

EXHIBIT 5

Bold and underlined text indicates proposed added language.

~~Bold and strikethrough~~ text indicates proposed deleted language.

UNDERWRITING

SERVICE GUIDE

[Changes to this service guide, as amended by File No. SR-DTC-2025-015, are available at www.dtcc.com/legal/sec-rule-filings. These changes became effective upon filing with the SEC but have not yet been implemented. On November 3, 2025, these changes will be implemented, and this legend will be automatically removed from this service guide.]

CLOSING

~~The Closing area is responsible for ensuring that the lead underwriter's participant account~~ is refers to the underwriter's participant account being credited on settlement date with the position for the new issue.

When an issuer or its agent and the underwriter ~~call the Closing area to~~ confirm that the issue has closed and verifies pertinent data, the action of Closing ~~area~~ releases the position from an internal DTC account and credits the lead underwriter's participant account, provided that DTC received the certificates or that the FAST balance was approved. Once the issue has closed and position is released into the underwriter's DTC participant account, pending deliveries from the underwriter to the syndicate members are made within minutes.

The DTC Closing Desk can be reached by calling the Underwriting Hotline at 866-724-4402.

Closings for new issues submitted in UW SOURCE require an underwriter and transfer agent to call the DTC Closing area to confirm that the issue has closed and positions are to be credited to the underwriter's DTC crediting participant account. Closing confirmations for new issues submitted in UWC are conducted systemically by way of the transfer agent confirming the certificate balance in the Securities Processing Application (SPA). This confirmation certifies that the transfer agent is holding a balance certificate that matches the DTC eligibility submitters issuance instruction.

~~Associated Participant Terminal System (PTS) Functions~~

~~You can use the following PTS functions in association with Closing.~~

This function	Allows you to
FRAC	<p><u>FRAC is a function of the Securities Processing Application (SPA) and allows an agent to</u> Cconfirm or reject FAST Underwriting Shipment Control Lists (SCL)</p> <hr/> <p>Note</p> <p>This function is generally available to transfer agents only. Agents are encouraged to update FRAC before an issue closes in order to ensure timely updates to an underwriter's account and to more quickly identify possible discrepancies in amounts or CUSIP numbers.</p> <hr/>
GWIZ Security Detail	View the details of DTC-eligible issues <u>through PBS</u> .

NEW ISSUE ELIGIBILITY

About the Product

DTC reviews new issue documentation (such as prospectuses, official statements, or offering memoranda) for corporate and municipal issues submitted by underwriters for distribution and settlement at DTC. Each issue is reviewed to determine whether it meets the standards of DTC's Operational Arrangements (OA) to qualify for DTC's full services. As part of the review process, DTC's eligibility staff will contact the underwriter and agent bank (and, if the underwriter is not a direct participant, the participant clearing the issue at DTC) to review and confirm relevant issue information.

UW SOURCE serves as the primary application for submitting new issue eligibility requests; however, the UWC application has service offerings for Retail (brokered) certificates of deposit, MMI Program eligibility, and a expedited eligibility path for non-MMI Securities called Rapid Issuance.

Rapid Issuance

Rapid Issuance may be used for structured notes that are issued from the same base prospectus through a shelf offering. DTC eligibility through Rapid Issuance is assessed at the base prospectus level, whereby all underlying CUSIPs associated with the base prospectus are reviewed for DTC eligibility. After eligibility is complete, new issuances under the common base prospectus can enter the depository in a more expedited manner because the DTC eligibility review will have already been completed.

For information relating to DTC's securities eligibility requirements, and related required documentation and systems requirements to request eligibility, please see the OA, available at <http://www.dtcc.com/~media/Files/Downloads/legal/issue-eligibility/eligibility/operational-arrangements.pdf>.

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)

[Changes to these Operational Arrangements, as amended by File No. SR-DTC-2025-015, are available at www.dtcc.com/legal/sec-rule-filings. These changes became effective upon filing with the SEC but have not yet been implemented. On November 3, 2025, these changes will be implemented, and this legend will be automatically removed from these Operational Arrangements.]

[Date] 2025

I. Eligibility Requirements

A. Standards

1. Submission of an Eligibility Request to DTC

Only Participants can request that DTC make a security eligible. It is therefore incumbent on an Issuer to have a relationship with an underwriter or other financial institution that is a Participant or is directly associated with a Participant that is willing to sponsor the eligibility process for the Issuer's securities. A Participant may submit an eligibility request through the underwriting services of DTC at the time a security is initially being offered and distributed to the marketplace or at a later time for already issued and outstanding securities. (New securities that result from reorganizations of already held and Eligible Securities¹ are also reviewed for continuing eligibility.)

Participants² are required to provide an eligibility request for specified securities to Underwriting by the submission of all required Issuer and securities data and all related offering documents, at a minimum, through the online Securities Origination, Underwriting and Reliable Corporate Action Environment ("UW SOURCE") or Underwriting Central ("UWC") system(s) to be considered for full-service eligibility at DTC. (See the Underwriting section of DTCC's website at <https://www.dtcc.com/settlement-and-asset-services/underwriting> for more information on UW SOURCE and UWC.

¹ Eligible Securities, as used in this document, has the meaning provided in the DTC Rules.

² Underwriters with an approved correspondent relationship with a Participant may also request DTC eligibility for a new security being offered and distributed.

In the case of an eligibility request for already issued and outstanding securities (an “Older Issue Eligibility Request”), the Participant also must present to DTC the appropriately completed Older Eligibility Questionnaire together with a copy of the physical certificate or certificates representing the securities and an Agent Attestation form through UW SOURCE as an Eligibility Only request. Further documents and information, many of which are addressed later in this document, may be required as part of the eligibility review. (Note that all eligibility requests, whether for an underwritten distribution through DTC or for older securities already outstanding in the secondary market, require a copy of the offering documentation be provided to DTC for review.)

It is the responsibility of the Participant requesting eligibility for the securities to provide evidence that the securities satisfy the criteria set forth in DTC’s OA. Once DTC has reviewed the information provided by the sponsoring Participant, DTC will advise the Participant whether an opinion of counsel to the Issuer is also required to substantiate the legal basis for eligibility. DTC expects, among other things, any such opinion to be provided by an experienced securities practitioner, is licensed to practice law in the relevant jurisdiction and in good standing in any bar to which such practitioner is admitted. Such counsel must be engaged in an independent private practice (i.e., not in-house counsel) and may not have a beneficial ownership interest in the security for which the opinion is being provided or be an officer, director or employee of the Issuer. DTC reserves the absolute discretion to approve or reject the counsel issuing the opinion which is being delivered to DTC.

Agents of new issues must complete a confirmation of the securities features and attributes that were provided to DTC by the underwriter. Agent confirmations for securities issued in UW SOURCE. As Agent for a new security qualifying for DTC eligibility, Agent must complete the Agent Confirmation must be supplied by the Agent supplied by to DTC’s Underwriting Department by email. to confirm a new issue’s features and attributes based on the security type. Securities issued through UWC must be confirmed by the Agent in the Asset Services Central portal. The agreement of the information supplied by the underwriter, the ~~a~~Agent ~~c~~Confirmation, and the offering document ensure the accuracy of the asset servicing of the security. This confirmation must be provided by the Agent ~~via email~~**within at least three ten (310)**business days ~~prior to~~ **after** the Closing Date of the issue.

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II. Requirements for DTC Servicing of Securities

A. Standards

The following requirements help to ensure the timely processing, accountability, and accurate reporting of Securities at DTC.

1. CUSIP Number Assignment

a. MMI and Rapid Issuance CUSIPs

Notwithstanding the above, an Issuer or MMI Issuing Agent for MMI Securities, **or an Issuer or underwriter for securities to be issued through Rapid Issuance**, must obtain from CUSIP Global Services a written list of approximately 900 nine-character numbers for ~~debt~~ **debt** or 79 nine-character numbers for equity (the first six characters of which are the same and uniquely identify the Issuer and the securities to be issued by the Issuer). The CUSIP numbers on such list have been reserved for future assignment ~~to~~ **for issues/issuances** of the securities. **CUSIP lists are separately assigned by registration or exempt status type, e.g. registered, 144A, Reg S, etc.** For debt issues, at any time when fewer than 100 of the CUSIP numbers on such list remain unassigned, Issuer, **underwriter** or MMI Issuing Agent, **as applicable** shall promptly obtain from the CUSIP Global Services an additional written list of approximately 900 such numbers. For equity issues (such as preferred stock) when fewer than 40 of the CUSIP numbers on such list remain unassigned, Issuer, **underwriter** or MMI Issuing Agent, **as applicable** shall promptly obtain from the CUSIP Global Services an additional list of approximately 79 such numbers.

B. Transfer Requirements

1. Possession and Inspection

In addition to other applicable provisions of this OA, at least one of the following conditions must be met for DTC to support distribution of securities issued on a Closing Date: (i) DTC must receive any security certificate representing the securities for inspection by 12:00 noon Eastern Time (“ET”) on the business day prior to an issue’s Closing Date; or (ii) DTC must receive confirmation by Agent of the issue’s FAST balance, utilizing DTC’s Fast Reject and Confirmation (“FRAC”) function available ~~on PTS, PBS~~ **in the Securities Processing Application (SPA)**, or other DTC-

approved electronic communications medium, on the issue's Closing Date, as early as the opening of business but no later than 12:00 noon ET. (*See also II(B)(2)(b), FRAC.*)

2. FAST Program

b. FRAC

FRAC is a function by which a FAST Agent may confirm or reject the balance or transfer of Securities. On the Closing Date of a new issue or secondary offering (as early as the opening of business, but no later than 12:00 noon ET), the FAST Agent will use FRAC to confirm the Shipment Control List ("SCL")³, or provide some other statement, such as an initial transaction statement, evidencing the issuance of Securities recorded on Agent's books and records in the name of Cede & Co. Balance confirmation must be received from the FAST Agent prior to DTC crediting Securities to a Participant's account on the issue's Closing Date. *Under no circumstances will a Participant's account be credited unless DTC's Underwriting Department receives ~~closing information~~ confirmation that the underwriter and the Agent, ~~and the closing information is~~ are in agreement on the number of securities to be issued.*

³ A form generated by DTC that lists identifying information about a shipped security certificate, including the number of shares or other interests, CUSIP number, and dollar value. An SCL serves as a manifest for a transfer agent receiving security certificates from DTC.

UNDERWRITING STANDARD TIME FRAMES

*Information and/or Materials Needed by DTC to Process an ~~Underwriting~~ Eligibility
Submission*

and ~~Notify DTC Participants~~ Close the Issuance in a Timely Fashion

Information and/or Materials Needed	Time Frame
<p>Submitted to DTC via UW SOURCE or UWC: Preliminary offering document (<i>e.g.</i>, official statement, prospectus, offering memorandum) which provides issue information (<i>e.g.</i>, Issuer name, description of the Security, denominations, name of the trustee, paying agent, transfer agent, and if applicable, other features of the Security, such as an early redemption;</p> <p>Identity of the lead underwriter;</p> <p>and CUSIP number(s);</p> <p>and principal/share amount, as applicable per CUSIP;</p> <p>and interest rates and maturity dates, as applicable per CUSIP.</p> <p>Note 1: UW SOURCE <u>The DTC Underwriting user interfaces</u> will indicate to the submitter the required data, dependent upon the sSecurity type, at the time of the eligibility submission.</p> <p>Note 2: For municipal issues, required trade and settlement eligible data submitted NIIDS– refer to Section I(C)(3).</p>	<p>At least <i>six</i> (6) business days prior to the Closing Date.</p> <p>Note: Late surcharges will be billed accordingly as outlined in the DTC Fee Schedule.</p>

Information and/or Materials Needed	Time Frame
<p>For BEO issues, a Letter of Representations (i.e., BLOR or ILOR).</p>	<p>For U.S. Issuers: At least <i>three</i> (3) business days prior to the Closing Date; a final, executed PDF copy is required.</p> <p>For Non-U.S. Issuers: At least <i>ten</i> (10) business days prior to the Closing Date, a draft copy is required, and by <i>three</i> (3) business days prior to the Closing Date an original, signed, hardcopy must be received by DTC.</p>
<p><u>For IPO tracked issues:</u> Lead underwriter indicates in UW SOURCE, as part of the eligibility submission to include the issue in DTC's IPO Tracking System.</p>	<p>By no later than 3:00 p.m. ET, <i>two</i> (2) business days prior to the Closing Date.</p>
<p>Receipt of Securities, or</p> <p>Confirmation by Agent of the issue's FAST balance utilizing DTC's FRAC function available on PBS <u>the Securities Processing Application (SPA).</u></p>	<p>By no later than 12:00 noon ET on the business day prior to the Closing Date.</p> <p>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. <i>In addition, in no event will credit be given to a Participant's account without the Underwriting Department having received <u>closing call information confirmation from both from the underwriter and Agent that they are in agreement on the positions to be credited to the underwriter's account.</u></i>)</p>
<p>Closing information</p>	<p>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).</p>

Information and/or Materials Needed	Time Frame
Final offering documents (<i>e.g.</i> , official statement, prospectus, offering memorandum).	If not submitted prior to issue's closing, must be submitted no later than <i>10</i> business days after the Closing Date. Underwriters failing to submit a final in this timeframe will be subject to a surcharge, in accordance with the Fee Schedule.