

Bold, underlined text indicates additions.

~~Bold, strikethrough~~ text indicates deletions.

**RULES, BY-LAWS
AND ORGANIZATION CERTIFICATE
OF
THE DEPOSITORY TRUST COMPANY**

RULE 33

DEPOSIT CHILLS AND GLOBAL LOCKS

Section 1. The Corporation shall restrict Deposits of an Eligible Security (a “Deposit Chill”) or book-entry services with respect to an Eligible Security (a “Global Lock”) (each a “Restriction”) when:

(a) the Financial Industry Regulatory Authority, Inc. (“FINRA”) has issued an order for the halt of trading of the Eligible Security;

(b) the U.S. Securities and Exchange Commission (“Commission”) has issued an order for the suspension of trading of the Eligible Security;

(c) a court of competent jurisdiction orders the Corporation to impose a Restriction on the Eligible Security; or

(d) the Corporation identifies or otherwise becomes aware of a need for immediate action to avert an imminent harm, injury or other such material adverse consequence to the Corporation or its Participants that could arise from further Deposits of, or continued book-entry services to, the Eligible Security.

With respect to Sections 1(a) and 1(b) of this Rule, the Corporation shall impose a Global Lock; provided, however, that the Corporation may decline to impose a Global Lock if it reasonably determines that imposing the Global Lock would not further the regulatory purpose of the halt or suspension of trading. With respect to Section 1(c) of this Rule, the Corporation shall impose the Restriction specified by the court or shall impose a Global Lock if no Restriction is specified. With respect to Section 1(d) of this Rule, the Corporation shall impose the Restriction that the Corporation reasonably determines will

best mitigate the harm, injury, or other material adverse consequence identified by the Corporation.

Section 2. The Corporation shall send written notice (a “Restriction Notice”) to the issuer of the Eligible Security subject to the Restriction (the “Issuer”) within three (3) Business Days after imposition of the Restriction. The Restriction Notice shall be sent by overnight courier to (i) the Issuer’s last known business address, and (ii) the last known business address of the Issuer’s transfer agent, if any, on record with the Corporation.

(a) The Restriction Notice shall set forth, with reasonable specificity:

(i) the basis for the Restriction;

(ii) the date the Restriction was imposed;

(iii) that the Issuer may submit a written response to the Corporation, setting forth its objection to the Restriction and detailing the reasons under Section 4 of this Rule that the Restriction should be released (a “Restriction Response”); and

(iv) that the Restriction Response must be received by the Corporation within twenty (20) Business Days after the delivery date of the Restriction Notice (unless the Corporation agrees, upon the Issuer having established good cause, to extend such date), to constitute an effective challenge to the Restriction. For the avoidance of doubt, “delivery date of the Restriction Notice” shall mean the earlier of the delivery to the Issuer and delivery to the Issuer’s transfer agent.

(b) In response to the Restriction Response, the Corporation may reasonably request additional information or documentation from the Issuer.

(c) Failure by the Issuer to comply with any deadline set forth in this Rule or as to any submission provided hereunder, unless expressly waived or extended in writing by the Corporation, shall constitute a waiver by the Issuer of its right to make the submission for which the deadline has lapsed.

(d) The Corporation, the Issuer, the Issuer’s transfer agent, if any, and the Issuer’s authorized representatives, if any, shall send correspondence by a means that demonstrates the date of delivery to the recipient’s last known business address, which includes, without limitation, overnight courier and electronic mail.

Section 3. The Corporation shall provide each Issuer that submits a Restriction Response with a written decision (a “Restriction Decision”).

(a) Subject to Section 4 of this Rule, the Restriction Decision shall be made by an officer of the Corporation (as defined in Section 3.1 of the By-Laws of

the Corporation) (a “Review Officer”), who shall not be an officer who had responsibility for the imposition of the Restriction, or his delegate.

(b) The Restriction Decision shall give the Issuer ten (10) Business Days from the delivery date of the Restriction Decision to submit a supplemental written response (a “Supplement”) limited to establishing that the Corporation had made a clerical mistake or mistake arising from an oversight or omission in reviewing the Restriction Response.

(c) The Review Officer shall review the Supplement and provide the Issuer with a written decision (a “Supplement Decision”) within ten (10) Business Days after the delivery date of the Supplement.

(d) The Restriction Notice, the Restriction Response, the Restriction Decision, the Supplement, the Supplement Decision, and any documents submitted in connection therewith shall constitute the record for purposes of any appeal to the Commission.

Section 4. The Corporation may determine to release a Restriction based on its judgment that adequate cause exists to do so. Adequate cause for the release of a Restriction shall be deemed to exist if:

(a) in the case of a Global Lock imposed pursuant to Section 1(a) of this Rule, the halt of trading of the Eligible Security has been lifted;

(b) in the case of a Global Lock imposed pursuant to Section 1(b) of this Rule, the suspension of trading of the Eligible Security has been lifted;

(c) in the case of a Restriction imposed pursuant to Section 1(c) of this Rule, a court of competent jurisdiction orders the Corporation to release it;

(d) in the case of a Restriction imposed pursuant to Section 1(d) of this Rule, the Corporation reasonably determines that the release of the Restriction will not pose a threat of imminent harm, injury or other such material adverse consequence to the Corporation or its Participants; or

(e) the Corporation reasonably determines that it made a clerical mistake.

Section 5. No provision of this Rule 33 shall:

(a) prevent the Corporation from lifting or modifying a Restriction;

(b) apply to other restrictions expressly provided for in the Procedures, or otherwise to any determination by the Corporation to operationally restrict book-entry services, Deposits or other services in the ordinary course of business, including without limitation in processing corporate actions or MMI transactions or

for risk management purposes, none of which shall constitute Deposit Chills or Global Locks for purposes of this Rule;

(c) prohibit the Corporation from communicating with an Issuer and/or its transfer agent or other authorized representative actually known to the Corporation to represent the Issuer, except that substantive communications shall be memorialized in writing and shall be included in the record for purposes of any appeal to the Commission; or

(d) prohibit the Corporation from sending a Restriction Notice prior to the imposition of a Restriction.