EXHIBIT 5



U.S. Department of Justice

United States Attorney Southern District of New York

The Silvio J. Mollo Building One Saint Andrew's Plaza New York, New York 10007

December 9, 2010

Via E-Mail Melinda Sarafa, Esg.

Re:

Dear Ms. Sarafa:

A. This Office will not arrest, detain, or attempt to arrest or detain, arrest or cause any other governmental authority to detain or attempt to detain him, while he is traveling to or from the interview, or while he is in the United States for purposes of the interview, including meetings with counsel in preparation therefor;

B. This Office will not serve or attempt to serve **manual** with legal process, or cause any other governmental authority to serve or attempt to serve him with legal process, while he is traveling to or from the interview, or while he is in the United States for purposes of the interview, except that the United States will serve **manual** with a grand jury subpoena and accompanying immunity order at the commencement of the meeting; and

C. travel to the United States for the interview

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and for preparation with counsel will not be deemed a waiver of, or otherwise affect, any defenses otherwise available to **second** in relation to any claim against him by this Office, the FBI, or by any other parties, including defenses based on: (1) personal jurisdiction; (2) subject matter jurisdiction; or (3) defective service of process.

This Agreement is effective today, and expires on December 16, 2010, unless extended in writing by this Office.

Very truly yours,

PREET BHARARA United States Attorney

By:<u>s/ Arlo Devlin-Brown</u> Arlo Devlin-Brown Assistant United States Attorney (212) 637-2506