

The Depository Trust Company

Financial Statements as of and for the Years Ended
December 31, 2023 and 2022, and Report of Independent
Registered Public Accounting Firm

THE DEPOSITORY TRUST COMPANY

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of
The Depository Trust Company

Opinion on the Financial Statements

We have audited the accompanying statements of financial condition of The Depository Trust Company (the "Company") as of December 31, 2023 and 2022, the related statements of income, changes in shareholders' equity, and cash flows, and the related footnotes for each of the two years in the period ended December 31, 2023 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the two years in the period ended December 31, 2023, in conformity with the accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB and in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current-period audit of the financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.



New York City, New York
February 28, 2024

We have served as the Company's auditor since 2009.

THE DEPOSITORY TRUST COMPANY

STATEMENTS OF FINANCIAL CONDITION

(In thousands, except share data)	As of December 31,	
	2023	2022
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 731,373	\$ 648,185
Accounts receivable - net of allowance for credit losses	53,190	49,101
Participants' Fund cash deposits	1,984,734	2,001,893
Other Participants' assets	4,484,240	849,895
Other current assets	3,521	2,984
Total current assets	<u>7,257,058</u>	<u>3,552,058</u>
NON-CURRENT ASSETS:		
Premises and equipment - net of accumulated depreciation	13,931	14,631
Intangible assets - net of accumulated amortization	41,494	39,760
Other non-current assets	40,907	33,960
Total non-current assets	<u>96,332</u>	<u>88,351</u>
TOTAL ASSETS	<u>\$ 7,353,390</u>	<u>\$ 3,640,409</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 64,452	\$ 66,531
Participants' Fund cash deposits	1,984,734	2,001,893
Payable to Participants	4,484,240	849,895
Other current liabilities	17,941	4,471
Total current liabilities	<u>6,551,367</u>	<u>2,922,790</u>
OTHER NON-CURRENT LIABILITIES:		
Other non-current liabilities	4,669	3,607
Total liabilities	<u>6,556,036</u>	<u>2,926,397</u>
COMMITMENTS AND CONTINGENCIES (Note 2)		
SHAREHOLDERS' EQUITY		
Preferred stock, Series A, \$100 par value - 3,250,000 shares authorized; 1,500,000 issued and outstanding	150,000	150,000
Common stock, \$100 par value - 18,500 shares authorized, issued and outstanding	1,850	1,850
Additional paid-in capital	61,546	61,546
Retained earnings	583,958	500,616
Total shareholders' equity	<u>797,354</u>	<u>714,012</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 7,353,390</u>	<u>\$ 3,640,409</u>

The Notes to Financial Statements are an integral part of these statements.

THE DEPOSITORY TRUST COMPANY
STATEMENTS OF INCOME

(In thousands)	For the years ended December 31,	
	2023	2022
REVENUES		
Settlement and asset services	\$ 527,437	\$ 488,967
Other services	29,873	26,978
Total revenues	<u>557,310</u>	<u>515,945</u>
EXPENSES		
Employee compensation and related benefits	250,917	233,818
Information technology	55,293	50,160
Professional and other services	117,795	129,101
Occupancy	17,458	17,964
Depreciation and amortization	16,702	16,465
General and administrative	27,816	28,888
Impairment of intangible assets	174	704
Total expenses	<u>486,155</u>	<u>477,100</u>
Total operating income	<u>71,155</u>	<u>38,845</u>
NON-OPERATING INCOME (EXPENSE)		
Interest income	164,100	57,021
Refunds to Participants	(118,915)	(40,491)
Interest expense	(11,743)	(7,377)
Other non-operating income, net	12,384	7,391
Total non-operating income	<u>45,826</u>	<u>16,544</u>
Income before taxes	116,981	55,389
Provision for income taxes	33,639	16,818
Net income	<u>\$ 83,342</u>	<u>\$ 38,571</u>

The Notes to Financial Statements are an integral part of these statements.

THE DEPOSITORY TRUST COMPANY

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

<u>(In thousands)</u>	<u>Preferred Stock Series A</u>	<u>Common Stock</u>	<u>Additional Paid-In Capital</u>	<u>Retained Earnings</u>	<u>Total Shareholders' Equity</u>
BALANCE - January 1, 2022	\$ 150,000	\$ 1,850	\$ 61,546	\$ 462,045	\$ 675,441
Net income	—	—	—	38,571	38,571
BALANCE - December 31, 2022	<u>150,000</u>	<u>1,850</u>	<u>61,546</u>	<u>500,616</u>	<u>714,012</u>
Net income	—	—	—	83,342	83,342
BALANCE - December 31, 2023	<u>\$ 150,000</u>	<u>\$ 1,850</u>	<u>\$ 61,546</u>	<u>\$ 583,958</u>	<u>\$ 797,354</u>

The Notes to Financial Statements are an integral part of these statements.

THE DEPOSITORY TRUST COMPANY

STATEMENTS OF CASH FLOWS

(In thousands)	For the years ended December 31,	
	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 83,342	\$ 38,571
Adjustments to reconcile net income to net cash provided by/(used in) operating activities:		
Depreciation and amortization	16,702	16,465
Impairment of intangible assets	174	704
Deferred income taxes	(6,947)	(2,929)
Other	35	30
Net change in:		
Accounts receivable	(4,124)	6,963
Other assets	(537)	722
Accounts payable and accrued expenses	(2,079)	8,444
Other liabilities	14,532	(5,933)
Participants' Fund liabilities	(17,159)	39,226
Payable to Participants	3,634,345	(460,533)
Net cash provided by/(used in) operating activities	<u>3,718,284</u>	<u>(358,270)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capitalized software development costs	(17,910)	(19,607)
Cash used in investing activities	<u>(17,910)</u>	<u>(19,607)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Dividend on common stock	—	(150,000)
Dividend on preferred stock	—	(135)
Cash used in financing activities	<u>—</u>	<u>(150,135)</u>
Net increase/(decrease) in Cash and cash equivalents, Participants' Fund cash deposits, Cash in Other Participants' assets	3,700,374	(528,012)
Cash and cash equivalents, Participants' Fund cash deposits, Cash in Other Participants' assets - Beginning of year	<u>3,499,973</u>	<u>4,027,985</u>
Cash and cash equivalents, Participants' Fund cash deposits, Cash in Other Participants' assets - End of year	<u>\$ 7,200,347</u>	<u>\$ 3,499,973</u>
SUPPLEMENTAL DISCLOSURES:		
Interest paid	<u>\$ 11,394</u>	<u>\$ 7,123</u>
Income taxes paid - net of refunds	<u>\$ 25,750</u>	<u>\$ 25,479</u>

The Notes to Financial Statements are an integral part of these statements.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

1. BUSINESS AND OWNERSHIP

The Depository Trust Company (DTC or the Company) is a limited purpose trust company formed under the Banking Law of New York State and supervised by the New York State Department of Financial Services (NYSDFS); a State member bank of the Federal Reserve System (FRS), subject to examination by the Federal Reserve Bank of New York (FRBNY) under delegated authority from the Board of Governors (the FRB) of the FRS; and a clearing agency registered with and under the supervision of the U.S. Securities and Exchange Commission (SEC). DTC provides central securities depository, settlement and related services to members of the securities, banking and other financial industries (referred to herein as its Participants).

DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (DTCC). Other subsidiaries of DTCC include National Securities Clearing Corporation (NSCC), Fixed Income Clearing Corporation (FICC), DTCC ITP LLC, DTCC Deriv/SERV LLC and DTCC Solutions LLC.

DTC is designated as a Systemically Important Financial Market Utility (SIFMU) by the U.S. Financial Stability Oversight Council pursuant to Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, which subjects the Company to enhanced standards for risk management, operation and governance, as established by the SEC's Standards for Covered Clearing Agencies (CCAS).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation. The accompanying financial statements are prepared in accordance with generally accepted accounting principles in the United States of America (U.S. GAAP).

Use of estimates. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Management makes estimates regarding, among other things, the collectability of receivables, the outcome of litigation, the realization of deferred taxes, unrecognized tax benefits, impairment of intangible assets, fair value measurements, expense allocations and other matters that affect the reported amounts. Estimates are based on judgment and available information; therefore, actual results could differ materially from those estimates.

Cash and cash equivalents. All highly liquid investments purchased with an original maturity of three months or less at the date of acquisition are classified as Cash and cash equivalents. Cash equivalents consist primarily of highly liquid investments in deposits held in banks.

Fair value measurements. The Company may be required or permitted to measure and disclose certain financial assets and liabilities using fair value measurements. Fair value is defined as the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date. The Company uses a three-level classification hierarchy of fair value measurements that establishes the quality of inputs used to measure fair value. The fair value of financial instruments is determined using various techniques that involve some level of estimation and judgment, the degree of which is dependent on the price transparency and the complexity of the instruments.

Accounts receivable. Accounts receivable are stated at cost, net of an allowance for credit losses and refunds to Participants. The Company establishes an allowance for estimated losses resulting from uncollectibility. Expected credit losses for newly recognized financial assets and changes to expected credit losses during the period are recognized in General and administrative expenses in the accompanying Statements of Income. The Company determines the adequacy of the allowance by estimating the possibility of loss based on a variety of factors, including the length of time receivables are past due, forward looking macroeconomic projections, historical experience and the financial condition of customers and other debtors.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Participants' Fund. The rules of DTC require Participants to maintain deposits in the Participants' Fund related to their DTC activities based on calculated requirements, as determined by the Company. The deposits may be applied to satisfy obligations of the depositing Participants, other Participants, or the Company pursuant to DTC's rules. Participant cash deposits are maintained within the Participants' Fund on the accompanying Statements of Financial Condition due to the benefits and risks of ownership incurred by the Company.

Cash deposits. Deposits and contributions received in the form of cash may only be invested in bank deposit accounts, including FRBNY, that provide same day access to funds. All interest earned on investments is accrued and included within Interest income in the accompanying Statements of Income. The interest earned on Participant's Fund is refunded to Participants and is included in Refunds to Participants in the accompanying Statements of Income.

Securities held in custody. Securities held in custody by DTC for Participants, which are predominantly in electronic book form, but also include physical certificates, are not reported in the accompanying financial statements.

Other Participants' assets and Payable to Participants. The Company receives cash and stock dividends, interest, reorganization and redemption proceeds on securities registered in the name of its nominee, Cede and Co., and interest and redemption proceeds on bearer securities, which it distributes to Participants. Balances comprised of cash that represent cash dividends, interest, reorganization, redemptions, and cash collateral received are included in Other Participants' assets, with a corresponding liability recorded in Payable to Participants, on the accompanying Statements of Financial Condition. Short positions occasionally exist in securities balances and are credited to the account of the Participants; such short positions are valued and collateralized daily by 130% of the short position reflected in Other Participants' assets on the accompanying Statements of Financial Condition. DTC's obligation to return such cash collateral to Participant is also reflected in Payable to Participants.

Federal reserve stock. DTC is a member of the FRBNY and, as a member, is required to maintain a minimum level of investment in FRB stock based on the Company's capital. The FRB stock is carried at cost, classified as a restricted security and periodically evaluated for impairment. The Company determined there was no impairment as of December 31, 2023 and 2022. The FRB stock, amounting to \$6,402,000 as of December 31, 2023 and 2022, is included in Other non-current assets on the accompanying Statements of Financial Condition.

Premises and equipment. Premises and equipment are stated at cost, net of accumulated depreciation. Routine maintenance, repairs and replacement costs are expensed as incurred, while improvements that extend the useful life of the assets are capitalized. When equipment is sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is recognized in the accompanying Statements of Income. Premises and equipment are reviewed for impairment whenever events or changes in circumstances indicate the related carrying amount may not be recoverable. The following table summarizes how the Company depreciates Premises and equipment:

Premises and equipment	Depreciation Period	Depreciation Method
Leasehold improvements	Shorter of useful life or remaining term of the lease	Straight-line
Building and improvements	7 - 39 years	Straight-line

Depreciation expense for leasehold improvements and buildings and improvements is included in Depreciation and amortization in the accompanying Statements of Income.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Intangible assets. Intangible assets represent capitalized software. The Company capitalizes eligible costs associated with the acquisition or development of internal-use software projects that provide new or significantly improved functionality. The Company capitalizes software costs expected to result in long-term operational benefits, such as replacement systems or new applications that result in significantly increased operational efficiencies or functionality. All other costs incurred in connection with an internal-use software project are expensed as incurred.

Intangible assets are reviewed for impairment whenever events or changes in circumstances indicate the related carrying amount may not be recoverable. Intangible assets are amortized over estimated useful life of three years using the straight-line method.

Commitments and contingencies. The Company is involved in legal proceedings and litigation arising in the ordinary course of business. In the opinion of management, the outcome of such proceedings and litigation is not expected to have a material effect on the accompanying Statements of Financial Condition, Income or Cash Flows.

Revenue recognition. The Company recognizes revenue to depict the transfer of promised services and related performance obligations to customers in an amount that reflects the consideration to which the entity expects to be entitled, upon satisfaction, in exchange for those services.

The Company derives its revenue from transaction fees, subscription revenue, and usage fees. Revenue from transaction fees is billed monthly and calculated based on the number of executed transactions and the established fee schedules, less any applicable volume discounts. The volume targets or thresholds for the discounts primarily reset monthly. Subscription revenues are recognized ratably over the performance period of the relevant contract using a time elapsed measure of progress as the customer receives the benefits of the services throughout the term of the contract. Usage fees are recognized when services are provided based on contractual terms.

Details for each revenue stream presented in the Company's Statements of Income follow:

Settlement and asset services. Revenue derived from this revenue stream is in the form of transaction fees and subscription revenue. The Company provides settlement services for equity, corporate and municipal debt trades and money market instruments in the United States of America. Asset Servicing includes a broad range of services for underwriting, custody, corporate actions, dividend, proxy and reorganization services, as well as the electronic registration and transfer of securities processing.

Other services. Revenue derived from this revenue stream may be in the form of subscription revenue and usage fees, which include referential and activity-based announcement, security reference, and liquidity data through the DTCC Data Services product. These offerings are delivered in fixed or configurable formats, sourced from the Company's transaction, reference, position and asset servicing data.

Accounts receivable and deferred revenue. The period in which the Company recognizes revenue may differ from the timing of payments received from customers. The Company typically bills its customers up to 30 days in arrears. The Company records a receivable when revenue is recognized prior to payment and there is an unconditional right to payment. Deferred revenue represents the Company's liability to perform services in the future related to payments received in advance of those services. Deferred revenue as of December 31, 2023 and 2022 was \$3,680,000 and \$3,984,000, respectively, and is included in Other current liabilities and Other non-current liabilities on the accompanying Statements of Financial Condition. Of the \$3,984,000 as of December 31, 2022, \$3,220,000 was recognized as revenue during the year ended December 31, 2023.

Expense allocations. Substantially all expenses are recorded at DTCC and are allocated to its subsidiaries, including DTC, based upon their estimated use of such goods or services as determined by various allocation factors including level of support provided and utilization of technology resources. Accordingly, the expenses in the accompanying Statements of Income represent allocated costs including Employee compensation and related benefits, Information technology, Professional and other services, Occupancy and General and administrative.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income taxes. The Provision for income taxes is computed using the asset and liability method. The current tax payable is based on taxable income for the year. Taxable income differs from Income before taxes as reported in the accompanying Statement of Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company records a deferred income tax (benefit) provision when there are differences between assets and liabilities measured for financial reporting and for income tax return purposes. These temporary differences result in taxable (deferred tax liability) or deductible (deferred tax asset) amounts in future years and are measured using the tax rates and laws that will be in effect when such differences are expected to reverse. Valuation allowances are recognized if, based on the weight of available evidence, it is more likely than not that some portion of the deferred tax asset will not be realized. Deferred tax assets and liabilities are reported net by jurisdiction in non-current assets or liabilities on the accompanying Statements of Financial Condition. The Company provides for uncertain tax positions and the related interest and penalties based upon management’s assessment of whether a tax benefit is more likely than not to be sustained upon examination by the tax authorities. These provisions, along with the interest and penalties are included in the other non-current liabilities in the accompanying Statements of Financial Condition.

Reconciliation of Cash and cash equivalents and other limited use cash. When reconciling the beginning and ending total amounts shown in the Statements of Cash Flows, the Company includes all cash on the Statements of Financial Condition, regardless of which line it is included. The Statement of Cash Flows includes Cash and cash equivalents and cash balances that are not available for general corporate purposes due to certain limitations, including - Participants’ Fund cash deposits and Cash in Other Participants’ assets.

A reconciliation of Cash and cash equivalents, Participants’ Fund cash deposits, and Cash in Other Participants’ assets, reported within the Statements of Financial Condition that sum to the total of the same such amounts shown on the accompanying Statements of Cash Flows as of December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
Cash and cash equivalents	\$ 731,373	\$ 648,185
Participants’ Fund cash deposits (see Note 4)	1,984,734	2,001,893
Cash in Other Participants’ assets (see Note 5)	4,484,240	849,895
Total Cash and cash equivalents, Participants’ Fund cash deposits and Cash in Other Participants’ assets shown on the Statements of Cash Flows	<u>\$ 7,200,347</u>	<u>\$ 3,499,973</u>

Global Events and Crises. Global pandemics, sanctions, war, or natural disasters may have an adverse impact on market, economic and geopolitical conditions and trigger a period of global economic slowdown. Such a slowdown may have a material impact on the Company’s financial results including changes in revenue, interest rates, liquidity/credit, and government and regulatory policy. At this time, the Company has not experienced any material adverse financial impacts from these events and crises.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

3. ACCOUNTING AND REPORTING DEVELOPMENTS

Standard	Description	Impact on the financial statements or other significant matters
<i>Financial Accounting Standards Board Standard Issued, but not yet Adopted</i>		
ASU 2023-09 - Income Taxes (Topic 740): Improvements to Income Tax Disclosures <i>Issued December 2023</i>	<ul style="list-style-type: none"> • Enhances disclosures related to the rate reconciliation and income taxes paid. The amendment requires consistent categories and greater disaggregation of information in the rate reconciliation and income taxes paid disaggregated by jurisdiction. • The amendment requires disclosures of pretax income (or loss) and income tax expense (or benefit) to be consistent with the SEC Regulation S-X 210.4-08(h), Rules of General Application—General Notes to Financial Statements: Income Tax Expense, and eliminates disclosures that no longer are considered cost beneficial or relevant. 	<ul style="list-style-type: none"> • Effective January 1, 2025. • The adoption of the standard will not have a material impact on the Company's financial statements and related disclosures.

4. PARTICIPANTS' FUND CASH DEPOSITS

Details for the Participants' Fund cash deposits as of December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
Total deposits	\$ 1,984,734	\$ 2,001,893
Less: Required deposits	1,128,000	1,170,000
Excess deposits	<u>\$ 856,734</u>	<u>\$ 831,893</u>

Participants' cash deposits in the Participants Fund may be applied to satisfy obligations of the depositing Participant, other Participants or DTC as pursuant to DTC's rules.

5. OTHER PARTICIPANTS' ASSETS

Details for the Other Participants' assets as of December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
Assets:		
Other Participants' assets - cash	<u>\$ 4,484,240</u>	<u>\$ 849,895</u>

The balance of the Other Participants' assets is subject to fluctuation due to the timing of when the Company receives the cash and stock dividends, interest, reorganization and redemption proceeds, and the subsequent distribution to Participants.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

6. PREMISES AND EQUIPMENT

The cost, accumulated depreciation and net book value of Premises and equipment as of December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
Leasehold improvements	\$ 12,170	\$ 12,170
Buildings and improvements	11,200	11,200
Land	<u>2,506</u>	<u>2,506</u>
Total Premises and equipment	25,876	25,876
Less: Accumulated depreciation	<u>(11,945)</u>	<u>(11,245)</u>
Net book value	<u>\$ 13,931</u>	<u>\$ 14,631</u>

Depreciation expense for premises and equipment for the years ended December 31, 2023 and 2022 was \$700,000 and \$699,000, respectively, and is included in Depreciation and amortization in the accompanying Statements of Income.

7. INTANGIBLE ASSETS

The gross carrying value, accumulated amortization and net book value of capitalized software as of December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
Gross carrying value capitalized software	\$ 98,463	\$ 94,746
Less: Accumulated amortization	<u>(56,969)</u>	<u>(54,986)</u>
Capitalized software, net	<u>\$ 41,494</u>	<u>\$ 39,760</u>

Amortization expense for capitalized software for the years ended December 31, 2023 and 2022 was \$16,002,000 and \$15,766,000, respectively, and is included in Depreciation and amortization in the accompanying Statements of Income.

Details for estimated amortization expense for each of the next five years and thereafter follow (in thousands):

2024	\$ 15,449
2025	14,719
2026	9,036
2027	2,290
2028	—
Thereafter	—
Total future estimated amortization	<u>\$ 41,494</u>

During the years ended December 31, 2023 and 2022, disposals of fully amortized capitalized software resulted in the removal of cost and accumulated amortization of \$13,932,000 and \$5,432,000, respectively.

The Company recognized impairment charges of \$174,000 and \$704,000 related to capitalized software for the years ended December 31, 2023 and 2022, respectively. The impairment charges are included in Impairment of intangible assets in the accompanying Statements of Income.

During the year ended December 31, 2023, the Company recognized impairments of internally developed software related to the Analytics and Reporting Management - Data Lineage project which experienced a change in strategy due to gaps in technology and increased costs triggering an evaluation for impairment. The evaluation concluded that the \$174,000 carrying value of its internally developed software was not recoverable and exceeded its fair value.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

7. INTANGIBLE ASSETS (CONTINUED)

During the year ended December 31, 2022, the Company recognized impairments of internally developed software related to the Common Matching project due to a change in strategy that resulted in a reprioritization of efforts triggering an evaluation for impairment. The evaluation concluded that the \$704,000 carrying value of its internally developed software was not recoverable and exceeded its fair value.

8. LINES OF CREDIT AND CREDIT RATINGS

Lines of credit. The Company maintains a committed line of credit, pursuant to DTC's rules, to support settlement of its payment obligations in the event any of its Participants default. Details for the terms of the outstanding lines of credit as of December 31, 2023 and 2022 follow:

Committed	2023	2022
Amount	\$1.9 billion	\$1.9 billion
Denomination	USD	USD
Number of Participants/Lenders	29/35	30/36
Borrowing Rate	The greatest of the FRBNY rate, Adjusted Daily Secure Overnight Financing Rate (SOFR), or zero on the day of borrowing plus 1.40%	The greatest of the FRBNY rate, Adjusted Daily Secure Overnight Financing Rate (SOFR), or zero on the day of borrowing plus 1.40%
Maturity Date	April 2024	May 2023
Annual Facility Fee	0.10% ⁽¹⁾	0.10% ⁽¹⁾

(1) The annual facility fee associated with maintaining the line of credit is included in Professional and other services in the accompanying Statements of Income.

There were no borrowings under the lines of credit during 2023 and 2022.

Details for debt covenants related to the committed line of credit as of December 31, 2023 and 2022 follow:

	2023	2022
Minimum Net Worth	\$200 million	\$200 million
Minimum Participants' Fund deposits	\$750 million	\$750 million

As of December 31, 2023 and 2022, the Company was in compliance with its debt covenants.

Credit Ratings. The Company is rated by Moody's Investors Service, Inc. (Moody's) and S&P Global Inc. (S&P). Details for issuer credit ratings and ratings outlooks for the Company as of December 31, 2023 follow:

Moody's ⁽¹⁾			S&P		
Long-term	Short-term	Outlook	Long-term	Short-term	Outlook
Aaa	P-1	Negative	AA+	A-1+	Stable

(1) Moody's categorizes the long-term issuer ratings of the Company as a clearing counterparty rating (CCR) under the agency's Clearing Houses Rating Methodology.

THE DEPOSITORY TRUST COMPANY
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9. FAIR VALUE MEASUREMENTS

Valuation hierarchy

U.S. GAAP provides for a three-level valuation hierarchy based on the transparency of inputs to the valuation of a financial asset or liability as of the measurement date. Details for the descriptions of the three levels follow:

- Level 1 — Inputs to the valuation methodology are unadjusted quoted market prices for identical assets or liabilities in active markets as of the valuation date.
- Level 2 — Inputs to the valuation methodology are quoted market prices for similar assets and liabilities in active markets; quoted market prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 — Inputs to the valuation methodology are unobservable and reflect the Company’s own assumptions about the estimates market participants would use pricing the asset or liability based on the best information available in the circumstances (e.g., internally derived assumptions surrounding timing and amount of expected cash flows).

A financial asset or liability’s categorization within the valuation hierarchy is based on the lowest level of input that is significant to the fair value measurement

Financial assets and liabilities measured at fair value on a recurring basis.

There were no assets or liabilities measured at fair value on a recurring basis during the years ended December 31, 2023 and 2022.

Financial assets and liabilities measured at other than fair value.

Financial assets and liabilities whose carrying value approximates fair value. The carrying values of certain financial assets and liabilities approximate their fair values because they are short-term in duration, have no defined maturity, or have market-based interest rates. These instruments include Cash and cash equivalents, Participants’ Fund - Cash deposits, Other Participants’ assets, Participants’ Fund liabilities, and Payable to Participants.

The carrying values, fair values and fair value hierarchy levels of all financial instruments measured at other than fair value on the accompanying Statements of Financial Condition as of December 31, 2023 and 2022 follow (in thousands):

	2023				
	Carrying Amount	Total Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	\$ 731,373	\$ 731,373	\$ 731,373	\$ —	\$ —
Participants’ Fund cash deposits	1,984,734	1,984,734	1,984,734	—	—
Other Participants’ assets	4,484,240	4,484,240	4,484,240	—	—
Total	\$ 7,200,347	\$ 7,200,347	\$ 7,200,347	\$ —	\$ —
Liabilities:					
Participants’ Fund liabilities	\$ 1,984,734	\$ 1,984,734	\$ 1,984,734	\$ —	\$ —
Payable to Participants	4,484,240	4,484,240	\$ 4,484,240	—	—
Total	\$ 6,468,974	\$ 6,468,974	\$ 6,468,974	\$ —	\$ —

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9. FAIR VALUE MEASUREMENTS (CONTINUED)

	Carrying Amount	Total Fair Value	2022		
			Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	\$ 648,185	\$ 648,185	\$ 648,185	\$ —	\$ —
Participants' Fund cash deposits	2,001,893	2,001,893	2,001,893	—	—
Other Participants' assets	849,895	849,895	849,895	—	—
Total	<u>\$ 3,499,973</u>	<u>\$ 3,499,973</u>	<u>\$ 3,499,973</u>	<u>\$ —</u>	<u>\$ —</u>
Liabilities:					
Participants' Fund liabilities	\$ 2,001,893	\$ 2,001,893	\$ 2,001,893	\$ —	\$ —
Payable to Participants	849,895	849,895	849,895	—	—
Total	<u>\$ 2,851,788</u>	<u>\$ 2,851,788</u>	<u>\$ 2,851,788</u>	<u>\$ —</u>	<u>\$ —</u>

Assets and liabilities measured at fair value on a non-recurring basis. There were no financial assets or liabilities measured at fair value on a non-recurring basis during the years ended December 31, 2023 and 2022.

10. RETIREMENT PLANS

Defined contribution retirement plans. Eligible U.S. DTCC employees participate in one of two defined contribution plans, The Depository Trust & Clearing Corporation Employee Savings Plan (Employee Savings Plan) and The Depository Trust & Clearing Corporation Operations Level Employee Savings Plan (Operations Level Savings Plan). The Employee Savings Plan is a single employer plan covering non-bargaining unit employees. The Operations Level Savings Plan is a single employer plan covering bargaining unit employees.

Defined benefit pension and other postretirement benefit plans. Eligible DTCC employees participate in DTCC's non-contributory defined benefit pension and other postretirement plans, which provide for certain benefits upon retirement. DTCC's sponsored non-contributory plans include a defined benefit pension plan, supplemental executive retirement plan and benefit restoration plan. The other postretirement plans include retiree medical and life insurance plans for eligible retired employees and their beneficiaries.

Cost allocation. DTCC allocates the cost of these plans to its subsidiaries based primarily upon the estimated proportion of each subsidiary's salary cost relative to DTCC's total salary cost. The defined contribution retirement plans costs allocated to DTC were expense of \$13,800,000 and \$13,458,000 for the years ended December 31, 2023 and 2022, respectively, and are included in Employee compensation and related benefits in the accompanying Statements of Income. The defined benefit pension and other postretirement benefit plans costs allocated to DTC were income of \$1,109,000 and expense of \$552,000 for the years ended December 31, 2023 and 2022, respectively, and are included in Employee compensation and related benefits, Interest expense, and Other non-operating income, net, in the accompanying Statements of Income.

Details for defined benefit pension and other postretirement benefit plans (income)/costs for the years ended December 31, 2023 and 2022 follow (in thousands):

	2023	2022
Employee compensation and related benefits	\$ (460)	\$ 568
Interest expense	11,735	7,375
Other non-operating income	(12,384)	(7,391)
Defined benefit pension and other postretirement benefit plans (income)/cost, net	<u>\$ (1,109)</u>	<u>\$ 552</u>

THE DEPOSITORY TRUST COMPANY
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11. INCOME TAXES

DTC is included in DTCC's consolidated Federal and certain state tax returns. DTC also files other state tax returns on a separate company basis.

Details for the components of the Company's Provision (Benefit) for income taxes calculated on a separate company basis for the years ended December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
Current income tax/(benefit):		
Federal	\$ 28,602	\$ 11,596
State and local	11,984	8,151
Total current income tax/(benefit)	<u>40,586</u>	<u>19,747</u>
Deferred income tax/(benefit):		
Federal	(6,546)	(1,353)
State and local	(401)	(1,576)
Total deferred income tax/(benefit)	<u>(6,947)</u>	<u>(2,929)</u>
Provision for income taxes	<u>\$ 33,639</u>	<u>\$ 16,818</u>

Pursuant to a tax sharing agreement between DTCC and DTC, the Company is liable for its allocable share of Federal, state and local tax liabilities that are paid by DTCC. The Company paid income taxes to DTCC, net of refunds, amounting to \$25,750,000 and \$25,479,000 for 2023 and 2022, respectively.

The 2023 and 2022 effective tax rates differ from the 21% Federal statutory rate, primarily due to state and local taxes, and changes in unrecognized tax benefits. Details for the reconciliation of the U.S. Federal statutory tax rate to the Company's effective tax rate on Income before taxes for the years ended December 31, 2023 and 2022 follow:

	<u>2023</u>	<u>2022</u>
U.S. statutory tax rate	21.0 %	21.0 %
State and local income taxes, net of Federal tax benefit	7.2	7.1
Change in unrecognized tax benefits	0.2	1.5
Other	0.4	0.8
Effective tax rate	<u>28.8 %</u>	<u>30.4 %</u>

Details for the components of deferred tax assets and liabilities as of December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
<u>Deferred tax assets:</u>		
Accrued compensation and benefits	\$ 21,533	\$ 24,013
Deferred rent	17,288	20,694
Capitalized Software	6,346	—
Other	813	506
Total deferred tax assets	<u>45,980</u>	<u>45,213</u>
<u>Deferred tax liabilities:</u>		
Depreciation and amortization	(11,476)	(14,368)
Capitalized software	—	(3,288)
Total deferred tax liabilities	<u>(11,476)</u>	<u>(17,656)</u>
Net deferred tax assets	<u>\$ 34,504</u>	<u>\$ 27,557</u>

THE DEPOSITORY TRUST COMPANY
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11. INCOME TAXES (CONTINUED)

The deferred tax assets are expected to be fully realized and, accordingly, no valuation allowance was established as of December 31, 2023 and 2022.

Details for unrecognized tax benefits as of December 31, 2023 and 2022 follow (in thousands):

	<u>2023</u>	<u>2022</u>
Beginning balance	\$ 2,147	\$ 1,423
Increases:		
Prior period tax positions	795	724
Current period tax positions	373	—
Ending balance	<u>\$ 3,315</u>	<u>\$ 2,147</u>

In addition, the Company classifies interest and penalties related to unrecognized tax benefits, if incurred, in Provision for income taxes in its accompanying Statements of Income. As of December 31, 2023 and 2022, accrued interest related to unrecognized tax benefits recorded on the accompanying Statements of Financial Condition totaled \$757,000 and \$697,000, respectively.

Unrecognized tax benefits are estimated based on judgment, assessment of relevant risks, facts and circumstances. Actual results could differ materially from those estimates. The Company believes that the liability for unrecognized tax benefits is the best estimate in relation to the potential for additional assessments. Unexpected results from one or more such tax audits could significantly adversely affect the Company's income tax provision and results of operations.

Details for the periods currently under examination and remaining subject to examination by jurisdiction as of December 31, 2023 follow:

<u>Jurisdiction</u>	<u>Tax Years</u>	
	<u>Under Examination</u>	<u>Subject to Examination</u>
U.S. Federal - Internal Revenue Service	-	2020 - 2022
New York State	-	2020 - 2022
New York City	2015 - 2017	2020 - 2022
State of Florida	2016 - 2018	2020 - 2022
State of California	2017 - 2018	2020 - 2022
State of New Jersey	2017 - 2021	2019 - 2022

12. SHAREHOLDERS' EQUITY

DTC Series A Non-Cumulative Perpetual Preferred stock. Under a plan adopted by the Board of Directors, each Participant of DTC is required to own shares of DTC Series A preferred stock. The ownership of DTC preferred stock is reported as non-controlling interests in the consolidated financial statements. There was \$150,000,000 of DTC Series A preferred stock (1,500,000 shares at par value of \$100 per share) outstanding as of December 31, 2023 and 2022. Dividends are subject to regulatory limitations and restrictions per the New York Banking Law and Federal Reserve Act and must be approved and declared by the Board of Directors. When declared, dividend amounts are based on the weighted-average rate of interest paid by the Company on required Participants' Fund deposits during the dividend period as disclosed in the DTC's rules.

There were no dividends declared to holders of the Series A Preferred Stock during the year ended December 31, 2023.

THE DEPOSITORY TRUST COMPANY
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12. SHAREHOLDERS' EQUITY (CONTINUED)

Details of dividends paid to holders of the Series A Preferred Stock during the year ended December 31, 2022 follow:

Approved and Declared Date	Record Date	Payment Date	Declared Dividend		Dividend Paid	
February 23, 2022	February 23, 2022	April 11, 2022	\$	45,000	\$	45,000
December 15, 2021	December 17, 2021	January 11, 2022	\$	90,000	\$	90,000

Common stock dividend. On December 15, 2021, the Board of Directors approved a dividend in the amount of \$150 million from DTC to DTCC, which was paid on February 8, 2022.

13. CAPITAL REQUIREMENTS

As required by Rule 17Ad-22(e)(15) of the CCAS and pursuant to the Clearing Agency Policy on Capital Requirements, the Company must meet its total capital requirement by holding liquid net assets funded by equity. The total capital requirement for DTC is equal to the sum of the general business risk capital requirement and corporate contribution, as described below.

General Business Risk Capital Requirement. This capital requirement is held to cover potential general business losses so that the Company can continue operations and provide services as a going concern if those losses materialize. It is determined based on the Company's general business risk profile and estimated time to execute a recovery or orderly wind-down of critical operations and, at a minimum, is equal to six months of operating expenses.

Corporate Contribution. The corporate contribution is applied to losses of the Company as provided in DTC's rules. The amount of the corporate contribution is generally equal to 50% of the Company's general business risk capital requirement.

Details for the general business risk capital requirement, corporate contribution and liquid net assets funded by equity for the Company as of December 31, 2023 and 2022 follow (in thousands):

	2023	2022
General business risk capital requirement	\$ 234,639	\$ 229,966
Corporate contribution	117,320	114,983
Total requirement	351,959	344,949
Liquid net assets funded by equity	731,373	648,185
Excess	\$ 379,414	\$ 303,236

Capital Adequacy. The capital and leverage ratios required by the FRBNY and the NYSDFS as of December 31, 2023 follow:

	Ratio	Minimum Capital Ratio^(a)	Well Capitalized Ratio^(a)
Tier 1 capital ratio ⁽¹⁾	49.94 %	6.00 %	8.00 %
Total capital ratio ⁽¹⁾	49.94 %	8.00 %	10.00 %
Tier 1 leverage ratio ⁽²⁾	15.07 %	4.00 %	4.00 %

(a) As defined by the regulations issued by the Federal Reserve, Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation.

(1) Total capital and Tier 1 capital include common stock, retained earnings and preferred stock. DTC's tier 1 capital and total capital ratios are based on tier 1 capital and total risk-weighted assets.

(2) Tier 1 leverage ratio is based on tier 1 capital and quarterly average total assets.

THE DEPOSITORY TRUST COMPANY
NOTES TO FINANCIAL STATEMENTS
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14. TRANSACTIONS WITH RELATED PARTIES

In the ordinary course of the business, the Company enters into significant related party transactions with DTCC and its other subsidiaries.

Transactions with DTCC. DTC has an agreement with DTCC whereby DTCC pays for substantially all of the operational expenses of DTC, and, from time-to-time, purchases of long-term assets acquired by DTCC on behalf of DTC. The related expenses are allocated to DTC based upon its estimated use of such goods or services. Further, the agreement provides that DTCC performs credit and quantitative risk services and certain other services for DTC including administrative, internal audit, finance and legal services. For the years ended December 31, 2023 and 2022, the billing for these services amounted to the allocated expenses plus an 8% and 7% mark-up fee, respectively, excluding charges passed through to Participants and capitalized software costs. The mark-up fee, representing the amount in excess of the actual cost, is included in Professional and other services in the accompanying Statements of Income.

Transactions with DTCC Solutions LLC. DTCC Solutions LLC sells data products including referential and activity-based data, announcement, security reference, and liquidity, on behalf of DTC. All of the revenue from the sales is billed back to DTC and is included in Other services in the accompanying Statements of Income. The associated expenses incurred, plus a 5% mark-up fee, are also billed back to DTC, and these related expenses are included in substantially all of the operational expenses of DTC, in the accompanying Statements of Income.

Details for related party transactions for 2023 and 2022 follow (in thousands):

Related parties	Revenues ⁽²⁾		Expenses		Payables/(Receivables) ⁽³⁾	
	For the years ended December 31,		For the years ended December 31,		As of December 31,	
	2023	2022	2023	2022	2023	2022
DTCC ⁽¹⁾	\$ —	\$ —	\$ 33,072	\$ 28,913	\$ 49,367	\$ 53,111
DTCC Solutions LLC	22,951	20,085	6,490	4,084	(860)	(1,181)
Total	<u>\$ 22,951</u>	<u>\$ 20,085</u>	<u>\$ 39,562</u>	<u>\$ 32,997</u>	<u>\$ 48,507</u>	<u>\$ 51,930</u>

(1) DTCC expenses represent the 8% and 7% mark-up fee for services described above.

(2) Included in Other services in the accompanying Statements of Income.

(3) Included in Accounts payable and accrued expenses on the accompanying Statements of Financial Condition.

15. OFF BALANCE SHEET AND CONCENTRATION OF CREDIT RISKS

DTC is exposed to significant credit risk to third parties including its Participant base, which extends to companies within the global financial services industry. DTC's global Participant base includes brokers, dealers, banks, mutual fund companies, insurance carriers, and other financial intermediaries. Credit risk represents the potential for loss due to the default or deterioration in credit quality of a Participant. The Company's exposure to credit risk is primarily derived from providing clearing and settlement service to Participants.

Credit risk also comes from the investment of financial assets, which consist principally of cash and cash equivalents, accounts receivable and the Participants' Fund. Concentrations of credit risk may arise due to large, connected individual exposures and significant exposures to groups of Participants whose likelihood of default is driven by common underlying factors including economic conditions affecting the securities industry and debt-issuing countries.

THE DEPOSITORY TRUST COMPANY

NOTES TO FINANCIAL STATEMENTS

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15. OFF BALANCE SHEET AND CONCENTRATION OF CREDIT RISKS (CONTINUED)

Cash and cash equivalents. The Company maintains cash and cash equivalents with various financial institutions including the FRBNY. The Company's investment policy is designed to limit its exposure with any one financial institution. As part of its credit and risk management processes, the Company performs periodic evaluations of the relative credit standing of the financial institutions with whom it places funds. The Company generally makes deposits with financial institutions having a credit rating of at least BBB+/Baa1 or better from recognized rating agencies and that are approved via its internal credit review process. The Company also monitors the credit ratings of the financial institutions with whom it places funds on an ongoing basis to identify any significant change in a financial institution's condition. If such a change takes place, the amounts deposited in such financial institutions may be adjusted.

Marketable securities. The Company may invest in reverse repurchase agreements, money market funds, bank deposits, and directly in U.S. Treasury securities and debt obligations of the U.S. government or those U.S. government agencies guaranteed by the U.S. government, pursuant to its investment policy. Credit risk related to investments in marketable securities involves the risk of nonperformance by the counterparty, which could result in a material loss.

Accounts receivable. Credit risk related to accounts receivable involves the risk of non-payment by the counterparty. Credit risk is diversified due to the large number of Participants. The Company also performs ongoing credit evaluations of the financial conditions of its Participants and evaluates the delinquency status of the receivables.

Participants' Fund cash deposits. Cash deposits to the DTC Participants' Fund are invested in bank accounts that provide same day access to funds.

The Company is exposed to credit risk on a daily basis. This risk arises at DTC should a Participant fail to fulfill its settlement obligation. The Company manages and mitigates this risk by identifying, measuring and responding to these risks in order to protect the safety and soundness of the DTC settlement system. Various tools are utilized to mitigate these risks including, but not limited to: setting capital adequacy standards; assessing new applicants for membership; performing continuous monitoring of Participants' financial condition; reviewing Participants' daily activity and determining appropriate collateral requirements; maintaining its risk-based Participants' Fund; netting obligations continuously; marking unsettled obligations to market; and utilizing quantitative analytical tools.

To become a Participant, an applicant must meet minimum eligibility criteria that are specified in the Company's rules. All applicants must provide the Company with certain financial and operational information to be a Participant. This information is reviewed to ensure the applicant has sufficient financial resources to make anticipated contributions to the Participants' Fund and to meet its obligations to the Company. The credit quality of the Participant is evaluated at the time of application and monitored on an ongoing basis to determine if the Participant continues to be financially stable and able to meet the financial requirements of membership. As part of its review, the Company utilizes an internal credit risk-rating matrix and/or other forms of surveillance to risk rate or monitor Participants. The resulting rating or degree of surveillance determines the level of financial review to be performed on each Participant and may impact their Participants' Fund requirements.

Collateralization controls and net debit caps are employed by DTC to protect Participants against the risk that one or more Participants may fail to pay for their settlement obligations. DTC's collateralization controls prevent a Participant's net debit balance from exceeding the value of collateral in its account. The controls are designed to provide DTC with sufficient collateral to obtain funding for settlement in the event a Participant fails to pay its settlement obligation. DTC's net debit cap controls limit the net settlement debit that each Participant can incur to an amount, based upon activity level, which would be covered by DTC's liquidity resources. The net debit cap requires DTC to maintain sufficient liquidity to complete settlement should any single Participant or Participant family fail to settle.

The Company regularly performs back testing, stress testing, and model performance monitoring of the quality and accuracy of its risk management systems to ensure the adequacy of Participants' Fund requirements and to respond to other risk factors that the monitoring may reveal.

DTC maintains a committed, secured line of credit to support potential liquidity needs in the event of a Participant default.

15. OFF BALANCE SHEET AND CONCENTRATION OF CREDIT RISKS (CONTINUED)

The Company also limits its exposure to potential losses from default by Participants through its multilateral netting contract and limited cross-guaranty agreement with NSCC, FICC and the Options Clearing Corporation (OCC). This arrangement is designed to provide a mechanism for the sharing of excess net resources of a common defaulting Participant held at one clearing agency to cover losses incurred at another clearing agency. NSCC and DTC are also party to a netting contract and limited cross-guaranty agreement that includes special cross-guaranties and related arrangements designed to permit transactions to flow smoothly between DTC's system and NSCC's CNS system in a collateralized environment.

If a Participant defaults, such Participant's deposits to the Participants' Fund would be used to satisfy an outstanding obligation and/or loss incurred by DTC. If those funds are insufficient to cover the defaulting Participant's outstanding obligations, DTC may use other Participant deposits in the Participants' Fund or apply a portion of its retained earnings to cover the loss.

16. SUBSEQUENT EVENTS

The Company evaluated events and transactions occurring after December 31, 2023 through February 28, 2024, the date these financial statements were available to be issued, for potential recognition or disclosure. No events or transactions occurred during such period that would require recognition or disclosure in these financial statements.