

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-59618; File No. SR-DTC-2009-04)

March 23, 2009

Self-Regulatory Organizations; The Depository Trust Company; Order Approving Proposed Rule Change to Implement and Revise Fees Related to Non-Participant Services

I. Introduction

On January 16, 2009, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) proposed rule change SR-DTC-2009-04 pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”).<sup>1</sup> Notice of the proposal was published in the Federal Register on February 19, 2009.<sup>2</sup> The Commission received no comment letters in response to the proposed rule change. For the reasons discussed below, the Commission is approving the proposed rule change.

II. Description

DTC is revising its fee schedule for Security Position Reports (“SPRs”). An SPR is a report prepared by DTC showing for an issuer whose securities are eligible for DTC’s book entry services (1) the identity of each DTC participant having that issuer’s securities credited to its participant account (i.e., “security position”) as of a selected date and (2) the quantity of securities so credited. DTC also provides SPR information to trustees and other authorized third-party agents. These entities typically need SPR information in order to properly conduct proxy, record date, and voting rights-related functions.

Several types of SPRs are available: (1) weekly reports that show daily closing positions during that week; (2) monthly reports that show closing positions on the last business day of the

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

<sup>2</sup> Securities Exchange Act Release No. 59387 (February 11, 2009), 74 FR 7716.

month; (3) quarterly dividend record date reports that show closing positions on the dividend record date; and (4) special requests that show closing positions for the date specified. Weekly, monthly, and quarterly record date reports are available by annual subscription only.

DTC charges a fee for each SPR and offers discounts for high volume SPR service users.

Currently, the fees charged to issuers or trustees for SPRs are as follows:

<b>Report/Item</b>	<b>Fee</b>
Weekly Report (one-year minimum subscription required)	<ul style="list-style-type: none"> <li>• \$1950 per year for the first security issue.</li> <li>• \$575.00 per year for each additional security for the same issuer.</li> </ul>
Monthly Report (one-year minimum subscription required)	<ul style="list-style-type: none"> <li>• \$450.00 per year for the first security issue.</li> <li>• \$225.00 per year for each additional security for the same issuer.</li> </ul>
Dividend Record Date Report (one-year minimum subscription required)	<ul style="list-style-type: none"> <li>• \$150 per year.</li> </ul>
Special Requests	<ul style="list-style-type: none"> <li>• \$120.00 per report, per date request.</li> </ul>
Fax	<ul style="list-style-type: none"> <li>• \$25.00 additional per report charge when fax service is specifically requested.</li> </ul>
Spreadsheet	<ul style="list-style-type: none"> <li>• \$25.00 additional per report charge when spreadsheet is specifically requested.</li> </ul>
Extra Copy	<ul style="list-style-type: none"> <li>• \$25.00 additional fee for the reproduction of previously compiled SPR information.</li> </ul>

Fax, spreadsheet and extra copy charges are currently billed in addition to subscription and special request charges. DTC has proposed to improve processing efficiencies by eliminating the separate billing of fax, spreadsheet, and extra copy charges for weekly reports, monthly reports, and for dividend record date reports and by incorporating the cost of delivering

those “additional” services into the subscription charge for the particular report ordered. Fees for special requests, including fax, spreadsheet, and extra copy charges will remain unchanged.

The revised SPR fees being adopted by DTC are as follows:

<b><u>Report/Item</u></b>	<b><u>Fee</u></b>
Weekly Report (one-year minimum subscription required)	<ul style="list-style-type: none"> <li>• \$1950 per year for the first security issue, plus a one time charge of \$1400 per additional copy/ recipient for that security issue.</li> <li>• \$575.00 per year for each additional security for the same issuer, plus a one time charge of \$575 per additional copy/recipient.</li> </ul>
Monthly Report (one-year minimum subscription required)	<ul style="list-style-type: none"> <li>• \$450.00 per year for the first security issue, plus a one time charge of \$300 per additional copy/ recipient for that security issue.</li> <li>• \$225.00 per year for each additional security for the same issuer, plus a one time charge of \$225 per additional copy/recipient.</li> </ul>
Dividend Record Date Report (one-year minimum subscription required)	<ul style="list-style-type: none"> <li>• \$150 per year; one year minimum subscription required, plus a one time charge of \$150 per additional copy/ recipient for that security issue.</li> </ul>
Special Requests	<ul style="list-style-type: none"> <li>• \$120.00 per report, per date request.</li> </ul>
Special Requests -- Fax	<ul style="list-style-type: none"> <li>• \$25.00 additional per report charge when fax service is specifically requested.</li> </ul>
Special Requests --Spreadsheet	<ul style="list-style-type: none"> <li>• \$25.00 additional per report charge when spreadsheet is specifically requested.</li> </ul>
Special Requests--Extra Copy	<ul style="list-style-type: none"> <li>• \$25.00 additional fee for the reproduction of previously compiled SPR information.</li> </ul>

### III. Discussion

Section 19(b) of the Act directs the Commission to approve a proposed rule change of a self-regulatory organization if it finds that such proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to such organization. Section 17A(b)(3)(D) of the Act requires that the rules of a clearing agency provide for the equitable allocation of reasonable dues, fees, and other charges.<sup>3</sup> The Commission believes that DTC's rule change is consistent with this Section because it will provide for the equitable allocation of reasonable dues, fees, and other charges among the users of DTC's services.

### IV. Conclusion

On the basis of the foregoing, the Commission finds that the proposed rule change is consistent with the requirements of the Act and in particular Section 17A of the Act and the rules and regulations thereunder. In approving the proposed rule change, the Commission considered the proposal's impact on efficiency, competition, and capital formation.

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

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act, that the proposed rule change (File No. SR-DTC-2009-04) be and hereby is approved.

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.<sup>4</sup>

Florence E. Harmon  
Deputy Secretary

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<sup>4</sup> 17 CFR 200.30-3(a)(12).

