

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-54929; File No. SR-FICC-2006-05)

December 13, 2006

Self-Regulatory Organizations; Fixed Income Clearing Corporation; Notice of Filing of a Proposed Rule Change Relating to the Wind-Down of a Participant

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ notice is hereby given that on March 28, 2006, Fixed Income Clearing Corporation ("FICC") filed with the Securities and Exchange Commission ("Commission") and on September 28, 2006, amended the proposed rule change as described in Items I, II, and III below, which items have been prepared primarily by FICC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

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

The proposed rule change would add a new Rule 21A, Wind-Down of a Netting Member, to the Rules of FICC's Government Securities Division ("GSD") and a new Rule 2A, Wind-Down of a Participant, to the Rules of FICC's Mortgage-Backed Securities Division ("MBSD")² to address a situation where a participant notifies FICC that it intends to wind down its activities and FICC determines, in its discretion, that it must take special action in order to protect itself and its participants.³

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

¹ 15 U.S.C. 78s(b)(1).

² The text of FICC's GSD's proposed Rule 21A and MBSD's Rule 2A can be found on FICC's Web site at www.ficc.com.

³ Similar proposed rule changes have been filed by The Depository Trust Company [File No. SR-DTC-2006-07] and the National Securities Clearing Corporation [File No. SR-NSCC-2006-05].

In its filing with the Commission, FICC 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. FICC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.⁴

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

The proposed rule would allow FICC to determine that a participant is a wind-down member or wind-down participant and would set forth the conditions FICC using its discretion could place on a wind-down participant and the actions FICC using its discretion could take with respect to a wind-down participant to protect itself and its members or participants. Such actions would include restricting or modifying the wind-down member or participant's use of any or all of FICC's services and requiring the wind-down member or participant to post increased clearing fund deposits. FICC would retain all of its other rights set forth in its rules and participant agreements, including the right to declare the wind-down participant insolvent, if applicable, and to cease to act for the participant.

FICC believes that the proposed rule would ensure that it has the needed flexibility to appropriately manage the risks presented by an entity in crisis that remains a participant of FICC. This is particularly important to preserve orderly settlement in the marketplace and to minimize the risk of loss to FICC and its members and participants. The proposed rule summarizes in a single rule FICC's rights and the actions it may take in such a situation. These rights and actions are either permitted elsewhere in FICC's rules or are permitted pursuant to FICC's emergency

⁴ The Commission has modified parts of these statements.

authority. By summarizing them in a single rule, however, the proposed rule change is designed to provide clarity and a clear legal basis for FICC's rights or actions taken with respect to a wind-down member or participant. FICC also believes that the proposed rule is designed to minimize the need for rule waivers.

FICC believes that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder because it will enhance the rules of both divisions of FICC regarding actions that FICC may take with respect to a wind-down of a participant that presents risk to FICC.

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

FICC does not believe that the proposed rule change would have any impact or impose any burden on competition.

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

Written comments relating to the proposed rule change have not yet been solicited or received. FICC will notify the Commission of any written comments received by FICC.

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

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve the proposed rule change or
- (B) institute proceedings to determine whether the proposed rule change should be disapproved.

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-FICC-2006-05 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-FICC-2006-05. 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 filing also will be available for inspection and copying at the principal office of FICC and on FICC's Web site at www.ficc.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-FICC-2006-05 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.⁵

Florence E. Harmon
Deputy Secretary

⁵ 17 CFR 200.30-3(a)(12).