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Exhibit 2d

June 8, 2016

Submitted Via Email to DL-NASDAQ MarketWatch@nasdaq.com

John Zecca
Senior Vice President
NASDAQ MarketWatch
One Liberty Plaza
New York, NY 10006

Re: Shortening the Settlement Cycle | NASDAQ Equity Regulatory Alert #2016 - 4

Dear Mr. Zecca:

The Securities Industry and Financial Markets Association ("SIFMA")[1] respectfully submits this letter in support of efforts by the financial services industry and its regulators to shorten the settlement cycle for secondary market transactions in equities, corporate and municipal bonds, unit investment trusts, and financial instruments comprised of these products.

As you know, SIFMA has been one of the leaders of the industry initiative to shorten the settlement cycle from trade date plus three business days (commonly known as T+3) to trade date plus two business days, or T+2. Last year, SIFMA and the Investment Company Institute ("ICI") submitted a joint comment letter to the Securities and Exchange Commission (the "SEC") declaring our support for a T+2 settlement cycle.[2] SIFMA, ICI and other industry participants also drafted a white paper and a more detailed "playbook," which discusses a T+2 implementation schedule, interim milestones and dependencies.[3]

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[1] SIFMA is the voice of the U.S. securities industry. We represent the broker-dealers, banks and asset managers whose nearly one million employees provide access to the capital markets. Serving clients with over $20 trillion in assets and managing more than $67 trillion in assets for individual and institutional clients including mutual funds and retirement plans, our members have raised over $2.5 trillion for businesses and municipalities in the U.S. SIFMA, with offices in New York and Washington, D.C., is the U.S. regional member of the Global Financial Markets Association. For more information, visit http://www.sifma.org.

[2] *See* Letter from SIFMA & ICI to Mary Jo White, Chair, SEC (June 18, 2015), *available at* http://www.ust2.com/pdfs/SSCregfinal.pdf.

[3] *See* PRICEWATERHOUSECOOPERS, SHORTENING THE SETTLEMENT CYCLE: THE MOVE TO T+2 (June 18, 2015), *available at* http://www.ust2.com/pdfs/ssc.pdf; DELOITTE & TOUCHE, T+2 INDUSTRY

As part of our ongoing support for the move to T+2, we are pleased to add our support to nearly all proposed amendments to Nasdaq Stock Market and Nasdaq BX (hereinafter collectively "NASDAQ") rules set forth in Equity Regulatory Alert #2016 – 4, and to respond to NASDAQ's request for comments.[4] For ease of reference, we have reproduced below each request and our response.

1. Is the list of rules requiring amendment complete and accurate? Are there other Nasdaq rules that should be amended?

While generally complete and accurate, SIFMA requests that NASDAQ consider changes to the following three rules in the context of a move to a shorter settlement cycle: (1) Rule 11810, and specifically the lack of need for the proposed change to the timing of a notice of buy-in given the potential differences with other rule sets that the change may create; (2) IM-11810, and specifically whether the required period for the delivery of a cover / protect liability notice could be more closely aligned to other rule sets; and (3) Rule 11210(c)(1), and specifically whether changes to permit a firm to use an electronic medium to deliver a "Don't Know" or "DK" notice would be appropriate.

1) Rule 11810 – Buying-In

The minimum timing of a buy-in related to a counterparty's failure to deliver securities following a transaction is enshrined in several self-regulatory organization ("SRO") rule sets, including the rules of the Financial Industry Regulatory Authority ("FINRA"), [5] the National Securities Clearing Corporation (the "NSCC"), [6] and NASDAQ.[7] Currently, each of these rules provides that a buyer may 'buy-in' (*i.e.*, replace securities a selling counterparty has failed to deliver) no sooner than three business days following the date the delivery was due from the seller (*i.e.*, settlement date).

In analyzing the rules that should change in a move to a shorter settlement cycle, the industry did not believe that the minimum buy-in period, which occurs after the regular-way settlement cycle, should change when the regular-way settlement cycle shortens from T+3 to T+2. The current Rule 11810 rubric of notice and buy-in provides a counterparty that has failed to deliver on a transaction two days following the notice of buy-in to make full delivery pursuant to the original transaction before the counterparty owed delivery can execute a buy-in transaction. In common practice, where a

IMPLEMENTATION PLAYBOOK (Dec. 18, 2015), *available at* http://www.ust2.com/pdfs/T2-Playbook-12-21-15.pdf.

4 Equity Regulatory Alert #2016 – 4, Nasdaq Makes Preparations To Shorten Settlement Cycle from T+3 to T+2 (Wednesday, May 18, 2016), *available at* http://www.phlx.com/MicroNews.aspx?id=ERA20164.

5 FINRA Rule 11810.

6 NSCC Rule 11 and Procedure VII.

7 NASDAQ Rule 11810.

counterparty fails to make a delivery of securities on settlement date, the counterparty seeking delivery will notify the failing counterparty on settlement day plus one business day of their intention to buy-in the failure unless delivery is made by settlement day plus three business days. The counterparty that failed to deliver then has until settlement day plus three business days, or two business days from receipt of the notice, to close out its failure to deliver by delivering the securities owed. SIFMA members believe that the current buy-in period works in practice, and provides counterparties sufficient time to resolve failures to deliver though delivering the bargained for securities, which is generally preferred to executing a transaction to buy-in (replace) the securities that the original counterparty failed to deliver.

The proposed Rule 11810 language shortens the minimum buy-in period to two days after the original settlement date, and a minimum of one day following notice to buy-in. SIFMA members do not believe that a two-day minimum buy-in period following settlement, with a one-day period from notice to buy-in, is sufficient time to arrange for delivery in the instance of a failure to deliver securities.

Further, FINRA has not identified changes to FINRA Rule 11810, which outlines the minimum buy-in period and associated procedures, as part of the move to a shorter settlement cycle. Additionally, SIFMA does not believe that the NSCC intends to change its rules regarding the minimum buy-in period as part of the move to a shorter settlement cycle. To ensure consistency, and to prevent potential confusion among counterparties, SIFMA respectfully requests that NASDAQ not make changes to NASDAQ Rule 11810 as part of the move to a shorter settlement cycle.

2) IM 11810 – Cover/Protect Liability Notice Delivery Period

The move to a T+2 settlement cycle may impact the "cover/protect" process which permits the purchaser of a security that will shortly be subject to a corporate action to acquire the results of that corporate action, such as a dividend or tender or exchange offer, in addition to the security. In these circumstances, the purchaser has paid the seller an additional amount in order to purchase both the securities and the cash or securities that the issuer will pay upon completion of the corporate action.

NASDAQ IM-11810(i) generally sets forth procedures for this process. Under IM-11810(i), the purchaser, through its broker-dealer, must deliver a liability notice to the party who must deliver the outcome of the corporate action on behalf of the seller, ordinarily the seller's broker-dealer (the "delivering party"). The notice informs the delivering party of the obligation and that it will be liable for any damages caused by its failure to deliver.[8] Under IM-11810(i)(1)(A), the delivering party must receive the notice at least one day prior to the date on which it must make delivery.

The industry has identified a number of situations where one-day notice may no longer be appropriate in a T+2 environment, including (1) settlements where the delivery obligation is transferred to another party as a result of continuous net settlement, (2) settlements outside of NSCC and (3) settlements where the third party is not a NASDAQ member.

New York Stock Exchange ("NYSE") Rule 180 includes similar requirements for NYSE member firms, but it does not include a one-day notification requirement.[9] To ensure that purchasers receive the benefit of their bargain, we propose that IM-11810(i)(1)(A) be amended to omit reference to a timeframe for notification, which would be in line with NYSE Rule 180. Alternatively, we propose that IM-11810(i)(1)(A) be amended to require that the liability notice be delivered a reasonable amount of time ahead of the settlement obligation, in light of facts and circumstances. In either instance, if the delivering party fails to deliver in a timely fashion, then it is liable for any damages caused by its failure to deliver.

In response to FINRA's Regulatory Notice 16-09,[10] seeking feedback from the industry on rules that FINRA proposes to change in the move to a shorter settlement cycle, SIFMA has advocated for substantially similar changes to FINRA Rule 11810(j), which addresses the same liability notice delivery procedures as NASDAQ IM-11810(i)(1)(A).[11] Consistency among the FINRA, NASDAQ, and NYSE rule sets regarding operational processes is critical, and SIFMA appreciates SRO efforts to harmonize their respective rule sets. As such, to the extent NASDAQ and FINRA intend to amend their respective liability notice delivery rules, SIFMA respectfully requests the alignment of such rules around one standard, and believes the omission of reference to a timeframe would be an appropriate standard for this purpose.

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8 *See* Order Granting Approval of a Proposed Rule Change Related to Mandated Use of an Automated Liability Notification System, 72 Fed. Reg. 73,927 (Dec. 28, 2007).

9 *See* NYSE, NYSE Rule 180, Failure to Deliver (2007), *available at* http://nyserules.nyse.com/nyse/rules/nyse-rules/chp_1_3/chp_1_3_13/default.asp.

10 Regulatory Notice 16-09, FINRA Requests Comment on Proposed Amendments to FINRA Rules to Support the Industry Initiative to Shorten the Settlement Cycle for Securities in the U.S. Secondary Market From T+3 to T+2 (March 2016), *available at* http://www.finra.org/sites/default/files/notice_doc_file_ref/Regulatory-Notice-16-09.pdf.

11 Letter from SIFMA to Marcia E. Asquith, Office of the Corporate Secretary, FINRA (April 4, 2016), *available at* http://www.finra.org/sites/default/files/notice_comment_file_ref/16-09-SIFMA-comment.pdf.

3) Rule 11210(c)(1) - Delivery of "DK" Notice
In the context of clearance and settlement outside the NSCC or other SEC-registered clearing corporations, in a process colloquially known as "ex-clearing" clearance and settlement, NASDAQ Rule 11210(c) provides procedures for using "DK" or "Don't Know" notices. Rule 11210(c)(1) requires that such notice be sent "by certified mail, return receipt requested, or messenger." SIFMA members believe that in such scenarios firms should have the flexibility to rely on electronic means to communicate DK notices, including, but not limited to, email and fax communication. Electronic communication is efficient and effective, and would assist firms in timely notifying counterparties of discrepancies and thereby speed the efficient resolution of such discrepancies. Such timely resolution is critical as the settlement cycle shortens.

2. **Will the proposed rules have an effect on conduct that is required for compliance with other Nasdaq rules?**

   No, at this time we are not aware that the proposed rule amendments will have an effect on conduct that is required for compliance with any other NASDAQ rule.

3. **With respect to Ex-dividend dates rulings, Nasdaq intend to modify Rule 11140(b)(1) to provide that the "ex-dividend date," which is the date on which a security is traded without the right to receive a dividend or distribution that has been declared by the company generally will be the first business day before the record date.**
   a. **Are there process or procedure changes that would assist market participants and listed companies in complying with this requirement?**

      In the context of these changes, SIFMA would appreciate a high level of NASDAQ communication with listed companies and issuer groups regarding the move to a shorter settlement cycle, and the impact that the move will have on corporate action activities. For example, it is critical that the issuer community be made aware of the planned September 5, 2017 migration date to T+2, and that issuers take into account the move to a shorter settlement cycle when planning and executing a corporate action on or around the migration date.

   b. **Are there ways Nasdaq can assist participants in preparing for these changes?**

      SIFMA appreciates the continued cooperation among SROs as they support the industry's move to a shorter settlement cycle. Consistency among SROs is critical to a low risk and efficient migration to a shorter settlement cycle.

Separately, SIFMA would greatly appreciate NASDAQ's participation in industry testing and coordination efforts, to the extent relevant.

4. **Are there other processes or procedures established by Nasdaq's exchanges that should be modified to assist the industry in complying with T+2 settlement cycle?**

   No, at this time we are not aware of other processes or procedures that should be modified to assist the industry in complying with T+2 settlement for secondary market transactions.

Primary Market Settlement

For a host of reasons, including operational and legal documentation obstacles, significant portions of the primary markets continue to rely on permitted exemptions and opt-out provisions to the standard settlement cycle as provided in SEC Rule 15c6-1(b), (c) and (d). It is essential that these permitted SEC exemptions and opt-out provisions remain in place to support a robust and well-functioning primary market. This is especially true for debt markets where it is common to settle T+4 and beyond. Consistent with market practice, any initial secondary market trades will continue to have to settle in sync with the first settlement date of the new issue regardless of the time delay to settlement. In order for equity issues to move more substantially to a T+2 settlement cycle, relief will be needed for the current 48-hour physical prospectus delivery requirements for securities that do not qualify for access equals delivery. In the absence of changes to expand access equals delivery, SIFMA will urge the SEC to provide relief that permits for a 72-hour physical delivery of a prospectus with respect to the first settlement date (for both primary and secondary trades) to accommodate a T+2 settlement.

While we are not presently aware of NASDAQ rules that will act as fundamental impediments to the move to T+2 for primary markets, there is the risk of creating friction if related rules are not structured so as to ensure the intended flexibility for settlement periods. We urge NASDAQ to continue to review related rules for any such friction. In that regard, where references to "trade date" exist to establish a time threshold, we suggest NASDAQ consider whether references to a period relative to "settlement date" may more consistently and more accurately incorporate the necessary flexibility.

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SIFMA appreciates the opportunity to voice its support for the NASDAQ rule changes necessary to facilitate a move to a shorter settlement cycle. We would be pleased to discuss these matters further. Please feel free to contact the undersigned at (212) 313-1260 or tprice@sifma.org.

Sincerely,

Thomas F. Price
Managing Director
Operations, Technology & BCP

cc: Tara Petta, Director, NASDAQ
William Keefe, Assistant Director, NASDAQ
Steve Luparello, Director, Division of Trading and Markets, U.S. Securities and Exchange Commission
Gary Goldsholle, Deputy Director, Division of Trading and Markets, U.S. Securities and Exchange Commission

INVESTMENT COMPANY INSTITUTE

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June 8, 2016

Mr. John Zecca
Senior Vice President
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One Liberty Plaza
New York, NY 10006

Re: Nasdaq Makes Preparations to Shorten Settlement Cycle from T+3 to T+2 (Equity Regulatory Alert # 2016-4)

Dear Mr. Zecca:

The Investment Company Institute[1] is pleased to provide its strong support for Nasdaq's proposed efforts to facilitate shortening the settlement cycle for securities in the U.S. secondary market.[2] These efforts are in response to a financial services industry-led initiative to shorten the regular-way settlement for equities, corporate bonds, municipal bonds, and unit investments trusts from T+3 (trade date plus three days) to T+2 (trade date plus two days).[3] We believe a shorter settlement cycle will help improve the overall efficiency of securities markets, align the United States with other global markets, and promote financial stability.

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[1] The Investment Company Institute (ICI) is a leading, global association of regulated funds, including mutual funds, exchange-traded funds (ETFs), closed-end funds, and unit investment trusts (UITs) in the United States, and similar funds offered to investors in jurisdictions worldwide. ICI seeks to encourage adherence to high ethical standards, promote public understanding, and otherwise advance the interests of funds, their shareholders, directors, and advisers. ICI's U.S. fund members manage total assets of $17.8 trillion and serve more than 90 million U.S. shareholders.

[2] Equity Regulatory Alert # 2016-4 (May 18, 2016), available at https://www.nasdaqtrader.com/MicroNews.aspx?id=ERA20164.

[3] The industry formed an Industry Steering Committee, an Industry Working Group, and five sub-working groups to facilitate the move to a shorter settlement cycle. For background on the T+2 industry-led initiative and its benefits, *see* http://www.ust2.com/. *See also* Letter from Paul Schott Stevens, President and CEO, Investment Company Institute, and Kenneth E. Bentsen, Jr., President and CEO, Securities Industry and Financial Markets Association (SIFMA), to Mary Jo White, Chair, Securities and Exchange Commission (SEC) (June 18, 2015) (identifying the SEC and self-regulatory organization (SRO) rule changes that the industry believes would be necessary to support a T+2 settlement cycle). In September 2015, SEC Chair Mary Jo White sent a letter to ICI and SIFMA noting her strong support for the industry's efforts to shorten the settlement cycle. *See* Letter from Mary Jo White, Chair, Securities and Exchange Commission, to Kenneth E. Bentsen, Jr., President and CEO, Securities Industry and Financial Markets Association, and Paul Schott Stevens, President and CEO, Investment Company Institute (September 16, 2015) ("Chair White Letter").

To support this industry-led initiative, Nasdaq has preliminarily identified various of its rules that may be affected by a shortened settlement cycle and anticipates filing rule amendments to accommodate the new T+2 settlement cycle in the first half of 2016.

The industry has proposed a migration timeline outlining the necessary activities required to complete a move to T+2 by the third quarter of 2017. Regulatory action is a critical prerequisite to achieving a shortened settlement cycle. Indeed, SEC Chair White recognized that amendments to the various rules of the SROs that specifically mandate T+3 (or that are keyed to the settlement date and require pre-settlement actions) are the most significant regulatory changes necessary to support the industry's move to T+2.[4] As such, we strongly support Nasdaq's proposed efforts to facilitate shortening the settlement cycle for securities in the U.S. secondary market. Also, as co-chair of the Industry Steering Committee, ICI stands ready to assist Nasdaq, the other SROs, and the SEC to implement T+2.

* * * *

We look forward to working with the SEC and the SROs as they continue their efforts to support a T+2 regular way settlement for the U.S. securities markets. In the meantime, if you have any questions, please feel free to contact me directly at (202) 326-5980 or Jane Heinrichs, Associate General Counsel, at (202) 371-5410.

Sincerely,

/s/ Martin A. Burns

Chief Industry Operations Officer

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[4] *See* Chair White Letter.