

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 36		SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No. * SR 2024 - * 011 Amendment No. (req. for Amendments *)	
Filing by Fixed Income Clearing Corporation 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 checked="" type="checkbox"/>		Section 19(b)(3)(A) * <input type="checkbox"/>		Section 19(b)(3)(B) * <input type="checkbox"/>	
Pilot <input type="checkbox"/>		Extension of Time Period for Commission Action * <input type="checkbox"/>		Date Expires * <input type="text"/>	
		Rule			
		<input type="checkbox"/> 19b-4(f)(1)		<input type="checkbox"/> 19b-4(f)(4)	
		<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 Section 806(e)(1) * <input type="checkbox"/>			Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 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"/>		
<b>Description</b> Provide a brief description of the action (limit 250 characters, required when Initial is checked *). <div>Amend the Clearing Agency Investment Policy</div>					
<b>Contact Information</b> 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 * <div></div> Last Name * <div></div> Title * <div></div> E-mail * <div>RuleFilingAdmin@dtcc.com</div> Telephone * <div></div> Fax <div></div>					
<b>Signature</b> Pursuant to the requirements of the Securities Exchange of 1934, Fixed Income Clearing Corporation has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized. Date <div>12/03/2024</div> By <div></div> <div>(Name *)</div> <div></div> <div>(Title *)</div> <div></div> NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed. <div>Date: 2024.12.03 11:59:02 -05'00'</div>					

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

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

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Narrative (FICC) - Investment Policy -

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 \***

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Exh 1A (FICC) - Investment Policy - 2

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 Advanced Notice by Clearing Agencies \***

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

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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 Sent As Paper Document

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

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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.

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Exhibit Sent As Paper Document

**Exhibit 4 - Marked Copies**

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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**

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Exh 5 (Redacted) - Investment Policy -

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 the Proposed Rule Change

(a) The proposed rule change of Fixed Income Clearing Corporation (“FICC”) is provided hereto as Exhibit 5 and amends the Clearing Agency Investment Policy (“Investment Policy”, or “Policy”) of FICC and its affiliates, The Depository Trust Company (“DTC”) and National Securities Clearing Corporation (“NSCC,” and together with FICC and DTC, the “Clearing Agencies”)<sup>1</sup> and would facilitate changes to the FICC Government Securities Division Rulebook (“GSD Rules”) that will be implemented by FICC.<sup>2</sup>

Specifically, as described in greater detail in the Account Segregation Filing, FICC will implement changes to the GSD Rules that will, among other things, provide for FICC to (1) hold margin collected with respect to the proprietary transactions of a Netting Member separately and independently from the margin collected with respect to transactions that a Netting Member submits to FICC on behalf of indirect participants, (2) legally segregate certain margin collected with respect to indirect participant transactions from the margin for a Netting Member’s proprietary transactions (as well as those of other indirect participants), and (3) limit investments of certain margin collected with respect to indirect participant transactions to only U.S. Treasuries with a maturity date of one year or less. The Clearing Agencies are proposing to amend the Policy to facilitate implementation of these changes and would also make other clean-up changes to the Policy, as described in greater detail below.

The changes that were proposed in the Account Segregation Filing and the changes proposed to the Investment Policy herein are collectively designed to comply with certain requirements of Rule 17ad-22(e)(6)(i) under the Securities Exchange Act of 1934, as amended (“Act”),<sup>3</sup> and to ensure that FICC has appropriate rules to satisfy certain conditions of Note H to Rule 15c3-3a under the Act for a broker-dealer to record a debit in the customer and broker-dealer proprietary account reserve formulas.<sup>4</sup>

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<sup>1</sup> See Securities Exchange Act Release No. 79528 (Dec. 12, 2016), 81 FR 91232 (Dec. 16, 2016) (SR-DTC-2016-007, SR-FICC-2016-005, SR-NSCC-2016-003).

<sup>2</sup> See Securities Exchange Act Release No. 101695 (Nov. 21, 2024), 89 FR 93763 (Nov. 27, 2024) (SR-FICC-2024-007) (“Account Segregation Filing”). The changes proposed in the Account Segregation Filing are expected to be implemented by no later than March 31, 2025, on a date to be announced by an Important Notice posted to FICC’s website. Terms not defined herein are defined in the GSD Rules, available at [www.dtcc.com/~media/Files/Downloads/legal/rules/ficc\\_gov\\_rules.pdf](http://www.dtcc.com/~media/Files/Downloads/legal/rules/ficc_gov_rules.pdf).

<sup>3</sup> 17 CFR 240.17ad-22(e)(6)(i). See Securities Exchange Act Release No. 99149 (Dec. 13, 2023), 89 FR 2714 (Jan. 16, 2024) (“Adopting Release,” and the rules adopted therein referred to herein as “Treasury Clearing Rules”).

<sup>4</sup> 17 CFR 240.15c3-3a, Note H. See id.

(b) Not applicable.

(c) Not applicable.

## **2. Procedures of the Self-Regulatory Organization**

The proposed rule change was approved by the Boards of Directors of the Clearing Agencies at a meeting duly called and held on February 14, 2024.

## **3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**

### **(a) Purpose**

The Investment Policy governs the management, custody and investment of cash deposited to the respective NSCC and FICC Clearing Funds, and the DTC Participants Fund,<sup>5</sup> the proprietary liquid net assets (cash and cash equivalents) of the Clearing Agencies, and other funds held by the Clearing Agencies pursuant to their respective rules. In doing this, the Investment Policy identifies the guiding principles for investments and defines the roles and responsibilities of DTCC<sup>6</sup> staff in administering the Investment Policy pursuant to those principles. The guiding principles for investments set forth in Section 3 of the Investment Policy address, among other things, how the Clearing Agencies segregate and separately hold cash deposited to the NSCC Clearing Fund, the Clearing Fund of FICC's Government Securities Division ("GSD"), the Clearing Fund of FICC's Mortgage-Backed Securities Division ("MBSD") and the DTC Participants Fund. The Investment Policy also identifies sources of funds that may be invested, and the permitted investments of those funds, including the authority required to make such investments and the parameters of, and limitations on, each type of investment.

The Securities and Exchange Commission ("Commission") recently adopted amendments to Rule 17ad-22(e)(6)(i) under the Act that are applicable to FICC as a covered clearing agency that provides, through GSD, central counterparty services for transactions in U.S. Treasury securities.<sup>7</sup> These amendments require, among other things, that FICC hold margin from a direct

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<sup>5</sup> The respective Clearing Funds of NSCC, FICC's GSD and FICC's MBSD, and the DTC Participants Fund are described further in the Rules & Procedures of NSCC ("NSCC Rules"), the DTC Rules, By-laws and Organization Certificate ("DTC Rules"), the Clearing Rules of the Mortgage-Backed Securities Division of FICC ("MBSD Rules") or the GSD Rules, respectively, available at <http://dtcc.com/legal/rules-and-procedures>. See Rule 4 (Clearing Fund) of the NSCC Rules, Rule 4 (Participants Fund and Participants Investment) of the DTC Rules, Rule 4 (Clearing Fund and Loss Allocation) of the GSD Rules, and Rule 4 (Clearing Fund and Loss Allocation) of the MBSD Rules.

<sup>6</sup> The Depository Trust & Clearing Corporation ("DTCC") is the parent company of the Clearing Agencies.

<sup>7</sup> 17 CFR 240.17ad-22(e)(6)(i).

participant for its proprietary transactions separately and independently from the margin calculated and collected for the transactions of an indirect participant that relies on the services provided by the direct participant to access FICC’s payment, clearing, or settlement facilities.<sup>8</sup>

In the Treasury Clearing Rules, the Commission also amended its customer protection rule (“Rule 15c3-3”)<sup>9</sup> and the reserve formulas thereunder (“Rule 15c3-3a”),<sup>10</sup> to permit broker-dealers to include margin required and on deposit at FICC as a debit item in the reserve formula under certain conditions. One of the conditions for the relief is that the margin be collected in accordance with the GSD Rules that impose certain requirements, which include, among other things, that FICC (i) only invest cash margin in U.S. Treasuries with a maturity of one year or less, and (ii) must hold the margin itself or at an account of a Federal Reserve Bank or an FDIC-insured bank, which account must be segregated from any other account of FICC or any other person at a U.S. Federal Reserve Bank or FDIC-insured bank and used exclusively to hold customer assets to meet the current margin requirements of FICC resulting from positions in U.S. Treasury securities of the customers of the broker-dealer members of FICC.<sup>11</sup>

In the Account Segregation Filing, FICC proposed changes to the GSD Rules to comply with the requirements of the Treasury Clearing Rules. Such changes are expected to be implemented in the GSD Rules by no later than March 31, 2025 and will, among other things, (1) provide for FICC to calculate, collect, and hold margin for the proprietary transactions of a Netting Member separately and independently from the margin for transactions that the Netting Member submits to FICC on behalf of indirect participants, and (2) allow Netting Members to elect for margin for indirect participant transactions to be calculated on a gross basis (*i.e.*, an indirect participant-by-indirect participant basis) and legally segregated from the margin for the Netting Member’s proprietary transactions (as well as those of other indirect participants).<sup>12</sup>

The proposed changes to the Investment Policy would facilitate the implementation of the changes that will be made to the GSD Rules pursuant to the Account Segregation Filing, as described in greater detail below.

*i. Separately Holding Indirect Participant Margin*

First, the proposed changes to the Investment Policy would facilitate the implementation of the changes to the GSD Rules that will require FICC to calculate, collect, and hold margin for the proprietary transactions of a GSD Netting Member separately and independently from

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<sup>8</sup> Id.

<sup>9</sup> 17 CFR 240.15c3-3.

<sup>10</sup> 17 CFR 240.15c3-3a.

<sup>11</sup> Id.

<sup>12</sup> Supra note 2.

margin collected with respect to transactions that a Netting Member submits to FICC on behalf of indirect participants.

The proposed changes to the Policy would do this by first amending Section 2 to include a definition of Indirect Participants Clearing Fund Deposits to mean “the total amount deposited in the GSD Clearing Fund to support activity in Agent Clearing Member Omnibus Accounts and Sponsoring Member Omnibus Accounts, other than Segregated Indirect Participants Accounts, as such terms are defined in the FICC Government Securities Division (“GSD”) Rulebook (“GSD Rules”).” Next, the proposed changes would amend Section 3.2 (Section 3 describes the guiding principles that underpin the Policy) regarding the separation and segregation of cash deposits to the NSCC, GSD and MBSD Clearing Funds, and the DTC Participants Fund. Within this section, the proposed changes would specify that Indirect Participants Clearing Fund Deposits shall be held separately and independently on FICC’s books and records from all other deposits to the GSD Clearing Fund.

In connection with this change, the proposed changes to the Policy would also amend Section 5, which describes investable funds that are invested by the Clearing Agencies pursuant to the Policy. The changes to this section would provide that Indirect Participants Clearing Fund Deposits are included in the GSD Clearing Fund. This proposed change would clarify that these funds are considered investable funds under the Policy, to be invested similarly to other cash deposits to the GSD Clearing Fund.

ii. Legally Segregating and Limiting Investments of Segregated Customer Margin

Second, the proposed changes to the Investment Policy would facilitate implementation of the changes that will be made to the GSD Rules pursuant to the Account Segregation Filing that will require FICC to legally segregate certain Indirect Participants Clearing Fund Deposits that have been designated by GSD Netting Members for such segregation (“Segregated Customer Margin”), and to hold and invest such funds in a manner that meets the conditions set forth in the Commission’s amendments to Rule 15c3-3 and Rule 15c3-3a.<sup>13</sup>

The GSD Rules will describe the manner in which FICC will meet the requirements of Rule 15c3-3 and Rule 15c3-3a with respect to Segregated Customer Margin. The standards that FICC must adhere to in holding, investing and legally segregating Segregated Customer Margin are critical to its Netting Members’ ability to obtain certain relief with respect to these funds. Therefore, the Clearing Agencies believe it is appropriate for these provisions to be described publicly in the GSD Rules, which are published to the DTCC website.<sup>14</sup>

While the manner in which FICC would hold and invest Segregated Customer Margin will primarily be described in the GSD Rules, the proposed changes would incorporate Segregated Customer Margin into the Investment Policy such that the general governance and investment philosophy underpinning the Policy, described in Section 3.1 as “a prudent and

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<sup>13</sup> 17 CFR 240.15c3-3 and 15c3-3a.

<sup>14</sup> Supra note 5.

conservative investment philosophy that places highest priority on maximizing liquidity and risk avoidance,” would apply to these funds.

The proposed changes would amend Section 2 to include a definition of Segregated Customer Margin as having “the meaning given such term in the GSD Rules.” The proposed changes would also amend Section 3.2 to include a separate statement that refers to the provisions of the GSD Rules, specifically, but not limited to, Section 1a of GSD Rule 4, which would, following implementation of the changes that were proposed by the Account Segregation Filing, address how FICC would segregate and hold Segregated Customer Margin in compliance with the applicable conditions set forth in Rule 15c3-3 and Rule 15c3-3a.

The proposed changes to the Policy would amend Section 5 to identify Segregated Customer Margin as a source of investable funds and to state that “Segregated Customer Margin is described in the GSD Rules, including, but not limited to, Section 1a of GSD Rule 4.” The proposed changes to Section 5 would also clarify the description of “Participants Fund and Clearing Funds” to make clear that Segregated Customer Margin is not treated as general FICC Clearing Fund. Finally, the proposed changes would include “Segregated Customer Margin” as a separate category of “Allowable Investments” in Section 6.1, showing that these funds may only be invested in bank deposits, including a Federal Reserve Bank. Under Section 6.2.1, which describes limits on bank deposit investments, the proposed changes would include a statement that refers back to GSD Rule 4 as describing the manner in which Segregated Customer Margin may be invested and would also provide that higher investment limits may be applied to investments of Segregated Customer Margin.

iii. Clean-up Proposed Changes

The proposed changes to the Policy would replace references to the “Management Committee” with the “senior most management committee,” which accurately describes this internal governing body without referring to it by formal name. The DTCC Management Committee is comprised of the executive members of DTCC’s management team and is the senior most management committee in the organization. The Policy currently requires that certain actions and authorizations described therein be taken by a member of this body. For example, Section 4.3 of the Policy requires that the establishment of any new investment relationships be authorized by specified persons, which include a member of the Management Committee.

The Management Committee has recently changed its name to the Executive Committee. Therefore, the proposed change to replace the formal name of this body would continue to correctly refer to the group but would ensure that the group continues to be accurately described in the Policy in the event of any future changes to its formal name. The proposed changes would include a new defined term for “senior most management committee” in Section 2 to provide clarity that this term is intended to refer to the highest-level committee of DTCC. Conforming changes would also be made to Section 4.3 (regarding authorization to establish new investment relationships), Section 6.2.3 (regarding authorization of investment transactions in U.S. Treasury securities), Section 6.2.5 (regarding authorization of investment transactions in high-grade corporate debt) and Section 7.2 (regarding authorization to exceed investment limits).

## **Implementation Timeframe**

The Clearing Agencies expect to implement the proposal by no later than March 31, 2025, or such earlier date on which the changes proposed by the Account Segregation Filing are effective.

### **(b) Statutory Basis**

The Clearing Agencies believe that the proposed changes are consistent with the requirements of the Act and the rules and regulations thereunder applicable to a registered clearing agency, particularly, Section 17A(b)(3)(F) of the Act<sup>15</sup> and Rule 17ad-22(e)(6)(i) under the Act,<sup>16</sup> for the reasons described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the rules of a registered clearing agency be designed to assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible.<sup>17</sup>

The investment guidelines and governance procedures set forth in the Investment Policy are designed to safeguard funds that are in the custody or control of the Clearing Agencies or for which they are responsible. Such protections include, for example, following a prudent and conservative investment philosophy that places the highest priority on maximizing liquidity and risk avoidance. The Clearing Agencies believe the proposed changes would allow them to continue to adhere to these guidelines by addressing the segregation, separation and investment of Indirect Participants Clearing Fund Deposits and Segregated Customer Margin, consistent with the changes that were proposed in the Account Segregation Filing. The proposed changes would reflect a prudent and conservative investment philosophy by limiting FICC's ability to hold Segregated Customer Margin in either an account of a Federal Reserve Bank or an FDIC-insured bank. Therefore, the Clearing Agencies believe the proposed rule change would allow the Clearing Agencies to continue to operate the Investment Policy pursuant to a prudent and conservative investment philosophy that assures the safeguarding of securities and funds that are in their custody and control, or for which they are responsible, consistent with Section 17A(b)(3)(F) of the Act.<sup>18</sup>

The proposed changes to more generally describe the senior most management committee would ensure that the Policy remains clear and accurate in describing the governance around important actions described therein. By creating clearer descriptions, the Clearing Agencies believe these proposed changes would make the Investment Policy more effective in governing the management, custody, and investment of funds of and held by the Clearing Agencies. The Clearing Agencies believe the proposed changes would improve the effectiveness

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

<sup>16</sup> 17 CFR 240.17ad-22(e)(6)(i).

<sup>17</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>18</sup> Id.



of the Investment Policy and allow the Investment Policy to continue to be administered in alignment with the investment guidelines and governance procedures set forth therein. Given that such guidelines and governance procedures are designed to safeguard funds which are in the custody or control of the Clearing Agencies or for which they are responsible, the Clearing Agencies believe the proposed changes are consistent with Section 17A(b)(3)(F) of the Act.<sup>19</sup>

Rule 17ad-22(e)(6)(i) under the Act requires, in part, FICC to establish written policies and procedures reasonably designed to calculate, collect, and hold margin amounts from a direct participant for its proprietary positions in Treasury securities separately and independently from margin calculated and collected from that direct participant in connection with U.S. Treasury securities transactions by an indirect participant that relies on the services provided by the direct participant to access FICC's payment, clearing, or settlement facilities.<sup>20</sup> As described above, the proposed changes would amend Section 3.2, which describes the separation and segregation of cash deposits to the NSCC, GSD and MBSD Clearing Funds, and the DTC Participants Fund. The proposed changes would specify in this section that Indirect Participants Clearing Fund Deposits shall be held separately and independently on FICC's books and records from all other deposits to the GSD Clearing Fund. Together with the changes to be implemented to the GSD Rules pursuant to the Account Segregation Filing, the proposed changes to the Policy would support FICC's compliance with the requirements of Rule 17ad-22(e)(6)(i) by providing that Indirect Participants Clearing Fund Deposits shall be held separately and independently from margin held for GSD Netting Members' proprietary activity.

#### **4. Self-Regulatory Organization's Statement on Burden on Competition**

The Clearing Agencies believe that the proposed revisions to the Investment Policy would not have any impact, or impose any burden, on competition. The Investment Policy applies equally to allowable investments of Clearing Fund and Participants Fund deposits, as applicable, of each member of the Clearing Agencies, and establishes a uniform policy at the Clearing Agencies. The proposed changes to the Investment Policy would not effect any changes on the fundamental purpose or operation of this document and, as such, would also not have any impact, or impose any burden, on competition.

The Clearing Agencies do not believe the proposed rule changes to make clean-up changes to the Policy would impact competition. These changes would ensure the clarity and accuracy of the descriptions in the Policy and would not affect participants' rights and obligations. As such, the Clearing Agencies believe the proposed clean-up changes would not have any impact on competition.

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<sup>19</sup> Id.

<sup>20</sup> 17 CFR 240.17ad-22(e)(6)(i).

**5. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others**

The Clearing Agencies have not received or solicited any written comments relating to this proposal. If any written comments are received, they will be publicly filed as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting comments are cautioned that, according to Section IV (Solicitation of Comments) of the Exhibit 1A in the General Instructions to Form 19b-4, the Commission does not edit personal identifying information from comment submissions. Commenters should submit only information that they wish to make available publicly, including their name, email address, and any other identifying information.

All prospective commenters should follow the Commission's instructions on how to submit comments, available at [www.sec.gov/regulatory-actions/how-to-submit-comments](http://www.sec.gov/regulatory-actions/how-to-submit-comments). General questions regarding the rule filing process or logistical questions regarding this filing should be directed to the Main Office of the Commission's Division of Trading and Markets at [tradingandmarkets@sec.gov](mailto:tradingandmarkets@sec.gov) or 202-551-5777.

The Clearing Agencies reserve the right not to respond to any comments received.

**6. Extension of Time Period for Commission Action**

The Clearing Agencies do not consent to an extension of the time period specified in Section 19(b)(2) of the Act<sup>21</sup> 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) Not Applicable.
- (b) Not Applicable.
- (c) Not applicable.
- (d) Not applicable.

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

While the proposed rule change is not based on the rules of another self-regulatory organization or of the Commission, the Policy is applicable to each of the Clearing Agencies, and each of the Clearing Agencies has filed similar proposed rule changes concurrently with this filing.

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<sup>21</sup> 15 U.S.C. 78s(b)(2).

**9. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act**

Not applicable.

**10. Advance Notice Filed Pursuant to Section 806(e) of the Payment, Clearing, and Settlement Supervision Act of 2010**

Not applicable.

**11. Exhibits**

Exhibit 1 – Not applicable.

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 – Clearing Agency Investment Policy (marked). **Omitted and filed separately with the Commission. Confidential treatment of this Exhibit 5 being requested pursuant to 17 CFR 240.24b-2.**

**EXHIBIT 1A**

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-[\_\_\_\_]; File No. SR-FICC-2024-011)

[DATE]

Self-Regulatory Organizations; Fixed Income Clearing Corporation; Notice of Filing of Proposed Rule Change to Amend the Clearing Agency Investment Policy

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on December \_\_, 2024, Fixed Income Clearing Corporation (“FICC”) 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 the clearing agency. 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

The proposed rule change consists of amendments to the Clearing Agency Investment Policy (“Investment Policy”, or “Policy”) of FICC and its affiliates, The Depository Trust Company (“DTC”) and National Securities Clearing Corporation (“NSCC,” and together with FICC and DTC, the “Clearing Agencies”)<sup>3</sup> and would facilitate changes to the FICC Government Securities Division Rulebook (“GSD Rules”) that will be implemented by FICC.<sup>4</sup>

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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> See Securities Exchange Act Release No. 79528 (Dec. 12, 2016), 81 FR 91232 (Dec. 16, 2016) (SR-DTC-2016-007, SR-FICC-2016-005, SR-NSCC-2016-003).

<sup>4</sup> See Securities Exchange Act Release No. 101695 (Nov. 21, 2024), 89 FR 93763 (Nov. 27, 2024) (SR-FICC-2024-007) (“Account Segregation Filing”). The changes proposed in the Account Segregation Filing are expected to be

Specifically, as described in greater detail in the Account Segregation Filing, FICC will implement changes to the GSD Rules that will, among other things, provide for FICC to (1) hold margin collected with respect to the proprietary transactions of a Netting Member separately and independently from the margin collected with respect to transactions that a Netting Member submits to FICC on behalf of indirect participants, (2) legally segregate certain margin collected with respect to indirect participant transactions from the margin for a Netting Member's proprietary transactions (as well as those of other indirect participants), and (3) limit investments of certain margin collected with respect to indirect participant transactions to only U.S. Treasuries with a maturity date of one year or less. The Clearing Agencies are proposing to amend the Policy to facilitate implementation of these changes and would also make other clean-up changes to the Policy, as described in greater detail below.

The changes that were proposed in the Account Segregation Filing and the changes proposed to the Investment Policy herein are collectively designed to comply with certain requirements of Rule 17ad-22(e)(6)(i) under the Act,<sup>5</sup> and to ensure that FICC has appropriate rules to satisfy certain conditions of Note H to Rule 15c3-3a under

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implemented by no later than March 31, 2025, on a date to be announced by an Important Notice posted to FICC's website. Terms not defined herein are defined in the GSD Rules, available at [www.dtcc.com/~media/Files/Downloads/legal/rules/ficc\\_gov\\_rules.pdf](http://www.dtcc.com/~media/Files/Downloads/legal/rules/ficc_gov_rules.pdf).

<sup>5</sup> 17 CFR 240.17ad-22(e)(6)(i). See Securities Exchange Act Release No. 99149 (Dec. 13, 2023), 89 FR 2714 (Jan. 16, 2024) ("Adopting Release," and the rules adopted therein referred to herein as "Treasury Clearing Rules").

the Act for a broker-dealer to record a debit in the customer and broker-dealer proprietary account reserve formulas.<sup>6</sup>

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

In its filing with the Commission, the clearing agency 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. The clearing agency 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 Investment Policy governs the management, custody and investment of cash deposited to the respective NSCC and FICC Clearing Funds, and the DTC Participants Fund,<sup>7</sup> the proprietary liquid net assets (cash and cash equivalents) of the Clearing Agencies, and other funds held by the Clearing Agencies pursuant to their respective rules. In doing this, the Investment Policy identifies the guiding principles for

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<sup>6</sup> 17 CFR 240.15c3-3a, Note H. See id.

<sup>7</sup> The respective Clearing Funds of NSCC, FICC's GSD and FICC's MBSD, and the DTC Participants Fund are described further in the Rules & Procedures of NSCC ("NSCC Rules"), the DTC Rules, By-laws and Organization Certificate ("DTC Rules"), the Clearing Rules of the Mortgage-Backed Securities Division of FICC ("MBSD Rules") or the GSD Rules, respectively, available at <http://dtcc.com/legal/rules-and-procedures>. See Rule 4 (Clearing Fund) of the NSCC Rules, Rule 4 (Participants Fund and Participants Investment) of the DTC Rules, Rule 4 (Clearing Fund and Loss Allocation) of the GSD Rules, and Rule 4 (Clearing Fund and Loss Allocation) of the MBSD Rules.

investments and defines the roles and responsibilities of DTCC<sup>8</sup> staff in administering the Investment Policy pursuant to those principles. The guiding principles for investments set forth in Section 3 of the Investment Policy address, among other things, how the Clearing Agencies segregate and separately hold cash deposited to the NSCC Clearing Fund, the Clearing Fund of FICC's Government Securities Division ("GSD"), the Clearing Fund of FICC's Mortgage-Backed Securities Division ("MBSD") and the DTC Participants Fund. The Investment Policy also identifies sources of funds that may be invested, and the permitted investments of those funds, including the authority required to make such investments and the parameters of, and limitations on, each type of investment.

The Commission recently adopted amendments to Rule 17ad-22(e)(6)(i) under the Act that are applicable to FICC as a covered clearing agency that provides, through GSD, central counterparty services for transactions in U.S. Treasury securities.<sup>9</sup> These amendments require, among other things, that FICC hold margin from a direct participant for its proprietary transactions separately and independently from the margin calculated and collected for the transactions of an indirect participant that relies on the services provided by the direct participant to access FICC's payment, clearing, or settlement facilities.<sup>10</sup>

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<sup>8</sup> The Depository Trust & Clearing Corporation ("DTCC") is the parent company of the Clearing Agencies.

<sup>9</sup> 17 CFR 240.17ad-22(e)(6)(i).

<sup>10</sup> Id.

In the Treasury Clearing Rules, the Commission also amended its customer protection rule (“Rule 15c3-3”)<sup>11</sup> and the reserve formulas thereunder (“Rule 15c3-3a”),<sup>12</sup> to permit broker-dealers to include margin required and on deposit at FICC as a debit item in the reserve formula under certain conditions. One of the conditions for the relief is that the margin be collected in accordance with the GSD Rules that impose certain requirements, which include, among other things, that FICC (i) only invest cash margin in U.S. Treasuries with a maturity of one year or less, and (ii) must hold the margin itself or at an account of a Federal Reserve Bank or an FDIC-insured bank, which account must be segregated from any other account of FICC or any other person at a U.S. Federal Reserve Bank or FDIC-insured bank and used exclusively to hold customer assets to meet the current margin requirements of FICC resulting from positions in U.S. Treasury securities of the customers of the broker-dealer members of FICC.<sup>13</sup>

In the Account Segregation Filing, FICC proposed changes to the GSD Rules to comply with the requirements of the Treasury Clearing Rules. Such changes are expected to be implemented in the GSD Rules by no later than March 31, 2025 and will, among other things, (1) provide for FICC to calculate, collect, and hold margin for the proprietary transactions of a Netting Member separately and independently from the margin for transactions that the Netting Member submits to FICC on behalf of indirect participants, and (2) allow Netting Members to elect for margin for indirect participant transactions to be calculated on a gross basis (*i.e.*, an indirect participant-by-indirect

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<sup>11</sup> 17 CFR 240.15c3-3.

<sup>12</sup> 17 CFR 240.15c3-3a.

<sup>13</sup> Id.



participant basis) and legally segregated from the margin for the Netting Member's proprietary transactions (as well as those of other indirect participants).<sup>14</sup>

The proposed changes to the Investment Policy would facilitate the implementation of the changes that will be made to the GSD Rules pursuant to the Account Segregation Filing, as described in greater detail below.

*i. Separately Holding Indirect Participant Margin*

First, the proposed changes to the Investment Policy would facilitate the implementation of the changes to the GSD Rules that will require FICC to calculate, collect, and hold margin for the proprietary transactions of a GSD Netting Member separately and independently from margin collected with respect to transactions that a Netting Member submits to FICC on behalf of indirect participants.

The proposed changes to the Policy would do this by first amending Section 2 to include a definition of Indirect Participants Clearing Fund Deposits to mean "the total amount deposited in the GSD Clearing Fund to support activity in Agent Clearing Member Omnibus Accounts and Sponsoring Member Omnibus Accounts, other than Segregated Indirect Participants Accounts, as such terms are defined in the FICC Government Securities Division ("GSD") Rulebook ("GSD Rules")." Next, the proposed changes would amend Section 3.2 (Section 3 describes the guiding principles that underpin the Policy) regarding the separation and segregation of cash deposits to the NSCC, GSD and MBSD Clearing Funds, and the DTC Participants Fund. Within this section, the proposed changes would specify that Indirect Participants Clearing Fund

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<sup>14</sup> Supra note 4.

Deposits shall be held separately and independently on FICC's books and records from all other deposits to the GSD Clearing Fund.

In connection with this change, the proposed changes to the Policy would also amend Section 5, which describes investable funds that are invested by the Clearing Agencies pursuant to the Policy. The changes to this section would provide that Indirect Participants Clearing Fund Deposits are included in the GSD Clearing Fund. This proposed change would clarify that these funds are considered investable funds under the Policy, to be invested similarly to other cash deposits to the GSD Clearing Fund.

ii. *Legally Segregating and Limiting Investments of Segregated Customer Margin*

Second, the proposed changes to the Investment Policy would facilitate implementation of the changes that will be made to the GSD Rules pursuant to the Account Segregation Filing that will require FICC to legally segregate certain Indirect Participants Clearing Fund Deposits that have been designated by GSD Netting Members for such segregation ("Segregated Customer Margin"), and to hold and invest such funds in a manner that meets the conditions set forth in the Commission's amendments to Rule 15c3-3 and Rule 15c3-3a.<sup>15</sup>

The GSD Rules will describe the manner in which FICC will meet the requirements of Rule 15c3-3 and Rule 15c3-3a with respect to Segregated Customer Margin. The standards that FICC must adhere to in holding, investing and legally segregating Segregated Customer Margin are critical to its Netting Members' ability to obtain certain relief with respect to these funds. Therefore, the Clearing Agencies believe

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<sup>15</sup> 17 CFR 240.15c3-3 and 15c3-3a.

it is appropriate for these provisions to be described publicly in the GSD Rules, which are published to the DTCC website.<sup>16</sup>

While the manner in which FICC would hold and invest Segregated Customer Margin will primarily be described in the GSD Rules, the proposed changes would incorporate Segregated Customer Margin into the Investment Policy such that the general governance and investment philosophy underpinning the Policy, described in Section 3.1 as “a prudent and conservative investment philosophy that places highest priority on maximizing liquidity and risk avoidance,” would apply to these funds.

The proposed changes would amend Section 2 to include a definition of Segregated Customer Margin as having “the meaning given such term in the GSD Rules.” The proposed changes would also amend Section 3.2 to include a separate statement that refers to the provisions of the GSD Rules, specifically, but not limited to, Section 1a of GSD Rule 4, which would, following implementation of the changes that were proposed by the Account Segregation Filing, address how FICC would segregate and hold Segregated Customer Margin in compliance with the applicable conditions set forth in Rule 15c3-3 and Rule 15c3-3a.

The proposed changes to the Policy would amend Section 5 to identify Segregated Customer Margin as a source of investable funds and to state that “Segregated Customer Margin is described in the GSD Rules, including, but not limited to, Section 1a of GSD Rule 4.” The proposed changes to Section 5 would also clarify the description of “Participants Fund and Clearing Funds” to make clear that Segregated Customer Margin is not treated as general FICC Clearing Fund. Finally, the proposed changes would

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<sup>16</sup> Supra note 7.

include “Segregated Customer Margin” as a separate category of “Allowable Investments” in Section 6.1, showing that these funds may only be invested in bank deposits, including a Federal Reserve Bank. Under Section 6.2.1, which describes limits on bank deposit investments, the proposed changes would include a statement that refers back to GSD Rule 4 as describing the manner in which Segregated Customer Margin may be invested and would also provide that higher investment limits may be applied to investments of Segregated Customer Margin.

iii. Clean-up Proposed Changes

The proposed changes to the Policy would replace references to the “Management Committee” with the “senior most management committee,” which accurately describes this internal governing body without referring to it by formal name. The DTCC Management Committee is comprised of the executive members of DTCC’s management team and is the senior most management committee in the organization. The Policy currently requires that certain actions and authorizations described therein be taken by a member of this body. For example, Section 4.3 of the Policy requires that the establishment of any new investment relationships be authorized by specified persons, which include a member of the Management Committee.

The Management Committee has recently changed its name to the Executive Committee. Therefore, the proposed change to replace the formal name of this body would continue to correctly refer to the group but would ensure that the group continues to be accurately described in the Policy in the event of any future changes to its formal name. The proposed changes would include a new defined term for “senior most management committee” in Section 2 to provide clarity that this term is intended to refer

to the highest-level committee of DTCC. Conforming changes would also be made to Section 4.3 (regarding authorization to establish new investment relationships), Section 6.2.3 (regarding authorization of investment transactions in U.S. Treasury securities), Section 6.2.5 (regarding authorization of investment transactions in high-grade corporate debt) and Section 7.2 (regarding authorization to exceed investment limits).

### **Implementation Timeframe**

The Clearing Agencies expect to implement the proposal by no later than March 31, 2025, or such earlier date on which the changes proposed by the Account Segregation Filing are effective.

### **2. Statutory Basis**

The Clearing Agencies believe that the proposed changes are consistent with the requirements of the Act and the rules and regulations thereunder applicable to a registered clearing agency, particularly, Section 17A(b)(3)(F) of the Act<sup>17</sup> and Rule 17ad-22(e)(6)(i) under the Act,<sup>18</sup> for the reasons described below.

Section 17A(b)(3)(F) of the Act requires, in part, that the rules of a registered clearing agency be designed to assure the safeguarding of securities and funds which are in their custody or control or for which they are responsible.<sup>19</sup>

The investment guidelines and governance procedures set forth in the Investment Policy are designed to safeguard funds that are in the custody or control of the Clearing Agencies or for which they are responsible. Such protections include, for example,

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<sup>17</sup> 15 U.S.C. 78q-1(b)(3)(F).

<sup>18</sup> 17 CFR 240.17ad-22(e)(6)(i).

<sup>19</sup> 15 U.S.C. 78q-1(b)(3)(F).

following a prudent and conservative investment philosophy that places the highest priority on maximizing liquidity and risk avoidance. The Clearing Agencies believe the proposed changes would allow them to continue to adhere to these guidelines by addressing the segregation, separation and investment of Indirect Participants Clearing Fund Deposits and Segregated Customer Margin, consistent with the changes that were proposed in the Account Segregation Filing. The proposed changes would reflect a prudent and conservative investment philosophy by limiting FICC's ability to hold Segregated Customer Margin in either an account of a Federal Reserve Bank or an FDIC-insured bank. Therefore, the Clearing Agencies believe the proposed rule change would allow the Clearing Agencies to continue to operate the Investment Policy pursuant to a prudent and conservative investment philosophy that assures the safeguarding of securities and funds that are in their custody and control, or for which they are responsible, consistent with Section 17A(b)(3)(F) of the Act.<sup>20</sup>

The proposed changes to more generally describe the senior most management committee would ensure that the Policy remains clear and accurate in describing the governance around important actions described therein. By creating clearer descriptions, the Clearing Agencies believe these proposed changes would make the Investment Policy more effective in governing the management, custody, and investment of funds of and held by the Clearing Agencies. The Clearing Agencies believe the proposed changes would improve the effectiveness of the Investment Policy and allow the Investment Policy to continue to be administered in alignment with the investment guidelines and governance procedures set forth therein. Given that such guidelines and governance

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<sup>20</sup> Id.

procedures are designed to safeguard funds which are in the custody or control of the Clearing Agencies or for which they are responsible, the Clearing Agencies believe the proposed changes are consistent with Section 17A(b)(3)(F) of the Act.<sup>21</sup>

Rule 17ad-22(e)(6)(i) under the Act requires, in part, FICC to establish written policies and procedures reasonably designed to calculate, collect, and hold margin amounts from a direct participant for its proprietary positions in Treasury securities separately and independently from margin calculated and collected from that direct participant in connection with U.S. Treasury securities transactions by an indirect participant that relies on the services provided by the direct participant to access FICC's payment, clearing, or settlement facilities.<sup>22</sup> As described above, the proposed changes would amend Section 3.2, which describes the separation and segregation of cash deposits to the NSCC, GSD and MBSD Clearing Funds, and the DTC Participants Fund. The proposed changes would specify in this section that Indirect Participants Clearing Fund Deposits shall be held separately and independently on FICC's books and records from all other deposits to the GSD Clearing Fund. Together with the changes to be implemented to the GSD Rules pursuant to the Account Segregation Filing, the proposed changes to the Policy would support FICC's compliance with the requirements of Rule 17ad-22(e)(6)(i) by providing that Indirect Participants Clearing Fund Deposits shall be held separately and independently from margin held for GSD Netting Members' proprietary activity.

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<sup>21</sup> Id.

<sup>22</sup> 17 CFR 240.17ad-22(e)(6)(i).

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

The Clearing Agencies believe that the proposed revisions to the Investment Policy would not have any impact, or impose any burden, on competition. The Investment Policy applies equally to allowable investments of Clearing Fund and Participants Fund deposits, as applicable, of each member of the Clearing Agencies, and establishes a uniform policy at the Clearing Agencies. The proposed changes to the Investment Policy would not effect any changes on the fundamental purpose or operation of this document and, as such, would also not have any impact, or impose any burden, on competition.

The Clearing Agencies do not believe the proposed rule changes to make clean-up changes to the Policy would impact competition. These changes would ensure the clarity and accuracy of the descriptions in the Policy and would not affect participants' rights and obligations. As such, the Clearing Agencies believe the proposed clean-up changes would not have any impact on competition.

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

The Clearing Agencies have not received or solicited any written comments relating to this proposal. If any written comments are received, they will be publicly filed as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting comments are cautioned that, according to Section IV (Solicitation of Comments) of the Exhibit 1A in the General Instructions to Form 19b-4, the Commission does not edit personal identifying information from comment submissions. Commenters should submit only information that they wish to make



available publicly, including their name, email address, and any other identifying information.

All prospective commenters should follow the Commission's instructions on how to submit comments, available at [www.sec.gov/regulatory-actions/how-to-submit-comments](http://www.sec.gov/regulatory-actions/how-to-submit-comments). General questions regarding the rule filing process or logistical questions regarding this filing should be directed to the Main Office of the Commission's Division of Trading and Markets at [tradingandmarkets@sec.gov](mailto:tradingandmarkets@sec.gov) or 202-551-5777.

The Clearing Agencies reserve the right not to respond to any comments received.

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

Within 45 days of the date of publication of this notice in the Federal Register or within such longer period up to 90 days (i) as the Commission may designate if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve or disapprove such proposed rule change, or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

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-FICC-2024-011 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-FICC-2024-011. 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 FICC and on DTCC's website ([www.dtcc.com/legal/sec-rule-filings](http://www.dtcc.com/legal/sec-rule-filings)). Do not include personal identifiable information in submissions; you should submit only information that you wish to make available publicly. We may redact in part or withhold

entirely from publication submitted material that is obscene or subject to copyright protection. All submissions should refer to File Number SR-FICC-2024-011 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>23</sup>

Secretary

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<sup>23</sup> 17 CFR 200.30-3(a)(12).

## **EXHIBIT 5**

**The information contained in this Exhibit 5 is subject to exemption from mandatory disclosure under Exemptions #4 and #8 of the Freedom of Information Act because the information concerns (i) trade secrets and commercial information that is privileged or confidential and (ii) the supervision of The Depository Trust Company, Fixed Income Clearing Corporation, and National Securities Clearing Corporation (collectively, the “Clearing Agencies”), which are financial institutions. This Exhibit 5 consists of the Clearing Agency Investment Policy, which is not intended for public disclosure. Accordingly, this Exhibit 5 has been redacted and confidential treatment requested pursuant to 17 CFR 240.24b-2. An unredacted version was filed separately and confidentially with the Securities and Exchange Commission. Notwithstanding the request for confidential treatment, the Clearing Agencies believe the substance of this Exhibit 5 is clearly and adequately described in the accompanying Exhibit 1A and Form 19b-4 narrative to the proposed rule change filing, thus allowing for meaningful public comment.**

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