

diversification requirements of ERISA, including whether the investment is prudent in light of limitations on the marketability of the Preferred Shares; (iii) whether such fiduciaries have authority to make the investment under the appropriate Plan investment policies and governing instrument and under Title I of ERISA; and (iv) whether the investment will give rise to a "prohibited transaction" within the meaning of Section 406 of ERISA or Section 4975 of the Code. In analyzing the prudence of an investment in the Issuer, special attention should be given to the US Department of Labor ("DOL") regulation on investment duties (29 US CFR Section 2550.404a-1).

Fiduciaries of plans subject to any Similar Law should confirm that an investment in the Preferred Shares will not result in a violation of such Similar Law.

In addition, any Benefit Plan Investor or a fiduciary purchasing the Preferred Shares on behalf of a Benefit Plan Investor or who represents the Benefit Plan Investor with respect to such purchase, should consider the impact of the Department of Labor regulations promulgated at 29 C.F.R. Section 2510.3-21 on April 8, 2016 (81 Fed. Reg. 20,997) (the "**Fiduciary Rule**").

Each purchaser of the Preferred Shares that is a Benefit Plan Investor, including any fiduciary purchasing the Preferred Shares on behalf of a Benefit Plan Investor or who represents the Benefit Plan Investor with respect to such purchase, will be deemed to have represented by its purchase of the Preferred Shares that: (1) none of the Transaction Parties has provided or will provide advice with respect to the acquisition of the Preferred Shares by the Benefit Plan Investor; (2) with respect to the purchase of the Preferred Shares, the Benefit Plan Investor is represented by a fiduciary (the "**Plan Fiduciary**") that either: (a) is a bank as defined in Section 202 of the Investment Advisers Act of 1940 (the "**Advisers Act**"), or similar institution that is regulated and supervised and subject to periodic examination by a state or federal agency; (b) is an insurance carrier which is qualified under the laws of more than one state to perform the services of managing, acquiring or disposing of assets of a Benefit Plan Investor; (c) is an investment adviser registered under the Advisers Act, or, if not registered as an investment adviser under the Advisers Act by reason of paragraph (1) of Section 203A of the Advisers Act, is registered as an investment adviser under the laws of the state in which it maintains its principal office and place of business; (d) is a broker-dealer registered under the Securities Exchange Act of 1934, as amended; or (e) has, and at all times that the Benefit Plan Investor is invested in the Preferred Shares will have, total assets of at least U.S. \$50,000,000 under its management or control (provided that this clause (e) shall not be satisfied if the Plan Fiduciary is either (i) the owner or a relative of the owner of an investing individual retirement account or (ii) a participant or beneficiary of the Benefit Plan Investor investing in the Preferred Shares in such capacity); (3) the Plan Fiduciary is capable of evaluating investment risks independently, both in general and with respect to particular transactions and investment strategies, including without limitation the acquisition by the Benefit Plan Investor of the Preferred Shares; (4) the Plan Fiduciary is a "fiduciary" with respect to the Benefit Plan Investor within the meaning of Section 3(21) of ERISA, Section 4975 of the Code, or both, is "independent" within the meaning of 29 C.F.R. § 2510.3-21(c) and is independent of the Transaction Parties for purposes of the Fiduciary Rule and responsible for exercising independent judgment in evaluating the Benefit Plan Investor's acquisition of the Preferred Shares; (5) none of the Transaction Parties has exercised any authority to cause the Benefit Plan Investor to invest in the Preferred Shares or to negotiate the terms of the Benefit Plan Investor's investment in the Preferred Shares; and (6) the Plan Fiduciary has been informed by the Transaction Parties: (a) that none of the Transaction Parties has undertaken or will undertake to provide impartial investment advice or has given or will give advice in a fiduciary capacity in connection with the Benefit Plan Investor's acquisition of the Preferred Shares; (b) of the existence and nature of the fees, compensation arrangements and/or financial interests of the Transaction Parties in the Benefit Plan Investor's acquisition of the Preferred Shares; and (c) that none of the Transaction Parties receives a fee or other compensation from the Benefit Plan Investor for the provision of investment advice. The above representations in this paragraph are intended to comply with the Fiduciary Rule. If the Department of Labor regulation 29 C.F.R. Section 2510.3-21(c)(1) is revoked, repealed or no longer effective, the representations in this paragraph that are responsive to such Department of Labor regulation shall be deemed to not be in effect.