

Bold and underlined text indicates proposed added language.

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

FIXED INCOME CLEARING CORPORATION
MORTGAGE-BACKED SECURITIES DIVISION
CLEARING RULES

RULE 17B – WIND-DOWN OF THE CORPORATION

[Changes to this Rule, as amended by File Nos. SR-DTC-2025-016, SR-FICC-2025-022 and SR-NSCC-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 December 15, 2025, these changes will be implemented, and this legend will be automatically removed from this Rule.]

Section 1. Defined Terms

(a) For purposes of this Rule 17B:

* * *

“Business” means the **CriticalCore** Services and any Non-**CriticalCore** Services of the Corporation included in a Transfer.

* * *

“**CriticalCore** Services” means the services of the Corporation described in the Rules and Procedures of the Mortgage-Backed Securities Division of the Corporation and the rules, procedures and other regulations of the Government Securities Division of the Corporation that have been identified as **criticalcore** services in the Recovery and Wind-down Plan.

* * *

“Non-**CriticalCore** Services” means the services of the Corporation described in the Rules and Procedures of the Mortgage-Backed Securities Division of the Corporation and the rules, procedures and other regulations of the Government Securities Division of the Corporation other than the **CriticalCore** Services.

* * *

“Recovery and Wind-down Plan” means the plan for the recovery and orderly wind-down of the Corporation necessitated by credit losses, liquidity shortfalls, losses from general business risk or any other losses, adopted by the Corporation pursuant to Rule 17Ad-22(e)(3)(ii) and **Rule 17ad-26** under the Exchange Act.

* * *

“Recovery Plan” means the portion of the Recovery and Wind-down Plan addressing **“Recovery,” as defined in Rule 17ad-26(b) under the Exchange Act.**

* * *

“Transfer Time” has the meaning given to such term in Section 2(c)(1) of this Rule 17B.

* * *

“Wind-down Plan” means the portion of the Recovery and Wind-down Plan addressing **“Orderly wind-down,” as defined in Rule 17ad-26(b) under the Exchange Act.**

* * *

Section 2. Initiation of Wind-down Plan

(A) has not restored the Corporation to viability as a going concern, able to continue to provide its **CriticalCore** Services to Members and Limited Members of the Mortgage-Backed Securities Division of the Corporation and Government Securities Division Members in a safe and efficient manner; or

(B) will not likely restore the Corporation to viability as a going concern, able to continue to provide its **CriticalCore** Services to Members and Limited Members of the Mortgage-Backed Securities Division of the Corporation and Government Securities Division Members in a safe and efficient manner; and

(b) The Board of Directors shall identify:

(1) the **CriticalCore** Services and any Non-**CriticalCore** Services that shall be transferred from the Corporation to the Transferee at the Transfer Time; and

(2) any Non-**CriticalCore** Services that shall not be transferred from the Corporation to the Transferee. The **CriticalCore** Services and any Non-**CriticalCore** Services that are transferred from the Corporation to the Transferee at the Transfer Time shall be provided by the Transferee following the Transfer Time. Any Non-**CoreCritical** Services that are not transferred from the Corporation to the Transferee shall be terminated at the Transfer Time.

* * *

Section 3. Notice of Transfer of the Business

(7) a list setting forth (i) the **CriticalCore** Services and any Non-**CriticalCore** Services that will be transferred from the Corporation to the Transferee at the Transfer Time and (ii) any Non-**CriticalCore** Services that will not be transferred from the Corporation to the Transferee; and

* * *

Section 9. Certain Ex Ante Matters

Prior to the Transfer Time, the Corporation shall enter into arrangements with a Transferee that is a Failover Entity, or shall use commercially reasonable efforts to enter into arrangements with a Transferee that is a Third Party Entity or Bridge Entity, providing in either case that, with respect to the **CriticalCore** Services and any Non-**CriticalCore** Services that are transferred from the Corporation to the Transferee, for at least the duration of the Comparability Period, in order to facilitate a smooth Transfer of the Business from the Corporation to the Transferee:

(c) the ~~CriticalCore~~ Services and any Non-~~CriticalCore~~ Services provided by the Transferee shall be provided in a manner that is comparable in substance and effect to the manner in which such ~~CriticalCore~~ Services and Non-~~CriticalCore~~ Services were provided by the Corporation.

* * *

Bold and underlined text indicates proposed added language.

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

FIXED INCOME CLEARING CORPORATION

GOVERNMENT SECURITIES DIVISION RULEBOOK

RULE 22D – WIND-DOWN OF THE CORPORATION

[Changes to this Rule, as amended by File Nos. SR-DTC-2025-016, SR-FICC-2025-022 and SR-NSCC-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 December 15, 2025, these changes will be implemented, and this legend will be automatically removed from this Rule.]

Section 1. Defined Terms

(a) For purposes of this Rule 22D:

* * *

“Business” means the ~~CriticalCore~~ **CriticalCore** Services and any Non-~~CriticalCore~~ **CriticalCore** Services of the Corporation included in a Transfer.

* * *

“~~CriticalCore~~ **CriticalCore** Services” means the services of the Corporation described in the Rules and Procedures of the Government Securities Division of the Corporation and the rules, procedures and other regulations of the Mortgage-Backed Securities Division of the Corporation that have been identified as ~~criticalcore~~ **criticalcore** services in the Recovery and Wind-down Plan.

* * *

“Member” means a Netting Member, ~~Agent Clearing Member~~ **Agent Clearing Member** or Sponsoring Member of the Government Securities Division of the Corporation or a Netting Member, ~~Agent Clearing Member~~ **Agent Clearing Member** or Sponsoring Member of the Government Securities Division of the Transferee, as the context requires.

* * *

“Non-~~CriticalCore~~ **CriticalCore** Services” means the services of the Corporation described in the Rules and Procedures of the Government Securities Division of the Corporation and the rules, procedures and other regulations of the Mortgage-Backed Securities Division of the Corporation other than the ~~CriticalCore~~ **CriticalCore** Services.

* * *

“Non-Eligible Member” means a Member that is a Delinquent Member or Withdrawing Member. “Recovery and Wind-down Plan” means the plan for the recovery and orderly wind-down of the Corporation necessitated by credit losses, liquidity shortfalls, losses from general business risk or any other losses, adopted by the Corporation pursuant to Rule 17Ad-22(e)(3)(ii) **and Rule 17ad-26** under the Exchange Act.

* * *

“Recovery Plan” means the portion of the Recovery and Wind-down Plan addressing **“Recovery,” as defined in Rule 17ad-26(b) under the Exchange Act.**

* * *

“Wind-down Plan” means the portion of the Recovery and Wind-down Plan addressing **“Orderly wind-down,” as defined in Rule 17ad-26(b) under the Exchange Act.**

* * *

Section 2. Initiation of Wind-down Plan

(a) The Board of Directors may authorize the initiation of the Wind-down Plan and a transfer of the Business from the Corporation to a Transferee if the Board of Directors determines, in the exercise of its business judgment and subject to its fiduciary duties:

- (1) that the application of some or all of the recovery tools set forth in the Recovery Plan, necessitated by credit losses, liquidity shortfalls, losses from general business risk or any other losses:
 - A. has not restored the Corporation to viability as a going concern, able to continue to provide its **CriticalCore** Services to Members and Limited Members of the Government Securities Division of the Corporation and Mortgage-Backed Securities Division Participants in a safe and efficient manner; or
 - B. will not likely restore the Corporation to viability as a going concern, able to continue to provide its **CriticalCore** Services to Members and Limited Members of the Government Securities Division of the Corporation and Mortgage-Backed Securities Division Participants in a safe and efficient manner; and

* * *

(b) The Board of Directors shall identify:

- (1) the **CriticalCore** Services and any Non-**CriticalCore** Services that shall be transferred from the Corporation to the Transferee at the Transfer Time; and
- (2) any Non-**CriticalCore** Services that shall not be transferred from the Corporation to the Transferee. The **CriticalCore** Services and any Non-**CriticalCore** Services that are transferred from the Corporation to the Transferee at the Transfer Time shall be provided by the Transferee following the Transfer Time. Any Non-**CriticalCore** Services that are not transferred from the Corporation to the Transferee shall be terminated at the Transfer Time.

* * *

Section 3. Notice of Transfer of the Business

* * *

(7) a list setting forth (i) the **CriticalCore** Services and any Non-**CriticalCore** Services that will be transferred from the Corporation to the Transferee at the Transfer Time and (ii) any Non-**CriticalCore** Services that will not be transferred from the Corporation to the Transferee; and

* * *

Section 9. Certain Ex Ante Matters

(c) the **CriticalCore** Services and any Non-**CriticalCore** Services provided by the Transferee shall be provided in a manner that is comparable in substance and effect to the manner in which such **CriticalCore** Services and Non-**CriticalCore** Services were provided by the Corporation.

* * *