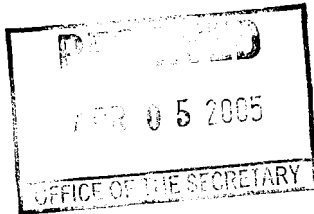


Donald F. Donahue  
Chief Operating Officer



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The Depository Trust &  
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55 Water Street  
New York, NY 10041-0099

April 4, 2005

Mr. Jonathan G. Katz, Secretary  
Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549-0609

**Re: File No. SR-NYSE-2004-62**

Dear Mr. Katz:

The Depository Trust & Clearing Corporation ("DTCC")<sup>1</sup> appreciates the opportunity to respond to the request by the Securities and Exchange Commission for comment on the above-referenced filing by the New York Stock Exchange ("NYSE") on Form 19b-4. DTCC supports the above-referenced filing.

As immobilization and dematerialization have captured an increasing share of the United States securities market, physical processing of securities has dropped significantly, a trend that is expected to continue. In addition, the securities industry has increased, where necessary, its use of overnight couriers. These developments have significantly lessened the problems that the requirement that transfer agents maintain an office or obtain an agent south of Chambers Street was meant to address.

In addition, the above-referenced filing includes a provision in the NYSE's Listed Company Manual for record date protection for securities mailed by the close of business on a record date by registered clearing agencies, which is an important protection for the participants of The Depository Trust Company.

For these reasons, DTCC strongly supports the above-referenced filing.

Very truly yours,

Donald F. Donahue  
Chief Operating Officer

<sup>1</sup> DTCC is the parent of The Depository Trust Company (DTC), Fixed Income Clearing Corporation (FICC), and National Securities Clearing Corporation (NSCC), clearing agencies registered with the Commission under Section 17A of the Securities Exchange Act of 1934 (15 U.S.C. 78q-1).