Exhibit 5

Underlined and boldface text indicates additions.

~~**Struck through boldface**~~ text indicates deletions.

The Depository Trust Company,
a subsidiary of The Depository Trust & Clearing Corporation

OPERATIONAL ARRANGEMENTS
(Necessary for Securities to Become
and Remain Eligible for DTC Services)

IMPORTANT LEGAL INFORMATION

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I. *Eligibility Requirements*

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A. *Standards*

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B. *Documentation*

*****

C. *Additional Considerations*

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3. Additional New Issue Eligibility Requirements for Municipal Securities; Dissemination

a. DTC Eligibility

In order to assist the municipal securities industry in meeting certain reporting requirements with regard to new issues of municipal securities, additional data elements were incorporated into DTC's underwriting system, UW SOURCE, in 2008. As a result, in addition to the information generally required to make an issue of securities DTC eligible ("General Eligibility Data"), certain additional data is required by DTC to make eligible new issues of municipal securities (such additional data, together with General Eligibility Data, collectively, "Municipal Securities Eligibility Data"). ~~DTC has mandated the use of the New Issue Identification Dissemination System ("NIIDS") in connection with eligibility processing of municipal securities issuances in order to assist underwriters in meeting the reporting standards set forth by the MSRB. NIIDS has incorporated into DTC's underwriting system, UW SOURCE. DTC has given the municipal securities industry access to UW SOURCE and NIIDS in order to comply with the MSRB reporting standards.~~

To initiate the process to request DTC eligibility for new issues of municipal securities, the lead underwriter or other authorized representative for the issuer thereof (the "Dissemination Agent") must enter into UW SOURCE all required Municipal Securities Eligibility Data for the issue. A copy of the new issue eligibility procedures for municipal securities may be obtained from DTCC's website at: http://www.dtcc.com/~/media/Files/Downloads/Settlement-Asset-Services/Underwriting/ReengineeringLegalAmendmentformandatoryNIIDs912.ashx.
~~To commence the process, the dissemination agent ("Dissemination Agent") for a newly issued municipal security must input the key data elements required for the reporting, comparison, confirmation, and settlement of trades in municipal securities ("NIIDS Data Elements") into NIIDS. NIIDS Data Elements are defined as data needed for trade reporting, trade matching and to set up trade confirmations ("Trade Eligible Data"). Additional data elements as indicated in UW SOURCE which are needed for a municipal security to settle at DTC are settlement eligible data ("Settlement Eligible Data"). A copy of the list of NIIDS Data Elements and related procedures may be obtained from DTCC's~~

website at http://www.dtcc.com/downloads/legal/rule_filings/2007/dtc/2007-10-amendment3.pdf.

b. Dissemination

Certain key data elements for the reporting, comparison, confirmation and settlement of trades in municipal securities ("NIIDS Data Elements") are input to UW SOURCE by the Dissemination Agent as part of the DTC eligibility process for new issues of municipal securities. A copy of the list of NIIDS Data Elements may be obtained from DTCC's website at:
http://www.dtcc.com/~/media/Files/Downloads/Settlement-Asset-Services/Underwriting/ReengineeringLegalAmendmentformandatoryNIIDs912.ashx.

When DTC has received authorization in UW SOURCE from the applicable Dissemination Agent with respect to a particular new issue of municipal securities, DTC will make the related NIIDS Data Elements available to a third-party dissemination service provider (the "NIIDS Disseminator") for subsequent dissemination by such NIIDS Disseminator to interested subscribers of the information ("Subscribers"). The information that DTC will make available to the NIIDS Disseminator will include the name and contact information of the applicable Dissemination Agent and the time such NIIDS Data Elements were input with respect to the applicable issue. After DTC makes such information available to the NIIDS Disseminator, interested Subscribers may access such information directly from the NIIDS Disseminator in accordance with the terms of their subscription agreement. Inputting NIIDS Data Elements constitutes a request to DTC that DTC make the input information available to the industry through NIIDS. Data vendors may then disseminate the information to the industry thereby enabling dealers to make timely and accurate reporting of their municipal trades. DTC records the name of the Dissemination Agent that inputs the NIIDS Data Elements and the time such information is submitted. DTC disseminates the data when it has received authorization from the Dissemination Agent through NIIDS. In addition, NIIDS contains the contact information for the Dissemination Agent that populated the NIIDS Data Elements for each issue to enable users of the data to contact them with questions or comments.

IMPORTANT LEGAL NOTICE: DTC IS MERELY A CONDUIT OF INFORMATION AND DOES NOT VALIDATE OR SEEK TO CONFIRM THE VALIDITY OF THE NIIDS DATA ELEMENTS. INPUT OF NIIDS DATA ELEMENTS AND/OR THE USE THEREOF BY ANY PERSON, INCLUDING, BUT NOT LIMITED TO PARTICIPANTS, THEIR CORRESPONDENT UNDERWRITERS AND/OR VENDORS (TOGETHER WITH ANY OTHER PERSON USING THE NIIDS DATA ELEMENTS, "NIIDS PARTIES"), SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ANY AND ALL CLAIMS (WHETHER DIRECT OR INDIRECT) AGAINST DTC AND ITS AFFILIATES, AND AN AGREEMENT THAT DTC AND ITS AFFILIATES SHALL NOT BE LIABLE FOR ANY LOSS, COST, EXPENSE OR LIABILITY IN RELATION TO THE COLLECTION AND SUBSEQUENT DISSEMINATION OR USE OF NIIDS DATA ELEMENTS, WHICH ARE PROVIDED "AS IS." EACH NIIDS PARTY AGREES TO INDEMNIFY AND HOLD HARMLESS DTC AND ITS AFFILIATES FROM AND AGAINST ANY AND ALL LOSSES, DAMAGES,

COSTS, JUDGMENTS, CHARGES AND EXPENSES INCURRED BY SUCH PERSON OR ITS AFFILIATES, AGENTS, CUSTOMERS OR DESIGNEES ARISING OUT OF OR RELATING TO THE COLLECTION AND SUBSEQUENT DISSEMINATION OF THE NIIDS DATA ELEMENTS.

~~IMPORTANT LEGAL NOTICE~~: ~~**DTC IS MERELY A CONDUIT OF INFORMATION AND DOES NOT VALIDATE OR SEEK TO CONFIRM THE VALIDITY OF THE NIIDS DATA ELEMENTS. USE OF NIIDS BY ANY PERSON, INCLUDING, BUT NOT LIMITED TO PARTICIPANTS, THEIR CORRESPONDENT UNDERWRITERS AND/OR VENDORS (TOGETHER WITH ANY OTHER PERSON USING NIIDS, "NIIDS USERS"), SHALL BE DEEMED TO CONSTITUTE A WAIVER OF ANY AND ALL CLAIMS (WHETHER DIRECT OR INDIRECT) AGAINST DTC AND ITS AFFILIATES, AND AN AGREEMENT THAT DTC AND ITS AFFILIATES SHALL NOT BE LIABLE FOR ANY LOSS, COST, EXPENSE OR LIABILITY IN RELATION TO THE DISSEMINATION OR USE OF NIIDS DATA ELEMENTS, WHICH ARE PROVIDED "AS IS." EACH NIIDS USER AGREES TO INDEMNIFY AND HOLD HARMLESS DTC AND ITS AFFILIATES FROM AND AGAINST ANY AND ALL LOSSES, DAMAGES, COSTS, JUDGMENTS, CHARGES AND EXPENSES ARISING OUT OF OR RELATING TO THE USE OF NIIDS BY SUCH PERSON OR ITS AFFILIATES, AGENTS, CUSTOMERS OR DESIGNEES.**~~

4. Transfer Restrictions

<p align="center">*****</p>

<p align="right">*Exhibit B*</p>

<p align="center">**UNDERWRITING STANDARD TIME FRAMES**
*Information and/or Materials Needed by DTC to Process an Underwriting
and Notify DTC Participants in a Timely Fashion*</p>

Information and/or Materials Needed	Time Frame
Preliminary offering document (*e.g.*, official statement, prospectus, offering memorandum) which provides issue information (*e.g.*, Issuer name, description of the Security, denominations, name of the trustee, paying agent, transfer agent, underwriter, and if applicable, put option/tender/ redemption features, whether the issue is multi-purpose) (*See* Note 1.) **and** for municipal issues required **Municipal Securities Eligibility Data** ~~trade and settlement eligible data submitted through~~ the New Issue Information Dissemination **System ("NIIDS") (***See* **Note 2.).**	Submitted to DTC's Underwriting Department, Eligibility section, in electronic form, at least *10* business days prior to the Closing Date. (*See* Note 1.)
For BEO issues, a Letter of Representations (i.e., BLOR or ILOR).	At least *10* business days prior to the Closing Date; a draft is required and one business day prior to the Closing Date, a final copy is required.
Identity of the lead underwriter (normally identified from the preliminary offering statement in negotiated deals),	Submitted to DTC's Underwriting Department, Eligibility section, at least *seven* business days prior to

and CUSIP number(s) **and** principal amount per CUSIP(s), **and** interest rates **and** maturity dates.	the Closing Date. (With respect to corporate issues, interest rates and maturity should be provided to DTC upon pricing of the issue).
For IPO tracked issues: Lead underwriter indicates in UW SOURCE, as part of the eligibility submission to include the issue in DTC's IPO Tracking System.	By no later than 3:00 p.m. ET, *two* business days prior to the Closing Date.
Receipt of Securities, **or** Confirmation by Agent of the issue's FAST balance utilizing DTC's FRAC function available on PBS.	By 12:00 noon ET on the business day prior to the Closing Date. On the Closing Date, as early as the opening of business, but no later than 12:00 noon ET. (Balance confirmation must be received from Agent before DTC will credit securities to a Participant's account. *In addition, in no event will credit be given to a Participant's account without the Underwriting Department having received closing call information from the underwriter and Agent).*
Closing information	The underwriter and Agent must notify DTC of the issue's closing by 1:15 p.m. ET on the Closing Date. (Requests for extensions will be considered for issues of $100 million or more. Such requests must be received by DTC no later than 1:00 p.m. ET).
Final offering documents (*e.g.*, official statement, prospectus, offering memorandum) (*See* Note 1.) including exception processing letters on Non-Conforming Structured Securities.	If not submitted prior to issue's closing, **must** be submitted no later than *10* business days after the Closing Date. Underwriters failing to submit a final in this timeframe may be subject to a surcharge.

Exhibit B; page 2 of 2

Note 1: Offering documents must be submitted electronically, preferably in portable data format ("PDF"), by uploading the document to the underwriting application, UW SOURCE.

Note 2: In 2008, the SEC approved an amendment to MSRB Rule G-34, which requires dealers to register to use NIIDS with DTC and successfully test NIIDS prior to acting as underwriter on a new issue of municipal securities with nine months or greater effective maturity. The provisions of this rule shall not apply to short-term instruments including, variable rate instruments, auction rate products, and commercial paper. NIIDS is an automated, electronic system that receives comprehensive new issue information on a market-wide basis for the purposes of establishing depository eligibility and real-time re-disseminating such information to information vendors supplying formatted municipal securities information for use in automated processing systems.

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