EXHIBIT 5

Bold, underlined text indicates proposed added language.

Bold, strikethrough text indicates proposed deleted language.

RESTATED

CERTIFICATE OF INCORPORATION

OF

FIXED INCOME CLEARING CORPORATION

The undersigned, for the purpose of restating the certificate of incorporation of Fixed Income Clearing Corporation, does hereby certify:

THIRD: The text of the certificate of incorporation is hereby restated without any further amendment or change to read as herein set forth in full:

8. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is 55 Water Street, New York, New York 10041. The corporation hereby designates C T Corporation System as its registered agent upon whom process against the corporation may be served. The street address of the registered agent is 28 Liberty Street, New York, NY 10005.

FIXED INCOME CLEARING CORPORATION

GOVERNMENT SECURITIES DIVISION RULEBOOK

RULE 45 - NOTICES

Section 2 - Notice to the Corporation

Any notice from an Interested Person to the Corporation shall be sufficiently served on the Corporation if the notice is in writing and is delivered, <u>or</u> mailed, <u>or transmitted by facsimile</u> machine to the Corporation at its principal place of business, Attention: Secretary, or such other place as it designates, <u>with a copy of the notice sent by electronic mail to the General Counsel's</u> <u>Office of the Corporation at geocontractnotices@dtcc.com</u>. Any such notice to the Corporation shall be deemed to have been given when received.

FIXED INCOME CLEARING CORPORATION MORTGAGE-BACKED SECURITIES DIVISION

CLEARING RULES

RULE 35 - NOTICES

Section 2 - Notice to the Corporation

Any notice from an Interested Person to the Corporation shall be sufficiently served on the Corporation if the notice is in writing and is delivered, <u>or</u> mailed, <u>or transmitted by facsimile</u> machine to the Corporation at its principal place of business, Attention: Secretary, or such other place as the Corporation designates, <u>with a copy of the notice sent by electronic mail to the General Counsel's Office of the Corporation at geocontractnotices@dtcc.com</u>. Any such notice to the Corporation shall be deemed to have been given when received.

FIXED INCOME CLEARING CORPORATION MORTGAGE-BACKED SECURITIES DIVISION

EPN RULES

ARTICLE V

MISCELLANEOUS

Rule 16. Notices

Any notice from an Interested Person to the Corporation shall be sufficiently served on the Corporation if the notice is in writing and is delivered, <u>or</u> mailed, <u>or transmitted by facsimile</u> machine to the Corporation at its principal place of business, Attention: Secretary, or such other place as the Corporation designates, with a copy of the notice sent by electronic mail to the <u>General Counsel's Office of the Corporation at geocontractnotices@dtcc.com</u>. Any such notice to the Corporation shall be deemed to have been given when received.