



(or made available upon request of purcha



as the “



of capital stock or e



or in the aggregate, reasonably be expected to have a Material Adverse Effect, the Company and its subsidiaries (A) are in compliance with all applicable laws and regulations and all





(a) *Required Filings.* The Compa



announced that



that the failure to notify the Indemnifying Person shall not relieve it from any liability that it may have under paragraph (a) or (b) above except to the extent that it ~~has been~~ materially prejudiced (through the forfeiture of substantive rights or defenses) by such failure; and proving w

(e) *Limitation on hi*

If the foregoing is in s flft { e g { %

lisgt % e



Accepted: February 9, 2017

GOLDMAN, SACHS & CO.

For themselves and on behalf of the several Underwriters listed in
Schedule 1 hereto.

GOLDMAN, SACHS & CO.

By: b C /s/Matt btt _____





Form of Term Sheet

None.

Annex C
