

EXHIBIT 5

Bold, Underlined text indicates additions

The below changes were filed for immediate effectiveness, however, they will not be implemented until July 31, 2017, or such shorter time as the Commission may designate. Bold and underlined text indicates added language. Once implemented, this legend will automatically be removed.

The Depository Trust Company
Reorganizations Service Guide

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 / 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 ~~c~~Consent ~~s~~Solicitation events via its ATOP (Automated Tender Offer Program) service. Under this service, DTC allows participant instructions on ~~c~~Consent ~~s~~Solicitation events to be accepted via ATOP and transmitted electronically to balloting agents.

An agent or issuer soliciting consent solicitation events for book-entry-only (BEO) securities and BEO securities in DTC's Fast Automated Securities Transfer (FAST) Program, where Cede & Co. is the registered holder of the security and holds 100% of the principal in a global note, the agent/issuer is required to use the ATOP consent processing service to solicit and collect consents from participant holders, provided that the consent solicitation satisfies the criteria for ATOP processing:

- 1. The consent solicitation must be made by the issuer. (Third-party solicitations are**

handled by DTC's Shareholder Demand Process.)

2. The consent solicitation must be for affirmative consent to modify the terms of the indenture.
3. The consent solicitation is not linked to a security holder meeting, vote, or negative consent.
4. Electronic transmission of consents does not violate the terms of the indenture.
5. Hard-copy documentation is not required to support the consent instructions.
6. Blocking:
 - a. If blocking is a requirement of the consent solicitation and the event is predicated on record date, the record date must be equal to the final expiration date of the consent solicitation.
 - b. if blocking is a requirement of the consent solicitation, positions are to be returned no more than three (3) days after the expiration of the event and not exceeding forty-five (45) days from the date of the consent solicitation memorandum, unless there is an opportunity for a Participant to withdraw its consent instructions when the issuer extends the consent deadline beyond forty-five (45) days.

Note: DTC will block positions only when blocking is a requirement of the consent solicitation. To avoid blocking positions (where there is a record date and blocking is not a requirement of the solicitation), DTC will establish a position in a contra-CUSIP as of the record date (without affecting positions on the target security) for the purposes of collecting, transmitting and processing consents, thereby allowing the target security for the consent to continue to trade and settle in the marketplace.

The below changes were filed for immediate effectiveness, however, they will not be implemented until 30 days after the date of filing, or such shorter time as the Commission may designate. Bold and underlined text indicates added language. Once implemented, this legend will automatically be removed.

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)

VI. Reorganization Instructions/Notification Procedures

A. Standards for Voluntary and Mandatory Reorganizations

2. Processing for Specific Voluntary Reorganization Features

g. Consents

At the discretion of DTC, ATOP may be used to process consents. Agent accepts responsibility for the verification of and/or the collection of pertinent documentation for consents that may be submitted via ATOP.

In order to be processed through ATOP, the consent solicitation must satisfy the below criteria:

- 1. The consent solicitation must be made by the issuer. (Third-party solicitations are handled by DTC's Shareholder Demand Process.)**
- 2. The consent solicitation must be for affirmative consent to modify the terms of the indenture.**
- 3. The consent solicitation is not linked to a security holder meeting, vote, or negative consent.**
- 4. Electronic transmission of consents does not violate the terms of the indenture.**
- 5. Hard-copy documentation is not required to support the consent instructions.**
- 6. Blocking:**
 - a. If blocking is a requirement of the consent solicitation and the event is predicated on record date, the record date must be equal to the final expiration date of the consent solicitation.**
 - b. if blocking is a requirement of the consent solicitation, positions are to be returned no more than three (3) days after the expiration of the event and not exceeding forty-five (45) days from the date of the consent solicitation memorandum, unless there is an opportunity for a Participant to withdraw its consent instructions when the issuer extends the consent deadline beyond forty-five (45) days.**

An agent or issuer soliciting positive consents for BEO securities and BEO securities in the FAST Program, where Cede & Co. is the registered holder of the security and holds 100% of the principal in a global note, the agent/issuer is required to use ATOP to solicit and collect consents from Participants.