



Important Notice
The Depository Trust Company

B #:	1647-14
Date:	September 12, 2014
To:	All Participants
Category:	Underwriting
From:	General Counsel's Office
Attention:	Managing Partner/Officer; Operations, Underwriters, Agents, Trustees, Issuer's Counsel, and Other Affected Parties
Subject:	Revised DTC Letter of Securities Possession ("LOP") (used for <i>extraordinary circumstances</i> for Non-FAST new issue closings)

The purpose of this notice is to announce and distribute the revised DTC Letter of Securities Possession ("LOP") document (attached). The LOP is used, when due to extraordinary circumstances, the Lead Underwriter of a Non-FAST new issue has advised DTC that it will not be able to deliver the physical certificates to DTC in compliance to the requirements described in DTC's Operational Arrangements (OA).

The LOP has been significantly revised from its prior distribution in 2008. The revisions to the LOP reflect the need to provide clarifications of the use of the letter and transparency to the parties executing the letter in their role and obligations, and to further mitigate any risk associated with acceptance of this letter by DTC.

The DTC Crediting Participant, (and the Lead Underwriter if the Lead Underwriter is not also the DTC Crediting Participant), must complete the LOP in its entirety in order for DTC to consider the LOP. The LOP is to be used only in *extraordinary circumstances* and DTC may, in its sole and absolute discretion, refuse to accept a completed LOP in lieu of receipt of the Certificates.

Lead Underwriters, DTC Crediting Participants and other effected parties are strongly encouraged to review the new LOP in it's entirety. (*Note: Any prior versions of the LOP will not be accepted.*)

Parties considering using the LOP for a new issue closing must contact the Underwriting Department at **(866) 724-4402, option 5.**

Questions concerning this notice may be directed to your Client Account Representative or to the Underwriting Department at (866) 724-4402, option 5.

**The Depository Trust Company
Letter of Securities Possession (“LOP”)**

(Date)

(Lead Underwriter¹ Firm Name) (“Lead Underwriter”)

(DTC Participant Firm Name) (“DTC Crediting Participant”)

(DTC Participant Number to be credited on Closing Date) (“Account”)

The Depository Trust Company

570 Washington Blvd
Jersey City, NJ 07310
Attention: Underwriting Department

Re:

(Issue Description, Including Maturities and CUSIP(s)) (collectively, the “Issue”)

Ladies and Gentlemen:

The Lead Underwriter has been notified that, in order for The Depository Trust Company (“DTC”), to process the distribution of the Issue by book-entry through the facilities of DTC on the Issue’s closing date (“Closing Date”), DTC’s Operational Arrangements (“OA”) require (i) that DTC receive any security certificate representing the Issue (collectively, the “Certificates”) for inspection by 12:00 noon Eastern Time (“ET”) on the business day prior to the Closing Date and (ii) that, absent any other arrangements agreed to by DTC, the Lead Underwriter must send such Certificates to DTC by secure means (e.g., by courier or overnight delivery). The Lead Underwriter has advised DTC that it will not be able to deliver the Certificates to DTC within this timeframe due to circumstances beyond its control but, nonetheless, has requested that DTC accept the Issue for deposit on the Closing Date and process the distribution thereof. As evidence of the Lead Underwriter’s good faith effort to deliver the Certificates to DTC within the required timeframe, the Lead Underwriter (a) attaches to this Letter of Securities Possession copies of the fully-executed Certificates registered in the name of “Cede & Co.”, (b) sets forth below the name of the courier or overnight delivery service and the tracking number of the package containing the Certificates and (c) hereby confirms to DTC that such package was delivered to such courier or overnight delivery service for delivery to DTC’s Underwriting Department at the above address, main floor - Central Delivery.

¹ The term “underwriter” includes, without limitation, a placement agent, manager, or initial purchaser, as applicable.

In order to induce DTC to accept the Issue for deposit on the Closing Date and process the distribution thereof:

- (A) the DTC Crediting Participant hereby agrees that, if the Certificates are not received by DTC's Underwriting Department by 4:00 p.m. ET on the Closing Date, DTC may debit the Account of the DTC Crediting Participant to the full extent of the Certificates not so received, and if this debit creates a short position, DTC may charge the settlement account of the DTC Crediting Participant 130% of the current market value of the securities represented by such Certificates until they are received by DTC. Nothing herein shall affect DTC's ability to reverse the distribution of the Issue in the event that the Certificates are not received by DTC's Underwriting Department on the Closing Date;
- (B) the DTC Crediting Participant hereby acknowledges, in accordance with Section 8-301(a)(2) or (3) of the Uniform Commercial Code of the State of New York, that it acquired possession of the Certificates (either directly or through a third party with whom it or the issuer has made appropriate arrangements), on behalf of DTC and its nominee, Cede & Co; and
- (C) the DTC Crediting Participant agrees, and, if the Lead Underwriter is not also the DTC Crediting Participant, the Lead Underwriter and the DTC Crediting Participant jointly and severally agree, to indemnify DTC, its nominee(s) and affiliates (collectively, the "Indemnitees") against any loss, cost, expense, liability or damage imposed on or incurred by any Indemnitee arising out of or in connection with this Letter of Securities Possession, including, but not limited to, the failure of the Certificates to be received by DTC's Underwriting Department by 4:00 p.m. ET on the Closing Date.

This Letter of Securities Possession shall be governed by and construed in accordance with the laws of the State of New York. The Lead Underwriter and the DTC Crediting Participant hereby irrevocably submit to the exclusive jurisdiction of the United States District Court for the Southern District of New York or any court of the State of New York located in the Borough of Manhattan in the City of New York in any action or proceeding arising out of or relating to this Letter of Securities Possession and agree that any such action or proceeding shall be brought only in such courts. The Lead Underwriter and the DTC Crediting Participant hereby irrevocably waive, to the fullest extent permitted by law, any objection that they may now or hereafter have to the laying of the venue of any such action or proceeding brought in such courts or any claim that any such action or proceeding brought in such courts has been brought in an inconvenient forum.

This Letter of Securities Possession may be executed in counterparts, all of which taken together shall constitute one and the same instrument. This Letter of Securities Possession so executed may be transmitted electronically in PDF format and such transmission shall constitute effective delivery hereof.

The Lead Underwriter and the DTC Crediting Participant acknowledge and understand that this Letter of Securities Possession is to be used only in extraordinary circumstances and that DTC may, in its sole and absolute discretion, refuse to accept a completed Letter of Securities Possession in lieu of receipt of the Certificates. DTC's acceptance of the Issue for deposit and the processing of the distribution thereof

