PTS PTOPTOP or PBS Voluntary Tenders and Exchanges on Behalf of another Participant

~~If you have accepted an offer through the tender agent via a hard copy Notice of Guaranteed Delivery submitted directly to the agent, you can subsequently deliver the securities to the tender agent via the PTOPTOP function. See Submitting a Cover of Protect via PTOPTOP.~~

Warning! ~~You~~ To be able to cover a protect via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges you must submit ~~covers of~~ protects on ATOP-eligible offers via ~~PTOP~~ PTS PTOPTOP or PBS Voluntary Tenders and Exchanges; hard copy instructions will not be accepted by DTC on ATOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.

The dates on which you can submit a cover of protect are specified in the notice about the offer, which you can view via the RIPS function Unless otherwise specified in the PTS RIPS RIPS or PBS Reorganizations and Redemptions notice, PTS PTOPTOP or PBS Voluntary Tenders and Exchanges are available on those dates for this purpose either until ~~4:15:00~~ 4:55:00 p.m. eastern time (for offers indicated as ATOP I) or ~~4:21:00~~ 4:55:00 p.m. eastern time (for offers indicated as ATOP II).

Note- DTC shall have no responsibility in respect of your failure to instruct or properly instruct DTC to surrender securities in accordance with acceptances by submission of Notices of Guaranteed Delivery to the tender agent via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges.

Checklist for Submitting a Cover of Protect via PTOPTOP when Notice of Guaranteed Delivery Was Submitted Directly to the Agent PTS PTOPTOP or PBS Voluntary Tenders and Exchanges on Behalf of another Participant

~~1. Submit a Notice of Guaranteed Delivery to the tender agent before the offer expires via hard copy or as otherwise specified in the terms of the offer.~~

1. Determine the terms of the acceptance of the protect that were submitted by another Participant through PTS PTOPTOP or PBS Voluntary Tenders and Exchanges, and which you now want to cover via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges, and input the necessary information, including, but not limited to:

- Protect ID - The Instruction Identification Number for the Protect with an uncovered quantity. The participant ID for the entered Protect ID must not

match the signed-on participant

- Protect Participant ID - A valid participant ID and must not match the signed-on participant ID. Must match the participant ID for the entered Protect ID.

2. Enter and transmit an instruction to cover the ~~Notice of Guaranteed Delivery via PTOPTOP~~. See Submitting a Cover of Protect via protect via PTS PTOPTOP or PBS Voluntary Tenders and Exchanges.

3. Acknowledge the Letter of Transmittal. When you transmit an instruction to cover a protect via ~~PTOP~~PTS PTOPTOP or PBS Voluntary Tenders and Exchanges, a space will be indicated on the PTS PTOPTOP or PBS Voluntary Tenders and Exchanges screen for you to enter an acknowledgment concerning the Letter of Transmittal required by the offer identified by the contra-CUSIP you specify in your instruction. If you do not enter the acknowledgment, PTS PTOPTOP or PBS Voluntary Tenders and Exchanges will reject the instruction. By entering the acknowledgment, you agree that (i) you have received, and will be bound by the terms of, the Letter of Transmittal required by the offer identified in the instruction and (ii) the agreement set forth in the preceding clause (i) may be enforced against you by the ~~offer~~offeror in such offer.

Note- The Letter of Transmittal referred to in these procedures is the form of the Letter of Transmittal required by the offer when you transmit the instruction.

~~4. Enter protect information. When you transmit an instruction to cover a protect, you must enter the date on which the protect was submitted, and information (for example, a window ticket number or a statement of the method used to provide the protect, such as "by fax") verifying that the protect was given. Failure to provide adequate information may cause the tender agent to reject the instruction to cover the protect. When transmitting a cover of protect via PTOPTOP, some specific information may be required. See PTOPTOP for more information about the following:~~

~~• Odd-lot preference: If there is an odd-lot preference on the offer, indicate whether the instruction you transmit represents an odd-lot or multiple odd-lots that qualify for the preference.~~

~~• Conditional offer: If the terms of the offer allow you to specify a minimum quantity of securities to be purchased if the offer is prorated, you are required to state such a minimum quantity or to state "0" as a minimum quantity (which indicates that you are not conditioning the acceptance on any minimum quantity of securities to be purchased if the offer is prorated) when you transmit the instruction to cover the protect via PTOPTOP.~~

~~• Special representations: If special representations are required by the Letter of Transmittal, determine your response to such representations to be indicated in the transmitted acceptance. (You can make these representations in specific fields on the PTOPTOP screen, or in the Comments field.)~~

~~• Comments: If any additional acceptance information is required for the tender agent, prepare a statement of such to enter in the Comments field on the PTOPTOP screen. (This field is 67 characters in length.) If the instruction to cover a protect represents only a part of the securities subject of the protect, you should include a designation "part of (quantity)" in this field.~~

Warning! Regarding incomplete instructions: An instruction that was entered but not transmitted to DTC is an incomplete transaction. Neither DTC nor the tender agent will take action on an incomplete transaction. You are solely responsible for taking additional processing steps to complete your transactions.

Note- To identify incomplete transactions, use the inquiry feature of the PTOPTOP function. See Viewing VOI Details.

54. Receive a **PTS /** PBS message acknowledging transmission of the cover of protect. This message includes the status of the transaction.

- If the message states that the instruction to cover the protect was processed (made), ~~confirm via the POSfunction~~ **verify** that the quantity of securities subject of the instruction are now shown in your position under the contra-CUSIP specified in the instruction.
- If the message states that the ~~instruction to cover theof~~ protect **instruction** was not processed and is now pending (recycling), monitor ~~futurePTS_PTOP messages or PBS Voluntary Tenders and Exchanges~~ to determine ~~if the instruction is subsequently processed. Instructions are not transmitted to the tender agent and securities moved into the contra-CUSIP number until the instruction has been processed (made). You must monitor PTOP messages carefully to ensure that all your transactions are processed, and take~~ **the** appropriate action to resolve pending (recycling) ~~instructions, acceptances, and to ensure that all of your transactions are processed.~~

65. Retain a copy of the PBS message reporting that the instruction was processed (made) to serve as your record of the transaction. Retain this along with the Letter of Transmittal and Notice of Guaranteed Delivery as part of your permanent records.

Note- When an instruction to cover a protect is processed as reported in the PTOP message, DTC transmits an Agent's Message to the tender agent indicating your instruction. This Agent's Message includes your acknowledgment of the Letter of Transmittal.

Withdrawing an Acceptance of an ATOP-Eligible Offer

If you have accepted an offer and surrendered the securities through DTC, or accepted via a Notice of Guaranteed Delivery through DTC, you can fully or partially withdraw the acceptance if full or partial withdrawals are permitted by the terms of the offer.

Warning! You must submit withdrawals of acceptances on ATOP-eligible offers via **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges**; hard copy withdrawals will not be accepted by DTC on ATOP-eligible offers and, if submitted, will be rejected. If possible, DTC will attempt to notify you of the rejection, but cannot guarantee such notification.

The dates on which you can submit a withdrawal of an acceptance are specified in the notice about the offer, which you can view via the ~~RIPSfunction~~ **PTS RIPS or PBS Reorganizations and Redemptions functions**. Unless otherwise specified in the ~~RIPS-PTS RIPS or PBS Reorganizations and Redemptions~~ notice, **PTS PTOP or PBS Voluntary Tenders and Exchanges** is available on those dates for this purpose until 5:00 p.m. eastern time.

Checklist for Withdrawing an Acceptance

1. Retrieve the **PTS PTOP or PBS Voluntary Tenders and Exchanges** message reporting that the acceptance you want to withdraw was processed, or retrieve the necessary information via the inquiry feature of **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges**.
2. Enter and transmit an instruction to withdraw the acceptance via **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges**. See Submitting a Withdrawal Request for more information. The withdrawal request can be for all or any part of the acceptance previously submitted via **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges**, and you can submit more than one withdrawal request as long as the quantity of securities indicated in the withdrawal instructions does not exceed the original quantity of the acceptance.

Warning! Regarding incomplete instructions: An instruction that was entered but not transmitted to DTC is an incomplete transaction. Neither DTC nor the tender agent will take action on an incomplete transaction. You are solely responsible for taking additional processing steps to complete your transactions.

Note- To identify incomplete transactions, use the inquiry feature of the **PTOPPTS PTOP or PBS**

Voluntary Tenders and Exchanges function. See Viewing VOI Details.

3. Receive and retain the **PTS** PTOP **or** **PBS Voluntary Tenders and Exchanges** message acknowledging transmission of the withdrawal instruction and reporting the status of the instruction as "Pending Agent's Acceptance. "

Note- When a withdrawal instruction is processed as reported in the **PTOPPTS PTOP or PBS Voluntary Tenders and Exchanges** message, DTC transmits an Agent's Message to the tender agent indicating that your instruction is held in pending status until the agent acts on it. The tender agent must accept or reject the withdrawal via the ATOP program. To reject the withdrawal, the tender agent must provide a comment stating the reason for rejection.

4. Receive the **PTS /** PBS message indicating acceptance or rejection of the withdrawal request.

Note- If the tender agent accepts the withdrawal of an acceptance in which the securities were surrendered (not an acceptance via a Notice of Guaranteed Delivery), DTC reduces the quantity of the original acceptance by the quantity of the withdrawal accepted by the tender agent and, in most cases, returns the securities to your account under the original CUSIP number. Securities that are the subject of an accepted withdrawal request that have been pledged under the contra-CUSIP number, however, are not returned to your account in the regular CUSIP number until the pledge has been released.

5. Retain a copy of the **PTS /** PBS messages indicating the tender agent's response to the withdrawal request, and DTC's subsequent actions on the withdrawal request, if applicable. Retain these messages along with the message reflecting the original acceptance and the original withdrawal request as part of your permanent records.

Note- You can inquire about your withdrawal instructions and the status thereof via the **PTS PTOP or PBS Voluntary Tenders and Exchanges** function's inquiry feature. See Viewing VOI Details.

About Rejections of Acceptances and Covers of Protects

The tender agent may reject acceptances, including those submitted via Notices of Guaranteed Delivery or instructions to cover protects. In the event of such rejections, it is the obligation of the tender agent to notify you directly.

DTC will follow the directions of the tender agent with respect to the delivery of the securities subject of the rejected acceptance (not an acceptance via a Notice of Guaranteed Delivery) or instruction by book-entry from the tender agent's account to your general free account and the corresponding deduction of securities of like quantity under the contra-CUSIP number from your general free account.

Proration of an Offer

Proration of an offer may be permitted by the terms of the offer. If proration is required, DTC will compute the allocation on the basis of instructions received from the tender agent and will notify you accordingly.

The proration will be reflected on your Participant Daily Activity Statement. The amount not accepted will appear as a **Receive** in your general free position and as a **Deliver** in your contra-CUSIP position.

Note- Cancellation of an offer may also be permitted. DTC will notify you of a cancellation as soon as it is notified by the tender agent.

Warning! Be sure to obtain the release of contra-securities from pledge. Otherwise, the surrendered securities will be subject to the same pledge as the deducted contra-securities and added to your pledged account.

If you disagree with either a proration or cancellation, you must take the matter up directly with the tender agent. DTC's responsibility in such matters is limited to acting in accordance with the tender agent's instructions, notwithstanding any rights you may have against the tender agent in respect thereof under the terms of an offer or applicable law.

Interest Payments, Dividends, Distributions, and Voting Rights for Tendered Securities

Property and rights, such as interest payments, dividends, distributions and voting rights with respect to tendered securities may be paid or given to DTC during or after an offering period.

DTC distributes such property and/or rights to the tender agent and/or to you solely in accordance with instructions received from the tender agent.

Note- Voting rights with respect to pledged securities will be assigned to the pledgor participant.

Warning! If you disagree with such an action, you must take the matter up directly with the tender agent. DTC's responsibility in such matters is limited to acting in accordance with the tender agent's instructions, notwithstanding any rights you may have against the tender agent in respect thereof under the terms of an offer or applicable law.

Available Reports

Offering information and activity reports are available via DTC's online services, CCF, CCF II, MDH, and the ~~PBS functions PTO and RIPS~~ **PTS PTO or PBS Voluntary Tenders and Exchanges and PTS RIPS or PBS Reorganizations and Redemptions**. These online reports provide you with a listing of eligible offers, brief terms of the offer and the details of all instructions submitted. Offering information (such as terms of the offer, critical dates and special processing requirements) is also available via DTC's online services. Allocation information is available through all of the normal cash and position inquiries such as the PBS functions ~~SDAR, POS, PART and ART~~ **PTS SDAR or PBS Reorg / Redemptions / Dividend Allocations, PTS POS or PBS Security Position, PTS PART or Participant Activity Research and PTS ART or PBS Activity Research Tool**, the Reorganization Cash/Stock Settlement Lists and the Participant Daily Activity Statement.

Important Considerations

The following considerations apply to DTC's Voluntary Offerings product:

- You must notify DTC's Reorganization department immediately of any delay in receiving securities and related activity problems.
- You must follow established industry reorganization procedures at all times. Failure to do so could result in losses for which DTC will not be responsible.
- You may not deliver, transfer or withdraw securities that you have surrendered pursuant to an offer.
- The completeness and/or accuracy of Voluntary Offering instructions submitted to DTC are your responsibility. If the instructions are incomplete or your unpledged position is insufficient to permit delivery of the tendered securities, DTC may reject your instructions.
- In case of rejection, DTC will either notify you electronically via the ~~PTOP function~~ **PTS PTO or PBS Voluntary Tenders and Exchanges functions** or return the Voluntary Offering Instructions form to you attached to a Rejection Notice.
- Where possible, DTC will endeavor to notify your designated coordinator of a rejection by telephone, but DTC cannot guarantee that this will be done.
- Securities that you surrender by book-entry to the tender agent are subject solely to the tender agent's instructions. You can pledge by book-entry for collateral loans your rights to receive securities and/or cash payment from the tender agent in return for surrendered securities and/or the return of some or all of the surrendered securities in accordance with the terms of the offer. Other depository services, including transfers and withdrawals, are not available in the surrendered securities or in such rights.

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with Voluntary Offerings:

| Use this PTS function | Use this PBS function | To |
|-----------------------|---|--|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| PTOP | <u>Voluntary Tenders and Exchanges</u> | Enter instructions to accept offers, withdraw acceptances, and inquire about the status of previously submitted instructions. |
| RTOP | <u>Release Reorg Transactions</u> | Release instructions for processing. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the past 60 days. |
| POS | <u>Security Position</u> | View your current positions. |
| SDAR | <u>Reorg / Redemptions / Dividend Allocations</u> | View today's allocations and anticipated allocations for the next five business days. You can also view five days of allocation history. |
| DIVA | <u>Dividend and Income – (now on CA Web as Distributions Announcements)</u> | View all general announcements. |
| ADJI | <u>Adjustments Inquiry</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

Voluntary Offerings Contact Numbers

For more information about the Voluntary Offerings product, contact DTC's Customer Support Center at: 1-888-382-2721 or send a facsimile to (212) 855-5278 (fax) and choose Option 4, followed by Option 2.

Warrant Exercises

About the Product

DTC's Warrant Exercises product provides you with a method for exercising warrants by book entry. When you use this product, DTC will:

- Notify you of upcoming expirations and record dates for warrant exercises
- Process your instructions on warrants
- Submit securities to agents and collect from them the underlying stock or cash
- Allocate underlying securities to you on the date instructions are processed.

Note- You should check your Participant Daily Activity Statement to assure that your transactions were properly processed and recorded. For Warrant Exercises, the entry on the report is Warrant Exercises (Account#3333), showing that DTC has deducted the warrant from your account and added the underlying securities.

Interest Payments, Dividends, Distributions, and Voting Rights

Property and rights, such as interest payments, dividends, distributions, and voting rights with respect to surrendered payment securities and underlying securities received or due to be received by DTC from the subscription agent can be paid or given to Cede & Co., DTC's nominee, during or after the exercise of a warrant subscription. DTC distributes such property and/or rights to the subscription agent and/or to participants solely in accordance with instructions from the agent.

About Warrants

Warrant exercises allow the holder to purchase the underlying security at a preset price. The typical life of a warrant is three to five years, unless it is called for redemption or its maturity is accelerated. There is often a prescribed waiting period during which you cannot exercise the warrant. After the waiting period ends, you can exercise your warrants at any time during the life of the warrants.

How the Product Works

DTC determines which warrants qualify for Warrant Exercises processing. You can view a cumulative listing of eligible securities via the **WARR or PTS WARR or PBS Warrant Subscriptions or PTS WARR or PBS Warrant Instructions Inquiry** functions.

DTC will notify you via the **RIPS function PTS RIPS or PBS Reorganizations and Redemptions functions** when it receives notification from the issuer or its agent that:

- A warrant is called for redemption
- A warrant privilege will expire
- There is a temporary reduction in the warrant price.

The announcement will indicate the cutoff date and time by which you must submit your warrant exercise instructions.

Note- Legal deposits on warrants undergoing any of the above are not permitted.

Once DTC receives a warrant exercise instruction via **WARR or PTS WARR / PBS Warrant Subscriptions**, DTC deducts the warrant position from your account, debits you the exercise proceeds, and adds the underlying securities to your account. The underlying securities are immediately eligible for all of DTC's services, including book-entry delivery and pledges for collateral loans.

Note- A warrant may not be eligible for exercise through DTC if a shareholder is required to be a resident of a certain state in order to exercise the warrant. When this is the case, you must withdraw your position and exercise outside of DTC. When these items are exercisable at DTC, you must certify, with accompanying documentation, that the owner of the warrant is a resident of the state, and submit a hardcopy instruction (see Hard Copy Procedure for Warrant Exercises).

Also, some warrants may not be eligible for hardcopy instructions if the new shares are not registered with the Securities and Exchange Commission (SEC), or have restrictions placed upon them.

Pledge and Transfer of Underlying Securities by Book-Entry

Since the exercise process will not have been completed at the time of the ~~addition credit~~ of the underlying securities to your general free account, a credit to any participant's or pledgee's account, whether or not the participant or pledgee has participated in the exercise, will represent rights in:

1. The quantity of underlying securities in the custody of DTC or of a custodian bank or of a nominee of either, including underlying securities resulting from warrant exercise instructions that are held by the warrant agent,
2. The quantity of warrants subject to warrant exercise instructions that are in the custody of DTC or of a custodian bank or a nominee of either, including such warrants that are held by the warrant agent,
3. The cash payments and additional cash payments subject to your warrant exercise instructions that have been debited to your money settlement account and are in the possession of DTC or the warrant agent,
4. The quantity of payment securities subject to your warrant exercise instructions that are in the custody of DTC or of a custodian bank or of a nominee of either, including such securities that are held by the warrant agent,
5. The rights, if any, in the underlying securities prior to their issuance pursuant to the terms governing the warrants, and
6. The rights against the warrant agent and the issuer arising from the submission of warrants and exercise payments to the warrant agent.

Any instruction given by a participant or a pledgee to transfer, pledge or release from pledge underlying securities by book-entry will be deemed for all purposes of DTC's Rules and Procedures to be an instruction to transfer, pledge or release from pledge the rights described in ~~a, b, c, d, e~~ **1, 2, 3, 4, 5, and 6** of the preceding sentence rather than the underlying securities identified in the instruction. Any instruction given by a participant or a pledgee to withdraw from DTC physical certificates representing underlying securities shall nevertheless be deemed to be an instruction to DTC to deliver only the quantity of underlying securities identified in the instruction. Should, for any reason, the underlying securities subject to such withdrawal exceed the amount of underlying securities available for withdrawal, such instruction may be rejected by DTC.

Interest Payments, Dividends, Distributions, and Voting Rights

Property and rights, such as interest payments, dividends, distributions, and voting rights with respect to surrendered payment securities and underlying securities received or due to be received by DTC from the warrant agent can be paid or given to Cede & Co., DTC's nominee, during or after the exercise of a warrant subscription. DTC distributes such property and/or rights to the warrant agent and/or to participants solely in accordance with instructions from the agent.

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with Warrant Exercises:

| Use this PTS function | Use this PBS function | To |
|-----------------------|---|--|
| RIPS | <u>Reorganizations and Redemptions</u> | View full details of reorganization announcements. |
| WARI | <u>Warrant Instruction</u> | View warrant processing information. |

| | | |
|------|---|---|
| | <u>Inquiry</u> | |
| WARR | <u>Warrant Subscriptions</u> | Enter warrant exercise instructions and view warrant processing information. |
| RTOP | <u>Release Reorg Transactions</u> | Release instructions for processing. |
| ART | <u>Activity Research Tool</u> | View current day transactions, or transactions that occurred within the past 60 days. |
| POS | <u>Security Position</u> | View your current positions. |
| DIVA | <u>Dividend and Income – (now on CA Web)</u> | View all general announcements. |
| ADJI | <u>Adjustments Inquiry</u> | View information on charges or credits that appeared on your Reorganization Cash Settlement List. |
| GWIZ | <u>Security Detail</u> | View DTC's Eligible Security Masterfile and pricing information. |
| PART | <u>Participant Activity Research Tool</u> | View share activity and adjustment information. |

Warrant Exercises Contact Numbers

For more information about the Warrant Exercises product, contact DTC's Customer Support Center at ~~(1-888)-382-2721~~ **or** and choose Option ~~#4~~, followed by Option ~~#2~~.