



DIVISION OF
TRADING AND MARKETS

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

November 29, 2012

Mr. James E. Brown
Executive Vice President
The Options Clearing Corporation
1 North Wacker Drive
Suite 500
Chicago, IL 60606

Dear Mr. Brown:

In your letter dated November 28, 2012 (“Request Letter”), on behalf of The Options Clearing Corporation, you request an extension of the period in which the staff of the Division of Trading and Markets would not recommend enforcement action to the Commission under Section 19(g)(1)(C) of the Securities Exchange Act of 1934 (“Exchange Act”) if OCC waives the applicability of certain of its By-Laws and Rules, as identified in the Request Letter, and permits Broadridge Securities Processing Solutions, LLC (“BSPS”) to act as a Managing Clearing Member of OCC for a limited period and under terms as set forth in The Options Clearing Corporation’s No Action Request dated June 1, 2012 (“June Letter”). You note in the Request Letter that the period for relief granted by the staff in its June 4, 2012 No-Action Letter will expire on December 3, 2012, and, absent relief, OCC may no longer permit BSPS to act as a Managing Clearing Member.

Based on the facts presented and the representations you have made, and without necessarily concurring in your analysis, the staff will not recommend enforcement action to the Commission under Section 19(g)(1)(C) of the Exchange Act if OCC waives the applicability of certain of its By-Laws and Rules, as identified in the Request Letter, and permits BSPS to continue to act as a Managing Clearing Member for the period ending on the earlier of (a) January 31, 2013, or (b) the date upon which BSPS transfers its rights and obligations with respect to its activity as a Managing Clearing Member to another Managing Clearing Member. The relief contained in this letter is conditioned upon the accuracy of the representations, and BSPS’ compliance with the requirements and conditions, contained in the June Letter.

This position concerns enforcement action only and does not represent a legal conclusion with respect to the applicability of statutory or regulatory provisions of the federal securities laws. Moreover, this position is based on the facts you have presented and the representations you have made, and any different facts or conditions may require a different response. In addition, this position is subject to modification or revocation if at any time the Commission or the staff determines that such action is necessary or appropriate in furtherance of the purposes of the Exchange Act. Finally, the staff expresses no view with respect to any other questions that the



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proposed activities may raise, including the applicability of other federal or state laws to those activities.

Sincerely,


John Ramsay
Deputy Director



James E. Brown
Executive Vice President
General Counsel and Secretary

November 28, 2012

Via E-Mail and Courier Delivery

Mr. John Ramsay
Deputy Director
Division of Trading and Markets
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

**Re: Request to Extend Relief with Regard
to a Limited Waiver of By-Laws and Rules**

Dear Mr. Ramsay:

By letter, dated June 1, 2012 (the "OCC Letter"), we requested the Commission's staff (the "Staff") to confirm that it would not recommend that the Commission take enforcement action against The Options Clearing Corporation ("OCC") under Section 19(g)(1)(C) of the Securities Exchange Act of 1934 ("Exchange Act") as a result of OCC's waiving the applicability of certain of OCC's By-Laws and Rules (collectively, "Rules") as discussed more fully in OCC's Letter.¹ The request was made to facilitate a transaction involving the transfer, assignment and assumption of the securities correspondent clearing business of one OCC Clearing Member to another. As a part of that transaction, it was contemplated that the transferee of the correspondent clearing business, which acted as a Managing Clearing Member (as defined in OCC's Rule 309) with respect to other Clearing Members that are Managed Clearing Members (also as defined in OCC's Rule 309), would, in turn, transfer its business as Managing Clearing Member to a non-clearing member entity, Broadridge Securities Processing Solutions, LLC ("BSPS").

As set forth in its Letter, OCC proposed to permit BSPS to act as Managing Clearing Member effective upon the consummation of the transaction, subject to certain conditions, one of which was receipt of no-action relief from the Commission pursuant to OCC's Letter. On June 4, 2012, the Staff granted such relief for a defined period, based on the facts presented and the representations made in OCC's Letter, and without necessarily concurring in OCC's

¹ See Letter from James E. Brown, Executive Vice President and General Counsel, OCC to John Ramsay, Deputy Director, Division of Trading and Markets (dated June 1, 2012).

conclusions.² More specifically, the Staff Response provided that enforcement action would not be recommended against OCC under Section 19(g)(1)(C) of the Exchange Act if OCC waived the applicability of certain of its Rules, as identified in the OCC Letter, and permitted BSPS to act as a Managing Clearing Member with respect to Managed Clearing Members for the period ending on the earlier of (a) the 90th calendar day following the date BSPS was permitted to commence activity as a Managing Clearing Member or such later date as to which OCC may consent, but in any event not longer than the 180th calendar day following the date BSPS was permitted to commence activity as a Managing Clearing Member (which was June 5, 2012), or (b) the date upon which BSPS transfer its rights and obligations with respect to its activity as a Managing Clearing Member to another Managing Clearing Member (the “Relief Period”).³ The Staff Response further provided that the relief contained therein was conditioned upon the accuracy of the representations, and BSPS’ compliance with the requirements and conditions, contained in the OCC Letter.

We are writing to request that the Relief Period be extended in order to provide BSPS additional time to transfer its rights and obligations with respect to its activity as a Managing Clearing Member to another Managing Clearing Member. As described in the OCC Letter, BSPS intended to transfer such rights and obligations to an entity that is: (i) a registered broker-dealer under Section 15(b) of the Exchange Act, (ii) a Clearing Member of OCC, and (iii) eligible to act as a Managing Clearing Member of OCC.

As required, BSPS has kept OCC apprised as to its progress on effecting such transfer. However, the designated transferee broker-dealer, which is an affiliate of BSPS, has not finalized its application for clearing membership in OCC. It is expected that such membership application will be completed for review and consideration at OCC’s December board and committee meetings, which are scheduled to take place after the Relief Period expires. In order to avoid disrupting BSPS’s provision of Services (as the term is defined in OCC’s Letter) to Managed Clearing Members and to permit the designated transferee broker-dealer sufficient time to activate its OCC clearing membership, assuming approval, OCC requests the Staff extend the Relief Period so that OCC may continue to waive the applicability of certain of its Rules as identified in the OCC Letter, and may continue to permit BSPS to act as a Managing Clearing Member with respect to Managed Clearing Members for the period ending on the earlier of (a) January 31, 2013, or (b) the date upon which BSPS transfers its rights and obligations with respect to its activity as a Managing Clearing Member to another Managing Clearing Member.

During the extended Relief Period, BSPS would continue to comply with all requirements and conditions, and OCC would continue to waive compliance by BSPS with certain provisions of OCC’s Rules, as described more fully in the OCC Letter. OCC does not believe the modest extension of the Relief Period will have any direct or indirect adverse effect

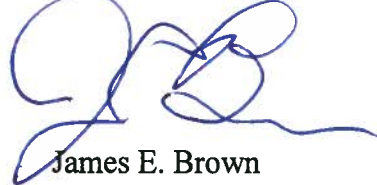
² See Letter from John Ramsay, Deputy Director, Division of Trading and Markets to James E. Brown, Executive Vice President and General Counsel, OCC (dated June 4, 2012) (the “Staff Response”).

³ OCC proposed to permit BSPS to act a Clearing Member of OCC for a Waiver Period (as that term is defined in the OCC Letter) in accordance with a proposed Agreement for Limited Provisional Clearing Membership (the “Agreement”) which was executed following the Staff Response. OCC, as permitted by the Staff Response and the Agreement, has extended the Waiver Period. However, the current Waiver Period will expire on December 1, 2012, and cannot be extended absence further relief from the Staff. OCC proposes to further extend this Waiver Period to January 31, 2013, subject to the Commission’s extension of the Relief Period pursuant to this letter.

on OCC or any other OCC Clearing Member. However, absent relief, OCC may no longer permit BSPS to act as a Managing Clearing Member after December 3, 2012. Accordingly, OCC believes that a response from the Staff by no later than November 30th is necessary to avoid significant disruption in the clearing operations of the Managed Clearing Members and other market participants.

Please do not hesitate to contact me at (312) 322-6855 with any questions you may have on our request.

Very truly yours,

A handwritten signature in blue ink, appearing to read 'JEB', with a long horizontal flourish extending to the right.

James E. Brown

cc: Mr. Peter Curley, Associate Director
Mr. Joseph Kamnik, Assistant Director