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EXHIBIT
5

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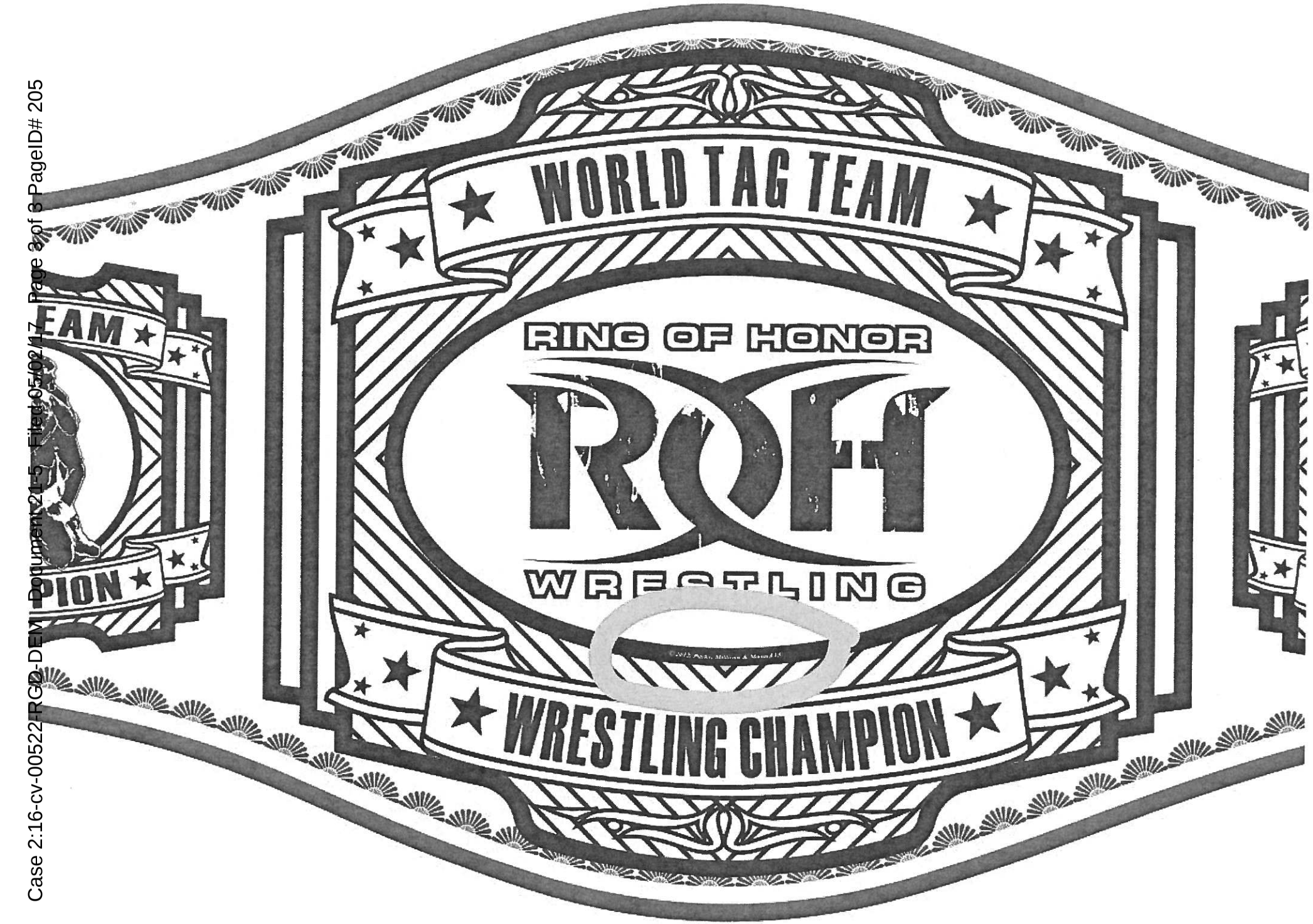

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Case 2:16-cv-00522-RGD-DEM Document 21-5 Filed 05/02/17 Page 3 of 3 PageID# 205