

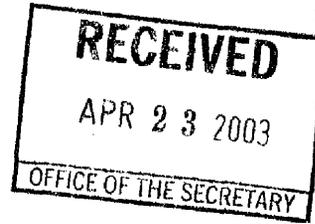
Brian Urkowitz  
First Vice President  
Global Transaction & Custody Services

Global Technology & Services

101 Hudson Street  
9th Floor  
Jersey City, New Jersey 07302  
201 557 3495  
FAX 201 557 1405  
urk@ml.com



Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549-0609



Re: Proposed Rule Change by The Depository Trust Company Relating to Issuers Requests for Withdrawal of Certificates. [Release No. 34-47365; File No. SR-DTC-2003-02].

Dear Mr. Katz:

Merrill Lynch welcomes the opportunity to comment on the proposed **rule** filing by The Depository Trust Company (DTC) under which "DTC will only honor requests **for** withdrawal of certificates submitted **by** its participants and not by the issuer of the securities."

Merrill Lynch actively supports industry efforts to achieve Straight Through Processing (STP) in the clearance and settlement of **U.S.** securities. A significant building block of this effort is dematerialization -- eliminating the issuance, use, transfer and retention **of** physical securities. Achievement of STP and dematerialization will reduce risk and costs to investors and all market participants and create greater market efficiencies.

The industry recognizes the need to support registered ownership and DTC's Direct Registration Service (**DRS**) provides a vehicle in an effective and safe environment. DRS enables the electronic movement of securities between the transfer agents and the participants in DTC. The service offers registered shareowners a reliable alternative to physical certificates and eliminates the risks, delays and costs associated with completing a securities transaction in certificated form.

In recent months, a number of issuers have announced plans to withdraw their certificates from DTC and move to exclusively certificated ownership of their shares. These plans to perpetuate a physical certificate environment are contradictory to industry efforts to achieve STP and dematerialization. The investing public will be especially inconvenienced in that they will bear the burden **of** the extra effort required to complete securities transactions, the risk of **missed** market opportunities and the cost of replacing lost certificates.

Merrill Lynch fully supports DTC's **proposal**. We find it consistent with the industry's **STP** efforts and urge the Commission to adopt **the** proposed rule change.

Respectfully,  
A handwritten signature in dark ink, appearing to read "Brian Urkowitz".  
Brian Urkowitz