

EXHIBIT 5

~~**Bold, Strike-through**~~ text indicates deletions.

~~**The Depository Trust Company**~~

~~**Prospectus Repository System**~~

~~**Important Legal Information**~~

~~**Terms of Use**~~

~~The Depository Trust Company ("DTC") provides this website and all services to be accessed at this website (the "website") to User, either as a corporation or other legal entity, subject to the following terms and conditions contained in these Terms of Use. This website is not for use by individual investors.~~

~~**1. GENERAL**~~

~~————The Prospectus Repository System ("PRS") is a service provided to Participants of DTC. This service does not deal in investments, arrange deals in investments, manage investments or provide investment advice. Information contained on the PRS website does not constitute bids, offers or solicitations for securities. PRS disseminates prospectuses and other official statements relating to new issues of corporate and municipal securities ("Offering Documents") which have already been published and have been provided to DTC for use on the PRS website by underwriters. DTC takes no responsibility for the content of these Offering Documents.~~

~~————The distribution of offering circulars in certain jurisdictions may be restricted by law. Persons who obtain information from PRS are solely responsible to inform themselves of, and to observe, any such restrictions. Certain documents contained in PRS may contain legends or other restrictions limiting the persons who, or the circumstances which, certain persons may participate in an offering. The availability of the information through PRS does not alter or change in any way the nature or effect of such provisions.~~

~~————Use of the PRS website to view or download Offering Documents is not intended to fulfill the Offering Document delivery requirements under federal securities laws or under Municipal Securities Rulemaking Board rules. Offering Documents posted on the PRS website are for informational purposes only. By providing this information, DTC is not providing any form of investment advice or recommendation as to a particular security, Issuer or offering.~~

2. ~~DISCLAIMER AS TO DOCUMENT PROVIDER~~

~~— Responsibility of Underwriter/Lead Manager/ Agent ("Provider"): Provider assumes full responsibility for the accuracy of the information it submits to DTC. Provider acknowledges that the Offering Documents transmitted directly to DTC become part of DTC's Prospectus Repository System ("PRS") database and information provided by Provider will not be verified by DTC. Provider understands that the PRS data may be made available to: (1) DTC Participants in the normal course of DTC's business through DTC's PRS website; and (2) DTC-authorized third parties. Any necessary changes or updates to the PRS data are the responsibility of the Provider. DTC will not be liable for errors, omissions, or other inaccuracies in the PRS data. Provider indemnifies and holds DTC harmless from any errors, omissions, other inaccuracies, or misuse by Provider's employees.~~

~~— Provider may provide access to and use of the PRS data to Provider's employees, contractors and agents; provided, however, it has received permission from DTC to do so and the Provider agrees that: (a) the PRS data will be made available by the Provider only to responsible employees, contractors, and agents on a need to know basis and; (b) the Provider will strictly prohibit access to the PRS data, and the transmission, redistribution, reproduction and down-loading of any PRS data to or by any other than those authorized by the DTC.~~

3. ~~DISCLAIMER OF WARRANTY AS TO USER~~

~~— User acknowledges and agrees that use of PRS is at User's sole risk. The website is provided by DTC on an "as is", "as available" basis and DTC does not make any, and hereby specifically disclaims any, representations, endorsements or warranties, express or implied, by DTC regarding the website and PRS, and their respective contents or functionality, including, without limitation, any implied warranty of merchantability, fitness for a particular purpose, arising from course of dealing or course of performance, and any warranty or other assurance of non-infringement of intellectual property or other rights of any third party. Without limiting the generality of the foregoing, DTC disclaims any warranty regarding the accuracy of information provided by the website or the results to be obtained from the use of information on or obtained through the website. Administration and operation of the website and PRS may not be error-free or uninterrupted.~~

4. ~~LIMITATION OF LIABILITY~~

~~— Provider and User agree that under no circumstances shall DTC be liable for direct, indirect, incidental, consequential, special, punitive, or exemplary damages (collectively, "damages"), arising out of the use or inability to use PRS, including, without limitation, such damages as, but not limited to, loss of revenue or anticipated profits or lost business, any failure of performance, error, omission, accuracy or completeness of information on the website, denial of service,~~

~~interruption, defect, delay in operation or transmission, computer virus, communication line failure or third party theft of, destruction of, unauthorized access to, alteration of, or use of information, even if DTC has been advised of the possibility of or could have foreseen such damages. Provider and User specifically acknowledge and agree that DTC is not liable for the content of information supplied.~~

~~The foregoing shall apply regardless of: (i) the negligence of DTC or any party acting on DTC's behalf; (ii) any failure of an essential purpose; and (iii) whether such damages are based on claims of negligence, strict liability, contract, tort, or any other theory of legal liability. In those jurisdictions that do not allow the exclusion or limitation of liability for such damages, DTC's liability is limited to the fullest possible extent permitted by law, and in those states that for any reason disallow the above limitation on direct damages, in no event shall DTC's cumulative direct liability exceed one hundred dollars (\$100).~~

~~— DTC is not in any way responsible for any information, products, or services accessible through other web sites (if any) that link (now or in the future) from the website, and DTC shall have no liability of any nature whatsoever in relation to any of the foregoing.~~