

Bold and underlined text indicates proposed additions.

~~Bold and strikethrough~~ text indicates proposed deletions.

The Depository Trust Company,
a subsidiary of The Depository Trust & Clearing Corporation

OPERATIONAL ARRANGEMENTS

(Necessary for Securities to Become
and Remain Eligible for DTC Services)

October ~~June 2018~~ **2019**

II. Requirements for DTC Servicing of Securities

B. Transfer Requirements

4. Transfer Agent Compliance

a. Authentication Date on Transfers

Transfer agents must provide the authentication date on all returned credit certificates to DTC. The authentication date is the date the transfer is effected.

b. Transfer Agents Required Notices

In compliance with Rule 17Ad-16 of the Securities Exchange, Act of 1934, all registered transfer agents are required to provide written notice (“17Ad-16 Notice”) to DTC when ~~terminating~~ ceasing to perform or assuming transfer agent services on behalf of an Issuer or when the transfer agent is changing ~~their~~ its name or address. The transfer agent ~~should~~ must notify DTC of ~~such termination—ceasing to perform or assumption of transfer agent services, or when the transfer agent is changing its name or address, on or before~~ by the later of (i) 10 calendar days prior to the effective date or (ii) in the case of a termination or assumption, the date the transfer agent is (a) notified of the effective date, or (b) becomes aware of the termination or assumption date, as applicable.

Transfer agents ~~may should~~ use the ~~*DTC Transfer Agency Change Form, (also known as Notice of Assumption or Termination of Transfer Agent Services Form 17Ad-16)*~~, (also known as 17Ad-16 Change Form), a template of which can be obtained from DTCC’s website at: <http://dtcc.com/matching-settlement-and-asset-services/agent-services/dtc-eligible-agent> and by clicking on the link titled “Notice of Assumption or Termination of Transfer Agent Services Form 17Ad-16” for all change notifications required above. ~~The completed form shall be printed on the transfer agent’s letterhead and executed by the transfer agent.~~ A portable document format (“PDF”) copy of the ~~completed form~~ notice should be either (i) printed and signed by the transfer agent on its company letterhead and e-mailed in a Word document or portable document format (“PDF”) to DTC’s Transfer Agent Services area at TAServices@dtcc.com, or (ii) may be electronically signed and submitted using the link titled “Notice of Assumption or Termination of Transfer Agent Services Form 17Ad-16” available at: http://dtcc.com/matching-settlement-and-asset-services/agent-services/dtc-eligible-agent.

c. Termination of Transfer Agent Services

All notices of termination of transfer agent services shall include the following information:

- transfer agent's contact information (~~e.g., fullagent~~ name, address, **contact name, and telephonecontact phonenumber and contact e-mail**);
- Financial Industry Number Standard ("FINS") number of the transfer agent ceasing to perform the transfer agent services for the Issuer;
- **agent number**;
- The name of each Issue for which services of the ~~Ttransfer Agent~~ are terminated; and
- issue(s) for which the transfer agent will no longer be responsible and the CUSIP number(s) of all affected Securities.

If the contact information of the successor transfer agent is known, it must also be included in the notice. If no successor transfer agent is known at the time the notice is sent, the notice shall include the name and address of a contact person at the Issuer.

d. Assumption of Transfer Agent Services

All notices relating to the assumption of transfer agent services on behalf of an Issuer of Securities shall include the following information:

- assuming transfer agent's contact information (~~e.g., fullagent~~ name, address, **contact name, and telephonecontact phonenumber and contact e-mail**);
- FINS number of the transfer agent assuming the transfer agent services for the Issuer;
- **agent number**;
- Issuer's name; and
- issue(s) for which the assuming transfer agent shall be responsible and the CUSIP number(s) of all affected Securities.

e. Transfer Agent's Change of Name or Address

All notices relating to the change of name or address of a transfer agent shall include the following information:

- transfer agent's new contact information (~~e.g., fullagent~~ name, address, **contact name, and telephonecontact phonenumber and contact e-mail**);
- FINS number of the transfer agent; ~~and~~
- **agent number; and**
- location where security certificates shall be received for transfer and re-registration.

f. Posting of Transfer Agent Notices to LENS

A 17 Ad-16 Notice sent to DTC by a transfer agent in accordance with the provisions of this section will be made available to Participants for viewing on the DTC Legal Notice System ("LENS") within 24 hours of DTC's receipt of the 17Ad-16 Notice from the transfer agent, not including weekends and holidays (i.e., non-Business Days).¹

¹ **For example, if DTC receives a notice a 17Ad-16 Notice through the designated e-mail or electronic methods described above at 6:00 p.m. Eastern Time ("ET") on a Monday (that is not a holiday), DTC would make the 17Ad-16 Notice available for viewing by Participants on LENS no later than 5:59**

Important Note: DTC does not screen 17Ad-16 Notices for confidential information. It is the full and sole responsibility of the transfer agent submitting a 17Ad-16 Notice to ensure that the information contained in the 17Ad-16 Notice is correct and does not include any information that would otherwise be deemed as confidential or material non-public information.

5. Trustee Required Notices

In the event of a change in trustee with respect to an issue of Securities, DTC requires that the new and prior trustee update the trustee information provided to DTC, **and may using use the DTC Transfer Agency Change Form, (also known as Notice of Assumption or Termination of Transfer Agent Services Form 17Ad-16), (also known as 17Ad-16 Change Form), a template of** which can be obtained from DTCC's website at <http://dtcc.com/matching-settlement-and-asset-services/agent-services/dtc-eligible-agent> **and by clicking on the link titled "Notice of Assumption or Termination of Transfer Agent Services Form 17Ad-16."** **DTC will make such notices received from trustees available for viewing by Participants on LENS.**

The completed form shall be printed on the trustee's letterhead and executed by the trustee. A PDF copy of theThe completed form should be **either (i) printed on trustee letterhead and signed by the trustee, and e-mailed to DTC's Transfer Agent Services area at TAServices@dtcc.com in a Word document or PDF, or (ii) electronically signed and submitted by the trustee using the link titled "Notice of Assumption or Termination of Transfer Agent Services Form 17Ad-16" available at http://dtcc.com/matching-settlement-and-asset-services/agent-services/dtc-eligible-agent.**

Important Note: DTC does not screen trustee notices for confidential information. It is the full and sole responsibility of the trustee submitting a notice to ensure that the information contained the notice is correct and does not include any information that would otherwise be deemed as confidential or material non-public information.

VI. Reorganization Instructions/Notification Procedures

E. Proxy Related Procedures

1. Consents and Legal Notices

a. Consent Notices

In order to facilitate the solicitation of consents from or voting by beneficial owners of Securities, the applicable Issuer or Agent shall establish a record date for such purposes (with no provisions for revocation of consents or votes by subsequent beneficial owners), and shall send notice of

p.m. ET on Tuesday. For weekends, if DTC receives a notice at or after 6:00 p.m. ET on a Friday, DTCC would make the 17Ad-16 Notice available for viewing by Participants on LENS no later than 5:59 p.m. ET on Monday.

such record date to DTC's Reorganization Announcements Proxy Department no fewer than 15 calendar days prior to the expiration date of the applicable consent/voting period.

Consent notices are to be sent by e-mail to both consentannouncements@dtcc.com and ~~lensnotices@dtcc.com~~ LegalAndTaxNotices@dtcc.com.

Delivery of the notice to e-mail addresses other than the e-mail addresses set forth above does not constitute a valid notification.

In the event the Issuer is required by the security indenture (or other governing document) to make hardcopy notification to holders, consent notices may also be sent to the following address:

Reorganization Announcements Department
Attn: Consent Notices
The Depository Trust Company
570 Washington Blvd., 4th Floor
Jersey City, NJ 07310

(Note: If hardcopy delivery is used it is to be in addition to emailing the consent notices to DTC as described above.)

b. Legal Notices

All legal notices (including notices to security holders) of bankruptcies, litigation/class actions, and defaults shall be sent to DTC's Reorganization Announcements Department, by e-mail to both ~~lensnotices@dtcc.com~~ LegalAndTaxNotices@dtcc.com and mandatoryreorgannouncements@dtcc.com. In the event the sender is required by the security indenture (or other governing document) to make hardcopy notification to holders, notices may also be sent to the following address:

Reorganization Announcements Department
The Depository Trust Company
Attn: Mandatory Announcements-Legal Notice
570 Washington Blvd., 4th Floor
Jersey City, NJ 07310

The form of any notice shall prominently include:

- CUSIP number(s);
- complete legal name of Issuer and of any conduit borrower;
- record date, if any, for the notice; and
- title or reference line that provides a comprehensive summary of the subject of the notice.

Delivery of the notice to e-mail addresses other than the e-mail addresses set forth above and/or hardcopy notice to an address other than the address set forth above does not constitute a valid notification.
