

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * <input type="text" value="65"/>	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4	File No.* SR - <input type="text" value="2015"/> - * <input type="text" value="005"/>	Amendment No. (req. for Amendments *) <input type="text"/>
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Filing by The Depository Trust Company  
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>	Section 19(b)(3)(B) * <input type="checkbox"/>
			Rule		
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input checked="" type="checkbox"/> 19b-4(f)(4)	<input type="checkbox"/> 19b-4(f)(6)
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934
Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
Section 3C(b)(2) * <input type="checkbox"/>	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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**Description**

Provide a brief description of the action (limit 250 characters, required when Initial is checked \*).

Revisions to the DTC Custody Service Guide and the DTC Deposits Service Guide.

**Contact Information**

Provide the name, telephone number, and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the action.

First Name * <input type="text" value="John"/>	Last Name * <input type="text" value="Petrofsky"/>
Title * <input type="text" value="Senior Associate Counsel"/>	
E-mail * <input type="text" value="jpetrofsky@dtcc.com"/>	
Telephone * <input type="text" value="(813) 470-2115"/>	Fax <input type="text"/>

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

(Title \*)

Date <input type="text" value="04/30/2015"/>	<input type="text" value="Managing Director and Deputy General Counsel"/>
By <input type="text" value="Lois J. Radisch"/>	<input type="text"/>
(Name *)	

Persona Not Validated - 1420663454010,

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF website.

**Form 19b-4 Information \***

Add Remove View

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

**Exhibit 1 - Notice of Proposed Rule Change \***

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies \***

Add Remove View

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change, security-based swap submission, or advance notice being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

**Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications**

Add Remove View

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

**Exhibit 3 - Form, Report, or Questionnaire**

Add Remove View

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

**Exhibit 4 - Marked Copies**

Add Remove View

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

**Exhibit 5 - Proposed Rule Text**

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

**Partial Amendment**

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) The purpose of the proposed rule change submitted by The Depository Trust Company (“DTC”) is to make technical revisions to the text of the: (i) DTC Custody Service Guide (the “Custody Guide”) and (ii) DTC Deposits Service Guide (“Deposits Guide”), as more fully described below.<sup>1</sup> The text of the proposed rule change is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The proposed rule change has been approved by senior management of DTC; no other action is required to be taken by DTC under its organization certificate, by-laws or Rules for a proposed rule change of this type.

3. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a)

Purpose

The proposed rule change would revise both the Custody Guide and the Deposits Guide to make technical changes and updates to reflect current terminology, systems functionality, procedures and practices, as well as to simplify and clarify text.

In this regard, the Custody Guide would be revised to:

- (i) Harmonize descriptions throughout regarding the eligibility of securities and other assets for deposit in the Custody Service, and update the list of items that are accepted or not accepted for deposit;
- (ii) Update references to functionality with respect to Participant interfaces with DTC;
- (iii) Clarify that Participants may utilize the New York Window Service to facilitate physical transfers with respect to deliveries of securities for

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<sup>1</sup> Each term not otherwise defined herein has the respective meaning set forth in DTC’s rules (the “Rules”), available at [http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc\\_rules.pdf](http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc_rules.pdf).

services offered by National Securities Clearing Corporation (NSCC) such as the Envelope Settlement Service (ESS) and the Automated Customer Account Transfer Service (ACATS);

- (iv) Remove the “Terms and Conditions” section provided for the New York Window Service which is not necessary in light of the indemnification provisions relating to DTC’s offering of services under DTC Rule 6;<sup>2</sup>
- (v) Update text, including descriptions of processes and address information for the Custody Service and cross-references throughout; and
- (vi) Conform grammar and usage of terminology throughout.

In addition, the Deposits Guide would be revised to:

- (i) Remove language relating to the Custody Service that is duplicative of the provisions in the Custody Guide;
- (ii) Clarify that provisions relating DTC’s use of Participants’ medallion guarantee stamps for purposes of the Branch Deposit Service also apply with respect to the Restricted Deposit Service;
- (iii) Update other text, including descriptions of processes and address information for the Deposits Service and cross references throughout; and
- (iv) Conform grammar and usage of terminology throughout.

#### Implementation Date

The proposed rule change would become effective immediately.

- (b)

#### Statutory Basis

The proposed rule change would revise the Custody Guide and the Deposits Guide to make technical changes and updates to reflect current terminology, systems functionality, procedures and practices, as well as simplify and clarify the texts of both guides. Therefore, DTC believes the proposed rule change is consistent with the requirements of: (i) the Securities Exchange Act of 1934, as amended (“Act”), in particular Section 17A(b)(3)(F) of the Act,<sup>3</sup> which requires that the rules of the clearing agency be designed, *inter alia*, to promote the prompt and accurate clearance and

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<sup>2</sup> See DTC Rules (Rule 6 (Services)), pp. 45-49, available at [http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc\\_rules.pdf](http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc_rules.pdf).

<sup>3</sup> 15 U.S.C. 78q-1(b)(3)(F).

settlement of securities transactions, and (ii) Rule 17Ad-22(d)(9)<sup>4</sup> promulgated under the Act which requires, *inter alia*, that a clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to identify and evaluate the risks and costs associated with using its services, because the proposed changes simplify and clarify the Guides' respective texts for the users of DTC's services.

4. Clearing Agency's Statement on Burden on Competition

DTC does not believe that the proposed rule change would have any impact, or impose any burden, on competition.

5. Clearing Agency's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments relating to the proposed rule change have not yet been solicited or received. DTC will notify the Securities and Exchange Commission (the "Commission") of any written comments received by DTC.

6. Extension of Time Period for Commission Action

DTC does not consent to an extension of the time period specified in Section 19(b)(2) of the Act for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

- (a) This filing is made pursuant to Section 19(b)(3)(A)<sup>5</sup> of the Act and subparagraph (f)(4) of Securities Exchange Act Rule 19b-4.<sup>6</sup>
- (b) The proposed rule change effects changes in existing services of DTC that: (i) do not adversely affect the safeguarding of securities in the custody or control of DTC or for which it is responsible; and (ii) do not significantly affect the respective rights or obligations of DTC or persons using its services, as it would merely make technical and clarifying changes and updates to the Custody Guide and Deposits Guide, and conform their texts with current practices and procedures.
- (c) Not applicable.
- (d) Not applicable.

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<sup>4</sup> 17 CFR 240.17Ad-22(d)(9).

<sup>5</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>6</sup> 17 CFR 240.19b-4(f)(4).

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or the Commission.

9. Exhibits

Exhibit 1A - Notice of proposed rule change for publication in the Federal Register.

Exhibit 2 - Not applicable.

Exhibit 3 - Not applicable.

Exhibit 4 - Not applicable.

Exhibit 5 - Proposed Revisions to the text of the: (i) DTC Custody Service Guide and (ii) DTC Deposits Service Guide.

**EXHIBIT 1A**

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-[\_\_\_\_\_]; File No. SR-DTC-2015-005)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Make Technical Revisions to the DTC Custody Service Guide and the DTC Deposits Service Guide

Pursuant to Section 19(b)(1)<sup>1</sup> of the Securities Exchange Act of 1934 (“Act”) and Rule 19b-4<sup>2</sup> thereunder, notice is hereby given that on April 30, 2015, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II and III below, which Items have been prepared by DTC. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A)<sup>3</sup> of the Act and Rule 19b-4(f)(4)<sup>4</sup> thereunder. The proposed rule change was effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>4</sup> 17 CFR 240.19b-4(f)(4).

The proposed rule change consists of technical revisions to the: (i) DTC Custody Service Guide (“Custody Guide”) and (ii) DTC Deposits Service Guide (“Deposits Guide”) in order to make technical changes and updates.<sup>5</sup>

II. Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, DTC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. DTC has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

(A) Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The proposed rule change would revise both of the Custody Guide and the Deposits Guide to make technical changes and updates to reflect current terminology, systems functionality, procedures and practices, as well as to simplify and clarify text.

In this regard, the Custody Guide would be revised to:

- (i) Harmonize descriptions throughout regarding the eligibility of securities and other assets for deposit in the Custody Service, and update the list of items that are accepted or not accepted for deposit;
- (ii) Update references to functionality with respect to Participant interfaces with DTC;

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<sup>5</sup> Each term not otherwise defined herein has the respective meaning set forth in DTC’s rules (the “Rules”), available at [http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc\\_rules.pdf](http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc_rules.pdf).

- (iii) Clarify that Participants' may utilize the New York Window Service to facilitate physical transfers with respect to deliveries of securities for services offered by National Securities Clearing Corporation (NSCC) such as the Envelope Settlement Service (ESS) and the Automated Customer Account Transfer Service (ACATS);
- (iv) Remove the "Terms and Conditions" section provided for the New York Window Service which is not necessary in light of the indemnification provisions relating to DTC's offering of services under DTC Rule 6;<sup>6</sup>
- (v) Update text, including descriptions of processes and address information for the Custody Service and cross-references throughout; and
- (vi) Conform grammar and usage of terminology throughout.

In addition, the Deposits Guide would be revised to:

- (i) Remove language relating to the Custody Service that is duplicative of the provisions in the Custody Guide;
- (ii) Clarify that provisions relating DTC's use of Participants' medallion guarantee stamps for purposes of the Branch Deposit Service also apply with respect to the Restricted Deposit Service;
- (iii) Update other text, including descriptions of processes and address information for the Deposits Service and cross-references throughout; and
- (iv) Conform grammar and usage of terminology throughout.

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<sup>6</sup> See DTC Rules (Rule 6 (Services)), pp. 45-49, available at [http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc\\_rules.pdf](http://www.dtcc.com/~media/Files/Downloads/legal/rules/dtc_rules.pdf).

Implementation Date

The proposed rule change would become effective immediately.

2. Statutory Basis

The proposed rule change would revise the Custody Guide and the Deposits Guide to make technical changes and updates to reflect current terminology, systems functionality, procedures and practices, as well as simplify and clarify the texts of both guides. Therefore, DTC believes the proposed rule change is consistent with the requirements of: (i) the Act, in particular Section 17A(b)(3)(F) of the Act,<sup>7</sup> which requires that the rules of the clearing agency be designed, *inter alia*, to promote the prompt and accurate clearance and settlement of securities transactions, and (ii) Rule 17Ad-22(d)(9)<sup>8</sup> promulgated under the Act which requires, *inter alia*, that a clearing agency establish, implement, maintain and enforce written policies and procedures reasonably designed to identify and evaluate the risks and costs associated with using its services, because the proposed changes simplify and clarify the Guides' respective texts for the users of DTC's services.

(B) Clearing Agency's Statement on Burden on Competition

DTC does not believe that the proposed rule change would have any impact, or impose any burden, on competition.

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

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<sup>7</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>8</sup> 17 CFR 240.17Ad-22(d)(9).

Written comments relating to the proposed rule change have not yet been solicited or received. DTC will notify the Commission of any written comments received by DTC.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)<sup>9</sup> of the Act and paragraph (f) of Rule 19b-4<sup>10</sup> thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-DTC-2015-005 on the subject line.

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<sup>9</sup> 15 U.S.C. 78s(b)(3)(A).

<sup>10</sup> 17 CFR 240.19b-4(f).

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-DTC-2015-005. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of DTC and on DTCC's website (<http://dtcc.com/legal/sec-rule-filings.aspx>). All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-DTC-2015-005 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.<sup>11</sup>

Secretary

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<sup>11</sup> 17 CFR 200.30-3(a)(12).

## Exhibit 5

**Bold, Underlined** text indicates additions.

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

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## **The Depository Trust Company**

### **Custody Service Guide**

## Copyright

## IMPORTANT LEGAL INFORMATION

The contents of all Service Guides constitute "Procedures" of The Depository Trust Company ("DTC") as defined in the Rules of DTC. If Participants or other authorized users of DTC's services fail to follow these Procedures precisely, DTC shall bear no responsibility for any losses associated with such failures.

In connection with their use of the Corporation's services, Participants and Pledges must comply with all applicable laws, including all applicable laws relating to securities, taxation, and money laundering, as well as sanctions administered and enforced by the Office of Foreign Assets Control ("OFAC"). As part of their compliance with OFAC sanctions regulations, all Participants and Pledges must agree not to conduct any transaction or activity through DTC that violates sanctions administered and enforced by OFAC.

From time to time, DTC receives from outside sources notices and other documents, including corporate action information, and communications concerning financial assets. Although DTC may make certain of such documents and communications, or extracts therefrom, ("Information") available to Participants and other authorized users, it shall be under no obligation to do so nor, having once or more done so, shall DTC have a continuing obligation to make available Information of a certain type. Information is not independently verified by DTC and is not intended to be a substitute for obtaining advice from an appropriate professional advisor. Therefore, Participants and other authorized users are advised to obtain and monitor Information independently. In addition, nothing contained in Information made available to Participants and other authorized users shall relieve them of their responsibility under DTC's Rules and Procedures or other applicable contractual obligations to check the accuracy, where applicable, of Participant Daily Activity Statements and all other statements and reports received from DTC and to notify DTC of any discrepancies. **DTC DOES NOT REPRESENT THE ACCURACY, ADEQUACY, TIMELINESS, COMPLETENESS, OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY INFORMATION (AS DEFINED ABOVE) PROVIDED TO PARTICIPANTS AND OTHER AUTHORIZED USERS, WHICH IS PROVIDED AS-IS. DTC SHALL NOT BE LIABLE FOR ANY LOSS RELATED TO SUCH INFORMATION (OR THE ACT OR PROCESS OF PROVIDING SUCH INFORMATION) RESULTING DIRECTLY OR INDIRECTLY FROM MISTAKES, ERRORS, OR OMISSIONS, OTHER THAN THOSE CAUSED DIRECTLY BY GROSS NEGLIGENCE OR WILLFUL MISCONDUCT ON THE PART OF DTC.** Further, such Information is subject to change. Participants and other authorized users should obtain, monitor, and review independently any available documentation relating to their activities and should verify independently information received from DTC.

**DTC SHALL NOT BE LIABLE FOR: (1) ANY LOSS RESULTING DIRECTLY OR INDIRECTLY FROM INTERRUPTIONS, DELAYS, OR DEFECTS ARISING FROM OR RELATED TO ITS SERVICES; AND (2) ANY SPECIAL, CONSEQUENTIAL, EXEMPLARY, INCIDENTAL, OR PUNITIVE DAMAGES.**

The services provided by DTC to its Participants and other authorized users are provided only pursuant to the terms and conditions of the Participants Agreement, which references the Rules and Procedures of DTC, and/or other contractual documents (collectively, the "Contractual Documents"). DTC's obligations to Participants and other authorized users are therefore contractual in nature and are limited solely to those obligations expressly set forth in the Contractual Documents. Participants and other authorized users are obligated to, among other things, follow precisely the procedures outlined in the Contractual Documents and provide DTC with complete and accurate information. In accepting financial assets from Participants and/or providing services to other authorized users, DTC relies, among other things, upon the duty of Participants and other authorized users to exercise diligence in all aspects of each transaction processed through DTC.

Participants and other authorized users expressly acknowledge that the services provided by DTC are ministerial in nature. Moreover, as further reflected by DTC's fee structure (which typically bears no relationship to the dollar value of any given transaction), DTC does not accept any risk of loss to Participants, other authorized users and possible third party beneficiaries with respect to transactions being processed by DTC.

Copyright © 1999 - ~~2013~~ 2015 by The Depository Trust Company ("DTC"). All rights reserved. This work (including, without limitation, all text, images, logos, compilation and design) is copyrighted, is proprietary, and is intended for the exclusive use of DTC's Participants and other authorized users of DTC's services. If this work is received in any electronic medium, authorized users of this work are permitted the limited right to make reproductions and transmissions necessary for downloading and storage of this work on the users' computers. Such users are also permitted to print one or more paper copies from the electronic version for their own use. Other than to this limited extent, no part of this work (including any paper copies thereof or print versions thereof) may be altered, reproduced or distributed (including by transmission) in any form or by any means, or stored in any information storage and retrieval system, without DTC's prior written permission.

REDISTRIBUTION BY PARTICIPANTS OF CERTAIN DATA FILES AND THE INFORMATION PROVIDED BY DTC IS STRICTLY PROHIBITED. FOR PURPOSES OF THIS PROCEDURE, "DATA FILES" SHALL MEAN THE BULK CORPORATE ACTIONS DATA FILES PROVIDED BY DTC TO PARTICIPANTS. EACH DATA FILE PROVIDED BY DTC TO A PARTICIPANT IS AND SHALL CONTINUE TO BE THE PROPERTY OF DTC AND NOT OF ANY PARTICIPANT IN RECEIPT THEREOF; THIS PROCEDURE DOES NOT CONSTITUTE THE GRANT OF ANY LICENSE IN, TO OR FOR THE USE OF, ANY DATA FILE OR INFORMATION DISTRIBUTED HEREUNDER OTHER THAN TO DISTRIBUTE TO ITS ACCOUNT HOLDERS INFORMATION CONTAINED IN ANY DATA FILE IT RECEIVES TO THE EXTENT SUCH INFORMATION IS RELEVANT TO THE SECURITY HOLDINGS OF SUCH ACCOUNT HOLDERS, OR IS OTHERWISE REQUIRED BY APPLICABLE LAW.

Participants shall not use, distribute, transmit or otherwise make available any Data File or Information, with or without any service charge or fee, as the basis for or as part of a data product or service offered for commercial gain to any other person. DTC's affiliate DTCC Solutions LLC ("DTCC Solutions") has the right to license usage of the Data Files for purposes other than those permitted in the first paragraph of this Procedure, and any Participant which wishes to use or distribute Data Files other than as contemplated hereby must contract directly with DTCC Solutions prior to any such distribution. This restriction includes, but is not limited to, service bureaus and other third parties, whether or not affiliated with a Participant, regardless of whether such person as previously itself received and/or used any Data Files in the past; such entities may obtain the Data Files only upon execution of a license agreement with DTCC Solutions.

DTC shall have the right, but not the obligation, to audit the use and distribution of Information and Data Files by any Participant. Unauthorized use or distribution by Participant, any of its Affiliates or any of its account holders may result in a fine or other reasonable penalty determined by DTC in accordance with its rules in light of the facts and circumstances of such unauthorized use or distribution. By its acceptance of Information or any Data File, each Participant agrees that, in

addition to all other remedies that may be available, DTC and its affiliate DTCC Solutions shall be entitled to seek specific performance and injunctive and other equitable relief as a remedy for any breach of this Procedure by such Participant, its officers, employees, advisors or agents. Neither DTC nor DTCC Solutions shall be liable for any loss, cost or expense arising out of the use of any Data File or the Information contained therein, or the gross negligence or willful misconduct of any Participant with respect to any Data File or the Information contained therein, provided hereunder, the failure of any Participant to comply with these Rules and Procedures or applicable law, or for any consequential, special or punitive damages related thereto.

The contents of the Service Guides are updated in different formats on a periodic basis. Participants and other authorized users of the Service Guides will find the most current version of the Service Guides, as well as DTC Important Notices which address the contents of the Service Guides, on DTCC's internet site, ~~at dtcservices.dtcc.com~~ <http://www.dtcc.com/legal.aspx>. DTC shall bear no responsibility for any losses associated with the failure of Participants or other authorized users to follow DTC's most current Service Guides and/or Important Notices. Participants or other authorized users may direct inquiries about the Service Guides, as well as requests for additional copies, to DTCC Learning, The Depository Trust Company, 55 Water Street, ~~25th Floor~~, New York, NY 10041-0099, USA; e-mail address: training\_administrator@dtcc.com.

## About Custody:

### Introduction

#### Overview

This chapter describes DTC's Custody Service. Each section includes a description of the process, how it works, and **the DTC interfaces by which Participants may access the Custody Service a list of associated Participant Terminal System (PTS), and Participant Browser System (PBS) functions that a Participant can use to access the service.**

#### About Custody

DTC's Custody Service allows a Participant to outsource to DTC servicing of physical securities. DTC's Custody Service allows the Participant to engage voluntarily in the Branch Deposit Service (BDS), Restricted Deposit Service (RDS), and New York Window (NYW) Service. By doing so, Custody Participants are able to retain control of their securities without having to handle and secure them.

The Custody Service allows a Participant to deposit: **(i) securities not eligible for DTC book-entry services, including securities such as customer-registered custodial assets, restricted shares, and other DTC-ineligible securities such as certificated money market instruments (MMIs), private placements, and limited partnership interests (ii) securities that would otherwise be eligible for DTC book-entry services but are not registered in the name of DTC's nominee, Cede & Co., and (iii) certain "non-standard assets" (as described under Eligibility below).**

#### Attributes of the Service

The Custody Service includes DTC services for Deposit and Safekeeping, Withdrawal, Regular Transfer, Restricted Deposits and Transfer, Reorganization, Branch Deposits, and Physical Clearance and Settlement services. The Custody Service provides:

- Security for **your** assets in a DTC Secure vault.
- Assignment of a unique reference identification number to all securities custody deposits.
- Continuous random audit checks.
- Availability of detailed information on every certificate **on deposit in the Custody Service.**
- Total system reliability, including DTC's dedicated backup site.
- Choice of interface with DTC's Custody Service through CCF (batch files), MDH (real-time transaction processing), or PTS/PBS. **Certain functions may become accessible via Web-based services as announced by DTC via Important Notice from time to time.**
- Availability of end-of-day positions and activity reports on the same files as all other DTC positions and activities (APIBAL and DTFPART).
- Availability of images of all certificates and other documents held in custody.

#### How the Service Works

For securities, ~~not eligible for DTC book-entry services a Participant may deposit physical certificates in the DTC vault.~~ DTC assigns a user CUSIP number (if one has not already been assigned by Standard **and &** Poor's) and places the position in these securities into the Participant's segregation account (Seg 22).

Once securities are deposited into custody, the depositing Participant may:

- Withdraw securities and have them mailed to the Participant, or otherwise directed, or have the position deposited into the Participant's general free account at DTC, if eligible, for credit on the **next same** business day.
- Ship foreign securities to global custody or overseas agents.
- Have government securities presented to various government agencies.
- Have DTC assist with research into reorganization and redemption events, and prepare **your** securities accordingly, including automatic creation of Letters of Transmittal (LTs) and registration of new securities.
- Deposit and effect a transfer on restricted securities.
- Use DTC's New York Window (NYW) service to satisfy physical settlement transactions.

DTC's Custody Service also allows branch offices or correspondents to bypass their main offices and send securities received from their customers directly to DTC for deposit.

## Eligibility

DTC intends to make all appropriate securities eligible for its Custody Service. DTC reserves the right, in its sole discretion to refuse to accept a security or other **instrument asset** for its Custody Service.

*Note-* DTC compares certificate information with the deposit instruction transmitted by the depositing Participant in the "deposit expectancy file".

Anything that can be securitized is eligible for custody including, but not limited to:

- Stocks (negotiable, non-negotiable and restricted)
- Bonds
- Open-ended mutual funds, short-term money market instruments, foreign securities, interest only, limited partnerships, promissory notes, private placements, customer-registered custodial assets.
- Gold/Silver certificates

Note: DTC Custody will hold certain ~~"Non-Standard"~~ **"non-standard"** type assets fully disclosed for safekeeping only. These assets include, but are not limited to, Option ~~Agreements~~ **Agreements** and Warrant to Purchase. DTC does not accept any liability should such assets be lost, stolen or destroyed. Depositing ~~participants~~ **Participants** assume full liability as well as responsibility for replacement of lost, stolen or destroyed fully disclosed ~~"Non-Standard"~~ **"non-standard"** assets.

## Security Numbering

If no CUSIP number exists for a deposit, the Custody department processes the deposit using a DTC-issued user-CUSIP number.

## Cent-Denominated Securities

Cent-denominated securities are eligible for the Custody Services. As with regular positions, cent positions are maintained to five decimal places under contra-CUSIPs. Before updating any transaction, the depositing Participant should ensure that the CUSIP is eligible for cents processing by checking the PTS/PBS Security Inquiry (GWIZ) function's Information screen.

## Imaging

The Custody imaging system was designed to allow a Participant to view and direct images of its inventory held at DTC.

- Each deposit ticket, certificate, and legal document is scanned.
- Each item is scanned front and back.
- Images are organized by deposit in DTC's imaging system database.
- A request for an image of a deposit through PTS/PBS will result in the display of all images associated with that particular deposit.
- The size and the position of an image can be manipulated.
- Ability to request that imaged copies of a deposit be sent to the depositing Participant via the Imaging Fax and E-mail System (IFE), which can be accessed through CUST.
- A Participant can elect to receive images via Image DropBox solution, where daily deposit images are pushed to the Participant's designated server for retrieval.

When a Participant requests images through PTS/PBS, (IFE) the images are transmitted to an image window on the same workstation or on one nearby.

For delivery to the Participant LAN environment, DTCC currently supports TCP/IP connectivity. The workstations must be running Windows 2000 or Windows XP operating system, and have a standard connection to the DTCC mainframe environment. (3270 emulator with access to Supersession for internal users, and PTS/PBS for external customers). The purpose of the 3270 emulator window is to initialize the image display window and to request specific images for viewing. The image display window is not a 3270 session, but rather IWPM (external customers), or Frigid (internal users) ~~client~~ **Participant** program. This window lets ~~you~~ **Participants** receive, rotate, zoom in and out of an image, and perform other useful image manipulation tasks.

In order to receive images of securities from DTCC, ~~you~~ **the Participant** will need a TCP/IP connection to DTCC. If ~~you~~ **the Participant** already ~~have~~ **has** a Frame Relay connection to DTCC and ~~you~~ **wants** to use the same one for imaging, DTCC will examine capacity and advise ~~you~~ **the Participant** whether response time would significantly degrade. Refer to the Fees Guide for information on connection fees.

## Insurance and Replacement of Certificates

DTC carries insurance relating to the replacement of certificates lost in transit or on its premises. Based on DTC's insurance coverage, it is recommended that the depositing Participant review its holdings and, when possible, submit these high value certificates for breakdowns so that the dollar value remains within DTC's insurance limits.

Prior to shipping high value certificates, when possible, arrangements are made with transfer agents or issuers to cancel these certificates before shipment. DTC limits its liability for loss with respect to high-value certificates to the Limit, as defined below; however DTC's liability for loss is not limited to the Limit to the extent that such loss is caused directly by DTC's gross negligence or willful misconduct; provided that in no event shall DTC be liable for any special, consequential, exemplary, incidental, or punitive damages in this regard. The "Limit" is defined as DTC's insurance coverage at the time of the loss in question, provided that with respect to a loss during shipment, the Limit is the lesser of DTC's insurance coverage at the time of the loss in question and \$100 million. Participants may request from time to time information regarding the Limit.

DTC has internal procedures to control, safeguard and limit the risk of potential loss of a high value certificate. For example, DTC staff will work with the depositing Participant's staff to breakdown the deposit into smaller workable denominations so that they fall within a more acceptable range of value. In addition, where possible, arrangements will be made with transfer agents/issuers to cancel these certificates prior to their shipment.

## **OFAC Screening**

In compliance with the regulatory requirements set forth in the applicable provisions of the Bank Secrecy Act, US PATRIOT Act and OFAC regulations, DTCC has implemented a Bank Secrecy Act, Anti-Money Laundering and Office of Foreign Affairs (OFAC) Compliance Program.

Each evening the registration portion of the Custody Automated Inventory (AIM) file is scanned and compared to the OFAC database. The OFAP function was developed so that Participants can provide DTC with information about the registered holder of a certificate being held in its Custody vault that was screened against the OFAC file and flagged as a potential match.

*Note-* Refer to DTC Important Notice B# 8712 for guidance on responding to OFAC "Pending Review" items via the OFAP PTS/PBS function.

## Associated Products

The following table describes DTC's Custody and related services.

This product	Allows <del>you</del> Participants to
Custody Services	<p>Outsource physical securities processing for securities that are not eligible for DTC book entry services. A Participant may:</p> <ul style="list-style-type: none"> <li>• Deposit securities that are not eligible for full depository services and may be eligible for Custody Service.</li> <li>• Withdraw and pick up securities and have withdrawals mailed to the depositing Participant or deposited into its free account for credit on the <b>next same</b> business day, if DTC eligible.</li> <li>• Submit transfer instructions for selected certificates (regular and rush).</li> <li>• <del>Instruct DTC to submit mutual funds for payment.</del></li> <li>• Forward foreign securities to a global custodian or ship them to an overseas agent for transfer or redemption.</li> <li>• Deposit government securities into custody and have them presented to the Treasury Department, Federal Reserve Bank of New York (FRBNY).</li> <li>• Instruct DTC to have the letterhead of the depositing Participant official facsimile signature appear on letters accompanying certificates that DTC mails to its customers.</li> <li>• Instruct DTC to clip coupons and to present them through its Coupon Collection Service (CCS).</li> </ul>
Custody Reorganization	<p>Present securities held in custody for any type of reorganization activity, including redemption and mandatory and voluntary activities. On behalf of the depositing Participant, DTC will present:</p> <ul style="list-style-type: none"> <li>• Securities held in custody that are identified as mandatory items.</li> <li>• Securities held in custody that are identified as voluntary items.</li> <li>• Securities held in custody that are identified as called or matured.</li> <li>• Certain money market instruments that are still being issued in physical form, delivering the securities to the paying agent with instructions to wire funds to the Participant.</li> </ul>
Restricted Deposit Service	<p>Deposit and transfer restricted securities that have been sold either fully or partially, or for which restrictions have been lifted, or both.</p>

This product	Allows <del>you</del> <u>Participants</u> to
Branch Deposit Service	Use the Participant's internal system to capture information from its branches on physical deposits for their customers that are made directly to DTC and pass on the information to DTC. Please refer to the Deposit Service Guide for more information on the Branch Deposit (BDS) Service.
New York Window Service	Settle and clear receives and delivers. Same-day receipt/delivery for Direct Clearing <del>participants</del> <u>Participants</u> .

## Preparing to Use the Custody Service and its related services

In order to use the services included in the Custody Service, a Participant must have access to one of the following:

- The Participant Terminal System (PTS) and Participant Browser System (PBS) networks.
- Computer-to-Computer Facility (CCF or CCF II) or Mainframe Dual Host (MDH)
- MQ Messaging Protocol.

~~Contact your~~ Participants should contact their Relationship Manager for more information.

## Medallion Programs

When processing ~~of~~ certificates in connection with Custody Services, DTC may use a Participant's Medallion Signature Guarantee stamp(s), and Power of Attorney Release stamp(s), ~~and/or Tax Waiver/GEDE & Co. Assignment stamp(s)~~ ("Medallions or Stamps"). DTC ~~shall~~ will not use the Medallions or Stamps except for the ~~specific intended~~ purpose of making negotiable Participant securities for transfer or sale in accordance with Participant's instructions (including standard instructions). Each such Medallion or Stamp provided by a Participant to DTC shall be registered in the name of the Participant and bear either the Participant name or a facsimile signature of a duly authorized officer of the Participant, and shall remain under the control of the Participant or such officer, and each use of such Medallion or Stamp by DTC shall be deemed to be done under the authority of the Participant or such duly authorized officer.

During non-business hours a Participant's Medallions and Stamps held by DTC will be secured in DTC's vault.

DTC will use a control log to track the daily issuance and return of the Participant's Medallions and Stamps. ~~During~~ Unless they are in use by DTC's staff during business hours, the Participant's Medallions and Stamps will be kept in a secured container with access to such container being controlled by DTC supervisors.

Any requests by DTC for a Medallion or Stamp replacement (due to breakage), will be made to the Participant in writing.

A Participant's Medallions and Stamps remain the property of the Participant and ~~must~~ will be returned to the Participant promptly upon receipt of a written demand from the Participant.

DTC will indemnify and hold the Participant harmless against any claims, losses, proceedings, liabilities, judgments, damages, costs, or expenses (including, without limitation, attorneys' fees and costs) of any kind and character suffered by the Participant caused by the gross negligence or willful misconduct of DTC or its employees relating to its failure to act in accordance with these ~~terms and conditions~~ procedures as they relate to DTC's use of the Medallions and/or Stamps,

including DTC's affixing stamps and medallions to certificates. Except as expressly stated above, DTC shall not have any liability of any kind (including, but not limited to, for any direct, indirect, incidental, special, consequential or punitive damages or damages for lost profits or lost opportunities and whether based upon contract, tort, warranty or otherwise for any reason as it relates to the Medallion Program.

Any Participant utilizing DTC's Custody Service, through its duly authorized officers authorizes DTC to affix various Participant Medallions and Stamps to certificates upon instruction of the Participant (including standing instructions) in order to make such certificates negotiable for sale or transfer. The Medallions and Stamps, which will be supplied to DTC by Participant, will include signature guarantees, ~~and~~ power of attorney ~~releases, tax waivers and CEDE & Co. Assignment release~~ stamps. The Participant will indemnify and hold DTC harmless against all claims, losses, proceedings, judgments, costs, expenses, damages, or liabilities (including without limitation, attorneys' fees and costs) of any kind and character suffered by DTC arising out of DTC's affixing Participant stamps and medallions to those certificates in accordance with these ~~terms and conditions~~ procedures, provided, however, that Participant shall not indemnify DTC for any claims, losses, proceedings, judgments, costs, liabilities, damages or expenses (including, without limitation, attorneys' fees and costs) relating to DTC's use of the Medallions and/or Stamps that are a result of the gross negligence or willful misconduct of DTC or any of its employees or agents.

By utilizing DTC's Custody Service, ~~a~~ the Participant represents that it has informed the underwriter of its Medallion program surety bond of ~~the arrangement contemplated~~ DTC's authority to affix Medallions and Stamps of the Participant to certificates as set forth above by these terms and conditions and has provided such underwriter a copy hereof, and that Participant's underwriter agrees that such arrangement will not affect coverage under such bond.

## Custody Services

### About the Service

Custody Services include deposits and safekeeping, withdrawals, and transfers of securities that are eligible or, in some cases, ineligible for all of DTC's services.

DTC's Regular Custody Services provides a Participant with a convenient method for outsourcing the custody and processing of physical securities for those securities that are not eligible for DTC book-entry services. Some of the types of securities for which ~~you~~ Participants can use these services are:

- Securities that are not eligible for full depository services
- Foreign securities
- Government securities
- Restricted securities
- Private Placements and Safekeeping

A Participant deposits the physical certificates and any accompanying documents ~~into DTC's~~ with DTC for placement in its secure vault and DTC can then perform the physical processing on its behalf, such as transferring certificates.

A Participant may also withdraw certificates easily. DTC will mail them to the depositing Participant, or deposit the position into its general free account for credit on the ~~next~~ same business day. The Participant may have foreign securities forwarded to a global custodian or shipped to an overseas agent. ~~You~~ The Participant can have government securities presented to the Treasury Department or Federal Reserve Bank of New York (FRBNY). DTC will also clip coupons and present them through ~~our~~ its Coupon Collection Service (CCS).

## **Attributes Functions of the Service**

DTC's Custody Services ~~s~~ frees the depositing Participant from ~~the cumbersome~~ physical handling of securities that are not eligible for DTC full-service processing, or are DTC-eligible, but not registered in the name of DTC's nominee, Cede & Co. ~~Deposit these For~~ securities deposited into the Custody Service and DTC will:

- Handle transfers
- Process withdrawals, mailing certificates to the depositing Participant or depositing position into its general free account at DTC
- Deliver certificates to other agencies, including global custodian and overseas agents
- Present government securities to federal agencies
- Affix the depositing Participant's official facsimile signature and medallion guarantee stamp to securities being transferred
- Clip coupons

## **How Functional use of the Custody Service Works**

First, the depositing Participant must prepare the physical certificates to be deposited, then using ~~our~~ DTC's online system (CUST), or a CCF deposit file or MDH system, the depositing Participant must enter its custody information. The Participant may then send the certificates to DTC.

~~Once DTC~~ After DTC's staff has examined, electronically imaged and recorded the deposit, the physical certificates are placed in a DTC secure vault and unique reference numbers are assigned.

Once the deposit is accepted and recorded, ~~you a Participant~~ can withdraw and transfer securities easily, issuing ~~your~~ its instructions via the PTS/PBS function CUST, or via messaging.

## **Deposits**

DTC examines deposits, reviewing the securities for negotiability as well as ensuring the accuracy of the data the Participant transmits in the "deposit expectancy file".

- A Participant may request a SIC verification at ~~any the~~ time of deposit through ~~our~~ DTC's Branch Deposit Service (optional service). DTC will provide a file to SIC using the Participant's FINS number and access code.
- DTC will identify and create reorg deposits when applicable

A Participant may deposit securities or documents into custody using:

- Participant Terminal System (PTS)/Participant Browser System (PBS) functions
- Computer-to-Computer Facilities (CCF) file transmission
- Mainframe Dual Host (MDH)
- MQ Messaging Protocol

As a safekeeping service for deposited securities DTC provides:

- Security in a DTC secure vault. DTC's vault and certificate-handling practices ~~ensure tight~~ provide for security secure facilities and promote prompt and accurate securities processing. Inventories are segregated in various locations, sometimes referred to as "boxes". The depositing Participant may move certificates from one box to another to reflect changes in the status of the securities.

- Assignment of a unique reference identification number to all deposits. Each certificate received into custody is identified by ~~your~~ customer account number. At any time the depositing Participant may update the customer's account number on certificates.
- Continuous random audit checks. Auditors for the depositing Participant or its custodial customer may occasionally require access to the custody inventory. Given ~~24 hours'~~ appropriate notice, DTC will provide a secure space under camera surveillance where securities can be examined.
- Availability of detailed information on every certificate, including certificate number, registration, negotiability status, and restricted indicator and access to images of ~~your~~ the Participant's certificates or documents through CUST. See Imaging.

### **Items Accepted for Deposit**

- Stocks (negotiable, non-negotiable, and restricted)
- Bonds
- DTC eligible securities
- DTC ineligible: open-ended mutual funds, short-term money market instruments, foreign securities, interest only, limited partnerships, promissory notes, private placements, customer-registered custodial assets.
- Gold certificates
- Non-standard assets

### **Items Not Accepted**

As noted in Eligibility above, DTC reserves the right, in its sole discretion to refuse to accept a security or other asset for deposit in its Custody Service. Items not accepted include, but are not limited to the following:

- ~~Wills, deeds, insurance policies, mortgage papers~~
- Terminal output of stock record positions
- Vouchers or cash for airline tickets
- Legal correspondence on ~~client~~ Participant assets
- ~~Liquidity Letters of Credit~~
- Bank account applications
- Bills of sale
- Contracts of prevailing wage certificates
- ~~Agreements~~
- ~~Permanent loan certificates~~
- Assignment of real estate
- ~~Sponsor's retained interest certificates~~
- Individual Retirement Accounts (IRA) statements
- ~~Annuities~~
- Tax returns

### **Trailing Document Deposits**

The Participant may make a trailing document deposit, also known as a document-only deposit, by instructing DTC to append the documents to a previous Custody deposit. When the trailing documents are received, DTC will re-examine the original deposit to determine whether it is negotiable.

*Note-* DTC will not accept a document-only deposit if it is not linked to an existing Custody deposit ID.

## Foreign Securities Deposits

DTC will ~~hold~~ **safe keep** foreign securities, and **if instructed, will** forward the Participant's foreign securities to a global custodian for deposit into the Participant's account.

When DTC receives a deposit of this type, DTC's Custody staff will:

1. Examine it to **ensure verify** negotiability, transferability, issue type and quantity
2. Credit the Participant's custody account
3. Send instructions and security to the agent at the Participant's request
4. Inform the Participant if the security is rejected by the agent, place it in the Participant's custody account and await the Participant's instructions whether to return the security to the ~~client~~ **Participant**, **Participant's** branch office, or **Participant's customer**, ~~or broker~~.

## Custody Locations

DTC uses the segregation account (Seg 22) to house custody positions. Within the segregation account there are 100 locations or a series of sub-locations, referred to as "boxes", to further differentiate the positions. The CUST function allows the depositing Participant to change its certificate box location from one box location to another, as needed.

## Custody Reject and Hold

Certificates sent for deposit to a Participant's general free account that do not meet all the requirements for regular DTC deposits because of missing documents, or certificates being in firm name, can, on the Participant's instruction, be held in DTC's Custody vault instead of being returned. The reject is reflected on ~~your~~ **the** daily Participant statement.

## Coupon Clipping

As with regular DTC-eligible securities held at DTC, the Coupon Clipping Service (CCS) is available for custody-held bearer securities. The Participant may instruct DTC to clip these coupons and to present them through CCS, which provides one central location for submitting coupons and one central source of payment. This centralizes transactions for the collection of bearer municipal interest. DTC **pays promptly allocates** interest to the Participant directly ~~and in a timely manner~~, **once the interest payment is funded by the paying agent**.

## Withdrawals

A Participant may withdraw the certificates deposited into Custody as it would withdraw regular deposits. Four types of withdrawals are allowed.

1. **Withdrawal and Pick Up:** A withdrawal and pick-up allows securities to be removed from Custody and brought to DTC's Central Delivery Department **promptly** to be picked up by the Participant's messenger. ~~If the Participant requests securities from the Custody vault, DTC can make them ready for pickup within 2 hours after the instruction is submitted.~~ A Participant can withdraw any security from its Custody position by using this method, **with the exception of "blocked" securities such as those subject to OFAC restrictions**.
2. **Withdraw and Ship:** A Participant may instruct DTC to mail withdrawals to the Participant or directly to a customer, if so instructed accompanied by a letter on letterhead of the Participant signed by a duly authorized officer of the Participant.
3. **Withdraw and Deposit to DTC Free Position:** A Participant may request a withdrawal from custody and instruct DTC to deposit it into its DTC free account for credit on the same business day.

4. **Withdraw and Deliver at NYW:** The New York Window (NYW) provides clearance and settlement service for physical securities and related paperwork. The service allows Participants to clear and settle trades outside DTC's regular book-entry settlement services (i.e. Over the Window and NSCC Envelope Service).
5. **Withdraw and Deliver to DTC's Restricted Deposit Service: A Participant may request a withdrawal from custody and instruct DTC to deposit it into the Restricted Deposit Service (RDS). This will allow for processing of legend removal as set forth under the RDS section below.**

## Transfers

DTC's Custody Service allows a Participant to submit transfers requests for registrations changes and/or denominational breakdowns.

### Custody Transfers

As part of the transfer instruction, the instructing Participant must provide ~~mailing instructions or~~ a Custody location in which to put the newly issued shares. DTC sends securities to the transfer agent the day after receiving transfer instructions and performs appropriate aging follow-up with the agents.

### Rush Transfers

DTC sends rush transfer instructions to the transfer agent by express **mail delivery** on the day **after** the instructions are received, **unless it is for exception processing**. DTC performs proof-of-delivery information the next day. Aging follow-up is initiated on day one with feedback to the requesting Participant.

## Associated PTS/PBS Functions

Use This Function	To
ART / Activity Research Tool	Obtain detail information on transactions processed by DTC and view historical information on transactions.
BDSI / Branch Deposit Inquiry	Process and view information on deposits.
CUST / Custody System	Process deposits, withdrawals, and transfers; inquire about positions, and request images.
GWIZ / CUSIP Inquiry	Obtain security information.
RDSP / Restricted Deposit Service	Process and view information on restricted deposits and transfers.
SEEK	Obtain security information.

## Custody Reorganization

## About the Service

Custody Reorganization supports positions held in custody that are the subject of current or past ~~reorganizations~~ **corporate actions**. Under the service, DTC works with the Participant to identify securities that are the subject of a current or past reorganization. The selected Custody and Branch positions are routed to a special Custody Reorganization box location. DTC then determines the cash and/or stock proceeds the Participant is entitled to, taking into account multiple corporate actions that may have affected the securities in question. After the securities are presented, DTC performs appropriate follow-up with the agent.

~~Participants in DTC's Custody Reorganization service should access our Web site at <https://login.dtcc.com/dtcorg> to obtain and sign the following agreements:~~

### ~~Custody Reorganization Agreement~~

~~Third party check deposit agreement.~~ All DTC securities in custody are imaged (refer to Imaging). When securities are moved to the DTC or ~~participant~~ **Participant** research box, the certificates are imaged and status information is available online.

## Attributes of the Service

As with Regular Custody Services, the Custody Reorganization product frees the Participant from the physical handling of certificates deposited at DTC. In addition, for securities that are the subject of a reorganization event, Custody Reorganization provides:

- Online routing of positions to special box locations for processing
- Calculation of the Participant's cash and/or stock proceeds
- Assistance with research into reorganization and redemption activities
- Automatic generation of Letters of Transmittal
- Automatic registration of new certificates
- Follow-up until all proceeds have been collected.

## How the Product Works

To participate in DTC's Custody Reorganization service, access ~~our~~ **DTCC's** Web site at <https://login.dtcc.com/dtcorg> to obtain and sign the following agreements:

- Custody Reorganization agreement
- Third party check deposit agreement.

Once agreements are in place, a Participant can deposit securities for Custody Reorganization services in one of three ways:

1. DTC-initiated sweep (move) - This allows DTC to monitor all or some of the Participant's custody inventory, as per the box locations assigned "sweepable" and move it to the Mandatory Reorg Prep box.
2. Custody Deposit - This allows DTC to direct the Participant's customers' branch deposits to the Custody Reorganization Prep box.
3. Participant-initiated box movement - This allows the Participant to use the CUST function to move securities from any custody box location to the Custody Reorganization Prep box.

After processing, DTC follows up with the agent, allocates payment **once it is received from the agent**, and routes all completed stock entitlements to a **custody reorganization Custody Reorganization** Hold ~~box, from which~~ **Box. From there**, the Participant can move them to the

box location of their choice within Custody, or instruct DTC to send them to the Participant's customer.

## Reorganization and Redemption Activities

All DTC Reorganization and Redemption activity types are eligible for Custody Reorganization services. These include, but are not limited to:

- Cash mergers
- Stock/stock mergers
- Stock/cash mergers
- Partial calls
- Liquidations
- Full calls
- Maturities
- Warrants
- Conversions
- Rights offerings
- Reverse splits
- Tenders
- Short-term maturities.

## Mandatory Reorganizations

A Participant can move to the Mandatory Reorg Prep box securities that are already in custody in one of two ways:

1. Designate custody box locations as "sweepable", (moveable) allowing DTC to automatically make a daily comparison of all positions to the RIPS database and identify all mandatory items and then to move those items to the Mandatory Reorg Prep box.
2. Designate custody box locations as "nonsweepable", ~~allowing DTC to report to you through a daily GCF file all mandatory items found in these boxes~~. A Participant can then decide at any time to transmit a message instructing DTC to sweep (move) the securities to the Mandatory Reorg Prep box.

Once securities are moved to the Mandatory Reorg Prep box, the system automatically generates Letters of Transmittal (LTs). The LT shows the name and address of the agent and the cash or stock proceeds to which a Participant is entitled. The LT further instructs the agent to pay cash proceeds to DTC and to register the new certificates in the same Participant's or customer name as that of the old securities.

*Note-* A Participant will not be charged for rejects resulting from DTC error. DTC will correct and resubmit, at no charge to the Participant, any rejects that can be corrected.

## Voluntary Reorganizations

The voluntary portion of the Custody Reorganization product applies to conversions, warrants, tenders, and rights. DTC has designated a special voluntary box location for these items. During the life of a conversion or warrant, a Participant can submit instructions for custody positions through the PTS/PBS functions WARR (warrants) and RCNV (conversions).

Currently, a Participant cannot give instructions on custody positions for tenders and rights offerings through PTOP and PSOP. The ~~custody reorg~~ Participant should move its custody position to the free account, and if the securities are DTC-eligible, follow the same instructions as those for regular

reorg tenders and rights offerings. If the securities are non-negotiable, restricted or if the offer is not being handled by DTC, DTC will accept hard-copy LTs.

## Short-Term Maturity

Certificated bankers acceptances, municipal Variable Rate Demand Obligations (VRDO) ~~issued in commercial paper mode~~, institutional certificates of deposit (CD), and certain other instruments held in custody must be presented to the paying agent on the scheduled payable date, not before. The short-term component of Custody Reorganization is designed to help the Participant comply with these requirements.

When DTC receives short-term maturity certificates into custody, the payable date and other relevant payment details are captured at the individual certificate level. DTC produces a short-term redemption payment projection report daily, detailing certificates with payable dates that are within the next 5 business days, and sends it to the Participant to be balanced. Securities shown on the projection report are automatically routed to the Participant's Short-Term Maturity Prep box. DTC then arranges for the securities to be delivered to the paying agent on the payable date along with a system-generated LT instructing the agent to wire the proceeds to the bank account that is designated. It is ~~your~~ the Participant's responsibility to inform DTC if there are errors on the projection report.

## Reorganization and Redemption Research

~~DTC~~ DTC's staff ~~track tracks~~ certificates from issuance date to the current date in order to determine ~~which~~ reorganizations or ~~redemptions occurred~~ redemption events and ~~what the their associated~~ entitlements ~~are~~. Every DTC attempts ~~is made~~ to contact the current exchange or redemption agent if one is available to verify status in this regard, as applicable.

The Participant can move an issue into the Custody Reorg Prep box even if the issue does not have an existing DTC RIPS envelope. DTC will research the issue and will either create an envelope or move the position to the Participant's research or reject box. If the latter, DTC will explain why the envelope cannot be created.

Reasons include:

- Offer expired
- Security is worthless or bankrupt
- Escheatment
- Agent cannot be located.

## Agent Follow-up, Collection and Payment

Custody Reorganization also has the following features:

- Agent follow-up on ~~all~~ Custody Reorganization presentations. (Note: No allocation of entitlement is processed before it is received from the agent).
- ~~No allocation of entitlement is processed before it is received from the agent.~~
- Payment of cash entitlement (cash mergers, cash-in-lieu, and cash dividends) are allocated through the existing reorganization settlement system and identified as custody allocations.
- All completed stock entitlements ~~is are~~ routed to ~~a custody reorganization~~ the Custody Reorganization Hold ~~box~~ Box (Box 949). The Participants are responsible for moving the securities to a final location (DTC free, Custody vault).

## Custody Reorganization Boxes

Six box locations are associated with Custody Reorganization; all locations appear as Seg 22 sub accounts:

1. 934: Participant Research (rejects from transfer agent also included)
2. 936: Conversion and Warrant
3. 938: DTC Research
4. 939: Mandatory and Voluntary Reorg Prep
5. 949: Completed Reorganization Hold
6. 953: Short-Term Maturity Prep
7. 955: At Agent

## Associated PTS/PBS Functions

Use this function	To
ART / Activity Research Tool	Obtain detailed information on transactions processed by DTC and view historical information on transactions.
BDSI / Branch Deposit Inquiry	Process and view information on deposits.
CUST / Custody System	Process deposits, withdrawals and transfers; inquire about positions; and request images.
GWIZ / CUSIP Inquiry	Obtain information about a specific security.
RCNV/ Reorg conversions	Submit conversion instructions for custody positions.
RDSP / Restricted Deposit Service	Process and view information on restricted deposits and transfers.
RIPS / Reorganizations	Obtain information on corporate announcements.
SEEK	Obtain security information.
WARR / Warrants Subscriptions	Submit warrant instructions for custody positions.

## Restricted Deposit Service

### About the Service

The Restricted Deposit Service (RDS) allows **you Participants** to deposit and effect a transfer on certain restricted securities. The RDS unit handles the following types of items:

- Full sale
- Partial sale
- Gift
- Custody only
- Legend removal
- Breakdown.

## Attributes of the Service

Using RDS offers the Participant the following benefits:

- Outsourcing of labor-intensive handling, shipping, and follow-up associated with restricted transfer processing
- Early credit to ~~your~~ **Participant's** general free account on sold shares through the FAST system
- A separate Seg account for deposits that initially fail DTC's examination for negotiability and require additional documents, such as a stock power
- Ability to view comments about the Participant's deposit and transfer status through the PTS/PBS function RDSP
- Ability to request that imaged copies of a deposit ~~be sent to up to the Participant's~~ via the Imaging Fax and E-mail System (IFE), which can be accessed through RDSP.

## How the Product Works

~~Via PTS/PBS, enter the data applicable to the deposit. An RDS ticket prints on the Participant's printer.~~

~~Once the Participant has entered the data, the Participant should send this ticket to DTC with the physical securities and other documentation. If the shares are on file in DTC's Custody Service, they are processed and the deposit submitted to the transfer agent.~~

## Making a Restricted Deposit

1. Use The PTS/PBS function RDSP to enter information such as CUSIP number, total quantity, quantity sold, and registration instructions about the restricted deposits. DTC receives the information and an RDS ticket generates automatically on the Participant's printer.
2. Send the physical securities, the RDS ticket, Opinion of Counsel letter (if applicable) authorizing removal of the restriction, and any other necessary documentation to the RDS unit. If the shares are on file at DTC, the Custody department will deliver them to the RDS unit for processing.
3. The RDS unit then submits the deposit to the transfer agent.

*Note-* To expedite transfer turnaround time and avoid potential delays or rejects by transfer agents, DTC advises ~~participants~~ **Participants** to make arrangements to obtain Opinion of Counsel letters and include them with their deposits.

## Security Re-registration

The following details how the RDS unit facilitates the re-registration of various types of restricted deposits:

- **Full sale:** All shares are registered in the name of Cede & Co. or added to the Fast Automated Stock Transfer (FAST) balance.
- **Partial sale:** Sold shares are registered in the name of Cede & Co. or added to the FAST balance, and the unsold portion is registered in the customer's name.
- **Legend removal:** DTC works with the transfer agent/custodian ~~The to have~~ restricted legends ~~is~~ removed from certificates and ~~all~~ have the shares ~~are~~ registered in the name of Cede & Co. ~~or~~ (and added to the FAST balance where applicable).
- **Gift:** The shares are re-registered as instructed by the customer.
- **Breakdown:** New certificates remain restricted in the original customer's name.
- **Custody only:** All shares are registered only in the customer's and/or firm's name.

*Note-*

1. Only DTC-eligible issues can be registered in the name of Cede & Co. Custody-Only issues require transfer instructions.
2. Re-registered certificates may be mailed directly to the Participant's ~~client~~ **customer**. DTC uses Priority Overnight Service to facilitate the delivery and tracking of packages.

## Keep in Mind

- Transfer and mailing instructions are required at the time the deposit is made.
- The Participant can update or delete deposits while the deposit is in pending status.
- The Participant cannot amend the total quantity of the deposit or the CUSIP number.
- The Participant can amend transfer instructions or restricted deposit types, or increase the sold portion on a partial share.
- All amendments must be approved by DTC and the transfer agent.

## Processing Restricted Deposits

When the RDS unit receives the restricted deposit, the securities are imaged and examined for CUSIP, quantity, and negotiability. The unit ensures that the securities have been properly endorsed, the correct stamps have been affixed, and all manifested documents are received. If a deposit is deemed non-negotiable, DTC will immediately notify the Participant of the missing documents. DTC will hold the deposit for the Participant at the Participant's request until the ~~Participant's send~~ Participant sends the necessary documents.

After DTC credits the Participant's account, unique transfer instructions are generated. These instructions specify that the sold portion of the deposited securities should be registered in unrestricted form to DTC's nominee name, Cede & Co., and that the unsold portion should be registered in the customer's name or as instructed, but only in compliance with the Opinion of Counsel.

## Restricted Transfers

Restricted deposits and their transfer instructions are hand delivered or sent by courier service to the transfer agent. When the transfer agent receives the transfer, DTC staff begins following up with the agent on the status of the item.

RDS transfers can be processed as "rush" or "non-rush" items. For rush items, agent follow-up begins on the second business day following the deposit. For regular non rush items deposited with the Opinion of Counsel letter, agent follow-up begins on the third business day following the deposit. For items deposited without the Opinion of Counsel letter, follow-ups begin on the seventh business day following the deposit. The status of the open transfer and the name of the DTC contact are posted on RDSP and the status is available for Participant review. The status includes a history of the transfer agent's responses, including dates and appropriate names. The role of the transfer agent and its responsibility for the transfer of restricted securities remain unchanged.

The Participant can also submit amended instruction requests through RDSP if, for example, ~~The~~ the Participant receives authorization to increase the quantity of shares sold. If the securities have not been transferred, DTC contacts the transfer agents on the Participant's behalf and will modify the instructions. Additionally, delivery instructions can be amended.

## ~~If You Are a Custody Participant~~

~~The Participant~~ A Participant using the Custody Service can access ~~your~~ its Custody account through RDSP or by requesting a Custody withdrawal with delivery instructions to the RDS unit. All

restricted functions are available to the Participant including the ability to either return unsold shares to Custody or have them mailed directly to the customer.

If the security is designated 'Custody Service Only' and is therefore not eligible for regular DTC deposit, the RDS unit can still fulfill the request for sale, legend removal, re-registration, or breakdown via the Custody Only option. The shares may not be registered to Cede & Co.

DTC-eligible securities held in Custody that are designated and 'Chilled for Deposit' can also be processed through the RDS Custody option, as long as the Participant can locate a valid transfer agent.

## RDS Accounting

When DTC accepts a deposit, the Participant's segregated account is credited as follows:

- Deposits that are deemed non-negotiable by DTC will be held in the 22-250 account (PERD) until either the missing documents are deposited or other instructions are provided.
- Deposits accepted to transfer will be posted to two different accounts:
  1. Securities **transferred being re-registered** to Cede & Co. (full shares, sold portions of partial sales, or legend removals) are credited to the 22-251 account.
  2. Customer transfers (unsold portions of partial sales, gifts, breakdowns, or **custody only Custody-Only** options) are credited to the 22-252 account.
- Upon transfer, **they FAST-eligible securities** are added to DTC's FAST balance by the agent. The 22-251 position will then move to the 10 (free) account, allowing **you the Participant** access to the shares. All share positions in the 22-252 account are reduced when received from the agent. The remaining eligible issues that are non-FAST **issues** must be returned from the agent before DTC reduces the 22-251 account to the free account, making the shares available.

## Associated PTS/PBS Functions

The following PTS/PBS functions are used in association with the Restricted Deposit Service:

Use this function	To
ART / Activity Research Tool	Obtain details of transactions processed by DTC and historical information on transactions.
BDSI / Branch Deposit Inquiry	View branch deposit information.
CUST / Custody System	Process custody deposits, withdrawals, and transfers; inquire about positions; and request images for custody items.
GWIZ / CUSIP Inquiry	View information about a specific security.
RDSP / Restricted Deposit Service	Process and view information on restricted deposits and transfers.
SEEK	Obtain security information.

## New York Window Service

### About The Service

The New York Window Service (NYW) provides clearance ~~service services~~ for the settlement of physical securities and related paperwork. The service allows firms to clear and settle trades outside ~~DTC~~ DTC's regular book-entry settlement services. Some of the trades that might clear through the NYW are securities that are not DTC-eligible, restricted securities, and mutual fund re-registration letters.

~~You~~ Participants can withdraw securities as well as arrange for deliveries and receives via the NYW.

~~A Participant's usage of the New York Window Service, and DTC's provision of such service is subject to the terms and conditions set forth at the end of this section.~~

### Attributes of the Service

- Withdraw securities from Custody
- Have the Participant's current day's certificates delivered to the Participant
- Deliver securities from DTC's vault via messenger or via the Envelope Settlement Services (ESS)
- Receive ~~deliveries~~ securities via messenger and NSCC's Envelope Settlement Service (ESS)
- Facilitates physical ACATS transfers between Participants using the Custody Service<sup>1</sup>

The NYW also handles delivers and receives for Direct Clearing ~~participants~~ Participants that do not use DTC for custody of their physical assets.

### How the Service Works

~~Subject to the terms and conditions at the end of this section, a~~ A Participant can use the ~~New York Window Service~~ NYW for physical settlement and clearance of all positions held in custody at DTC.

The Participant can submit instructions via the PTS/PBS CUST function to arrange for the deliveries of securities from the DTC vault to the NSCC Envelope Settlement Services (ESS).

~~For receives the NYW messengers pick up ESS envelopes and delivers them to the NYW. The contents are verified and entered into the system.~~

### Physical Settlement and Clearance

DTC provides physical settlement and clearance for all positions held in Custody through the New York Window (NYW). The Participant can withdraw securities from custody and have its messenger pick them up at the Central Delivery window. The Return to Firm service also offered by the NYW allows the Participant to have some or all of a current day's certificates returned at the Participant's request.

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<sup>1</sup> ACATS is a service of NSCC.

The NYW has a messenger service for deliveries and pick-ups related to its processing. The Participant can use these messengers for duties associated with securities processing.

## Deliveries

The NYW service allows the Participant to make deliveries directly from DTC's Custody vault.

The NYW uses the Envelope Settlement Service (ESS) or makes deliveries by messenger ~~“Over the Window”~~ (OTW). The Participant gives instructions to make a delivery. If the delivery is eligible for ESS, the NYW prepares a credit list, puts the securities in an envelope and delivers it to NSCC's window. The Participant can submit delivery instructions through the CUST function, which links the NYW and the Custody Vault.

If a delivery cannot be made through ESS or if a firm is not eligible for ESS, deliveries are processed (OTW). A receive and a delivery of OTW securities between two NYW ~~participants~~ Participants can take place as an internal cross-activity. The securities remain at the NYW.

*Note-* All money settlement transactions processed as OTW items are performed outside of DTC, ~~even including~~ if the delivery is between two DTC ~~custody participants~~ Participants. To ensure a delivery, DTC must receive all settlement delivery instructions by 9:30 a.m. in order to meet industry cutoffs.

## Receives

The NYW also uses ESS for receives. NYW messengers pick up ESS envelopes from NSCC's window and deliver them to the NYW. The contents are checked and the securities are keyed into the NYW system.

All items received, both receives versus payment (RVP) ~~or and~~ free receives, are booked into ~~custody~~ Custody the same day, shipped to another location, or turned around for same-day delivery according to the instructions given for the receive. Receives are examined for negotiability and reclaimed if necessary.

If a receive cannot be made through ESS and if a firm is not eligible for ESS, receives are processed OTW. A receive and a delivery of OTW securities between two NYW ~~participants~~ Participants can take place as an internal cross-activity. The securities remain at the NYW.

## Direct Clearing Participants

The NYW can accommodate physical receives and delivers for ~~direct clearing participants~~ Direct Clearing Participants that do not use DTC for custody. ~~In effect, it acts as the New York office for these firms.~~

DTC supports the use of the NYW for ~~direct clearing participants~~ Direct Clearing Participants. All securities received are automatically mailed to the Participants the same day.

## ~~Terms and Conditions for a Participant's Usage, and DTC's Provision of the New York Window Service~~

~~In addition to the Rules and Procedures of DTC (including this Service Guide), and the Participant Agreement between DTC and the participant, a participant's usage of the New York Window Service, and DTC's provision of this service, is subject to the following terms and conditions:~~

~~DTC will offer the New York Window Service at the request of the participant and as an accommodation for its participants. DTC does not represent or warrant that the use of the New York Window Service is either the most cost efficient or operationally efficient means of resolving participant's special processing problems as compared with other alternatives.~~

\* \* \*

## The Depository Trust Company

### Deposits Service Guide

## Copyright

### IMPORTANT LEGAL INFORMATION

The contents of all Service Guides constitute "Procedures" of The Depository Trust Company ("DTC") as defined in the Rules of DTC. If Participants or other authorized users of DTC's services fail to follow these Procedures precisely, DTC shall bear no responsibility for any losses associated with such failures.

From time to time, DTC receives from outside sources notices, other documents, and communications concerning financial assets. Although DTC may make certain of such documents and communications, or extracts therefrom, ("Information") available to Participants and other authorized users, it shall be under no obligation to do so nor, having once or more done so, shall DTC have a continuing obligation to make available Information of a certain type. Information is not independently verified by DTC and is not intended to be a substitute for obtaining advice from an appropriate professional advisor. Therefore, Participants and other authorized users are advised to obtain and monitor Information independently. In addition, nothing contained in Information made available to Participants and other authorized users shall relieve them of their responsibility under DTC's Rules and Procedures or other applicable contractual obligations to check the accuracy, where applicable, of Participant Daily Activity Statements and all other statements and reports received from DTC and to notify DTC of any discrepancies. **DTC DOES NOT REPRESENT THE ACCURACY, ADEQUACY, TIMELINESS, COMPLETENESS, OR FITNESS FOR ANY PARTICULAR PURPOSE OF ANY INFORMATION (AS DEFINED ABOVE) PROVIDED TO PARTICIPANTS AND OTHER AUTHORIZED USERS, WHICH IS PROVIDED AS-IS. DTC SHALL NOT BE LIABLE FOR ANY LOSS RELATED TO SUCH INFORMATION (OR THE ACT OR PROCESS OF PROVIDING SUCH INFORMATION) RESULTING DIRECTLY OR INDIRECTLY FROM MISTAKES, ERRORS, OR OMISSIONS, OTHER THAN THOSE CAUSED DIRECTLY BY GROSS NEGLIGENCE OR WILLFUL MISCONDUCT ON THE PART OF DTC.** Further, such Information is subject to change. Participants and other authorized users should obtain, monitor, and review independently any available documentation relating to their activities and should verify independently information received from DTC.

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The services provided by DTC to its Participants and other authorized users are provided only pursuant to the terms and conditions of the Participants Agreement, which references the Rules and Procedures of DTC, and/or other contractual documents (collectively, the "Contractual Documents"). DTC's obligations to Participants and other authorized users are therefore contractual in nature and are limited solely to those obligations expressly set forth in the Contractual Documents. Participants and other authorized users are obligated to, among other things, follow precisely the procedures outlined in the Contractual Documents and provide DTC with complete and accurate information. In accepting financial assets from Participants and/or providing services to other authorized users, DTC relies, among other things, upon the duty of Participants and other authorized users to exercise diligence in all aspects of each transaction processed through DTC.

Participants and other authorized users expressly acknowledge that the services provided by DTC are ministerial in nature. Moreover, as further reflected by DTC's fee structure (which typically bears no relationship to the dollar value of any given transaction), DTC does not accept any risk of loss to Participants, other authorized users and possible third party beneficiaries with respect to transactions being processed by DTC.

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Participant with respect to any Data File or the Information contained therein, provided hereunder, the failure of any Participant to comply with these Rules and Procedures or applicable law, or for any consequential, special or punitive damages related thereto.

The contents of the Service Guides are updated in different formats on a periodic basis. Participants and other authorized users of the Service Guides will find the most current version of the Service Guides, as well as DTC Important Notices which address the contents of the Service Guides, on DTC's internet site, ~~at [dteservices@dtcc.com](mailto:dteservices@dtcc.com)~~ <http://www.dtcc.com/legal.aspx>. DTC shall bear no responsibility for any losses associated with the failure of Participants or other authorized users to follow DTC's most current Service Guides and/or Important Notices. Participants or other authorized users may direct inquiries about the Service Guides, as well as requests for additional copies, to ~~the Customer Training and Information Services Department~~ **DTCC Learning**, The Depository Trust **& Clearing Company Corporation**, 55 Water Street, ~~27th Floor~~, New York, NY 10041-0099, USA; ~~fax number: (212) 855-2283~~; e-mail address: ~~[training\\_administrator@dtcc.com](mailto:training_administrator@dtcc.com)~~ [training\\_administrator@dtcc.com](mailto:training_administrator@dtcc.com).

## About Deposits:

### Introduction

#### Overview

This section describes DTC's Deposits products. Each section includes an overview of a product and how it works, as well as a list of associated Participant Terminal System (PTS) and Participant Browser System (PBS) functions ~~you~~ that Participants can use to access the product.

#### Overview

***Warning!** Although DTC makes every effort to provide ~~you~~ Participants with timely information with respect to deposit activity, ~~you~~ Participants are primarily responsible for ~~obtaining~~ maintaining such information ~~without relying on DTC~~ for purposes of their own bookkeeping. ~~We recommend that you~~ It is recommended that every Participant reconcile ~~your~~ its records with information provided by DTC's before and after making a deposit and before and after any critical dates.*

### About DTC's Deposits Service

DTC's Deposits service allows ~~you~~ Participants to use a full range of safekeeping and processing services offered by the depository for various types of eligible securities. ~~After receiving deposit instructions, DTC credits deposited securities to your general free account unless they are mandatory reorg deposits, restricted deposits, or full service legal deposits or if DTC's Interim Accounting procedures are in effect.~~

DTC's Deposits service offers the following products:

- Branch Deposits (~~Basic and Full Service~~ BDS)
- Reorganization (Reorg) Deposits
- Legal Deposits
- Deposit/Withdrawal at Custodian (DWAC)
- Restricted Deposits
- Custody
- Custody Reorg Deposits
- Continuous Net Settlement System (CNS) Deposits.

After receiving deposit instructions, DTC credits deposited securities to the Participant's general free account unless they are custody deposits, mandatory reorg deposits, restricted deposits, or full service legal deposits or if DTC's Interim Accounting procedures are in effect.

The Deposit Automation Management (DAM) system allows ~~you~~ Participants to transmit details of a deposit via the PTS function DAMP or the PBS function Deposit Automation before forwarding physical securities to DTC. DTC's Deposits staff reviews and edits ~~this information, and, with high-value items, and full service legal deposits~~ items and notifies ~~you~~ Participants of any problems or other relevant information involving the securities noted by DTC during its review. DAMP also allows ~~you~~ Participants to consolidate deposits, research the status of a deposit, and pend a deposit for up to 10 days. See DAMP for more information.

## Depositing Securities at DTC

This section briefly describes how deposits are processed by DTC. ~~You~~ **Participants** can review information and account activity via various PTS or PBS functions, as explained in Tracking Deposits.

~~You~~ **Participants** can make deposits by using one of the following methods:

- DTC's Deposit Automation Management system (via the PTS function DAMP or PBS function Deposit Automation), and deposits made through DTC's Interface Department)
- The Branch Deposits system (via Computer-to-Computer Facility [CCF/CCF II] transmissions)
- The Restricted Deposits system (via the PTS function RDSP and PBS function Restricted Deposit Service – Participant)
- The Fast Automated Securities Transfer system (**FAST**) (via the PTS function PDWC and PBS function Participant Direct Deposit Withdrawal).

*Note: To expedite the deposit process, ~~you~~ **Participants** should carefully follow the steps described in Preparing Certificates for Transfer before making a shipment to DTC.*

~~You~~ Participants can submit certificates in one of three ways:

1. **Messenger delivery** to DTC's Central Delivery Department at ~~55 Water Street, 570 Washington Blvd. (side entrance 30 Newport Parkway), Deposits~~ Window ~~43~~ (for New York ~~City participants metropolitan area Participants~~)
2. **Overnight delivery** to the Interface Department (for ~~participants Participants~~ outside ~~the~~ New York ~~City metropolitan area~~)
3. **Branch deposits** via air courier or messenger

Once an acceptable deposit is ~~made via PTS or PBS received~~, DTC credits ~~your the~~ **Participant's** general free account at the depository as follows:

- Same-day credit: Deposits ~~made received~~ before noon Eastern Standard Time at DTC's Central Delivery window, or by DWAC deposit.
- Next Day credit: Deposits ~~made received~~ between 2:00 p.m. and 5:30 p.m. Eastern Standard Time at the Central Delivery Window or via the Interface Department.
- Same-day credit: Branch deposits received by ~~9:00~~ **11:00** a.m. Eastern ~~Standard~~ Time.

*Note: This processing schedule does not apply to certain products such as restricted deposits and mandatory reorg deposits. See those sections for details.*

## Reorg Deposits

The day after certificates are received as a reorg deposit, DTC sends the material to the agent with ~~the appropriate~~ instructions ~~to transfer or exchange the shares, typically a letter of transmittal~~. The letter of transmittal generated by DTC also shows entitlements expected at DTC.

## Overview

Glossary Term	Abbreviation	Definition
Book-entry-only security	BEO	An issue authorized for deposit at DTC in the form of one or more global certificates for each tranche of an issue. Ownership positions and transactions in each security are reflected in DTC's records and in the records of

Glossary Term	Abbreviation	Definition
		participating banks and brokers. <del>Transaction confirmations and periodic account statements provided to investors identify securities the investor owns and report on activity in the investor's account.</del>
Chill		A systemic way DTC can prohibit <del>you</del> <b>Participants</b> from processing certain activities (e. g., a valued delivery chill will prevent <del>you</del> <b>Participants</b> from making valued deliveries from <del>your</del> <b>their</b> account).
Continuous Net Settlement	CNS	<del>The system used by the National Securities Clearing Corporation (NSCC) to settle NYSE, AMEX and NASDAQ trades. NSCC's Continuous Net Settlement System.</del>
Contra-CUSIP		The CUSIP used to indicate <del>your</del> <b>a Participant's</b> tendered position (representing instructions submitted <del>by</del> <b>Participants</b> to surrender securities).
CUSIP Number		The identification number created by the American Banking Association's Committee on Uniform Security Identification Procedures (CUSIP) to uniquely identify issuers and issues of securities and financial instruments. The CUSIP number consists of nine digits; the first six digits identify the issuer and have been assigned to issuers in alphabetic sequence, and the next two characters (alphabetic or numeric) identify the issue. The ninth digit is the check digit.
Fast Automated Securities Transfer	FAST	An arrangement between DTC and transfer agents to eliminate the movement of securities certificates. By signing the Balance Certificate Agreement with DTC, agents agree to maintain DTC-eligible inventory in the form of <del>jumbo certificates</del> <b>a FAST balance certificate</b> registered in <del>the name of</del> DTC's nominee name, Cede & Co. <b>This certificated requirement is waived for issues participating in the Direct Registration Service (DRS).</b> DTC and FAST agents electronically reconcile the results of <del>participants'</del> <b>Participants'</b> daily deposit and withdrawal activities.
Free Account		General DTC Participant Account.
Letter of Transmittal	LT	The document signed by the security holder in which it agrees to tender its securities pursuant to the terms of the offer. It contains information about the certificates and quantity being tendered, as well as where and to whom the payment should be made.
American Depositary Receipt	ADR	A certificate issued by a U. S. bank or trust company against the deposit of the original foreign share certificate with a <del>subcustodian</del> <b>sub-custodian</b> in the country of original issue. As foreign shares are deposited abroad, the equivalent ADRs are issued to buyers in the U. S. markets.
Bearer security		A security that is not registered with the issuer in the name of the owner and that is negotiable without endorsement and transferred by delivery.
<del>Continuous Net Settlement</del>	<del>CNS</del>	<del>The method of securities clearing used by DTC to settle NYSE, AMEX and NASDAQ trades. DTC matches securities available in a participant's account, resulting in one net receive or deliver at the end of the day.</del>

Glossary Term	Abbreviation	Definition
Legal deposit		A registered security and any legal documentation other than or in addition to a stock/bond power required for the transfer of that security, such as power-of-attorney or death certificate.
Registered security		A security registered with the issuer of the security in the name of the owner or a nominee name on behalf of the beneficial owner.
Reject		A deposit sent back to a <del>participant</del> <b>Participant</b> and the free position reversed because of nonnegotiable status, incomplete or incorrect information entered by a <del>participant</del> <b>Participant</b> , or the failure to meet DTC or transfer agent criteria necessary for the completion of the transfer.
RRG Account		The reorganization account created to hold the position of a security undergoing a reorganization activity. On the payment date, DTC reduces the security's position in the <del>participant's</del> <b>Participant's</b> RRG account.
Stock power		A power of attorney form transferring ownership of a registered security from the owner to another party. It is typically used when endorsement and medallion guarantees are required on numerous certificates of the same security all registered to the exact same party undergoing the same transaction.
Transfer agent	TA	An entity that provides a number of shareholder-related services for a corporation or a municipality, which typically includes shareholder recordkeeping, transfer processing, corporate actions and the monitoring of certificated and book-entry positions.

## Preparing to Use the Products

In order to use the products associated with this service, ~~you~~ **Participants** must have access to at least one of the following:

- The Participant Terminal System (PTS) network
- The Participant Browser System (PBS)
- Computer-to-Computer Facility (CCF or CCF II) or Mainframe Dual Host (MDH). ~~DTC's~~ DTC's Custody Service also allows branch offices or correspondents to bypass their main offices and send securities received from their customers directly to DTC for deposit.

~~Contact your~~ **Participants should contact their** Relationship Manager for more information.

**Note:** DTC also provides various SMART/Search reports.

## Service Topics

### About OFAC Certification

In 2003, DTCC implemented a Bank Secrecy Act, Anti-Money Laundering and Office of Foreign Assets ~~(OFAC)~~ Compliance (OFAC) Program to comply with the regulatory requirements set forth in the applicable provisions of the Bank Secrecy Act, USA ~~Patriot~~ PATRIOT Act and OFAC regulations.

As a result, DTC requires U.S. ~~participants~~ Participants to confirm they have checked the registrations on their ~~non-custody domestic~~ deposits against the OFAC SDN List and that no valid matches were identified. For deposits made by non-U.S. ~~participants~~ Participants or facilities, DTC will perform the OFAC ~~checking~~ screening in-house.

This certification will be expected on deposit transactions made via Deposit Automation (DAMP), Restricted Deposit Service – Participant (RDSP), Branch Deposit Service (BDS) and Custody (CUST).

### About Sanctions against Foreign Countries and Individuals

The U.S. government imposes economic and trade restrictions, which may include freezing assets held in the United States, on foreign countries and individuals engaged in terrorism, international narcotics trafficking and other prohibited activities, including nuclear weapons proliferation and trading in illegally procured diamonds.

~~The first U.S. government sanctions against foreign entities date back to the early days of this country.~~ The agency that ~~today~~ administers enforcement of economic sanctions, is the OFFICE OF FOREIGN ASSETS CONTROL (OFAC), ~~was created in 1950, during the Korean War.~~ OFAC is a division of the U.S. Department of Treasury.

### Making a BDS Deposit

~~The Participant~~ branch offices receive physical certificates from their customers and enter details of the certificates into their internal system. They then transmit the information to the main office and ship the securities to DTC.

When packages are received by DTC, their contents are sorted for non-branch securities and correspondence. Correspondence and items not related to BDS are picked up by representatives from the main office, if the office is located in the New York ~~City~~ metropolitan area. The securities are then processed versus the expectancy file.

All securities received at DTC by ~~9:30~~ 11:00 a.m. eastern time are fully examined for negotiability and transferability, imaged, and credited to ~~your~~ the Participant's free account, if they are in good form, on the same day that they are received, enabling deliver orders to be filled if the position is necessary for this activity.

DTC applies the following to negotiable securities:

- ~~Your Participant's~~ medallion guaranty
- Power of attorney release
- ~~Tax Waiver~~ Non-Inheritance Tax certification (PLA)
- Cede assignment

Custody items are processed and turned over to the Custody department (See Custody Service User Guides).

~~You Participants~~ can also view images of ~~your deposited~~ certificates (Refer to Imaging) and find out about the status of ~~your their~~ deposits via the PTS function BDSI or PBS function Branch Inquiry.

If there are problems with a deposit, ~~you the Participant~~ will be notified either by electronic intraday messages, ~~e-mail~~ or phone call and images of certificates made available ~~to you to the Participant~~. ~~You Participants~~ can send processing instructions and corrections using the same method, so that errors can be addressed and resolved on the same day. DTC performs the following services to reduce the need to return deposits:

- Correcting quantity discrepancies
- Researching the possibility of name changes, correcting names if necessary, and crediting ~~your the Participant's~~ account on the same day
- Presenting to the paying agent and collecting interest on past due coupons that might still be attached to bearer bonds
- Processing as reorg deposits any deposits with reorg status
- Consolidating into one deposit a single certificate that must be credited to multiple accounts
- Locating and processing priority deposits ~~immediately promptly and at any time during the day during business hours.~~
- Checking selected deposits against the Securities Information Center (SIC) database to confirm that there are no stops on ~~any~~ of the ~~deposited~~ certificates
- Holding regular or legal deposits in a ~~Pending Custody~~ box and notifying ~~you Participants~~ about the required documents, crediting ~~your their~~ Seg account in the interim, and allowing ~~you them~~ to deposit the documents as trailing documents when ~~you Participants~~ receive them.

## Associated PTS/PBS Functions

Use This Function	To
ART / Activity Research Tool	Obtain detail information on transactions processed by DTC and view historical information on transactions.
BDSI / Branch Deposit Inquiry	View information on deposits and obtain images of certificates.
GWIZ / CUSIP Inquiry	Obtain security information.
SEEK	Obtain security information.

## Continuous Net Settlement

~~A Participant may Make submit Continuous Net Settlement (CNS)~~ deposits just as ~~you it~~ would a regular deposit. For more information on this product, refer to ~~Continuous Net Settlement CNS~~ Training Workbooks.

## Signature Guarantee Medallion Stamps

When processing of certificates in connection with the Branch Deposit Service (BDS), DTC may use a Participant's Medallion Signature Guarantee stamp(s) ("Medallions or Stamps"). DTC shall not use the Medallions or Stamps except for the specific intended purpose of making negotiable Participant securities for transfer or sale in accordance with Participant's instructions (including standard instructions). Each such Medallion or Stamp provided by a Participant to DTC shall be registered in the name of the Participant and either bear the facsimile signature of a duly authorized officer of the Participant or the ~~firm~~ Participant name, and shall remain under the control of such officer, and each use of each such Medallion or Stamp by DTC shall be deemed to be done under the authority of such duly authorized officer or Participant.

During non-business hours a Participant's Medallions and Stamps held by DTC will be secured in DTC's vaults.

DTC will use a control log to track the daily issuance and return of a Participant's Medallions and Stamps. ~~During business hours, the~~ The Participant's Medallions ~~or and~~ Stamps will be kept in a secured container ~~with access when a DTC employee leaves the secured Securities Processing area, access~~ to such container being controlled by DTC supervisors.

Any requests by DTC for a Medallion or Stamp replacement (due to breakage), will be made to the Participant in writing. A Participant's Medallions and Stamps remain the property of the Participant and ~~DTC will must be returned them~~ to the Participant promptly upon the Participant's written upon demand.

DTC will indemnify and hold the Participant harmless against any claims, losses, proceedings, liabilities, judgments, damages, costs, or expenses (including, without limitation, attorneys' fees and costs) of any kind and character suffered by the Participant caused by the gross negligence or willful misconduct of DTC or its employees relating to its failure to act in accordance with these ~~terms and conditions~~ procedures as they relate to DTC's use of the Medallions and/or Stamps. Except as expressly stated above, DTC shall not have any liability of any kind (including, but not limited to, for any direct, indirect, incidental, special, consequential or punitive damages or damages for lost profits or lost opportunities and whether based upon contract, tort, warranty or otherwise for any reason) as it relates to the Branch Deposit Service.

Any Participant utilizing DTC's Branch Deposit Service (BDS), through its duly authorized officers authorizes DTC to affix various Participant Medallions and Stamps to certificates upon instruction of the Participant (including standing instructions) in order to make such certificates negotiable for sale or transfer. The Medallions and Stamps, which will be supplied to DTC by Participant, will include signature guarantees, power of attorney releases, ~~tax waivers~~ Non-Inheritance Tax certification (PLA) and CEDE & Co. Assignment stamps. The Participant will indemnify and hold DTC harmless against all claims, losses, proceedings, judgments, costs, expenses, damages, or liabilities (including without limitation, attorneys' fees and costs) of any kind and character suffered by DTC arising out of DTC's affixing Participant stamps and medallions to those certificates in accordance with these ~~terms and conditions~~ procedures, provided, however, that Participant shall not indemnify DTC for any claims, losses, proceedings, judgments, costs, liabilities, damages or expenses (including, without limitation, attorneys' fees and costs) relating to DTC's use of the Medallions and/or Stamps that are a result of the gross negligence or willful misconduct of DTC or any of its employees or agents.

By utilizing DTC's Branch Deposit Service, a Participant represents that it has informed the underwriter of its Medallion program surety bond of ~~the arrangement contemplated~~ DTC's authority to affix Medallions and Stamps of the Participant as set forth above by these terms and conditions and has provided such underwriter a copy hereof, and that Participant's underwriter agrees that such arrangement will not affect coverage under such bond.

## Deposit / Withdrawal at Custodian (DWAC)

### About the Product

Deposit/Withdrawal ~~by at~~ Custodian (DWAC) is available as an online facility, file transfer or MQ format that lets ~~you~~ **Participants** send requests to Fast Automated ~~Security~~ **Securities** Transfer (FAST) agents ~~or other DTC /~~ custodians to deposit or withdraw securities into or out of ~~your~~ **their** ~~respective~~ DTC account(s).

### How the Product Works

FAST minimizes certificate movement and streamlines transfers for ~~participants~~ **Participants** who maintain a quantity of securities at a transfer agent in the form of a ~~jumbo~~ balance certificate registered to Cede & Co, DTC's nominee. These balance certificates are increased and decreased daily by ~~the net of~~ deposit and withdrawal-by-transfer (WT) activity.

Once ~~you a~~ **Participant** requests a DWAC through PTS, PBS or ~~FCF2DWX~~ **the CF2DWX** file, the custodian/~~agent~~ responds to DTC ~~and attests that you have the necessary amount of shares in your account to complete by either accepting or rejecting~~ the transaction. ~~The~~ **If the transaction is accepted then the** custodian/~~agent~~ also confirms that it has registered the transfer in the name of Cede & Co. in accordance with the (Balance) Certificate Agreement between itself, the transfer agent or registrar, and DTC. **DTC will then increase the Participant's free position for the quantity of the transfer.**

Once the custodian has acted on ~~your~~ **the Participant's** request, PTS generates a confirmation ticket for both ~~you~~ **the Participant** and the custodian indicating that a transaction is

- Recycled
- Dropped (custodian did not approve or cancel ~~your~~ **the Participant's** request by the deadline)
- Pending custodian approval
- Approved
- Canceled.

This information is available via the DWCEOD file. The function user guide can be found at [http://www.dtcc.com/products/documentation/asset/ccf/sec\\_proc/21DWACEOD.pdf](http://www.dtcc.com/products/documentation/asset/ccf/sec_proc/21DWACEOD.pdf) <http://dtcc.com/~media/Files/Downloads/Settlement-Asset-Services/CCF/securities%20processing/21DWACEOD.pdf>

### Seventy-Two-Hour Pend Option

~~In the past, the system dropped any request that a custodian did not approve or cancel by the end of the business day on which it was submitted.~~ DTC ~~now~~ offers ~~you~~ **Participants** the option of selecting a 72-hour pend period for ~~all your~~ **their DWAC** deposits. This option gives custodians 3 business days (including the deposit date) to either approve or cancel ~~your a~~ **Participant's** transaction before it drops off the system. Selecting this option saves ~~you~~ **Participants** ~~the trouble of from~~ having to resubmit a deposit if a custodian takes no action within 3 days. Otherwise, all transactions that were not approved or canceled by custodians will drop at the close of the business day, and ~~you will~~ **Participants would** have to reenter them on the following business day.

**Note:** ~~Call your Participants seeking to Relationship Manager~~ to activate this option **should contact their Relationship Manager**. The 72-hour pend option cannot be used selectively on a deposit-by-deposit or on a CUSIP-by-CUSIP basis. ~~You must activate~~ **Once activated for a**

Participant, the 72-hour pend feature ~~either for~~ covers all ~~or none of~~ your a Participant's DWAC deposit transactions.

## Associated PTS / PBS/File Functions

~~You~~ Participants can use the following list of PTS/PBS /File functions to submit DWAC deposits at DTC and to track their status

Use This Function	To
PDWC / Part Direct Deposit/Withdrawal	Submit deposit and withdrawal instructions to the custodian. For <del>participant</del> <u>Participant</u> use only.
CF2DWX File	Submit deposit and withdrawal instructions to the custodian. For <del>participant</del> <u>Participant</u> use only.

## Legal Deposits

### Overview

A legal deposit consists of a ~~registered~~ security registered in the name of holder (i.e., not a bearer security) and the legal documentation required for the transfer registration of that security into the name of DTC's nominee, Cede & Co.

~~Submit~~ Participants submit legal deposits through the Deposit Management System (DAM) as ~~you they~~ would a regular restricted deposit, using the PTS function DAMP, the PBS function Deposit Automation, the CF2DEP file, or via BDS to make the deposit and generate the deposit ticket that will be sent to DTC. The procedures are the same as those for registered deposits except that

- Legal deposits are sorted separately from other deposits
- There is accompanying legal documentation if the deposit exceeds the insurance limit of the medallion or the transfer agent for the issue does not participate ~~if you~~ in the Paperless Legal program. For Branch deposits, if the deposit ticket displays the letters PLX, you Participants need to submit the documents. If it displays the letters PLA, you Participants can retain the documents and submit the deposit as a Regular Deposit. Participants can pick up the PLAQSP file to identify "paperless" issues or check the STP Paperless Agent CUSIP Report on SMART/Search.

## Legal Deposits at DTC – Both DAMP and BDS

### Basic Service (DAMP)

If ~~your firm a Participant~~ chooses the basic Legal Deposits service, ~~you must~~ it accepts the responsibility to examine the securities and documentation ~~yourself~~ to make sure ensure they are in order. DTC will route ~~your those~~ deposits directly to the transfer agent, and all normal deposit reject fees will apply if the transfer agent rejects it.

### Full Service

With ~~full~~ **Full Service** Legal Deposits ~~service, DTCDTC's~~ staff examines ~~your~~ **Participants'** deposits to ensure that the certificates and documentation are in order. If the deposit is not in proper transferable form, it will be rejected and all normal reject fees will apply.

If ~~Legal Deposits staff~~ **DTC** uncovers a problem that is correctable (for example, missing medallion stamps or documentation), DTC will ~~telephone contact you~~ **the Participant** and help ~~you resolve~~ **to provide assistance in resolving** the issue. ~~You will~~ **Through BDS, Participants** have the ~~opportunity to~~ **option of** either ~~accepting a~~ **reject** ~~the item,~~ or ~~if you participate in BDS, instruct~~ **instructing** DTC to hold the pending legal deposit (~~also known as in a "peld")~~ **custody box** until it receives the missing documentation and then forward the material to the transfer agent. If the problem cannot be corrected, the deposit will be rejected to ~~you~~ **the depositing Participant** and normal reject fees will apply. However, if the transfer agent rejects a deposit that has been reviewed and accepted by DTC, ~~you~~ **the Participant** will not be charged a deposit reject fee.

### **Paperless Legals**

The Paperless ~~Transfer~~ **Legals** Program is based on the specific and simple representations made by the Signature Guaranty process. By affixing a Signature Guaranty (medallion), ~~you~~ **the Participant** as the guarantor warrants that:

- the signature is genuine
- the signer is an appropriate person to endorse or originate the instruction, or if the signature is by the agent, the agent has actual authority to act on behalf of the appropriate person, and
- the signer has legal capacity to sign.

Participants are responsible for obtaining all legal documents necessary to effect transfer of the securities they are depositing, but do not need to actually submit the documents if the transfer agent for the security participates in the Paperless Legals Program. ~~Your~~ **For Branch Deposits, the documents are required for review. The Participant's** signature guarantee medallion affixed to the certificates or stock/bond power guarantees to the transfer agent that ~~you have~~ **the Participant has** the appropriate documents and insurance to protect them, should something unforeseen occur.

Participants can identify issuers whose transfer agent participates in the Paperless Legals Program by the following methods:

- The letters "PLA" will print on the deposit ticket
- Accessing the STP Paperless Agent CUUSIP Report on SMART/Search
- Taking in the weekly PLAQSP CCF file

### **Special Legal Deposit**

If a Participant elects to submit a Special Legal Deposit they receive credit in a segregated account, Seg 36, when the deposit is processed at DTC. These shares are not available for any other DTC Settlement service. The position remains in this Seg account until the deposit clears transfer and DTC either processes a clean certificate registered to Cede & Co to its vault or the transfer agent confirms that the shares have been added to DTC's FAST Balance for that issue.

Participants wishing to monitor when their deposits clear transfer can either access the STP CCF Deposits Out Transfer Items Report on SMART/Search or take in the daily DEPOTF file via CCF.

### **Status Tracking Service**

Available with either full or basic service, the status tracking service allows ~~you~~ **Participants** to monitor ~~your~~ **their** legal deposits from receipt at DTC to ~~completion,~~ clearing transfer ~~(or rejection)~~ **at being rejected by** the transfer agent. ~~You~~ **To track a deposit, Participants**

assign the tracking number and use the PTS functions STSL and STDI or the PBS function Securities Transfer System legal to track the status of the transaction.

**Associated PTS / PBS Functions**

~~You~~ **Participants** can use the following PTS / PBS functions in conjunction with Legal Deposits.

Use This Function	To
DAMP / Deposit automation	Enter deposit into the Deposit Automated Management (DAM) system and create the DAM deposit tickets <del>you send with your</del> <u>to attach and accompany the shipment of securities</u> to DTC.
PELD / Pending Legal Deposits	Inquire about missing legal documentation before DTC submits the deposit to the transfer agent (Full service only).
STSL / Securities Transfer Legal Deposit	Track the status of a legal deposit.
CF2DEP File	Enter <del>your</del> deposits into the Deposit Automated Management (DAM) system via file transfer and create the DAM deposit tickets <del>you to</del> send with <del>your the</del> <u>securities</u> shipment to DTC.
BDS1_5 File	Have <u>Participant</u> branch offices enter deposits into BDS

**Preparing Certificates for Transfer**

**Transfer Requirements**

~~To deposit~~ **Once DTC-eligible securities are deposited by the Participant, DTC-eligible securities; you must transfer securities DTC will promptly forward them to the agent/custodian in order to be transferred** from the name of the current owner (~~your~~ firm, nominee, or customer name) to DTC's nominee, Cede & Co., ~~and provided that the depositing Participant comply~~ complies with the applicable legal requirements that allow the transfer to take place. These requirements include the following:

- Completing the certificate assignment form to Cede & Co. or preparing a stock/bond power when depositing certificates with the same CUSIP number or those endorsed by a registered holder.
- Affixing a Release Power of Attorney Stamp and a signature guarantee medallion when the Power of Attorney line on either of the aforementioned forms is filled in.
- Submitting required legal documents for sale or transfer of securities for decedents, fiduciaries, trusts, bankruptcies, or corporate registrations.

~~Use the Depository Trust Company Important Notices as additional information resources. All~~ **Any** procedures in this manual ~~can may~~ be supplemented and/or superseded by Important Notices or other instructions from DTC. Because making a deposit ~~is may have~~ important financial ~~ly implications important to you~~ and, depending on ~~your the Participant's~~ deposit position, places time limitations on ~~your the Participant's~~ use of other DTC services, ~~we urge you to carefully~~ **Participants must** adhere to the checklist below. ~~You Participants~~ can view Important Notices on ~~our DTCC's~~ Web site, at <https://login.dtcc.com/dtccorg> <http://dtcc.com/legal/important-notices.aspx?subsidiary=DTC> <http://www.dtcc.com/legal/important-notices.aspx?subsidiary=DTC&pgs=1>.

**Note:** Send exchange items directly to the exchange agent. ~~You~~ **Participants** can deposit the new issue at DTC, but **must** make sure that the agent does not issue the new shares to Cede & Co. during the exchange.

### Deposits Checklist for DAMP Deposits

Participants can call the Customer Help Center at (888) 360-3822, option 4 then option 3, or submit a WINS inquiry if a problem arises.

#### With respect to DAMP Deposits:

- ~~Make sure~~ **Verify** that the issues are DTC-eligible via the PTS functions DAMP or GWIZ, or Deposit Automation on PBS. ~~You~~ **Participants** can automate this process by taking in the ELISC or Data Delivery Service Files
- Generate a bar-coded deposit ticket via the PBS function Deposit Automation and complete all required hard-copy forms as outlined in each product section.
- ~~Make sure~~ **Ensure that** the registered holder has endorsed the certificate or stock/bond power.
- Guarantee the security holder's signature (s) with a signature guarantee medallion stamp.
- Affix an additional medallion stamp to the certificate if:
  1. The endorsement differs from the registration on the certificate face
  2. The number of shares is changed
  3. Any information on the back of the certificate or stock power is erased or crossed out.
- Affix a medallion guarantee if the endorsement differs from the registration on the face of the certificate.
- There is a maximum of 10 certificates per deposit submitted via the DAMP function, and 20 if the deposit is entered on Record Type 20 on the CF2DEP file, which will protect ~~you~~ **the Participant** from having an agent reject ~~your~~ **its** entire deposit.
- Do not combine the following types of certificates:
  1. ADRs with different depositaries
  2. Common and preferred shares
  3. Foreign and domestic shares
  4. Different securities (for example, General Motors [GM] stock and General Electric [GE] stock)
  5. Class A and Class B stocks
  6. Bearer and registered bonds.
- ~~Make sure~~ **Ensure** that the total number of shares ~~you send~~ **sent** agrees with the number of shares on the DAM deposit ticket.
- Write CUSIP numbers on all attached paperwork, which will help the Deposits staff if paperwork becomes loose.
- ~~Make sure~~ **Ensure** the stock/bond power contains all applicable transfer requirements.
- Affix a Release Power of Attorney Stamp when the power of attorney line on the certificate or the stock/bond power is filled in.
- ~~Make sure~~ **Ensure** that the endorsements of all registered holders listed on the face of the certificate appear on multiple registration issues such as:
  1. Joint tenants (JT Ten)
  2. Tenant by the entirety
  3. Community property
  4. Tenants-in-common
  5. All other multiple registrations.
- Segregate securities that are subject to foreign ownership restrictions and owned by a non-U. S. citizen into Segregation Account 100. Use the PTS function SEG or the PBS function Segregation Release.

### Frequently Used Forms

The following table describes the hard-copy forms ~~you will~~ frequently ~~use~~ used when making deposits:

Form	Necessary Information
Stock/Bond Power	<ul style="list-style-type: none"> <li>• Name of registered holder</li> <li>• Assignment and taxpayer ID</li> <li>• Share quantity</li> <li>• Class of security</li> <li>• Security description</li> <li>• Certificate number</li> <li>• Power of attorney appointment (must be released if completed)</li> <li>• Signature of registered holder (must be exactly as the holder's name appears on the certificate)</li> <li>• Medallion stamp</li> <li>• Any other applicable transfer requirements</li> </ul>
Assignment to Cede & Co. (back of certificate)	<ul style="list-style-type: none"> <li>• Tax identification of assignee</li> <li>• Cede &amp; Co. , Box 20, Bowling Green Station, New York, NY 10274</li> <li>• Power of attorney appointment (must be released if completed)</li> <li>• Date</li> <li>• Authorized signature</li> </ul>
DAM Deposit Ticket	<ul style="list-style-type: none"> <li>• Participant number</li> <li>• Number of shares</li> <li>• CUSIP number</li> <li>• Type of deposit</li> </ul> <p>For more information, refer to DAMP.</p>

Form	Necessary Information
Indemnification for Losses Related to Certificates Deposited to Cover a Short Position (#10163)	<ul style="list-style-type: none"> <li>• Date.</li> <li>• Participant name and number.</li> <li>• Contact name and phone number.</li> <li>• Number of shares.</li> <li>• CUSIP number.</li> <li>• Registration and certificate number of securities.</li> <li>• Authorized officer's manual signature. DTC requires a letter of indemnity for deposits of non-transferable securities to cover short positions. Use the PTS function GWIZ to determine whether the securities <b>you wish to be deposited</b> are non-transferable, a status indicated by transfer agent numbers 2400 and 6767. Check <b>your the</b> short position at DTC via the PTS function NPOS or Security Position on PBS. <b>You Participants</b> can obtain this form from DTC's Forms Distribution Department. Without it, the deposit will be rejected and a rejection fee will be charged.</li> </ul>

### Imaging Fax and E-mail System

~~You can~~ **A Participant may** request that imaged copies of ~~your~~ deposits be sent to up to six recipients via the Imaging Fax and E-mail System, which ~~you~~ can ~~access~~ **be accessed** from the following functions:

- DAMP / Deposit Automation for regular, bearer/nontransferable, and reorg deposits
- BDSI / Branch Inquiry for branch deposits
- RDSP / Restricted Deposit Service - Participant for restricted deposits
- STDI / Deposit Inquiry for deposits still in transfer as of the close of business the previous business day
- STSL / Securities Transfer legal Deposits for legal deposits.

### Additional Information

- ~~You Participants~~ can obtain record date information about municipal issues via the PTS function DIVA or PBS function Dividend and Income – Dividend Announcement Inquiry, **and the CCF files DIVANN and RDPRPT.**
- ~~You Participants~~ can obtain record date information about corporate issues for today's date and the two business days following via the PTS function BOOK and PBS function Transfer Books Closing.
- ~~To view your Deposit Transfer Delay Report, use the~~ **Participants can track the status of their deposits via the** PTS function STDI and PBS function Deposit Inquiry.

For other ways to monitor the transfer status of a deposit, refer to Tracking Deposits.

## Custody Deposits

### About the Product

Regular Custody Services include deposits of securities that are eligible or, in some cases, ineligible for all of DTC's services. Please refer to the Custody Service Guide in this regard.

### **How the Product Works**

~~First, you prepare your physical certificates, then using our PTS online system (CUST) or Custody Services on PBS, you enter your custody information. You can then send the certificates to DTC.~~

~~Once DTC has fully examined your deposit, the physical certificates are placed in our Class A vault and unique reference numbers are assigned.~~

~~You are notified immediately if any errors, omissions, or ineligible certificates are found in your deposit.~~

~~Once your deposit is accepted and recorded, you can withdraw and transfer securities easily, issuing your instructions via the PTS function CUST or PBS function Custody Services.~~

### **Deposits**

~~DTC fully examines deposits, reviewing the securities for negotiability as well as ensuring the accuracy of the data you transmit in your deposit expectancy file. DTC also:~~

- ~~• Performs 100 percent Securities Information Center (SIC) verification~~
- ~~• Calls the transfer agent on all SIC hits~~
- ~~• Identifies and creates reorg deposits when applicable~~
- ~~• Makes ineligible issues eligible for Custody Service.~~

~~You can deposit securities or documents into custody using:~~

- ~~• Participant Terminal System (PTS) functions~~
- ~~• Participant Browser System (PBS) functions~~
- ~~• Computer-to-Computer Facilities (CCF) file transmission~~
- ~~• Mainframe Dual Host (MDH)~~

~~As a safekeeping service for your deposited securities DTC provides:~~

- ~~• Security for your assets in a Class A vault. DTC's vault and certificate-handling practices ensure tight security and accurate processing. Inventories are segregated in various locations, sometimes referred to as "boxes". You can move certificates from one box to another to reflect changes in the status of the securities.~~
- ~~• Assignment of a unique reference identification number to all deposits. Each certificate received into custody is identified by your customer account number. You can update the customer's account number on certificates globally or individually.~~
- ~~• Continuous random audit checks by internal auditors to ensure that all Securities and Exchange Commission (SEC) guidelines are met. Your auditors or a custodial customer may occasionally require access to your inventory. Given 24 hours' notice, DTC will provide a secure room under camera surveillance where securities can be examined.~~
- ~~• Availability of detailed information on every certificate, including certificate number, registration, negotiability status, and restricted indicator and access to images of your certificates or documents through CUST on PTS or Custody Services on PBS.~~

~~Custody Reject and Hold~~

~~Certificates sent for deposit to your firm's general free account that do not meet all the requirements for regular DTC deposits because of missing documents, or certificates being in firm name, can, on your instruction, be held in DTC's Custody vault instead of being returned to you. The reject is reflected on your daily Participant statement.~~

~~After processing your Custody Deposit, DTC's Deposits Department will forward the unit of work to the Custody Vault for Safekeeping and further processing.~~

## Rejected Deposits

When a deposit is rejected by DTC or a transfer agent, DTC automatically debits **your the depositing Participant's** account ~~in whatever amount for the quantity~~ it was credited and returns the certificate and transfer documents to ~~you the Participant~~. **In cases where the certificates and/or the documents are not returned by the transfer agent, typically for replaced or escheated certificates, DTC will notify the depositing Participant.**

DTC will notify **you Participants** of a rejected deposit by sending, **or making available, as applicable via:**

- Deposit Rejection Notices or Legal Deposit Rejection Notices accompanying deposit materials
- Participant Daily Activity Statements
- ATAM function on PTS; Activity Research Tool on PBS
- REJI function on PTS; Billable Reject Inquiry on PBS
- **DTF PART File**

~~**Note: All deposit activity can and should be verified by these notices, which itemize activity for each CUSIP number that was updated on an activity date and summarize the opening and closing positions for that activity date.**~~

- Unsolicited Message System (UMS) tickets **printing on your the Participant's** PTS printer (optional service)

~~**Note: A UMS ticket prints on your the Participant's** PTS printer on the day of a rejection only if **your firm the Participant** has made arrangements through **your its** DTC relationship manager.~~

~~**After you receive a reject notification from DTC, you should exhaust all internal and external sources at your disposal to research the activity details. Refer** **Please refer** to Tracking Deposits for a list of tracking functions commonly used with deposits; ~~you, to assist in researching deposit rejects. Participants~~ can inquire about other available PTS functions via PTSI. After ~~you have researched researching~~ the rejection, either~~

- Resubmit the corrected deposit, or
- **Notify DTC of an activity difference via** **If the reject resulted in a short position, take the necessary steps to cover that short position.**
- **Warning! Under DTC's Rules and Procedures, the participant Participant is responsible for verifying the accuracy of the Participant Daily Activity Statement. Any discrepancy in the statement must be reported to DTC's Reconciliation Department as soon as possible.**

## Short Positions

If ~~this a~~ debit drives **your the Participant's** account into a negative balance (short position), **your the Participant's** settlement account at DTC will be debited by 130 percent of the current market value of the short position until ~~the rejection the short position~~ is **resolved covered**. For more information about short positions, call DTC's Customer Support Center at (888) 382-2721. To

~~check your~~ identify short positions, use the PTS function POS or PBS function Position Inquiry by Security.

~~Use~~ A Participant may use the PTS function PART or PBS function Participant Activity Research Tool to research a journal history of adjustments that affected ~~your~~ its positions. ~~You~~ Participants can view the information by CUSIP number or date of and reason for the adjustments.

## Billable Reject Inquiries

DTC assesses fees for rejected deposits. Use the PTS function REJI or PBS function Billable Reject Inquiry to view detailed information about deposits, withdrawals-by-transfer (WT), and certificates on demand (COD) that were rejected by either DTC (front-end rejection) or the transfer agent (back-end rejection).

## Municipal Bearer Bond Deposit Rejections

DTC will ~~always call you~~ contact Participants before correcting deposits that cannot be accepted as submitted (for example, relating to CUSIP numbers, or quantities on large deposits). If DTC is able to correct the error, ~~you~~ the depositing Participant will receive a Municipal Bearer Bond Deposit Rejection Adjustment Notice from DTC's Municipal Central Delivery Department the next business day, indicating that the adjustment was made.

When a deposit is unacceptable and the reason for rejection cannot be corrected, DTC will debit ~~your~~ the depositing Participant's account for the full amount of the deposit. For a partial deposit rejection, ~~your~~ that account will be debited for the amount credited and the credit for the partial deposit will be accepted. ~~You~~ The Participant will receive a Municipal Bearer Bond Deposit Rejection Adjustment Notice, copy#2 of the Municipal Bearer Bond (MBB) Deposit form stamped REJECTED, and the rejected bonds, if available, from DTC Central Delivery Department window#4.

DTC will call ~~you~~ the Participant if a rejection is greater than \$50,000.

## Reorg Deposits

### About the Product

The Reorg Deposits product allows ~~participants~~ Participants to deposit any DTC-eligible securities undergoing or having undergone mandatory reorganization, as well as full calls and partial calls. After ~~your~~ the deposit is entered into the Deposit Automation Management (DAM) system via the PTS function DAMP or PBS function Deposit Automation, DTC credits the shares to ~~your~~ the Participant's reorganization (RRG) account and submits the securities to the paying agent.

Mandatory reorganizations generally involve an exchange of securities for one or more of the following entitlements:

- Stock
- Cash
- Stock/cash combination
- Cash in lieu of fractional shares
- Past stock or cash dividends.

### ~~About the Product~~

## Deposits Made After the Effective Date

### About the Product

#### How the Product Works

**Make Participants enter** reorg deposits into the Deposit Automated Management (DAM) system via the PTS function DAMP, the Deposit Automation function on PBS (from which **you they** print all DAMP deposit tickets), **and** the CF2DEP file, or the BDS file. **Prepare The Participant then prepares** the physical certificates for shipment by following the procedures described in Preparing Certificates for Transfer.

The following reorganization activities are eligible for Reorg Deposits and Mandatory Reorg Deposits.

#### Associated PTS / PBS Functions

The following table shows PTS/PBS functions **you that** can **be used** to make reorg deposits at DTC and track their status:

Use This Function	To
ART / Activity Research Tool	View RRG account activity information.
DAMP / Deposit Automation	Enter <b>your the</b> deposit into the Deposit Automated Management (DAM) system and <b>then</b> create the DAM deposit tickets <b>you send with your shipment to be attached to the deposits shipped</b> to DTC.
POS / Position Inquiry	View RRG account position information.
RIPS / Reorganization Summary	View entitlement and allocation information.
SDAR / Reorg/Redemption/Dividend Allocation	Monitor cash allocations.

## Restricted Deposit Service

### About the Product

#### Benefits of the Product

Using RDS offers **you Participants** the following benefits:

- Outsourcing of labor-intensive handling, shipping, and follow-up associated with restricted transfer processing
- Contracted out-transfer cycle
- Early credit to **your the** general free account **of a Participant** on sold shares through the FAST system

- Ability to outsource all processing of physical securities when used in conjunction with Regular Custody Services and the Branch Deposit Service
- A separate Seg account for deposits that initially fail DTC's examination for negotiability and require additional documents, such as a stock power
- Ability to view comments about ~~your~~ deposit and transfer status through the PTS function RDSP
- Ability to request that imaged copies of a deposit be sent to up to six recipients via the Imaging Fax and E-mail System (IFE), which is accessed through RDSP on PTS and Restricted Deposit Service – Participant on PBS.
- Participants can also use the Drop Box imaging service and receive copies of all of their DTC deposits.

### How the Product Works

Via the RDSP function on PTS or the Restricted Deposit Service – Participant function on PBS, enter the data applicable to ~~your~~ the deposit. An RDS ticket then prints on ~~your~~ the Participant's local printer.

Once ~~you've~~ the data is entered and the ~~data, send this~~ ticket ~~to DTC with~~ printed by the Participant, the ticket is to be attached by the Participant to the physical securities and other documentation and delivered to DTC. If the shares are on file ~~at DTC~~ in DTC's Custody Vault, they are processed by DTC's staff and the deposit is submitted to the transfer agent.

### Making a Restricted Deposit

1. As noted above, Use RDSP or Restricted Deposit Service – Participant function to enter information such as CUSIP number, total quantity, quantity sold, and registration instructions about ~~your~~ the restricted deposits. DTC receives the information and an RDS ticket generates automatically on ~~your~~ the Participant's local printer.
2. Custody Service Participants can also route units of work from the Custody Vault to the RDS processing area
3. Send the physical securities, the RDS ticket, Opinion of Counsel letter authorizing removal of the restriction, and any other necessary documentation to the RDS unit. If the shares are on file ~~at DTC~~, in the DTC Custody department Vault, the Custody Service staff will deliver them to the RDS unit for processing. The RDS unit then submits the deposit to the transfer agent.

### Signature Guarantee Medallion Stamps

Any Participant utilizing DTC's Restricted Deposit Service (RDS), through its duly authorized officers authorizes DTC to affix various Participant Medallions and Stamps to certificates upon instruction of the Participant (including standing instructions) in order to make such certificates negotiable for sale or transfer. The Medallions and Stamps, which will be supplied to DTC by the Participant, will include signature guarantees, power of attorney releases, and transfer as directed assignment stamps. The use of Medallions and Stamps for RDS is subject to the same terms applicable to both DTC and Participants as set forth in the procedures regarding Medallions and Stamps in connection with the Branch Deposit Service set forth above.

### Processing Restricted Deposits

When the RDS unit receives the restricted deposit, the securities are imaged and examined for CUSIP number, quantity, and negotiability. The unit ensures that the securities have been properly endorsed, the correct stamps have been affixed, and all manifested documents are received. If a deposit is deemed non-negotiable, DTC will notify ~~you~~ the depositing Participant of the missing documents or signatures. DTC will hold the deposit ~~for you~~ at ~~your~~ the Participant's request for

a maximum of 5 business days to allow ~~you~~ the Participant ~~extra time~~ to gather and send the necessary documents.

## Restricted Transfers

Restricted deposits and their transfer instructions are hand delivered or sent by Priority Overnight service to the transfer agent. ~~When the transfer agent receives the transfer, Once~~ DTC ~~staff begins following~~ acknowledges proof of delivery for the package, it will follow up with the agent ~~on the status of the item as necessary to facilitate timely processing.~~

RDS transfers can be processed as rush or non-rush items. For rush items, agent follow-up begins on the second business day following the deposit. For non-rush items deposited with the Opinion of Counsel letter, agent follow-up begins on the fourth business day following the deposit. For items deposited without the Opinion of Counsel letter, follow-ups begin on the seventh business day following the deposit. The status of the open transfer and the name of the DTC contact are posted on both RDSP and Restricted Deposit Service – ~~Participant and are~~ available for ~~participant~~ Participant review. The status includes a history of the transfer agent's responses, including dates and appropriate names. The role of the transfer agent and its responsibility for the transfer of restricted securities remain unchanged.

~~You~~ Participants can also submit amended instruction requests through either RDSP or Restricted Deposit Service - Participant if, for example, ~~you the Participant have~~ received authorization to increase the quantity of shares sold. If the securities have not been transferred, DTC contacts the transfer agent on ~~your~~ behalf of the depositing Participant and will modify the instructions. Additionally, delivery instructions can be amended.

### ~~If You Are a Custody Participant~~

~~You~~ Participants can access ~~your~~ their Custody accounts through both RDSP (via option 7 [Custody Withdrawal] on the Main Menu until 2:30 eastern time), Restricted Deposits Service – Participant, or by requesting a Custody withdrawal with delivery instructions to the RDS unit. All restricted functions are available to ~~you~~ Participants using the Custody Service, including the ability to either return unsold shares to Custody or have them mailed directly to the customer.

## RDS Accounting

When DTC accepts a deposit, ~~your~~ the Participant's segregated account is credited as follows:

- Deposits that are deemed non-negotiable by DTC will be held in the 22-250 account (PERD) until either the missing documents are deposited or other instructions are provided.
- Deposits accepted to transfer will be posted to two different accounts:
  1. Securities transferred to Cede &Co. (full shares, sold portions of partial sales, or legend removals) are credited to the 22-251 account.
  2. Customer transfers (unsold portions of partial sales, gifts, breakdowns, or custody only options) are credited to the 22-252 account.
- Approximately 80 percent of RDS Deposits received eligible issues are DTC FAST. Upon transfer they are added to DTC's FAST balance by the agent. About 30 minutes later, the 22-251 position will move to the 10 (free) account, allowing ~~you~~ the Participant access to the shares. All share positions in the 22-252 account are reduced when physical certificates are received from the agent and processed by DTC. ~~The remaining 20 percent of eligible~~ Eligible issues that are non-FAST issues must be returned ~~from as~~

**physical certificates by the agent and processed by DTC** before DTC reduces the 22-251 account to the free account, making the shares available. **Note: FAST transfer agents have a 72 hour rescission period to reverse shares that have been incorrectly credited to the Cede FAST balance.**

### Associated PTS / PBS Functions

The following PTS / PBS functions are used in association with the Restricted Deposit Service:

Use This Function	To
ART / Activity Research Tool	View details of transactions processed by DTC and historical information on transactions.
BDSI / Branch Deposit Inquiry	View branch deposit information.
CUST / Custody Services	Process custody deposits, withdrawals, and transfers; inquire about positions; and request images for custody items.
GWIZ / CUSIP Search	View information about a specific security.
RDSP / Restricted Deposit Service – Participant	Process and view information on restricted deposits and transfers.
SEEK	Obtain security information.

## Security Eligibility

### DTC-Eligible Securities

~~If the security you wish to deposit has a CUSIP number, as do all securities or families of securities issued after 1970, it is probably DTC-eligible. If the security is not DTC-eligible, a message to that effect will appear on your PTS/PBS screen when you enter the CUSIP number when making a DAM deposit. You will receive a front end reject message for ineligible securities deposited via the CF2DEP file or the BDS file.~~

~~You Participants~~ can ~~also~~ check DTC eligibility by reviewing any of the following sources:

- DTC Important Notices, which ~~you~~ can ~~be accessed~~ on ~~our DTCC's~~ Web site, <https://login.dtcc.com/dtccorg> <http://dtcc.com/legal/important-notices.aspx?subsidiary=DTC>
- The PTS function GWIZ / PBS function Security Detail
- The Data Delivery Service File
- The ELISC-ELISCD file

~~If a security is not DTC-eligible and a Participant attempts to make a DAM deposit, a message to that effect will appear on the PTS/PBS screen when the Participant enters the CUSIP number. The Participant will receive a front end reject message for ineligible securities deposited via the CF2DEP file or the BDS file.~~

### Eligible Securities Status

Corporate actions or temporary service problems with a transfer agent may affect deposits of DTC-eligible securities. During these periods, DTC places securities under one of the status categories in the table and descriptions that follow. ~~You Participants~~ can use the PTS functions GWIZ/PBS Function Security Detail and RIPS to determine the reasons and deadlines for these events.

Status	Description	What to do
Chill	Trade activity suspended for activities shown on GWIZ, usually deposits, withdrawal-by-transfer (WT), or certificates on demand (COD). Issues are normally chilled at DTC: <ul style="list-style-type: none"> <li>• Before maturity—6 weeks for both corporate and municipal issues</li> <li>• When issues do not have an active transfer agent.</li> </ul>	Do not deposit when the GWIZ or Security Detail Status field displays 'DEP. '
Global Lock	All activity (physical and book entry) is temporarily suspended two days before the maturity of a debenture.	Do not deposit when the GWIZ or Security Detail Status field displays 'DEP. '
Interim	Interim Accounting is in effect. Refer to the Dividend service guide for more information.	Deposit the item, although <del>you missed</del> the record/cutoff date for dividend protection <b>has passed</b> .
FAST	Fast Automated Securities Transfer	No effect on deposits.
Deleted	CUSIP number deleted and a new one assigned, most likely because of corporate reorganization.	Do not deposit the security using the old CUSIP number; instead use the new CUSIP number and security description found on the New and Contra CUSIP screen of RIPS.

### Ineligible Securities

Do not deposit:

- Called bonds – deposit only as Reorg Deposits
- Securities subject to exchange – deposit only as a Reorg Deposit
- Securities reported lost or stolen.

Do not deposit securities on the day before their DTC-ineligible effective date, except for Custody Service Deposits.

### Special Eligibility Conditions

The following conditions allow for eligibility under special circumstances.

#### Defaulted Municipal Bonds

Important Notices lists defaulted muni bearer bonds made eligible at DTC, along with the date of default and the number of the coupon that was payable at the time of the default. When depositing the bonds, leave the last coupon payable at the time to default attached to the certificate, as well as all subsequent coupons.

#### Municipal Issues without CUSIP Numbers

DTC accepts eligibility requests for both bearer and registered bonds and notes that are outstanding but do not have assigned CUSIP numbers. To request eligibility, submit photocopies of the certificate (front and back) and the legal opinion to:

**The Depository Trust Company**

**c/o The Depository Trust & Clearing Corporation**

**Attn: Municipal Implementation Area**

**55 Water Street**

**New York, NY 10047**

**570 Washington Blvd.**

**Jersey City, NJ 07310**

Be sure to indicate on the DAM deposit ticket that the deposited securities are ~~covering a short position~~ **covering a short position**.

• ~~Covering a short position~~

## **Corporate Bearer Bonds**

A registered corporate bond may be DTC-eligible, although the bearer form of the security may not be. To determine eligibility, check the CUSIP number of the bond ~~you intend to deposit~~ on GWIZ on PTS or Security Detail on PBS.

## **Corporate Multiple Purpose/Series**

Each deposit of multiple purpose/series issues must consist solely of securities of the same purpose or series.

## **Church Bonds**

Before depositing, contact DTC's Underwriting Service Hotline at 1-866-724-4402 to request an Older Issue Eligibility Form.

## **SBA Guaranteed Loan Pool Certificate**

To deposit this type of security, ~~you~~ **Participants** must fill out SBA Form 1088 (Form of Detached Assignment), which can be obtained from:

[http://www.colsonservices.com/main/forms/form1088\\_062402.PDF](http://www.colsonservices.com/main/forms/form1088_062402.PDF)

Affix a medallion stamp or signature guarantee to each form ~~you submit~~ **submitted**.

## **Legal Considerations**

The types of issues that follow all have various important legal considerations to keep in mind when making a deposit.

## **Ownership Certifications**

Certain DTC-eligible issues are subject to restrictions regarding ownership of securities by designated types of persons. DTC requires each ~~participant~~ **Participant** to file special certifications relating to these securities before the Participant may deposit the securities or otherwise maintain them in its account. Various certifications apply to different categories of such securities. Each such category and the nature of the certification applying to the category is described in this Section. The securities issues in each category are identified on DTCC's public web site at [http://www.dtcc.com/customer/directories/dtc/dtc\\_reference.php](http://www.dtcc.com/customer/directories/dtc/dtc_reference.php).

## Maritime Issues

Issues of securities identified by DTC as maritime issues are subject to certain restrictions as to ownership by foreign nationals. These securities are identified on the Maritime Issues List, set forth found on DTCC's public web site at [http://www.dtcc.com/customer/directories/dtc/dtc\\_reference.php](http://www.dtcc.com/customer/directories/dtc/dtc_reference.php). All ~~participants~~ **Participants** must have on file with DTC an executed Certificate as to Citizenship for Shipping Companies. These Certificates as to Citizenship filed with DTC by Participants apply to holdings in the issues listed on the Maritime Issues List.

## Communications Companies

Issues of securities identified by DTC as communications issues are also subject to certain restrictions as to ownership by foreign nationals. These securities are identified on the Communications Issues List on DTCC's public web site at [http://www.dtcc.com/customer/directories/dtc/dtc\\_reference.php](http://www.dtcc.com/customer/directories/dtc/dtc_reference.php).

## Specialized Ownership Issues

DTC will inform ~~participants~~ **Participants** of each issue with a specialized ownership restriction made eligible by Important Notice. ~~You can view~~ Important Notices **are viewable** on ~~our~~ **DTCC's** Web site, [http://www.dtcc.com/customer/directories/dtc/dtc\\_reference.php](http://www.dtcc.com/customer/directories/dtc/dtc_reference.php).

***Note:** Prior to June 20, 1988, when the Segregation Account#100 program first became available, foreign-owned securities of maritime, communication and specialized ownership issues could not be deposited with DTC at all. Since that time, the effect of the Certificate as to Citizenship is to prohibit ~~participants~~ **Participants** from maintaining foreign-owned securities of these issues in their general accounts; where the issue is eligible for the Segregation Account#100 program, however, ~~participants~~ **Participants** may maintain foreign-owned securities of that issue in their Seg-100 accounts. The Lists on DTCC's public web site at [http://www.dtcc.com/customer/directories/dtc/dtc\\_reference.php](http://www.dtcc.com/customer/directories/dtc/dtc_reference.php) identify the issues which are and are not eligible for the Segregation Account#100 program. The process for segregating securities is described in Section P, SUB-ACCOUNTING, of this Manual and in Sections 3.07 and 3.08 of the PTS Manual.*

## Limited Partnerships/Oil and Gas Partnerships

Certain securities issues eligible for DTC represent interests in limited partnerships. These securities are identified on the Limited Partnership Issues List, on DTCC's public web site at [http://www.dtcc.com/customer/directories/dtc/dtc\\_reference.php](http://www.dtcc.com/customer/directories/dtc/dtc_reference.php), which constitutes Exhibit A to the Limited Partnership Certificate. All ~~participants~~ **Participants** must provide to DTC certain representations and agreements, as set forth in the Limited Partnership Certificate. These Limited Partnership Certificates filed with DTC by ~~participants~~ **Participants** apply to holdings in the issues listed on the Limited Partnership Issues List. By filing a Limited Partnership Certificate each ~~participant~~ **Participant** has undertaken a continuing responsibility to ensure that it can make and comply with each of the representations and agreements set forth in the Limited Partnership Certificate with respect to each issue identified on the List which it may hold in its DTC account.

Certain of these securities have been issued by entities engaged in activities causing them to be subject to the ownership and control limitations under the Mineral Leasing Act of 1920, as amended.

These securities are identified on the Oil and Gas Issues List, on DTCC's public web site at [http://www.dtcc.com/customer/directories/dtc/dtc\\_reference.php](http://www.dtcc.com/customer/directories/dtc/dtc_reference.php), which constitutes Exhibit A to the Oil and Gas-Eligible Citizen Certificate. All ~~participants~~ **Participants** must have on file with DTC an executed Oil and Gas-Eligible Citizen Certificate. These Oil and Gas-Eligible Citizen Certificates, filed with DTC by ~~participants~~ **Participants**, apply to holdings in the issues listed on the Oil and Gas Issues List.

By filing an Oil and Gas-Eligible Citizen Certificate each ~~participant~~ **Participant** has undertaken a continuing responsibility to ensure (1) that any positions in its account in any of the securities listed on the Oil and Gas Issues List are beneficially owned by an Eligible Citizen for purposes of the requirements under the Mineral Leasing Act, and (2) that it can make and comply with each of the other representations and agreements set forth in the Oil and Gas-Eligible Citizen Certificate with respect to each issue identified on the List that it may hold in its DTC account.

## Tracking Deposits

DTC provides ~~you~~ **Participants** with reports and PTS inquiry functions to research deposit and reject activity. The following charts list Deposits reports and the various ways ~~you can use~~ to **get obtain** necessary research material.

For this report	Use	Alternatively available via
Deposit Update	POS, PART  Position Inquiry by Security, Participant Activity Research Tool	CCF, PTS message
Legal Deposit Update	STSL, PART  Securities Transfer Legal Deposit, Participant Activity Research Tool	CCF, PTS message
Pending Full Service Legal Deposits	PELD, Pending Legal Deposits	None
Deposit Transfer Delay Report	STDI, Deposit Inquiry	Hardcopy
Deposit Reject	REJI, PART, Billable Reject Inquiry, Participant Activity Research Tool	CCF, PTS message, hard-copy
Legal Deposit Reject	STSL, PART, Securities Transfer Legal Deposit, Participant Activity Research Tool	CCF, PTS message, hard-copy
Journal Listing Reject	PART, Participant Activity Research Tool	CCF
Participant Adjustment Report	PART, Participant Activity Research Tool	CCF, PTS message
Branch Deposit End-of-Day File	None	CCF
Branch Deposit Status Inquiry	BDSI, Branch Deposit Inquiry	None
Branch Deposit Messages	None	Message delivery (mailbox)
Deposit Automation (DA) Inquiry	DAMP, Deposit Automation	None

## Imaging Fax and E-mail System

~~You~~ **Participants** can request that imaged copies of ~~your~~ **their** deposits be sent to up to six recipients via the Imaging Fax and E-mail System, which ~~you~~ can **be accessed** from the following functions:

- DAMP / Deposit Automation for regular, bearer/nontransferable, and reorg deposits
- BDSI / Branch Deposit Inquiry for branch deposits
- RDSP / Restricted Deposit Service – Participant for restricted deposits
- STDI / Deposit Inquiry for deposits still in transfer as of the close of business the previous business day
- STSL / Securities Transfer Legal Deposit for legal deposits.