

Exhibit 5

Bold, Underlined text indicates additions.

~~Bold, Strikethrough~~ text indicates deletions.

The Depository Trust Company

Settlement Service Guide

Participants Fund and Preferred Stock Investment

Purpose

The Participants Fund and the Participants Preferred Stock Investment provided in DTC Rule 4 create liquidity and collateral resources to support the business of DTC and to cover losses and liabilities incident to that business. For this purpose, every Participant has a Required Participants Fund Deposit and a Required Preferred Stock Investment; the amount of each is based on the Participant's activity at DTC as further explained in this Service Guide. Additionally, a Participant may make a Voluntary Participants Fund Deposit, to further support its activities. The Required and Voluntary Participants Fund Deposits must be in cash, which, if a Participant fails to settle for any reason, are available to DTC as immediate liquidity to complete settlement and collateral to support any borrowing against DTC lines of credit.

Amounts

Each Participant must make a minimum deposit of \$7,500 to the Participants Fund. Many Participants are required to deposit additional amounts based upon a 60 business day rolling average of the Participant's six highest intraday net debit peaks. A Participant's portion of the Participants Fund is in direct relation to the liquidity requirements generated by the Participant and its Affiliated Family, if any, as more fully described below.

The aggregate Participants Fund includes four component amounts, as set forth below: the "Core Fund," the "Base Fund," the "Incremental Fund" and the "Liquidity Fund." The Core Fund is set by DTC at an aggregate amount of \$450 million and is comprised of the Base Fund and the Incremental Fund. The Base Fund is the sum of minimum deposits by all Participants, i.e., the amount that is \$7,500, times the number of Participants, at any time. The Incremental Fund is the balance of the Core Fund up to \$450 million; this is the amount that must be ratably allocated among Participants that are required to pay more than a minimum deposit.¹ The Liquidity Fund component (set at \$700 million) applies to Participants whose Affiliated Families have Net Debit Caps that exceed \$2.15 billion.

The Required Preferred Stock Investment of a Participant must be in a minimum amount of a par value of \$2,500. A Participant's actual Required Preferred Stock Investment is calculated on a substantially similar basis to the calculation of the Required Participants Fund Deposit.

¹ **Those Participants whose "PF Averages" (as defined below) exceed the total amount of the Base Fund are required to make a Deposit to the Incremental Fund.**

How the Required Deposit to the Participants Fund and the Required Preferred Stock Investment are Calculated for a Participant

DTC monitors the levels of each Participant's net settlement debits during each Business Day and records the highest net debit. This measure of liquidity is referred to as the Participant's intraday net debit peak.

Required Participants Fund Deposit Calculation

For a Participant, its Required Participants Fund Deposit will include a deposit to the Base Fund and some or all of the following: the (i) Incremental Fund (which together with the Base Fund comprises the Core Fund) and/or (ii) the Liquidity Fund.

The aggregate amount of all Participants' Required Participants Fund Deposits is \$1.15 billion.

Core Fund

Each Participant's Required Participants Fund Deposit for the first \$450,000,000 **(i.e., the total amount of the Core Fund)** of the aggregate Participants Fund (for all Participants) is calculated taking account of the following:

~~1-~~ The minimum deposit is \$7,500 per Participant which, across all Participants (the number of which may vary from time to time) adds up to an aggregate threshold amount of cash in the Participants Fund **(i.e., the Base Fund)**. The difference, if any, between ~~that aggregate threshold amount~~ **the total amount of the Base Fund and the total amount of the Core Fund, \$450,000,000,** (i.e., the **"PF-Differential Incremental Fund"**) is then allocated ~~ratably~~ among all Participants **that are required to deposit more than the minimum of \$7,500. The amount assessed above the minimum deposit of \$7,500 is** based on each Participant's average (the "PF Average") of its six largest intraday net debit peaks over a rolling 60 business day period **and the ratio of each Participant's PF Average to the PF Averages of other Participants.**

In order to determine the amount a Participant must deposit to the Incremental Fund, DTC makes the following calculations.

First, DTC determines the PF Average of each Participant as the rolling average, over 60 Business Days, of the Participant's six highest intraday net debit peaks.

Second, DTC arrays these PF Averages from highest to lowest and "ranks" them accordingly. As a result, each Participant will have a "PF Average Rank", an absolute number that is the Participant's numerical ranking in this array.

Each Participant's PF Average is compared to the next lowest ranked PF Average and DTC calculates the difference between the amounts of the two PF Averages as the "Ranked Amount Difference".

Separately, a "Factor" is calculated by dividing the total amount of the Incremental Fund, by the PF Average of the Participant with the highest PF Average Rank minus the amount of the Base Fund.

Finally, the amount that a Participant shall Deposit to the Incremental Fund ("Required Incremental Fund Deposit") is calculated as the sum of each Participant's Ranked Amount Difference divided by the Participant's PF Average Rank, and multiplied by the Factor, for all Participants with a PF Average Rank that is less than or equal to the PF Average Rank of the Participant.

~~2-~~ **Note: Pursuant to the calculation set forth above, Based based** on the PF Average for each Participant, the calculation ~~incrementally~~ **ratably** allocates the ~~PF-Differential~~ **Incremental Fund** to calculate the required cash deposit of each Participant. Participants with the highest PF Averages will, accordingly, be required to make the largest required deposits and

Participants with the lowest PF Averages will be required to make smaller deposits or even, potentially, no amount above the \$7,500 minimum.

Liquidity Fund

The remaining \$700,000,000 aggregate amount of Required Participants Fund Deposits (**i.e.**, the **“Remaining Amount Liquidity Fund”**) is allocated proportionately among the Affiliated Families whose aggregate Net Debit Caps exceed \$2.15 billion, up to a maximum Aggregate Affiliated Family Net Debit Cap of \$2.85 billion. The calculation to determine a Participant’s portion of the **Remaining Amount Liquidity Fund** is a two-step process, using algorithms described below, to: (i) calculate an Affiliated Family’s portion of the **Remaining Amount Liquidity Fund**, and (ii) determine each Participant’s portion of their Affiliated Family’s allocation.

Step One:

Algorithm used to calculate the Affiliated Family’s portion of the \$700,000,000.

1. Only those Affiliated Families whose Aggregate Affiliated Family Net Debit Cap exceeds \$2,150,000,000 will be allocated a portion of the **Remaining Amount Liquidity Fund**.
 - a. The greater the Aggregate Affiliated Family Net Debit Cap, the larger allocation the Affiliated Family will receive. The first step of the calculation is to determine the amount by which the Aggregate Affiliated Family Net Debit Cap exceeds \$2,150,000,000. This is called the “Overage”.
 - b. To calculate the allocation percentage for an Affiliated Family of Participants, the program will perform the following:

$$\frac{\text{Overage of the Affiliated Family}}{\text{Sum of ALL Affiliated Family Overages}} = X\%$$

- c. X% of \$700,000,000 is the amount of the Affiliated Family allocation.
 - d. The sum of the Affiliated Family allocations equals \$700,000,000.

Step Two:

An algorithm is used to determine the Participant’s portion of its “Affiliated Family allocation”

2. Calculation will be based on the Participant’s Net Debit Cap (NDC) in relation to its total Aggregated Affiliated Family NDC.

$$\frac{\text{Participant NDC}}{\text{Affiliated Family NDC}} = Y \%$$

- a. Y% of the Affiliated Family allocation is the Participant’s portion of the “Affiliated Family allocation”.
 - b. This calculation will be done for all Participants within each Affiliated Family that has an Overage.

Adjustments to a Required Participants Fund Deposit

DTC may increase the Required Participants Fund Deposit of a Participant as provided in Rule 9(A), including due to a credit, market, operational, or other concern regarding the Participant. For illustrative purposes, typically, the following factors may be taken into consideration for such an increase:

- (a) the Participant's liquidity arrangements,**
- (b) the Participant's overall financial condition,**
- (c) published news or reports and/or regulatory observations relating to the Participant, and**
- (d) the Participant's internal credit rating, if any.**

Required Preferred Stock Investment Calculation

The following are the steps taken to calculate the Required Preferred Stock Investment Calculation:

1. The minimum investment is \$2,500 per Participant which, across all Participants (the number of which may vary from time to time) adds up to an aggregate threshold amount. The difference, if any, between that aggregate threshold amount and \$150,000,000 (the "PS Differential") is then allocated ratably among all Participants based on each Participant's average (the "PS Average") of its six largest intraday net debit peaks over a rolling 60 business day period as of the last day of each quarter year.
2. The calculation and reallocation among Participants of the Required Preferred Stock Investments are performed as of the last business day of each quarter. Based on the PS Average as of the last business day of the quarter for each Participant, the calculation incrementally allocates the PS Differential to calculate the Required Preferred Stock Investment for each Participant. Participants having the highest PS Averages will, accordingly, be required to make the largest investment and Participants with the lowest PS Averages will be required to make smaller investments or even, potentially, no amount above the \$2,500 minimum.

Settlement of Participants Fund Deposits

The Required Participants Fund Deposit for each Participant is recalculated daily. If, in the daily calculation, the amount of the difference between the prior day's Required Participants Fund Deposit and the newly calculated Required Participants Fund Deposit is equal to or exceeds \$500,000 and the difference represents 25 percent or more of the newly calculated required fund deposit, the affected Participant must (to the extent any excess amount of the Participant's Actual Participants Fund Deposit does not already satisfy the new requirement) deposit the difference in the Participants Fund on the same Business Day that the difference was calculated and a report or other notification of the change is made available to the Participant.

In addition, after settlement on the last business day of each month, DTC calculates each Participant's requirement. Each Participant will be notified of their new requirement on the first Business Day of the month. If a Participant's requirement has increased beyond the value it currently has on deposit at DTC, a debit transaction will process in its settlement account and this deficit will be collected with their DTC settlement that day.

If the Participant is required to increase its deposit, the Participant will be notified, and the amount will be systematically charged to the settlement account of the affected Participant as a Participants Fund contribution (Activity Code 70-01).

If the deposit requirement of a Participant decreases, the Participant will be notified at least quarterly, but the Participant can inquire and withdraw excess deposits monthly. This allows a Participant to leave excess cash in the Participants Fund and reduce the level of administration that would otherwise be necessary. DTC will also accept voluntary excess deposits to the Participants Fund for this purpose.

This section shall apply only to the calculation and collection of DTC Participants Fund Deposits as described above and does not supersede or limit any provisions of the DTC Rules or any rights of DTC in accordance with applicable law and DTC's Rule and Procedures, including but not limited to with respect to transactions in securities and money payments.

Reallocation of Preferred Stock

On the first settlement cycle of each quarter, the aggregate of the Required Preferred Stock Investment of all Participants will be reallocated among all Participants, based up the recalculation of each Participant's Required Preferred Stock Investments as described above. A Participant may be credited a settlement amount if it is selling Preferred Stock or debited as settlement amount if it is purchasing additional Preferred Stock, as appropriate.

Submitting an Initial Participants Fund Deposit or a Voluntary Deposit

For initial deposits by new Participants and voluntary deposits by existing Participants, wire the funds to DTC, formatting the instruction to conform to Fedwire standards for Fed fund transfers.

In this field	Enter
Receiving Bank ABA Number	DTC's ABA Number: 026002066.
Receiving Bank Name	DTC's telegraphic name: DTC SDFS.
Originator (ORG)	The name of the Participant whose account is to be credited.
Originator to Beneficiary (OBI)	Settlement Fund Deposit (SFD), followed by a slash and the Participant's account number. For example: OBI = SFD/123. <i>Note-</i> The data in the Originator to Beneficiary Information (OBI) field is required for processing by DTC. For banks that use another field name, include OBI in your entry. For example: BBI = OBI SFD/123.