

- 5.3 Any failure or delay in exercising any right, power or privilege in respect of this First Amendment will not be presumed to operate as a waiver thereof.
- 5.4 This First Amendment shall be governed by the law (and not the law of conflicts) of the State of New York.
- 5.5 This First Amendment may be executed and delivered in counterparts (including by facsimile or email transmission), each of which will be deemed an original.

*(Remainder of page left blank.)*