

Exhibit 5

Bold, underlined text indicates additions to text.

~~Bold, Strike through~~ text indicates deleted text.

The Depository Trust Company

Settlement Service Guide

ID Net Service

Reclaims

ID Net same-day reclaims are only applicable to deliveries from the ID Netting Subscriber Receive Account #919. These reclaims will be directed to the original clearing firm rather than the omnibus account #919.

DTC strongly recommends that ID Net reclaims of receives from the ID Netting Subscriber Receive Account #919 include the Relative Block Number (RBN) and Original Date. Reclaims processed without the RBN and Original Date will be treated as original transactions and will not be matched or linked.

Same-day matched reclaims (reclaims of receives processed that business day that are submitted to DTC using the RBN and the original date or are reclaimed via ART) will be processed against the ID Net Firm's account and will not go to the Receiver Authorized Delivery system for approval. Other than an insolvency situation, normal same-day matched reclaim rules will be applied against the controls of the ID Net Firm in the third-party field. As a result, the ID Net Firm must have sufficient collateral and debit cap if the reclaim is greater than ~~\$15 million~~ **\$7.5 million**. Therefore, a reclaim to account #919 could recycle for deliverer's collateral, receiver's collateral (the ID Net Firm in the third-party field), or receiver's debit cap (the ID Net Firm in the third-party field).

ID Net reclaims processed as next-day reclaims should be processed directly to the ID Net Firm's account and may go to RAD depending on the ID Net Firm's RAD limits (DTC will change the receiver number to the ID Net Firm in the third-party field for same-day matched reclaims and linked reclaims when the receiver is account #919).

Participants will be able to view reclaims of ID Net deliveries via a new SMART/Search report "IMS ID Net Reclaim Report".

Payment Orders

About the Product

DTC's Payment Order service allows you to settle money payments for transactions that were processed separately.

How the Product Works

A participant wanting to collect money (the payee participant) from another participant (the payor participant) first contacts the payor participant to reach agreement on the amount payable. The payee participant then submits to DTC a premium payment order (PPO) or a securities payment order (SPO). The PPO is used to collect a net option contract premium for an opening writing or closing purchase transaction. The SPO is used to collect a mark-to-market payment based on the difference between the current and previous market value of an open securities contract. Either type of payment order authorizes DTC to credit the payee participant's settlement account with the specified amount and to debit the payor participant's settlement account for the same amount.

The following are typical situations in which you would use the Payment Order service.

- A bank's customer writes an opening call option. Through DTC the bank deposits underlying securities with the Options Clearing Corporation (OCC). The bank (the payee participant) submits to DTC a PPO crediting its settlement account for the amount of the net option contract premium and debiting the account of the broker (the payor participant) for the same amount.
- A bank's customer purchases a closing call option. OCC releases underlying securities previously deposited with it through DTC. The broker (the payee participant) submits to DTC a PPO crediting its settlement account for the amount of the net option premium and debiting the account of the bank (the payor participant) for the same amount.
- A participant delivers securities to another participant through DTC in a stock loan transaction. Thereafter, the market value of the securities increases significantly. The lender (the payee participant) submits an SPO to DTC crediting its settlement account for the amount of the difference between the original and new market values and debiting the account of the borrower (the payor participant) for the same amount.

Receiver Authorized Delivery and Reclaim Procedures for Payment Orders

Unlike deliver orders (DOs), payment orders (POs) involve no securities, only money. Thus, when a PO is processed, the receiver of the PO incurs a settlement debit but does not receive any securities that could serve as collateral for the debit they incur. Similarly, if the PO is later reclaimed, the receiver of the reclaim incurs the debit without receiving offsetting securities collateral. Thus, there is more risk inherent in reclaims of POs than in reclaims of DOs; reclaims of POs would more likely cause participants' accounts to become undercollateralized, and create more risk during failure-to-settle situations, than would reclaims of DOs. Therefore, DTC applies the following Receiver Authorized Delivery (RAD) and reclaim procedures to Payment Orders:

- The minimum bilateral RAD threshold for POs is ~~\$1 million~~ **\$500,000**; therefore, you can set a RAD limit against another participant for an amount equal to or greater than ~~\$1 million~~ **\$500,000**.
- Only matched reclaims of POs with a value less than ~~\$1 million~~ **\$500,000**-will be allowed to bypass Risk Management Controls; those with a settlement value equal to or greater than ~~\$1 million~~ **\$500,000**-will always be subject to collateralization and net debit cap controls **and the receiver's RAD limits**.

Note- You can use FFSP to get a list of Settlement activity codes and their descriptions.

Associated PTS Functions

You can use the following PTS functions to carry out Payment Order activities.

Use	To
ART	View PO transactions.
POLI	Inquire about PO transactions.
POLU	View and reclaim PO transactions completed on the current or previous business day.

Receiver Authorized Delivery (RAD)

About the Product

RAD protects you from the possibility that your reclaims will not complete as a result of DTC's Risk Management Controls. RAD allows you to review and either approve or cancel incoming deliveries before they are processed so you can avoid reclamations. **DTC's RAD limits are set to \$7.5 million for DOs and \$500,000 for POs. However, DTC same-day reclamations of deliveries with settlement values less than these limits will be processed regardless of DTC Risk Management Controls. Same-day reclamations above these limits will be processed subject to DTC's Risk Management Controls and the receiver's (that is, original deliverer's) RAD. Participants are allowed to create RAD limits below DTC's RAD limits, but should note that DTC will always process transactions against the higher value.**

You can set individual dollar limits (bilateral limits) against each contra-participant so that deliveries with a settlement value exceeding the specified limit are not processed until you have approved them. Although most transactions that are currently routed to RAD involve bilateral limits set by receivers on deliverers, DTC also routes several other types of transactions to RAD for the receiver's approval. See Transactions Automatically Routed to RAD below.

~~To limit the number of transactions subject to RAD and prevent widespread transaction blockage, you cannot set RAD limits to less than \$15 million for DOs and \$1 million for POs (payment orders) (except as noted below). However, DTC does allow same-day reclamations of deliveries with settlement values less than these limits to complete regardless of DTC's Risk Management Controls.~~ Money Market Instrument (MMI) delivery transactions will be subject to RAD regardless of the transaction value. DTC will allow you to set individual dollar limits (bilateral limits) as described above, but note that MMI transactions will not be subject to matched reclamation and therefore any reclaim will be treated as an original transaction and will be submitted to RAD for approval as well as be subject to DTC's normal risk management controls.

Eligible Transaction Types

You can route the following transaction types through RAD:

- DOs
- POs
- Valued pledges
- Valued releases.

The following transactions are always exempt from RAD processing:

- Syndicate deliveries (reason code 49)
- Initial distribution deliveries (refer to the IPO Tracking System User's Guide for reason codes)
- Continuous Net Settlement (CNS) deliveries
- MMI maturity presentments
- Validated matched reclamations
- Matched transactions from a third party subject to the required participant agreement.

Transactions Automatically Routed to RAD

DTC automatically routes three transaction types to RAD.

Overvalued Deliveries

DTC automatically routes substantially overvalued deliveries with a settlement value greater than ~~\$15 million~~ **\$7.5 million to RAD**. The following criteria are used to determine whether a transaction is substantially overvalued:

1. The difference between the settlement value of the delivery and the market value of the securities being delivered.
2. The percentage by which the settlement value exceeds the market value of the securities.

Identifying an overvalued delivery involves two steps:

1. Subtract the gross settlement value of the DO from its gross market value and apply it to a table of ranges (\$50,000-\$150,000; more than\$150,000-\$250,000; more than\$250,000-\$500,000; more than\$500,000).
2. Apply a percentage for each range (50 percent, 25 percent, 10 percent and 3 percent, respectively) to determine whether a DO is overvalued.

For example, if a DO has a settlement value of\$45 million and a market value of\$43 million, the\$2 million difference is applied to the more than\$500,000 range. This range identifies an overvalued delivery when the difference (\$2 million) is greater than 3 percent of the market value (\$2 million/\$43 million = 4.65 percent) of the shares delivered. This delivery is an overvalued delivery and subject to RAD.

Free and Undervalued MMI Deliveries

DTC routes free (based upon a receiver's profile) and substantially undervalued MMI deliveries to RAD. MMI deliveries are substantially undervalued if the settlement value is less than 90 percent of market value of the underlying securities. You can elect to have free MMI Deliver Orders (DOs) automatically bypass RAD via a profile capability. This profile, which is updated by receiving Participants, provides the ability to create a profile in RAD on either a bilateral or global basis.

Warning! A receiver that authorizes a free MMI transaction is deemed to have made an agreement with the deliverer that it will make payment outside DTC in accordance with the deliverer's instruction in the free transaction. DTC does not enforce compliance with such agreements. Participants must enforce these agreements themselves.

Valued Transactions

DTC automatically routes valued transactions (except same-day matched reclaims) submitted to DTC late in the day, between 3:00 and 3:20 p.m. eastern time.

Transactions Optionally Routed to RAD

You can opt to have Omgeo TradeSuite (ID) deliveries routed to RAD via a RAD profile. If such option is elected, all RAD Rules will be applicable to ID deliveries. If no such option is elected, ID transactions will not be routed to RAD and will not be subject to matched reclaims.

A receiving Participant can opt to have all new valued issuances (regular and indexed principal) go to RAD after 2:00 p.m. via a RAD profile.

Stock Loans

Participants may establish bilateral and global RAD profile limits specifically for their stock loan and stock loan return activity. Applicable stock lending transactions will be checked against the receiver's stock lending profile limits for passive approval or will otherwise await the receiver's active approval based on the parameters of the profile. Absent a Participant establishing a Stock Loan RAD limit profile, a Participant's transactions will be subject to the RAD functionality applicable to ordinary DOs, including the established DTC limits as well as Participant established bilateral and global limits.

Approving or Cancelling Deliveries

You can approve or cancel transactions received via DTC's Settlement Web interface or an automated RAD messaging process.

Turning RAD Limits On and Off

You can turn off RAD limits via DTC's Settlement Web and allow DTC to process all your incoming deliveries. You may want to turn off your RAD limits, for example, when you are unable to modify the bilateral limits of your contra-participants because of time constraints. Your bilateral RAD limits will not be in effect until you turn them back on via the Settlement Web.

Transactions that are automatically routed to RAD are not affected by your decision to turn off RAD processing; they always require your approval before processing.

New Issue Deliveries

To ensure that syndicate deliveries of a new issue are processed before customer deliveries (see Recycle Processing), deliveries of new issues are not subject to their receivers' RAD approval.

Pledge Accounts

You can opt, via a RAD profile, to process your valued pledges, regardless of value, only after your RAD approval. This allows you to review and approve securities being pledged by another

participant as collateral before your settlement account is debited (and the pledgor's account is credited) for the transaction.

If you do not use this option, your valued pledges are subject to normal RAD rules. This means that pledges with a settlement value less than your RAD limit for that participant are automatically processed to your account.

Free Transactions

Participants can force free receives (DOs) to their RAD if input after 5:00 p.m. eastern time. Forcing them will effectively block free receives from being booked into a participant's account between 5:00 p.m. and the free delivery cutoff of 6:15 p.m.

Unless designated otherwise by a profile, all MMI free receives are sent to RAD, at all times. Participants who elect to turn on RAD at 5:00 p.m. will have all their free receive activity routed to RAD for approval or cancellation. This will aid participants who choose not to monitor their account for free delivery activity after 5:00 p.m., and are not aware of these free receives until the next day. Participants can update their accounts to turn on RAD at 5:00 p.m. for all free receives via a profile in the Settlement Web.

Note- This process does not apply to same-day matched reclaims input after 5:00 p.m. eastern time.

Indexed Principal Transactions

You can view and act on MMI transactions in RAD for issues that contain an indexed principal feature. Deliver Order (DO) transactions are directed to RAD whenever:

- An issuing/paying agent (IPA) initiates a DO in an MMI program that allows for indexed principal as a possible feature of any issue under the program, or
- A dealer/sales agent initiates a turnaround DO in an MMI program that allows for indexed principal of any issue under the program, or
- A participant other than an IPA initiates a DO in an issue already designated as having an indexed principal feature.

Wind-Down Participant

DTC may, in its discretion, apply RAD to all DOs and POs initiated by a Wind-Down Participant, regardless of value. Receiving Participants may raise their RAD limits to manage such transactions (but should bear in mind that matched reclaims will not be reinstated in lieu of RAD for any such increase).

Associated PTS Functions

The following PTS functions are used in association with RAD.

Use this function	To
RADL	Set, delete or change dollar limits for incoming DOs, pledges, POs and night deliver orders (NDOs).
DOAP	Approve or cancel unapproved incoming DOs.
DOAR	View approved, unapproved or cancelled incoming DOs.
DOCD	Cancel previously entered and unapproved outgoing DOs.

Use this function	To
DOAD	View approved, unapproved or cancelled outgoing DOs.
IRAD	Approve or cancel unapproved incoming MMIs with indexed principal.
NDOA	Approve or cancel unapproved incoming NDOs.
NDOR	View approved, unapproved or cancelled incoming NDOs.
NDOC	Cancel previously entered and unapproved outgoing NDOs.
NDOD	View approved, unapproved or cancelled outgoing NDOs.
DRAD	View the menu screen that provides options the equivalent of DOAP, DOAR, DOCD, DOAD, and IRAD.
NRAD	View the menu screen that provides options the equivalent of NDOA, NDOR, NDOC, and NDOM.

RAD Contact Number

For more information on RAD, call DTC's Customer Support Center at (888) 382-2721.

Reclaims

About the Product

Reclaims return a deliver order (DO) or payment order (PO) to the original delivering party.

How the Product Works

To process a reclaim, you identify a DO or PO as a reclaim by using a specific reason code, which returns the securities (or PO) to the original delivering party. Use the PTS function DORI to view a list of reason codes.

You can submit reclaims in a freeform mode by entering a DO or PO, or you can use DO and Activity Research Tool (ART) functionality to utilize DTC's automated reclaim facility. The DO function allows you to submit DO reclaims by simply entering the transaction number of the delivery being reclaimed. ART allows you to reclaim a transaction by marking the original transaction.

Note- You can find the transaction number (an eight-digit identification number assigned to every transaction received at DTC) using ART functionality. ART also allows you to select from a list of completed transactions the deliveries and payment orders you want to reclaim.

Matched Reclaims

DTC attempts to match all DO and PO reclaims, except:

1. Partial reclaims (a reclaim of only part of a delivery),
2. Reclaims submitted using the night DO process, and
3. Money Market Instruments (MMI) DOs.

DTC's system attempts to identify a corresponding original transaction for every reclaim presented for processing. If the system identifies a corresponding original transaction, it processes the reclaim as a match, but only if the following seven elements are present:

1. Receiver
2. Deliverer
3. CUSIP
4. Quantity
5. Dollar amount
6. Shares
7. Settlement date

Note- When inputting reclaims using Message Queuing (MQ) or Computer-to-Computer Facility (CCF), enter DTC's unique transaction number (for example, the Relative Batch Number (RBN)) to reclaim a specific receive if multiple receives have the aforementioned seven elements.

After receiving a reclaim for a DO or a PO, DTC determines whether the reclaim's corresponding transaction completed on the current day. All reclaims with a corresponding original transaction that completed on the current business day are processed as matched reclaims.

Note- This includes POs processed as DOs with dummy CUSIP numbers.

Processing Matched Reclaims

You cannot use DTC's automated reclamation facility to enter a reclaim reversal for any matched reclaim you receive. You must use a DO to reverse (re-reclaim) a matched reclaim.

No matched reclaim, regardless of value, is subject to Receiver Authorized Delivery (RAD) processing, which means that the receiver of a matched reclaim will not have the opportunity to review and approve the reclaim before it is processed. In addition, no matched reclaim with a settlement value less than ~~\$15 million~~ **\$7.5 million** (~~(\$1 million-\$500,000~~ for POs) is subject to your collateral and net debit cap controls. **DO Reclaims-reclaims** with a settlement value of ~~\$15 million~~ **\$7.5 million** (~~(\$1 million-\$500,000~~ for POs) or higher are subject to normal Risk Management Controls **and the receiver's RAD.**

OCC Market Loan Program

All reclaims to the OCC account will recycle until the OCC submits a redelivery back to the lender or until the reclaim drops at the recycle cutoff. If the OCC does not submit a delivery to the lender, then the borrower's reclaim to the OCC will drop at the recycle cutoff, i.e., the borrower will retain the securities and the debit for the stock loan delivery it received from the OCC.

Procedures for EuroCCP's US program

All reclaims to the EuroCCP account will recycle until the reclaim can settle without violating EuroCCP's risk management controls or until the reclaim drops at the recycle cutoff. If the reclaim drops at the recycle cutoff then the receiving Participant will retain the securities and the debit for the delivery it received from EuroCCP.

Processing Unmatched Reclaims

All unmatched reclaims are subject to normal RAD rules and to your collateral and Risk Management Controls. Risk Management Controls are used for all such reclaims, regardless of value. In addition, unmatched reclaims (including partial reclaims submitted in the day cycle) are subject to the processing cutoffs for day-cycle original deliveries.

Note- Valued unmatched reclaims are accepted until 3:20 p.m. eastern time. However, those received after 3:00 p.m. automatically require RAD approval from the receiver.

Associated PTS Functions

The following PTS functions are used in association with Reclaims.

<i>Use this function</i>	<i>To</i>
ART	Process reclaims for which you are the receiver.
DO	Enter automatic reclaim DO transactions.
DORI	View your delivery reason codes.
POLU	View and reclaim POs completed on the current or previous business day.

Reclaims Contact Number

For more information on Reclaims, call DTC's Customer Support Center at (888) 382-2721.

Risk Management Controls

Net Debit Caps

Net debit caps help ensure that DTC can complete settlement, even if a participant fails to settle. They are based on your net debit history at DTC and automatically rise or fall relative to the average of your highest intraday net debit peaks. A net debit cap, recalculated daily, is applied to your account to limit the settlement net debit you could incur at any point during a processing day.

Your net debit cap is limited by DTC's established maximum net debit cap, the value of which is always set lower than DTC's total available liquidity. Currently, the maximum net debit cap you can have is \$1.8 billion.

Before completing a transaction in which you are the receiver, DTC calculates the resulting effect the transaction would have on your account, and determines whether your resulting net balance would exceed your net debit cap. Any transaction that would cause your net settlement debit to exceed your net debit cap is placed on a pending (recycling) queue until another transaction creates credits in your account (see Recycle Processing for more information). Most credits are generated when you deliver securities versus payment; pledge securities for value; receive principal, dividend or interest allocations; or wire funds (SPPs) to DTC's account at the FRBNY.

Calculating Your Net Debit Cap

Net debit caps are calculated daily as follows:

1. The system records your collateral group's three highest intraday net debit peaks over a rolling 70-business-day period, using simulated net debit peaks instead of actual net debit peaks. If you have elected to group your accounts into separate families (see Grouping Accounts into Collateral Families) , the system first calculates the average simulated net debit peak of each family, and adds together the average net debit peaks of all your families to obtain your overall average simulated net debit peak.
2. The system multiplies your average simulated net debit peak by a factor to determine your net debit cap, which cannot exceed DTC's established maximum of \$1.8 billion. (Factors are based on a sliding scale, between 1 and 2, where smaller average peaks are multiplied by larger factors and larger average peaks are multiplied by smaller factors.)

The established minimum net debit cap is equal to twice the sum of *all* participants' minimum deposits to the Fund. For example, if there were 500 DTC participants, and each contributed the minimum fund deposit of \$10,000, the sum of all participants' minimum fund deposits would equal \$5 million. The minimum net debit cap would then be \$10 million.

Note- Your settling bank can set your maximum net debit cap. However, the maximum amount set by a settling bank cannot exceed the net debit cap calculated by DTC's system. DTC may also limit your net debit cap to any amount regardless of your intraday net debit peaks.

Although most transactions are subject to Risk Management Controls, the following activities override collateralization and net debit cap controls:

- Validated (matched) DO reclaims with a settlement value less than ~~\$15 million~~ **\$7.5 million.**
- Validated payment order (PO) reclaims with a settlement value less than ~~\$1 million~~ **\$7.5 million.**
- Mutual funds purchases through DTC's Fund/SERV system
- DTC-generated activity (such as monthly billing charges)
- ACATS charges from NSCC
- Deposit or settlement adjustments
- Short position charges
- Principal and income charges
- Participants Fund charges.

To view your net debit cap and net settlement balance, use the PTS function RMCI.

As an added measure DTC has also established limits on the maximum settlement obligation that a financial family of affiliated DTC Participants can incur. An Affiliated Family means each Participant that controls or is controlled by another Participant and each Participant that is under the common control of any Person. For purposes of this definition, "control" means the direct or indirect ownership of more than 50% of the voting securities or other voting interests of any Person. The aggregate net debit cap for the Participants comprising the Affiliated Family is set at \$3 billion.

To ensure that DTC is able to complete its settlement obligations each day in the event of a Participant's inability to settle with DTC, DTC currently maintains liquidity resources of \$3.2 billion, including a \$1.3 billion all cash Participants Fund and a committed line of credit in the amount of \$1.9 billion with a consortium of banks.
