

**PROCEDURES FOR SUBMITTING A DTC  
LETTER OF REPRESENTATIONS, SPECIAL LETTER, OR RIDER (“FORM LETTERS”)**

- Form Letters are to be submitted as single sided documents by the Issuer or It's Counsel.
- **Retyped, altered or reformatted Form Letters will not be acceptable.** Only add the required information to DTC's Form Letters.
- Please send draft Form Letters to DTC five business days prior to the Closing Date.
- Corporate Issuers should e-mail draft Form Letters to [uwcorplor@dtcc.com](mailto:uwcorplor@dtcc.com). Municipal Issuers should e-mail draft Form Letters to [uwmunilor@dtcc.com](mailto:uwmunilor@dtcc.com). If e-mail is not available Issuers may submit drafts via facsimile to (212) 855-3274.
- Executed Form Letters are required to be received by DTC preferably three, but no less than one business day prior to closing. DTC's current signature policy must be adhered to.
- Please see Important Notice 5191-09 for details on DTC's current signature policy at [http://www.dtcc.com/downloads/legal/imp\\_notices/2009/dtc/set/5151-09.pdf](http://www.dtcc.com/downloads/legal/imp_notices/2009/dtc/set/5151-09.pdf).
- U.S. Issuers may e-mail the final executed Form Letters to DTC as set forth in the fourth bullet above.
- **Non-U.S. Issuers must deliver original Form Letters bearing an ink signature to the Underwriting Department at the address given below. Hand deliveries by appointment only.**
- Countersigned copies of Form Letters will only be provided after a DTC Participant has submitted an eligibility request for a related pending issuance.
- Please refer to the attached memorandum for DTC's acceptable delivery methods for legal eligibility documentation and requests for countersigned documents.
- For additional information, please refer to “A Guide to making BEO Securities Eligible for Deposit at DTC” located on DTCC's website at [www.dtcc.com/legal/eligibility](http://www.dtcc.com/legal/eligibility).

Thank you.

The Depository Trust & Clearing Corporation  
Underwriting Department / BEO Group  
55 Water Street, 1SL  
New York, NY 10041-0099  
Tel: 1-866-724-4402, select option (3)  
Fax: 1-212-855-3274  
E-mail: [uwcorplor@dtcc.com](mailto:uwcorplor@dtcc.com) (for corporate issues)  
[uwmunilor@dtcc.com](mailto:uwmunilor@dtcc.com) (for municipal issues)



*The Depository Trust &  
Clearing Corporation  
55 Water Street  
New York, NY 10041-0099*

July 2009

# Memo

To: All Security Issuers Legal Representatives  
From: Underwriting Department  
Date: November 28, 2008  
Re: Delivery Methods for Legal Eligibility Documentation

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This bulletin describes the acceptable methods of delivery of certain documentation sent on behalf of domestic<sup>1</sup> and non-U.S. issuers to The Depository Trust Company (DTC).

In an effort to cut costs to issuers and their counsel and to expedite the processing of Blanket Issuer Letters of Representations, Issuer Letter of Representations and other Letters of Representations related to money market instruments (collectively, LORs), DTC is requiring that all LORs for U.S. issuers be delivered in electronic format by either e-mail or telecopy, as opposed to hand delivery of hard copies. U.S. issuer's LORs may also be delivered by overnight courier.

In 2006, DTC adopted an electronic signature policy which allowed all U.S. issuers of corporate, municipal, and money market instruments to submit the following executed documentation in electronic format by e-mail (in PDF format) or by telecopy (fax) without the need to deliver hard copies with original ink signatures:

1. All LORs;
2. Special letters: This includes issues having ownership restrictions, including: securities issued under a real estate investment trust, communication, maritime, gaming and aviation issues.
3. "Bring-down" letters which alter the characteristics of a security (such as removing a restriction).
4. Eligibility Questionnaires

**Effective January 2, 2009** all LORs for U.S. issuers must be delivered to DTC by e-mail, telecopy or overnight courier. First Class mail may also be used, but please be advised that a late LOR surcharge will be incurred when it is delivered the day of closing. Walk-ins will only be allowed under extenuating circumstances and may be subject to a processing fee. Please be sure to state in writing if a countersigned copy of the LOR, is desired for your Closing. This request will only be honored for issuer's counsel. Acknowledgment of LORs sent by e-mail or telecopy shall be returned via e-mail or telecopy, within a 24 hour period, if the LOR is received by DTC prior to 12:00 Noon. Those LORs received by DTC after 12:00 Noon will be acknowledged the same day on a best efforts basis.

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<sup>1</sup> Domestic issuer is defined to be an issuer formed under or incorporated within the 50 States including the District of Columbia.

The requirement for hard-copy, original ink signatures for LORs sent on behalf of non-US issuers, as defined herein, remains in effect. DTC must receive non-US issuer's LORs in hard-copy format with original ink signature(s) no later than one business day prior to Closing. These LORs should be sent by overnight courier. This allows for timely delivery, as well as the ability to track. LORs sent by overnight courier will be acknowledged by DTC, by email or telecopy, within 24 hours. If counsel requires physical return of the countersigned letter, a prepaid return envelope must be included. Appointments for walk-ins for non-U.S. issuers may be permitted on a case, by, case basis.

The Depository Trust & Clearing Corporation

Underwriting Department

55 Water Street, 1<sup>st</sup> Sub-Level

New York, N.Y. 10041

ph: 1-(866)-724-4402 Option 3

fax: (212)-855-3274

Email for Corporate Issues: [uwcoplor@dtcc.com](mailto:uwcoplor@dtcc.com)

Email for Municipal Issues: [uwmunilor@dtcc.com](mailto:uwmunilor@dtcc.com)