Exhibit 5

Bolded, underlined text indicates proposed added language

~~**Bolded, strikethrough text**~~ indicates proposed deleted language

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DEPOSITS

SERVICE GUIDE

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Making a BDS Deposit

Participant branch offices receive physical certificates from their customers and enter details of the certificates into their internal system. They then transmit the information to the main office and ship the securities to DTC.

When packages are received by DTC, their contents are sorted for non-branch securities and correspondence. Correspondence and items not related to BDS are picked up by representatives from the main office, if the office is located in the New York metropolitan area. The securities are then processed versus the expectancy file.

All securities received at DTC by 11:00 a.m. eastern time are fully examined for negotiability and transferability, imaged, and credited to the Participant's free account, if they are in good form, on the same day that they are received, enabling deliver orders to be filled if the position is necessary for this activity.

DTC applies the following to negotiable securities:

- Participant's medallion guaranty
- Power of attorney release
- Non-Inheritance Tax certification (PLA)
- Cede assignment.

Custody items are processed and turned over to the Custody department (See Custody Service User Guide).

Participants can also view images of deposited certificates (Refer to ~~Imaging~~ **Image Viewer**) and find out about the status of their deposits via the PTS function BDSI or PBS function Branch Inquiry.

***

Associated PTS/PBS Functions

Use This Function	To
ART / Activity Research Tool	Obtain detail information on transactions processed by DTC and view historical information on transactions.
BDSI / Branch Deposit Inquiry	View information on deposits ~~and obtain images of certificates~~; **view, download and save images of certificates via the PBS function.**
GWIZ / CUSIP Inquiry	Obtain security information.
SEEK	Obtain security information.

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PREPARING CERTIFICATES FOR TRANSFER

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Imaging Fax and E-mail System

A participant may request that imaged copies of deposits be sent to up to six recipients via the Imaging Fax and E-mail System, which can be accessed from the following PBS functions:

- DAMP / Deposit Automation - for regular, bearer/nontransferable, and reorg deposits
- BDSI / Branch Inquiry for branch deposits
- RDSP / Restricted Deposit Service - Participant for restricted deposits
- STDI / Deposit Inquiry for deposits still in transfer as of the close of business the previous business day
- STSL / Securities Transfer legal Deposits for legal deposits.

***

RESTRICTED DEPOSIT SERVICE

About the Product

Benefits of the Product

Using RDS offers Participants the following benefits:

- Outsourcing of labor-intensive handling, shipping, and follow-up associated with restricted transfer processing
- Contracted out-transfer cycle
- Early credit to the general free account of a Participant on sold shares through the FAST system
- Ability to outsource all processing of physical securities when used in conjunction with Regular Custody Services and the Branch Deposit Service
- A separate Seg account for deposits that initially fail DTC's examination for negotiability and require additional documents, such as a stock power
- Ability to view comments about deposit and transfer status through the PTS**/PBS** function **RDSP/ Restricted Deposit Service.**
- **Ability to view, download and save images of certificates via a web-based Image Viewer, which can be accessed through the Restricted Deposit Service function on PBS.** ~~Ability to request that imaged copies of a deposit be sent to up to six recipients via the Imaging Fax and E-mail System (IFE), which is accessed through RDSP on PTS and Restricted Deposit Service – Participant on PBS.~~
- Participants can also use the Drop Box imaging service and receive copies of all of their DTC deposits.

<center>***</center>

Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with the Restricted Deposit Service:

Use This Function	To
ART / Activity Research Tool	View details of transactions processed by DTC and historical information on transactions.
BDSI / Branch Deposit Inquiry	View branch deposit information.
CUST / Custody Services	Process custody deposits, withdrawals, and transfers; inquire about positions~~; and request images for custody items~~**; view, download and save images of certificates via the PBS function.**
GWIZ / CUSIP Search	View information about a specific security.

RDSP / Restricted Deposit Service - Participant	Process and view information on restricted deposits and transfers.
SEEK	Obtain security information.

TRACKING DEPOSITS

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~~Imaging Fax and E-mail System~~

~~Participants can request that imaged copies of their deposits be sent to up to six recipients via the Imaging Fax and E-mail System, which can be accessed from the following functions:~~

- ~~DAMP / Deposit Automation for regular, bearer/nontransferable, and reorg deposits~~
- ~~BDSI / Branch Deposit Inquiry for branch deposits~~
- ~~RDSP / Restricted Deposit Service – Participant for restricted deposits~~
- ~~STDI / Deposit Inquiry for deposits still in transfer as of the close of business the previous business day~~
- ~~STSL / Securities Transfer Legal Deposit for legal deposits.~~

Image Viewer

A participant may view, download and save images of certificates via a web-based Image Viewer, which can be accessed from the following PBS functions:

- **Deposit Automation - for regular, bearer/nontransferable, and reorg deposits**
- **Branch Inquiry - for branch deposits**
- **Restricted Deposit Service - for deposits of certificates bearing a restricted legend**
- **Deposit Inquiry - for deposits still in transfer as of the close of business the previous business day**
- **Securities Transfer Legal Deposits - for legal deposits.**

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CUSTODY

SERVICE GUIDE

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Copyright

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Imaging

The Custody imaging system was designed to allow a Participant to view and direct images of its inventory held at DTC.

- Each deposit ticket, certificate, and legal document is scanned **front and back**.
- ~~Each item is scanned front and back.~~
- Images are organized by deposit in DTC's imaging system database.

- **Ability to view, download and save images of certificates via a web-based Image Viewer, which can be accessed from the Custody Services function on PBS.**
- A request for an image of a deposit through ~~PTS/~~PBS will result in the display of all images associated with that particular deposit.
- The size and the position of an image can be ~~manipulated~~ **adjusted**.
- ~~Ability to request that imaged copies of a deposit be sent to the depositing Participant via the Imaging Fax and E-mail System (IFE), which can be accessed through CUST.~~
- A Participant can elect to receive images via Image DropBox solution, where **all** daily deposit images are pushed to the Participant's designated server for retrieval.

~~When a Participant requests images through PTS/PBS, (IFE) the images are transmitted to an image window on the same workstation or on one nearby.~~

~~For delivery to the Participant LAN environment, DTCC currently supports TCP/IP connectivity. The workstations must be running Windows 2000 or Windows XP operating system, and have a standard connection to the DTCC mainframe environment (3270 emulator with access to Supersession for internal users, and PTS/PBS for external customers). The purpose of the 3270 emulator window is to initialize the image display window and to request specific images for viewing. The image display window is not a 3270 session, but rather IWPM (external customers), or Frigid (internal users) Participant program. This window lets Participants receive, rotate, zoom in and out of an image, and perform other useful image manipulation tasks.~~

~~In order to receive images of securities from DTCC, the Participant will need a TCP/IP connection to DTCC. If the Participant already has a Frame Relay connection to DTCC and wants to use the same one for imaging, DTCC will examine capacity and advise the Participant whether response time would significantly degrade. Refer to the Fees Guide for information on connection fees.~~

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RESTRICTED DEPOSIT SERVICE

About the Service

The Restricted Deposit Service (RDS) allows Participants to deposit and effect a transfer on certain restricted securities. The RDS unit handles the following types of items:

- Full sale
- Partial sale
- Gift
- Custody only
- Legend removal
- Breakdown.

Attributes of the Service

Using RDS offers the Participant the following benefits:

- Outsourcing of labor-intensive handling, shipping, and follow-up associated with restricted transfer processing
- Early credit to **the** Participant's general free account on sold shares through the FAST system
- A separate Seg account for deposits that initially fail DTC's examination for negotiability and require additional documents, such as a stock power
- Ability to view comments about the Participant's deposit and transfer status through the PTS/PBS function RDSP**/Restricted Deposit Service**
- ~~Ability to request that imaged copies of a deposit via the Imaging Fax and E-mail System (IFE), which can be accessed through RDSP.~~ **Ability to view, download and save images of certificates via a web-based Image Viewer, which can be accessed through the Restricted Deposit Service function on PBS.**

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Guide to the DTC Fee Schedule

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Custody and Securities Processing

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General Asset Services

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Imaging

Fee Name	Amount($)	Conditions
~~Transmission of image of deposit by fax or e-mail, first recipient~~ **Request to display/download an Image**	5.50	**Per ~~deposit per~~ request**

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