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


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,

Brian Urkowitz