

## Exhibit 5

**Bold, Underlined** text indicates additions.

**~~Bold, Strikethrough~~** text indicates deletions.

### DTC Settlement Service Guide

**Important Note: In anticipation of the shortening of the settlement cycle, DTC has filed in advance certain changes to this Settlement Service Guide with the SEC ("T2 Changes"). However, the T2 Changes will not become effective until either (i) the SEC approves a subsequent rule filing to be submitted by DTC, or (ii) DTC files with the SEC a subsequent rule filing for immediate effectiveness, that establishes an effective date for the T2 changes in coordination with other industry participants. Sections of the Settlement Service Guide reflecting the T2 Changes are available on DTCC's website.**

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### ID Net Service

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#### B. ID Net Security Eligibility

Most equity securities that are eligible for CNS are eligible for ID Net processing.

#### ID Net Processing Eligibility

In addition to Participant and security eligibility requirements, for a transaction to be eligible for ID Net:

- The trade must be affirmed/matched by a Matching Utility.
- **DTC should receive the Affirmed Transaction from the Matching Utility no later than 11:30 a.m. eastern time on the business day immediately preceding settlement date ("SD-1") to be considered for ID Net eligibility. The trade must be affirmed before 9:00 p.m. eastern time on (T+1).**
- ~~The trade must be regular way; i.e., T+3 settlement.<sup>‡</sup>~~
- The transaction must be between an ID Net Firm and an ID Net Bank, on behalf of an institutional customer.

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#### Inventory Management System (IMS) Processing

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<sup>‡</sup> ~~"Regular way"~~

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### **Authorization, Exemption and Cancel Processing for ID Net Firms**

ID Net Firms may exempt a receive before the night of **T+2 SD-1** from a bank that is in the ID Net Service via a new IMS capability. This receive exemption will only be permitted on a trade-for-trade basis. This exemption will exit the transaction from ID Net by returning the original clearing firm number back into the receiver field and making the appropriate CNS adjustment entries. The transaction will then be available for trade-for-trade settlement.

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### **Inventory Management System (IMS) Processing**

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### **Processing of ID Net Firm Trades Exited from ID Net**

A previously eligible ID Net trade can be exited from the ID Net process for a number of reasons. If an ID Net trade is exited from the ID Net Service, it will revert back to an original ID trade from the ID Net Firm's account, despite the fact that the ID Net Firm or IMS may have already performed the authorization or exemption process for ID trades from its account. Trades that are exited from ID Net before settlement processing begins on the night of **T+2 SD-1** will be placed back into an unprocessed state in IMS and the ID Net Firm has to authorize these trades if it intends to deliver them. Applicable output messages are available for all exited ID Net trades.

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### **Change of Eligibility**

After a trade has been affirmed and deemed eligible for ID Net, the ID Net process will continue to check the transaction's eligibility up until 8 p.m. on the night of **T+2 SD-1**. If a trade becomes ineligible, for example, a Reorganization is announced, the trade will be removed from the ID Net process regardless of whether it is in an authorized or an exempt state. The trade will be staged for trade-for-trade settlement between the ID Net Firm and the ID Net Bank and will maintain its current state, i.e., authorized trades will remain authorized and exempted trades will remain exempted.

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**Important Note: In anticipation of the shortening of the settlement cycle, DTC has filed in advance certain changes to this Distributions Service Guide with the SEC ("T2 Changes"). However, the T2 Changes will not become effective until either (i) the SEC approves a subsequent rule filing to be submitted by DTC, or (ii) DTC files with the SEC a subsequent rule filing for immediate effectiveness, that establishes an effective date for the T2 changes in coordination with other industry participants. Sections of the Distributions Service Guide reflecting the T2 Changes are available on DTCC's website.**

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## Interim Accounting

### Overview

Interim Accounting is an important part of the Entitlements and Allocations process. The interim period is defined as the time period during which a trade settling still has due bills attached to it. The period of time in which due bills are used is called the due bill period, which extends from the record date +1 up to the ex-date +21.

### Reasons for Interim Accounting

Normally, the registered holder of a security on the close of business on the record date is entitled to the distribution. There are times, however, when that is not the case. There are two common reasons why this could occur:

1. The buyer is entitled to the distribution when the registered holder of an equity issue where ex-date is not ~~two~~one business days prior to record date (for example, if the ex-date is after the record date) sells the security prior to the ex-date with the distribution.
2. For most bonds, the buyer (receiver) of the security is entitled to the interest payment on trades settling up to and including the day before the payable date, even though the buyer is not the registered holder.

### Without DTC's Interim Accounting

Normally, due bill processing involves the following activities:

- Trades that would settle after the record date "with distribution" (those that entitle the receiver to the distribution) would have a due bill attached to them. The distribution entitlement would then need to be handled between the seller and the buyer of the security outside of DTC's Distribution processing service potentially in the form of a

special payment order, wire or postdated check equal to the amount of the distribution.

- The receiver must present the due bill on the payable date to the deliverer to receive the distribution.

### With DTC's Interim Accounting

During the due bill period, DTC:

- Tracks all activity, such as trades, where the receiver is entitled to the announced distribution (cash/stock dividend or interest payment).
- Adjusts participants' record date positions, crediting the receiver and debiting the deliverer

This ensures accurate payment on the payable date and eliminates time-consuming, costly paper processing.

**Note:** During this due bill period, all DTC activities involving the physical movement of securities are excluded from the dividend allocation. These include your deposits, withdrawals-by-transfer (WTs) and certificates-on-demand (CODs).

### Interim Accounting Usage

Activation of DTC's Interim Accounting process depends on the type of distribution. The following table describes the conditions under which interim accounting occurs:

For	Interim accounting is used
Cash dividends	<p>When the ex-date is not equal to record date <b>-21</b> business days, and DTC is aware of the ex-date prior to the payable date.</p> <p>In this case, the interim period runs from record date +1 through close of business on ex-date <b>+21</b>.</p>
Stock distributions	<p>For:</p> <p>All stock splits or</p> <p>A stock distribution with an ex-date that is not equal to record date <b>-21</b>.</p> <p>In this case, the interim period runs from record date +1 through close of business on ex-date <b>+21</b>.</p> <p>Note: Stock splits are allocated to your general free and pledged accounts on the business day following the close of the due bill period. Shares allocated to the pledged account automatically become additional collateral for the loan.</p>
Rights	<p>When the ex-date is not equal to record date <b>-21</b>, and there is adequate time for you to submit your rights instructions to DTC for presentation to the paying agent prior to the expiration date.</p> <p>In this case, the interim period runs from record date +1 through</p>

	<p>close of business on ex-date +<b>21</b>.</p> <p>Note: If there is not adequate time for you to submit your rights instructions to DTC for presentation to the paying agent prior to the expiration date, DTC will credit your account based on your record date position. You must settle due bills outside DTC's Distribution event processing service.</p>
Corporate bonds, CDs, and government bond interest	<p>Because the majority of these settle with interest up to the business day before the payable date.</p> <p>In this case, the interim period runs from record date +1 through payable date -1.</p>
Asset-backed securities (ABS)	<p>As dictated by the issuer's accrual period. For example, if the accrual period ends after the record date and before the payable date, the interim period runs from record date +1 through the end of the accrual period.</p> <p>Note: If the accrual period ends prior to the record date, DTC will not run interim or run "reverse" interim (reverse due bill).</p>
Supplemental due bills	<p>For special large cash dividends, when the ex-date is the day after the announced payable date. In this case:</p> <p>The interim period runs from record date +1 through payable date -1</p> <p>Allocation is made on payable date, and</p> <p>Interim accounting starts again on the payable date and continues on a daily basis through ex-date +<b>21</b>. Allocation is made on the business day following the day of delivery by crediting the money settlement account of the receiver and debiting the money settlement account of the deliverer.</p>

### New York City Record Date Mini-Interim

The Industry standard for dividend cutoff days is a maximum of two business days prior to the out-of-town record date. (DTC refers to this as the New York equivalent record date.)

Mini-interim accounting was developed to allow DTC to meet the record date deadlines when the transfer agent (TA) is located outside of New York City. Mini-interim is set up at the start of business on the first business day after the New York equivalent record date and closes at the end of business on the actual record date.

Deposits and WTs processed during the mini-interim period do not affect your position for dividend allocations. If you make a rush withdrawal-by-transfer (RWT) during the mini-interim period, your position for dividend or interest allocation is reduced. You must submit a formal claim for any dividend or interest involving certificates withdrawn as RWTs during this mini-interim period. See Claims.

Dividend allocation is made to your position based on the New York equivalent record date position, updated to include any deliver orders movements that were made up to and including the actual record date.

### Participant Deposits Missing Transfer

When participant deposits of registered securities are submitted by DTC to the transfer agent (TA) on or before record date for transfer into DTC's nominee name Cede & Co., and are not transferred in time to meet the record date deadline, upon request, DTC will send the registered holder or first guarantor copies of the affected certificates in a secured pdf file via email as notification of a pending adjustment or charge-back.

DTC proactively monitors deposits made before the record date, which remain un-transferred by the record date, so it can determine if adjustments to your record date position are required, and attempts to do so on or prior to the payable date. For transactions not identified in time, the following timetable applies to adjustments:

- **Where the missed-transfer is identified within 30 days of the original allocation:** the claim is sent to participants three days before DTC processes a charge to the participant's account.
- **Where the missed-transfer is identified beyond 30 days of the original allocation:** the claim is sent to participants five days before DTC processes a charge to the participant's account.

### Participant Withdrawal-by-Transfer (WT) Missing Transfer

When your withdrawal-by-transfer (WT) instructions are submitted by DTC to the TA on or before the record date for transfer into your name or your customer's name, and are not transferred in time to meet the record date deadline, DTC will credit your DTC account with the appropriate dividend/interest payment.

Just as with deposit activities, DTC monitors WT requests that remain un-transferred by the record date, and attempts to adjust your record date position, as necessary, on or prior to the payable date. For transactions not identified in time, DTC will provide you with advance notification before processing a credit to your account.

## Allocations

Allocations can be divided into two groups: cash distributions and stock distributions.

### Cash Distributions

Funds from agents/issuers received by 3:00 p.m. with corresponding CUSIP-level identification information are generally allocated upon receipt, beginning at 8:20 a.m. Eastern Time and continuing every 20 minutes. Funds received after **the** cutoff are allocated the following morning.

Also, from time to time DTC may determine that a payment received by you or your customer directly from the paying agent was rightfully due DTC. In this case, DTC may, in

accordance with established procedures, charge your account for the amount of the improper payment.

### Cash Distributions for MMI Issues

DTC distributes income payments for various MMIs, including Medium Term Notes (MTNs). The allocation process differs from non-MMI issues in the way in which payment is received from the paying agent. At start-of-day, all MMI distributions payable that day are credited to the applicable participant's account and offset by a debit to the issuer's issuing paying agent's (IPA's) account at DTC. You can view these credits via DTC's Settlement service. In the rare instance that an issuer defaults, these credits are reversed prior to DTC's final settlement process.

### Dividend Cash Settlement Reporting

The Dividend Cash Settlement Reporting feature notifies you of cash dividend, periodic principal, and interest payments. Reporting is available in various forms. ISO 20022, CCF file format and SMART/Search reports are created daily throughout the day and at end of day. The ISO 20022 transmission is also available in real time throughout the day via SMART MQ, SWIFT Interact Store and Forward or in end of day slices via NDM, FTP or FileAct for SWIFT. The Dividend/Cash Settlement Reporting contains the following categories:

- Cash dividends
- Units
- Pass-through payments (CMO/ABS)
- Corporate bonds
- Municipal bonds
- Stock distributions
- Miscellaneous payments and charges
- Claims and reversals
- Securities not allocated that day

### Stock Distributions

Stock Distribution events such as stock dividends, splits, and spinoffs are allocated on the ex-date +~~32~~<sup>31</sup> or the payable date, whichever comes later once DTC receives the securities. Your DTC position is increased in the security for which the distribution was declared, or in securities of another issue resulting from a spinoff or rights distribution event. Typically, cash is paid in lieu of fractional shares.

The allocation of stock distributions depends on the type of distribution being allocated. The following table describes stock distributions:

For this type of distribution	Allocation normally occurs
Stock dividends, regular trading	On the morning of the payable date.
Stock dividends with a late ex-date	On the payable date or ex-date + <u>32</u> , whichever comes later.
Stock splits, with ex-distribution beginning on the business day following the payable date	For the split shares on ex-date + <u>32</u> .
Stock spinoffs to a DTC-eligible security	On the payable date, or ex-date + <u>32</u> , whichever comes later.
Stock spinoffs to an ineligible security*	When the security becomes DTC-eligible, or else exited upon receipt.
Rights	As soon as possible after the record date to allow for adequate execution time frames.
Dividend reinvestment securities	On the first business day after the price is received from the agent.

\*DTC allocates the appropriate share entitlement to the spinoff security's assigned CUSIP or to a contra-CUSIP (when there is no available CUSIP for the distribution shares or the distribution shares are not eligible for DTC services). These shares are initially chilled for all DTC activity (for example, deposits, WTs, DOs, CODs) until DTC exits the ineligible security to you. On the exit date, the chill is lifted for CODs, position is taken away from your account, and you are responsible for picking up the ineligible securities at the Central Delivery Department, 570 Washington Street, Jersey City NJ.

If you are outside of the New York City metropolitan region, you need not pick up securities from the delivery window; DTC will arrange for the delivery of the securities to you.

### ***Fractions of Stock Distributions***

Fractions resulting from stock distributions are either dropped, rounded up, or paid as cash (cash-in-lieu). DTC makes every effort to obtain rounded shares or cash-in-lieu to the beneficial owner level. In instances where the agent or issuer agrees to round fractional shares or cash in lieu at the beneficial owner level, participants have the ability via CA Web to enter the number of round-up shares required for round-up situations, or the number of shares to be liquidated for cash-in-lieu situations.

**Note:** Cash-in-lieu and round up shares are distributed in the following ways:

- Cash-in-lieu at the DTC participant level: upon receipt of the cash-in-lieu price but no earlier than the payable date +1

- Cash-in-lieu at the beneficial owner (the DTC participant's customer) level: upon DTC's receipt of the funds from the paying agent but no earlier than payable date +1
- Round up shares at the DTC participant level: upon allocation date
- Round up shares at the beneficial owner (the DTC participant's customer) level: upon DTC's receipt of the additional round up shares from the paying agent but no earlier than the allocation date

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