

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information

[Add](#) [Remove](#) [View](#)

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

[Add](#) [Remove](#) [View](#)

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

[Add](#) [Remove](#) [View](#)

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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

[Add](#) [Remove](#) [View](#)

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 Sent As Paper Document

Exhibit 4 - Marked Copies

[Add](#) [Remove](#) [View](#)

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

[Add](#) [Remove](#) [View](#)

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item 1 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

[Add](#) [Remove](#) [View](#)

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.

1. Text of the Proposed Rule Change.

(a) As more fully described below, this filing proposes the implementation of a fee to be charged to: (i) issuers and trustees of securities for the issuance of Security Position Reports prepared by DTC, and (ii) transfer agents.

2. Procedures of the Self-Regulatory Organization.

(a) DTC's Operations and Planning Committee approved the proposed fee changes on November 16, 2005.

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

(a)

(i) Fees for Issuance of Security Position Reports

DTC offers several types of Security Position Reports ("SPRs") including (a) weekly reports, showing daily closing positions for that week, (b) monthly reports, showing closing positions on the last business day of the month, and (c) special requests, showing the closing position for the date specified.¹

DTC charges a fee for each SPR. Currently, the fee charged to issuers or trustees for weekly and monthly subscriptions is \$1,950 and \$450, respectively, and the fee charged to issuers or trustees for special requests is \$85. DTC incurs significantly higher costs for the production of SPRs upon special request relative to the costs of producing reports by subscription, and has determined that a fee increase is necessary to more fully

¹ For further background information on DTC's SPR program, please see SEC Release No. 34-52393 (September 8, 2005) [File No. SR-DTC-2005-12], 70 FR 54598.

recover costs associated with such production. Therefore, DTC proposes to increase the fee charged to issuers or trustees for special requests of SPRs to \$120, with the increase becoming effective on February 1, 2005. The fees for weekly and monthly SPR subscriptions will remain unchanged at this time.

(ii) Fees Charged to Transfer Agents

A. Audit and CD Confirmation Requests.

DTC receives frequent requests from transfer agents for confirmations of audit information relating to securities held by DTC. In connection with the processing of such requests, DTC currently charges a fee of \$10.00 per item for requests of up to five (5) CUSIPs and \$2.13 for each additional CUSIP. DTC also receives requests from transfer agents for confirmations relating to information concerning commercial certificates of deposit (“CD”) held by DTC, and a fee is not currently charged to process these requests. Providing transfer agents with audit or CD confirmation information requires the allocation of significant resources to process the requests resulting in considerable cost to DTC. To more fully recover the costs associated with such audit and CD confirmation processing, DTC proposes to (i) increase fees relating to processing of audit confirmations to \$22 per item for requests of up to five (5) CUSIPs and \$5.00 per item for each additional CUSIP, and (ii) implement fees for CD confirmation requests that are identical to those proposed for audit confirmation requests. Such audit and CD confirmation fees will be effective upon approval by the Commission, and if such approval is received after January 1, 2006, these fees will apply retroactively to all audit or CD confirmation requests processed by DTC for transfer agents on or after January 1, 2006.

B. Imaging

DTC frequently receives requests from transfer agents for access to DTC's security image database. DTC does not currently charge transfer agents for access to this database, however, the maintenance of the database causes DTC to incur significant costs. Therefore, in order to recover costs associated with this function, DTC proposes to implement a new subscription fee of \$350 per month for access to the DTC security image database. This fee will be effective upon approval by the Commission, and if such approval is received after January 1, 2006, these fees will apply retroactively to all subscription requests submitted by transfer agents on or after January 1, 2006.²

(b) This rule filing is consistent with the requirements of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations thereunder, because it is designed to provide for the equitable allocation of reasonable fees and charges among the users of DTC's services.

4. Self-Regulatory Organization's Statement on Burden on Competition.

DTC does not believe that the proposed rule change will have any impact, or impose any burden, on competition.

² Please note that DTC will separately file a fee change with the Commission to impose a subscription fee in the same amount on Participants who subscribe for access to the DTC security image database.

5. 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 been solicited or received.

6. Extension of Time Period for Commission Action.

DTC does not consent to an extension of the time period specified in Section 19(b)(2) of the Act for Commission action.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2) or Section 19(b)(7)(D).

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission.

The proposed rule change is not based on the rules of another self-regulatory organization or the Commission.

9. Exhibits

Exhibit 1 - Notice of proposed rule change for publication in the Federal Register.

Exhibit 2 - n/a

Exhibit 3 - n/a

Exhibit 4 - n/a

Exhibit 5 – n/a

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-DTC-2005-21)

SELF-REGULATORY ORGANIZATIONS

(a) Proposed Rule Change by The Depository Trust Company ("DTC") to revise DTC's fees as they relate to certain services provided to non-participants.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"), 15 U.S.C. 78s(b)(1), notice is hereby given that on _____, DTC filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which Items have been prepared by DTC. 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

As more fully described below, this filing proposes the implementation of a fee to be charged to: (i) issuers and trustees of securities for the issuance of Security Position Reports prepared by DTC, and (ii) transfer agents.

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

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

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

(i)

(A) Fees for Issuance of Security Position Reports

DTC offers several types of Security Position Reports (“SPRs”) including (a) weekly reports, showing daily closing positions for that week, (b) monthly reports, showing closing positions on the last business day of the month, and (c) special requests, showing the closing position for the date specified.¹

DTC charges a fee for each SPR. Currently, the fee charged to issuers or trustees for weekly and monthly subscriptions is \$1,950 and \$450, respectively, and the fee charged to issuers or trustees for special requests is \$85. DTC incurs significantly higher costs for the production of SPRs upon special request relative to the costs of producing reports by subscription, and has determined that a fee increase is necessary to more fully recover costs associated with such production. Therefore, DTC proposes to increase the fee charged to issuers or trustees for special requests of SPRs to \$120, with the increase becoming effective on February 1, 2005. The fees for weekly and monthly SPR subscriptions will remain unchanged at this time.

(B) Fees Charged to Transfer Agents

(1) Audit and CD Confirmation Requests.

DTC receives frequent requests from transfer agents for confirmations of audit information relating to securities held by DTC. In connection with the processing of such requests, DTC currently charges a fee of \$10.00 per item for requests of up to five (5) CUSIPs and \$2.13 for each additional CUSIP. DTC also receives requests from transfer agents for confirmations relating to information concerning commercial certificates of deposit (“CD”) held by DTC, and a fee is not currently charged to process these requests. Providing transfer agents with audit or CD confirmation information requires the allocation of significant resources to process the requests resulting in considerable cost to DTC. To more fully recover the costs associated with such audit and CD confirmation processing, DTC proposes to (i) increase fees relating to processing of audit confirmations to \$22 per item for requests of up to five (5) CUSIPs and \$5.00 per item for each additional CUSIP, and (ii) implement fees for CD confirmation requests that are identical to those proposed for audit confirmation requests. Such audit and CD confirmation fees will be effective upon approval by the Commission, and if such approval is received after January 1, 2006, these fees will apply retroactively to all audit or CD confirmation requests processed by DTC for transfer agents on or after January 1, 2006.

¹ For further background information on DTC’s SPR program, please see SEC Release No. 34-52393 (September 8, 2005) [File No. SR-DTC-2005-12], 70 FR 54598.

(2) *Imaging*

DTC frequently receives requests from transfer agents for access to DTC's security image database. DTC does not currently charge transfer agents for access to this database; however, the maintenance of the database causes DTC to incur significant costs. Therefore, in order to recover costs associated with this function, DTC proposes to implement a new subscription fee of \$350 per month for access to the DTC security image database. This fee will be effective upon approval by the Commission, and if such approval is received after January 1, 2006, these fees will apply retroactively to all subscription requests submitted by transfer agents on or after January 1, 2006.²

(ii) This rule filing is consistent with the requirements of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations thereunder, because it is designed to provide for the equitable allocation of reasonable fees and charges among the users of DTC's services.

B. Self-Regulatory Organization's Statement on Burden on Competition.

DTC does not believe that the proposed rule change will 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 been solicited or received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and paragraph (f) of Rule 19b-4 thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

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:

² Please note that DTC will separately file a fee change with the Commission to impose a subscription fee in the same amount on Participants who subscribe for access to the DTC security image database.

- Electronic comments may be submitted by using the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>), or send an e-mail to rule-comment@sec.gov. Please include File No. [XX] on the subject line.
- Paper comments should be sent in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington D.C. 20549-9303.

All submissions should refer to File Number [XX]. 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 Room, 100 F Street, NE, Washington D.C. 20549-9303. Copies of such filing also will be available for inspection and copying at the principal office of DTC. 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 submission should refer to the file number above and should be submitted within _____ days after the date of publication.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.

Jonathan G. Katz