

## EXHIBIT 5

**Bold and underlined** text indicates proposed additions.

~~**Bold and strikethrough**~~ text indicates proposed deletions.

# DTC SETTLEMENT SERVICE GUIDE

\*\*\*

## Affirmed Transactions

DTC may accept eligible affirmed institutional transactions (“Affirmed Transactions”) from a utility that provides a matching service<sup>1</sup> (“Matching Utility”). The Matching Utility must be (i) a clearing agency registered pursuant to Section 17A of the Securities Exchange Act of 1934, as amended (the “Act”), (ii) an entity that has obtained an exemption from such registration from the U.S. Securities and Exchange Commission, or (iii) a “qualified vendor” for trade confirmation/affirmation services as defined by the rules of a self-regulatory organization. A Matching Utility must establish a connection to DTC in accordance with DTC’s reasonable requirements in order to be able to submit Affirmed Transactions to DTC. In this regard, in order for a Matching Utility to establish and maintain a connection with DTC the Matching Utility must be able to balance with DTC in an automated way<sup>2</sup> and communicate transactions to and from DTC with the necessary mandated fields.<sup>3</sup> Also, Matching Utilities that

---

<sup>1</sup> A “matching service” is an electronic service to match trade information, centrally, between a broker-dealer and its institutional customer.

<sup>2</sup> For each Matching Utility interfacing with DTC, DTC requires the Matching Utility to deliver a daily message on each business day shortly after noon from the Matching Utility with their accepted item counts of institutional delivery and ID Net (defined below) transaction totals for Settlement Date minus one transactions. DTC’s system will compare the totals from the Matching Utility to its accepted item counts. If the totals match, an “acknowledged balance” balance file will be sent to the Matching Utility. If the totals do not match, DTC will respond with the list of Settlement Date minus one control numbers received from the Matching Utility, along with their respective transaction types for the originating Matching Utility to compare.

<sup>3</sup> The mandated fields for this purpose are the transaction control number (**“Control Number”**), DTC receiver and deliverer account number, CUSIP, message type, share quantity, market type, buy-sell indicator, broker ID, ID agent internal account

intend to establish a new connection with DTC must promptly contact DTC in order to start planning for establishment of the connection and allow adequate time to develop and adequately test the interface prior to the date it expects to implement its connection to DTC.

A Participant that is a counterparty to an Affirmed Transaction as submitted to DTC by a Matching Utility is deemed to have authorized the Matching Utility to provide an instruction to DTC, on the Participant's behalf, to process the Affirmed Transaction in accordance with DTC's Rules and Procedures. The submission of such Affirmed Transaction by the Matching Utility to DTC, on behalf of such Participant, constitutes the duly authorized instruction of the Participant to DTC to process the Affirmed Transaction in accordance with the Rules and Procedures.

A Matching Utility that elects to enter into an arrangement to interoperate with another Matching Utility ("Interoperability Arrangement") maintains the sole responsibility to ensure that its customers, including DTC Participants that are their customers, are operationally prepared to process Affirmed Transactions relating to the Interoperability Arrangement prior to the submission of such Affirmed Transactions to DTC.

**DTC may provide information to a Matching Utility on the processing status of institutional transactions in Eligible Securities ("Status Information") that are (i) Affirmed Transactions submitted to DTC by the Matching Utility and (ii) other institutional transactions that may have been confirmed at the Matching Utility and received a Control Number relating to the Matching Utility, and are submitted directly to DTC by a Participant in an instruction containing the Control Number (collectively, "Eligible Transactions"). The Status Information provided to the Matching Utility would include, as applicable, the status of an Eligible Transaction (e.g., the Delivery of Securities has been made within DTC, the transaction is pending Delivery within DTC, or the transaction was reclaimed (i.e., sent back to the Deliverer)) and a reason for any pending status (e.g., the Deliverer has insufficient inventory in the applicable Securities, the Deliverer has insufficient Collateral, the Receiver to the transaction has insufficient Net Debit Cap,**

---

number, broker internal account number, agent bank ID, settlement amount, origination entity, recipient of message, institution, and settlement date.

etc.). The Status Information would also include information ("Identifying Information") to facilitate the Matching Utility's ability to identify the applicable Eligible Transaction and reconcile the Status Information to the Eligible Transaction in its records. Identifying Information would include, but not be limited to, (i) the applicable Control Number (ii) identification numbers of the Participants to the transaction, (iii) quantity of Securities, (iv) dollar amount of the transaction, and (v) an indicator of whether the transaction was submitted to DTC by the Matching Utility or directly by a Participant. DTC may charge a fee ("Status Information Fee") to Matching Utilities that receive Status Information as set forth in the DTC Fee Guide.

Prior to providing Status Information to a Matching Utility, DTC would obtain the written agreement, in such form as determined by DTC from time to time ("Status Information Agreement") from the Matching Utility that includes (i) a request from the Matching Utility to receive Status Information from DTC, (ii) an agreement by the Matching Utility that the Matching Utility will not distribute Status Information to any third party other than (a) the Participants indicated on the Status Information and (b) the institutional customers that are counterparties to the transaction for which the Participants indicated on the Status Information are acting with respect to the transaction, (iii) the agreement of the Matching Utility that the Matching Utility will indemnify, hold harmless and agree, on demand, to reimburse DTC, its stockholders, officers, directors and employees from and against and for any and all claims, liabilities, obligations, damages, actions, penalties, losses, costs, expenses and disbursements, including, without limitation, attorneys' fees and disbursements ("Claims"), which they may sustain by reason of DTC's providing Status Information to the Matching Utility, except for any Claims which result from the gross negligence or willful misconduct of the person asserting a right to indemnification, (iv) the agreement of the Matching Utility to pay the Status Information Fee, (v) the agreement of the Matching Utility to notify DTC immediately if the Matching Utility becomes aware of Status Information provided to it by DTC being distributed to a third party other than as authorized pursuant to (ii) above, and (vi) the acknowledgement of the Matching Utility that DTC may terminate the Status Information Agreement in the event that (a) DTC becomes aware that the Matching Utility has used or

**distributed the Status Information in a manner that violates the terms of the Status Information Agreement, (b) the Matching Utility does not pay the Status Information Fee in accordance with the terms of the Fee Schedule, or (c) DTC submits a rule filing to the SEC, that is approved by the SEC or otherwise becomes effective pursuant to the Securities Exchange Act of 1934, to discontinue DTC's distribution of Status Information to Matching Utilities.**

\*\*\*