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October 13, 2008

Ms. Florence E. Harmon, Acting Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Self Regulatory Organizations; The Depository Trust Company; Proposed Rule Change to Eliminate the Ability to Obtain a Physical Certificate from DTC for Issues that are Eligible and Participating in the Direct Registration System; Release No. 34-58404; File No. SR-DTC-2008-08

Dear Ms. Harmon:

On July 9, 2008, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"),¹ and Rule 19b-4 thereunder, The Depository Trust Company ("DTC") filed with the Securities and Exchange Commission (the "SEC" or the "Commission") a proposed rule change on Form 19b-4 to amend its Withdrawal-by-Transfer service (the "Filing"). In the Filing, DTC proposed to eliminate the ability to obtain a physical certificate from DTC for issues that are eligible and participating in the Direct Registration System (the "DRS"). On August 21, 2008, pursuant to Section 19(b)(1) of the Exchange Act, the Commission published notice of the Proposed Rule Change in the *Federal Register*.²

DTC appreciates this opportunity to respond to the comment letter submitted by Daniel Raider with respect to the Filing (the "comment letter"). The comment letter raises two concerns which we address in this response. Specifically, Mr. Raider asserted that (i) the Filing is inconsistent with the purposes of the Exchange Act, and (ii) the Filing is against public policy.

I. The Filing is inconsistent with the purposes of the Exchange Act

Mr. Raider correctly states in the comment letter that an underlying purpose of the Exchange Act is to promote the prompt and accurate clearance and settlement of

¹ 15 U.S.C. § 78s (b)(1), as amended.

² Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of Proposed Rule Change to Eliminate the Ability to Obtain a Physical Certificate from DTC for Issues that are Eligible and Participating in the Direct Registration System, 73 Fed. Reg. 51,326 (2008).

securities transactions. However, Mr. Raider's understanding of the DRS is inaccurate. He bases his objections on the premise that the investor is not a registered shareholder on the books and records of the issuer and its transfer agent. In actuality, the DRS was implemented in 1996 to provide an additional ownership option for investors. The DRS provides the investor the ability to be registered directly on the books and records of the issuer and its transfer agent, in a book-entry position, without the necessity and risk of a physical securities certificate. The DRS provides an electronic communication process whereby investor assets can accurately and quickly move from one form of securities ownership, say DRS book-entry, to another form of securities ownership, say street name holdings, thus assisting in the prompt and accurate clearance and settlement of securities assets.

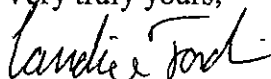
II. The Filing is against public policy.

In the comment letter, Mr. Raider correctly states that it is the duty of the Commission to protect the investing public. He goes on to assert that in this case, that protection can be provided only by adopting and maintaining regulations which preserve and enhance the ability of the investing public to become registered shareholders. Mr. Raider expresses concern that if this Filing is approved, investors will no longer have the ability to become a registered shareholder and as such will not be assured of receiving information directly from the company and receiving dividends promptly. Again, Mr. Raider's understanding of the DRS is inaccurate. Shareholders who hold their assets in the DRS are registered directly on the books and records of the issuer and its transfer agent and as such, receive all communications and entitlement disbursements directly from the issuer and its transfer agent. Such communications and entitlement disbursement include, but are not limited to, annual meeting notices, annual reports, tax statements, buy and sell transaction advices, periodic DRS statements, dividend payments, interest payments, and stock splits.

Mr. Raider also expresses concern that the approval of the Filing eliminates the ability for an investor to hold a physical securities certificate. That is just not the case. The investor can request a certificate directly from the issuer or its transfer agent, at no cost or at a nominal cost, or the investor's financial intermediary can elect to provide this service to the investor.

If you have any questions or would like to discuss these comments further, please contact the undersigned at 212-855-7632 or cfordin@dtcc.com.

Very truly yours,



Candice Fordin
Associate Counsel