

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-52509; File No. SR-DTC-2005-13)

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Eliminate the Transfer Agent Drop Service

September 26, 2005

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ notice is hereby given that on August 25, 2005, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change described in Items I, II, and III below, which items have been prepared primarily by DTC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested parties.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The purpose of the proposed rule change is to eliminate DTC’s transfer agent drop service (“Drop Service”).

II. Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, DTC 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. DTC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of these statements.²

¹ 15 U.S.C. 78s(b)(1).

² The Commission has modified the text of the summaries prepared by the DTC.

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

Since 1996, DTC has offered the Drop Service in order to provide transfer agents located outside of New York City, New York, with a central location within Manhattan for receipt of securities from banks, broker-dealers, depositories, and shareholders. This service enabled transfer agents to comply with the New York Stock Exchange ("NYSE") Rule 496, which required, among other things, that transfer agents for NYSE listed companies maintain an office or obtain an agent located south of Chambers Street in the Borough of Manhattan, City of New York, where securities could be delivered in person for registration of transfer and could be picked up after completion of such registration (often referred to in the industry as a "drop"). The drop requirement was implemented when most securities were held in certificated form and were settled with physical delivery. The transfer agents' presence in lower Manhattan, where the brokers were also concentrated, facilitated the speedy processing and settlement of securities transactions.

Today most securities are held in "street name" at DTC with transfers of such securities occurring through automated book-entry systems at DTC without the need for the transfer of physical certificates, and very few transfers and facilitated by the drop in Manhattan. As a result, the NYSE amended its Rule 196 to eliminate the drop requirement.³

³ Exchange Act Release No. 51973 (July 5, 2005), 70 FR 40094 (July 12, 2005), File No. SR-NYSE-2004-62.

DTC believes that the elimination of the NYSE's drop requirement will result in a most transfer agents withdrawing from DTC's Drop Service. Also, in light of an industry-wide move to dematerialize securities holdings, DTC seeks to discourage the use of physical certificates by eliminating processing facilities that makes the use of certificates easier. Therefore, because the Drop Service no longer serves a need for DTC participants and termination of the Drop Service will assist in furthering industry initiatives to discontinue the use of physical certificates, DTC will no longer provide the Drop Service effective September 1, 2005.

DTC believes that the proposed rule change is consistent with the requirements of Section 17A of the Act⁴ and the rules and regulations thereunder applicable to DTC because it will discourage the use of inefficient and outdated securities transfer methods and services and as such will promote the prompt and accurate clearance and settlement of securities transactions. Furthermore, the proposed rule change will not adversely affect the safeguarding of securities and funds in DTC's control or custody or for which it is responsible.

(B) Self-Regulatory Organization's Statement on Burden on Competition

DTC does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments relating to the proposed rule change have been solicited or received. DTC will notify the Commission of any written comments received by the DTC.

⁴ 15 U.S.C. 78q-1.

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

The foregoing rule change has become effective upon filing pursuant to Section 19(b)(3)(A)(iii) of the Act⁵ and Rule 19b-4(f)(4)⁶ thereunder because it is effecting a change in an existing service of a registered clearing agency that does not adversely affect the safeguarding of securities or funds in the custody or control of the clearing agency or for which it is responsible and does not significantly affect the respective rights or obligations of the clearing agency or persons using the service. At any time within sixty days of the filing of such rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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. Please include File Number SR-DTC-2005-13 on the subject line.

⁵ 15 U.S.C. 78s(b)(3)(A)(iii).

⁶ 17 CFR 240.19b-4(f)(4).

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-9303.

All submissions should refer to File Number SR-DTC-2005-13. 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 Web site (<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 inspection and copying in the Commission's Public Reference Section, 100 F Street, NE, Washington, DC 20549. Copies of such filings also will be available for inspection and copying at the principal office of DTC and on DTC's Web site, www.dtcc.com. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-DTC-2005-13 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission by the Division of Market Regulation, pursuant to delegated authority.⁷

Jonathan G. Katz
Secretary

⁷ 17 CFR 200.30-3(a)(12).