EXHIBIT 5

Bold and Strike-through text indicates proposed deleted language.

DTC Settlement Service Guide

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~~Security Holder Tracking Service~~

~~About the Product~~

~~The Security Holder Tracking Service allows a third party administrator to track the number of beneficial holders of an issue.~~

~~Background~~

~~The Security Holder Tracking Service or the SH Tracking Service will allow issuers, either themselves or through an issuer-designated administrator, to track and limit the number of beneficial owners for an individual CUSIP.~~

~~In order to support the settlement and asset servicing of certain securities, DTC was asked to build a mechanism which would allow issuers to track and limit the number of beneficial owners of its securities.~~

~~For more information, contact DTCC Relationship Management at (800) 422-0582.~~

~~Process Overview~~

~~To support the tracking of holders in a designated security, DTC provides access to IMS to those administrators assigned by the issuer. Once the issue is established on the DTC master file as one that requires tracking, all transactions are held in IMS awaiting administrator approval to proceed to settlement.~~

~~In order to use the service, DTC must be notified during the underwriting eligibility process that the issue requires third-party tracking. Upon receipt of all required documentation, DTC will activate the tracking indicator on its security master file and provide IMS access to the assigned administrator, but only to allow for inquiry and approval/disapproval of transactions assigned to the respective administrator.~~

~~During the Underwriting closing process, the position will move from a DTC internal account to a designated sub-account of the lead underwriter. The move from the DTC internal account to the lead underwriter is subject to the approval of the administrator. Once the shares are moved into the designated sub-account, all share movement from that point on will require the approval of the designated administrator through IMS.~~

~~Once transaction approval has been received, and all other settlement risk controls have been met, the shares will move from the delivering Participant's sub-account to the receiving Participant's sub-account, either free or versus payment. These Security Holder Tracking transactions will use a new Account Transaction Processor (ATP) activity code in DTC (42). Normally, deliver orders move position from one Participant's general free account to another Participant's general free account, either free or versus payment.~~

For risk management purposes, these issues will be designated as having zero collateral within DTC's settlement system.

Eligibility

DTC must be instructed in writing to set up a specific DTC-eligible CUSIP for tracking. At the same time, the issuer must instruct DTC as to whom will perform the function of the administrator for the CUSIP within the SH Tracking Service.

Upon receipt of all of the aforementioned documentation, DTC will make the CUSIP DTC-eligible and will activate the tracking indicator on its security master file. Additionally, once it is made eligible, DTC will perform asset servicing for the issue. The administrator appointed by the issuer will control movements of the particular CUSIP for which it has been appointed. Once the tracking indicator has been activated on the master file and the administrator has been appointed, no transfer of the securities shall take place in the tracked security without the approval of the administrator through the Inventory Management System (IMS). The administrator, based on requirements of the issuer, shall be solely responsible for determining whether a transaction should be effected in DTC. Once approved by the administrator, DTC may perform centralized book-entry settlement.

IMS will only allow an administrator access to view and approve transactions for CUSIPs for which they have been appointed administrator as reflected in DTC's records. [1]

The tracked securities will not be held as part of a Participant's general free account nor will they be considered eligible collateral in DTC's settlement system.

Although the SH Tracking Service was developed to address the specific concerns of closely held Rule 144A issues, in practice it could be used for other types of securities for which the number or character of the beneficial owners requires some level of control by a third-party administrator.

Trade Submission

- Regardless of where executed, trades will be submitted to the Tracking Service either via a Matching Utility or a DTC Deliver Order (DO).

Directly Submitted DOs

- DTC uses a new DO option through which to submit both valued and free Security Holder Tracking deliveries. These items can be submitted via the Settlement User Interface and machine-readable media.

Security Holder Tracking Transaction Processing

- Security Holder Tracking deliveries uses an Account Transaction Processor (ATP) activity code, 42, in DTC. This activity code moves position from the delivering Participant's designated sub-account to the receiving Participant's designated sub-account, either free or versus payment. ATP uses the same serial number (identifies sub-accounts) for both deliverer and receiver.
- All DO activity (e.g., stock loans, reclaims) is subject to administrator's approval.

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[1] As DTC is relying solely on the instructions of the administrator in order to effect settlement in tracked securities and has no knowledge of the number or character of the underlying beneficial owners, use of the SH Tracking Service by any party will constitute an agreement that DTC shall not be liable for any loss or damages related to the use of the SH Tracking System. Each user of the SH Tracking Service agrees to indemnify and hold harmless DTC and its affiliates from and against any and all losses, damages, liabilities, costs, judgments, charges, and expenses arising out of or relating to the use of the SH Tracking Service.

- For Security Holder Tracking transactions received from a Matching Utility, Participants need to authorize their deliveries in IMS for DTC to attempt settlement (in addition to the third-party administrator approval).
- Trades submitted via a Matching Utility will be identified as either transaction type Matched Institutional Trades (MITS) or Late Matched Institutional Trades (LMIT) in IMS.
- Security Holder Tracking deliver orders follow regular Receiver Authorized Delivery (RAD) rules.
- DTC ATP Activity Code 42 deliveries appears on the DTC Participant Account Statement under one of the following current Settlement Activity Codes (as applicable): 19 (ID), 26-0 (DO SDFS), 26-5 (Stock Loan DO), 26-6 (Stock Loan Return DO).
- Stock loan reason codes are permitted for Security Holder Tracking DOs, and update the stock loan tracking memo accounts as with normal stock loan tracked DOs.
- Participants are able to identify those transactions awaiting administrator approval in IMS by means of the Settlement User Interface's Security Holder Tracking inquiry functionality.

IMS Profiles for Security Holder Tracking Processing

- Recycle, Submission, Activity Code, Asset Class, and Security Code profiles do not apply to activity code 42.
- Security Holder Tracking transactions are able to be reintroduced, so activity code 42 is being added to the Reintroduced Drop profile.

Activity Inquiry Function

- The ATP activity code 42 is displayed in the Activity Inquiry summary and detail screens. The serial number is on the Activity Inquiry detail screen. Activity Code 42 is also located in the activity history and intra-day activity systems.

Drops and Pends

- Security Holder Tracking dropped deliveries appear on Participant drop reports like other DOs.
- Participants can view Security Holder Tracking DOs in the Pending Transactions function like other DOs. All other DO actions (e.g., Pend Hold, Pend Cancel) are available for Security Holder Tracking items and are billed at existing rates.

Output

- DTC includes Security Holder Tracking deliver order transactions with the new activity code of 42 in the DTFPART Settlement Participant Activity files.
- The ATP activity code of 40 is used in DTFPART for the initial underwriting takedown delivery from DTC's internal Underwriting account to the lead underwriter's sub-account.

Third-Party Administrator Trade Approval and State Changes

- IMS is available to third-party administrators for trade approval prior to settlement.
- DTC uses an interface for administrators to view (inquiry), approve and disapprove transactions pending settlement at DTC.
- Alternatively, administrators may approve/disapprove transactions through ISO command messages. Messaging layouts - including status codes, MT548, can be accessed via the User Documentation section on DTCC's website.
- If a delivery is reclaimed or dropped after it has been approved by the administrator, the administrator can be notified through receipt of transaction state change messages from DTC and/or by IMS inquiry. Administrators should only update records for "Made" transactions.

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DTC Underwriting Service Guide

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SECURITY HOLDER TRACKING SERVICE

About the Product

The Security Holder Tracking Service allows a third party administrator to track the number of beneficial holders of an issue.

Background

The Security Holder Tracking Service or the SH Tracking Service will allow issuers, either themselves or through an issuer-designated administrator, to track and limit the number of beneficial owners for an individual CUSIP.

In order to support the settlement and asset servicing of certain securities, DTC was asked to build a mechanism which would allow issuers to track and limit the number of beneficial owners of its securities.

For more information, contact DTCC Relationship Management at (800) 422-0582.

Process Overview

To support the tracking of holders in a designated security, DTC will provide access to its Inventory Management System (IMS) to those administrators assigned by the issuer. Once the issue is established on the DTC master file as one that requires tracking, all transactions will be held in IMS awaiting administrator approval to proceed to settlement.

In order to use the service, DTC must be notified during the underwriting eligibility process that the issue requires third-party tracking. Upon receipt of all required documentation, DTC will activate the tracking indicator on its security master file and provide IMS access to the assigned administrator, but only to allow for inquiry and approval/disapproval of transactions assigned to the respective administrator.

During the Underwriting closing process, the position will move from a DTC internal account to a designated sub-account of the lead underwriter. The move from the DTC internal account to the lead underwriter is subject to the approval of the administrator.

Once the shares are moved into the designated sub-account, all share movement from that point on will require the approval of the designated administrator through IMS.

Once transaction approval has been received, and all other settlement risk controls have been met, the shares will move from the delivering participant's sub-account to the receiving participant's sub-account, either free or versus payment. These Security Holder Tracking transactions will use a new Account Transaction Processor (ATP) activity code in DTC (42). Normally, deliver orders move position from one participant's general free account to another participant's general free account, either free or versus payment.

For risk management purposes, these issues will be designated as having zero collateral within DTC's settlement system.

Eligibility

The eligibility process for a tracked security to be made and remain DTC-eligible will remain the same. In addition to the traditional process, DTC must be instructed in writing to set up a specific CUSIP for tracking. At the same time, the issuer must instruct DTC as to whom will perform the function of the administrator for the CUSIP within the SH Tracking Service.

Upon receipt of all of the aforementioned documentation, DTC will make the CUSIP DTC-eligible and will activate the tracking indicator on its security master file. Additionally, once it is made eligible, DTC will perform asset servicing for the issue. The administrator appointed by the issuer will control movements of the particular CUSIP for which it has been appointed. Once the tracking indicator has been activated on the master file and the administrator has been appointed, no transfer of the securities shall take place in the tracked security without the approval of the administrator through the Inventory Management System (IMS). The administrator, based on requirements of the issuer, shall be solely responsible for determining whether a transaction should be effected in DTC. Once approved by the administrator, DTC may perform centralized book-entry settlement.

IMS will only allow an administrator access to view and approve transactions for CUSIPs for which they have been appointed administrator as reflected in DTC's records.[2]

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[2] As DTC is relying solely on the instructions of the administrator in order to effect settlement in tracked securities and has no knowledge of the number or character of the underlying beneficial owners, use of the SH Tracking Service by any party will constitute an agreement that DTC shall not be liable for any loss or damages related to the use of the SH Tracking System. Each user of the SH Tracking Service agrees to indemnify and hold harmless DTC and its affiliates from and against any and all losses, damages, liabilities, costs, judgments, charges, and expenses arising out of or relating to the use of the SH Tracking Service.

~~The tracked securities will not be held as part of a participant's general free account nor will they be considered eligible collateral in DTC's settlement system.~~

~~Although the Security Holder Tracking Service was developed to address the specific concerns of closely held Rule 144A issues, in practice it could be used for other types of securities for which the number or character of the beneficial owners requires some level of control by a third-party administrator.~~

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Guide to the 2021 DTC Fee Schedule

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Settlement Services

FEE NAME	AMOUNT ($)	CONDITIONS	FEE ID
Book-Entry Delivery, Excluding MMIs			

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FEE NAME	AMOUNT ($)	CONDITIONS	FEE ID
~~Security holder tracking delivery or receive~~	~~5.00~~	~~Per item~~	~~677~~
~~Security holder tracking reclaim~~	~~5.00~~	~~Per receive or delivery~~	~~678~~

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Underwriting Services

FEE NAME	AMOUNT ($)	CONDITIONS	FEE ID
Other Underwriting Services			

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FEE NAME	AMOUNT ($)	CONDITIONS	FEE ID
~~Security holder tracking~~	~~25,000.00~~	~~Per issue~~	~~674~~

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