

## EXHIBIT 5

**Bold underlined** text indicates proposed additions  
**[Bold Bracketed]** text indicates proposed deletions

### RULE 31 – DTCC SHAREHOLDERS AGREEMENT

*Section 1.* For purposes of this Rule 31:

“DTCC” means The Depository Trust & Clearing Corporation, the holder of all of the capital stock of the Corporation.

“Shareholders Agreement” means the Shareholders Agreement of DTCC, dated as of November 4, 1999, as heretofore or hereafter amended and restated.

“Common Shares” has the meaning given to such term in the Shareholders Agreement.

“Mandatory Purchaser Participant” has the meaning given to such term in the Shareholders Agreement.

“Voluntary Purchaser Participant” has the meaning given to such term in the Shareholders Agreement.

*Section 2.* As a condition to its use of the services and facilities of the Corporation, a Participant other than (i) a **[non-U.S. based]** central securities depository, **(ii) a Federal Reserve bank, (iii) a central counterparty,** or **[(ii)] (iv)** a Limited Participant shall be required to purchase and own Common Shares in accordance with the terms of the Shareholders Agreement and be a party to the Shareholders Agreement. For purposes of the Shareholders Agreement, a Participant (other than (i) a **[non-U.S. based]** central securities depository, **(ii) a Federal Reserve bank, (iii) a central counterparty,** or **[(ii)] (iv)** a Limited Participant) shall be a Mandatory Purchaser Participant.

*Section 3.* This Rule 31 shall have no application to a Limited Participant.\*

*Section 4.* The Corporation shall execute and deliver the Shareholders Agreement as attorney in fact for a Participant that purchases Common Shares pursuant to Section 2 of this Rule 31 if such Participant is not already a party to the Shareholders Agreement. In addition, the Corporation may on behalf of DTCC pursuant to the Shareholders Agreement, without duplication of payment, (A) debit the Settlement Account of a Participant for any amount payable by the Participant to DTCC for Common Shares purchased by the Participant and (B) credit the Settlement Account of a Participant for any amount payable by DTCC to the Participant for Common Shares sold by the Participant.

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\* Note that, if a Limited Participant is also a member or participant of another clearing agency subsidiary of DTCC, such Limited Participant may be a Mandatory Purchaser Participant or a Voluntary Purchaser Participant[s] pursuant to the terms of the Shareholders Agreement and the rules and procedures of such other subsidiary.