

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No. SR - 2005 - 20
 Amendment No. 1

Proposed Rule Change by The Depository Trust Company
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input type="checkbox"/>	Amendment <input checked="" type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input type="checkbox"/>	Section 19(b)(3)(A) <input checked="" type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action <input type="checkbox"/>		Date Expires <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input checked="" type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the proposed rule change (limit 250 characters)

Contact Information

Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name Last Name
 Title
 E-mail
 Telephone Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date
 By Vice President and Senior Counsel
 (Name) (Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

FORM 19b-4

PLEASE NOTE FORM 19b-4 IS UNCHANGED.

EXHIBIT 1

PLEASE NOTE EXHIBIT 1 IS UNCHANGED.

The Depository Trust Company

IMPORTANT

B#: 8604

DATE: November 23, 2005

TO: All Participants

CATEGORY: Dividends

FROM: Tax Product Management

ATTENTION: Managing Partner/Officer/Tax Reporting Departments

SUBJECT: Transfer of Domestic Tax Reporting Service (DTax)
to DTCC Solutions from DTC

DTC's Domestic Tax Reporting Service (DTax) was implemented in tax year 1998 as a service provided by DTC and includes both DTC-eligible and non-eligible securities. It accumulates yearend tax data on issues that reclassify income at yearend, primarily mutual funds and real estate investment trusts (REITs). This information is necessary for accurate and timely yearend 1099 reporting to customers.

At this time, we are exiting DTax as a service offering of DTC as described in SEC Rule Filing SR-2005-20 dated November 21, 2005. DTax will instead be offered by Global Asset Solutions LLC d/b/a DTCC Solutions. (Global Asset Solutions LLC will continue to offer other products to its customers under its own name.) Global Asset Solutions LLC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation, DTC's parent. This change will neither affect your method of access to DTax nor the associated fees. DTax will continue to be available via CCF, on the web, on PTS and has been recently upgraded to comply with our PBS version of PTS. The current fees for DTax are \$7,500 for a subscription to DTax via CCF, \$5,000 for a subscription to DTax on the Web, and \$15 per CUSIP per payable date when you do an inquiry over PTS/PBS. It is anticipated that DTC Participants will continue to be charged for DTax through their regular DTC bill.

All subscribers to the DTax service via CCF or the Web must execute a standard Data Services License Agreement in order to obtain the service for the 2006 tax season. The agreement must be executed and returned to us prior to using the service. For a copy of the standard Data Services License Agreement, please contact Judy Zuckerman at (212) 855-5303.

Please direct all questions to your Relationship Manager or Judy Zuckerman, Tax Product Manager, at (212) 855-5303.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in DTC communications, which are based in part on information obtained from third parties and not independently verified by DTC and which are provided as is. The information contained in this Important Notice is not intended to be a substitute for obtaining tax advice from an appropriate*

professional advisor. In providing this Important Notice, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such notice, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.