

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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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

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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

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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 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

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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.

1. Text of the Proposed Rule Change.

(a) The proposed rule change consists of revisions to the Depository Trust Company's ("DTC") Fee Schedule and is attached hereto as Exhibit 5.

2. Procedures of the Self-Regulatory Organization.

(a) The proposed rule change has been approved by DTC's Operations and Planning Committee.

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

(a) The purpose of the proposed rule change is to revise fees for certain services provided by DTC.

These changes include:

- Elimination of fees charged for MDH messaging and CCF file transfer services. The costs previously covered by these charges will be absorbed into the overall cost structure of the business lines affected (principally DTC Settlement and Asset Services businesses) and be covered in service fees.
- Decreases to Settlement Services fees as part of DTC's continuing efforts to "right-size" its fees.
- Restructuring of fees for Corporate Actions to a per-announcement fee model, to account for the elimination of CCF charges.

- Increases in Custody and Asset Servicing, Underwriting and Tax Services to realign fees with costs scaled to reflect processing complexity, creating fee simplification and transparency.

In addition, DTC will implement certain disincentive fees to discourage activities which increase industry inefficiencies. Changes in these disincentive fees for 2006 include fees for Withdrawals by Transfer, fees related to requirements for physical presentation on corporate action transactions and fees for late submissions of deposits on restricted securities (i.e., after 2:00 PM.)

Also, DTC will introduce new services and associated fees, including Certificate Verification Process, fees for Canadian Settlement services, SMART/Track and DTCC Learning services.

The effective date for these fee adjustments is January 1, 2006. These proposed fee revisions are consistent with DTC's overall pricing philosophy to align service fees with underlying costs, discourage manual and exception processing, and encourage immobilization and dematerialization of securities.

(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 clarifies and updates DTC's fee schedule. As such, it provides for the equitable allocation of fees among its participants.

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.

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) The proposed rule change is to take effect pursuant to paragraph A of Section 19(b)(3).

(b) The proposed rule change establishes or changes a due, fee, or other charge applicable only to a participant.

(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 – Schedule of 2006 DTC Participant Fee Changes

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-DTC-2005-22)

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change by The Depository Trust Company ("DTC") to revise its fee schedule.

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

The text of the proposed rule change is attached hereto as Exhibit 5.

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)

The purpose of the proposed rule change is to revise fees for certain services provided by DTC.

These changes include:

- Elimination of fees charged for MDH messaging and CCF file transfer services. The costs previously covered by these charges will be absorbed into the overall cost structure of the business lines affected (principally DTC Settlement and Asset Services businesses) and be covered in service fees.
- Decreases to Settlement Services fees as part of DTC's continuing efforts to "right-size" its fees.
- Restructuring of fees for Corporate Actions to a per-announcement fee model, to account for the elimination of CCF charges.
- Increases in Custody and Asset Servicing, Underwriting and Tax Services to realign fees with costs scaled to reflect processing complexity, creating fee simplification and transparency.

In addition, DTC will implement certain disincentive fees to discourage activities which increase industry inefficiencies. Changes in these disincentive fees for 2006 include fees for Withdrawals by Transfer, fees related to requirements for physical presentation on corporate action transactions and fees for late submissions of deposits on restricted securities (i.e., after 2:00 PM.)

Also, DTC will introduce new services and associated fees, including Certificate Verification Process, fees for Canadian Settlement services, SMART/Track and DTCC Learning services.

The effective date for these fee adjustments is January 1, 2006. These proposed fee revisions are consistent with DTC's overall pricing philosophy to align service fees with underlying costs, discourage manual and exception processing, and encourage immobilization and dematerialization of securities.

(ii) The proposed rule change is consistent with the requirements of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules and regulations thereunder, because it updates DTC's fee schedule. As such, it provides for the equitable allocation of fees among its participants.

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 yet been solicited or received. DTC will notify the Commission of any written comments received by DTC.

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:

- 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

**2006 DTC
Participant
Fee
Changes**

Service	Current Fee	Proposed Fee	Per
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Custody and Asset Servicing

Custody Services

Custody (Core Services)

	Withdrawal and shipment	\$24.00	\$35.00	Per withdrawal and shipment
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Custody (Exception Processing)

	Transfer	\$37.93	\$50.00	Per reject
	Foreign security from custodian	\$37.93	\$50.00	Per reject
	Government Security	\$37.93	\$50.00	Per reject

Deposit Services

Branch Deposits (Core Services)

	Regular deposit received from a branch	\$4.00	\$4.50	Per deposit
	Legal deposit received from a branch	\$10.00	\$30.00	Per deposit

Branch Deposits (Non Core Services)

	Return of legal deposits submitted through PELD or PEND	\$3.43	\$3.75	per item
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Branch Deposits (Exception Processing)

	Processing of deposit rejected same day	\$4.50	\$6.00	Per reject
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Legal Deposits

	Full-service deposit	\$8.00	\$30.00	Per deposit
	Basic deposit	\$2.71	\$5.00	Per deposit

	Service	Current Fee	Proposed Fee	Per
Municipal Bearer Bond Service				
	Deposit, by issue, first 10 certificates	\$6.25	\$15.00	Per deposit

Registered Certificate Deposits

	Registered certificate deposit	\$2.15	\$3.00	Per deposit
	Record date or cutoff date deposit (surcharge)	\$5.00	\$6.00	Per deposit; applies to deposits made on record date or cutoff date for the distribution of any entitlement
	Mail issue (surcharge)	\$1.50	\$2.00	Per deposit; applies to deposits of securities sent outside the New York metropolitan area for transfer by DTC
	FAST transfer agent deposit	\$1.50	\$2.00	Per deposit; applies to deposits made to the FAST transfer agent using the DWAC service

Reorganization Deposits

	Rejected deposit (Reorgs only)	\$50.00	\$75.00	Per deposit
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Deposits

	Processing of trailing documents	\$4.00	\$5.00	Per item
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Dividend Services**Dividend Credits**

	Stock dividend payment	\$8.87	\$10.00	Per credit
	Cash dividend or interest payment			
	Corporate issue	\$1.31	\$1.40	Per credit
	ABS/CMO P&I fee	\$2.60	\$3.35	Per credit
	MMI	\$0.98	\$1.10	Per credit
	Municipal interest payment			
	Registered municipal issue	\$1.53	\$1.40	Per credit
	VRDO	\$2.90	\$3.00	Per credit

	Service	Current Fee	Proposed Fee	Per
	DRP instruction to receive stock in lieu of a cash dividend	\$14.00	\$20.00	Per allocation
	Automatic reinvestment of dividend	\$8.87	\$10.00	Per allocation
	CRS election	\$35.00	\$20.00	Per election

Municipal Bearer Bond Service

Interest payments

	Muni bearer interest payment	\$6.50	\$7.50	Per credit
	Coupon collection service			
	Rejected shell	\$15.00	\$40.00	Per shell
	Shell with CUSIP	\$21.00	\$24.00	Per shell
	Shell without CUSIP	\$23.00	\$26.00	Per shell

New York Window Services

Deliveries

	ESS or FOSS Delivery	\$10.15	\$11.50	Per delivery
	ESS or FOSS reclaim delivery	\$10.15	\$11.50	Per item
	Internal cross-delivery	\$9.70	\$10.00	Per delivery
	OTW delivery (including government securities)	\$15.80	\$19.00	Per delivery
	OTW reclaim delivery	\$14.95	\$17.50	Per item

Receives

	ESS or FOSS receive	\$10.15	\$11.50	Per receive
	OTW receive (including government receives)	\$14.95	\$17.50	Per receive
	ESS or FOSS reclaim receive	\$10.15	\$11.50	Per item
	Internal cross-receive	\$9.70	\$10.00	Per receive
	OTW reclaim receive	\$15.80	\$19.00	Per item

Other Services

	Daily balancing envelope services	\$15.00	\$17.50	Per day
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Maintenance of Long Positions

	Paying Agent Research	\$0.00	\$55.00	Per CUSIP
	Frozen Letters - Receive	\$0.00	\$5.00	Per item
	Frozen Letters - Deliveries	\$0.00	\$5.00	Per item

	Service	Current Fee	Proposed Fee	Per
	Frozen Letters - Rejects	\$0.00	\$5.00	Per item
	Audit Confirmations – up to five (5) CUSIPS	\$10.00	\$22.00	Per item
	Audit Confirmations – more than five (5) CUSIPS	\$2.13	\$5.00	Per item
	CD Confirmations - up to five (5) CUSIPS	\$0.00	\$22.00	Per item
	CD Confirmations - more than five (5) CUSIPS	\$0.00	\$5.00	Per item
	Imaging	\$0.00	\$350.00	Per month subscription

Reorganization Services

Reorganization

	Mandatory Exchange	\$19.40	\$35.00	Per participant position
	Program Servicing Fee (Warrants and Conversions)	\$0.00	\$10.00	Per CUSIP holding in program
	Processing of position swing	\$6.60	\$10.00	Per participant position
	Protect (submission and rights)	\$4.15	\$5.00	Per transaction
	CMOP service	\$6.42	\$9.10	Per CMOP plus two DO (day) fees
	Instruction Fee - Rights, Warrants and Conversions (Base Fee)	Scaled fee	\$20.00	Per Instruction, first 50
	Instruction Fee - Rights, Warrants and Conversions (Bulk Fee)	Scaled fee	\$0.70	Per Instruction, over 50

Reorganization - Restructured fees

	Partial Call - Bearer	\$17.50	\$25.00	Per participant position
	Partial Call - Registered Muni	\$17.50	\$25.00	Per participant position
	Partial Call - Corporate	\$19.40	\$25.00	Per participant position
	Full Call - Bearer	\$17.50	\$19.00	Per participant position
	Full Call - Registered Muni	\$17.50	\$19.00	Per participant position
	Full Call - Corporate	\$19.40	\$19.00	Per participant position
	Maturity - Bearer	\$17.50	\$15.00	Per participant position
	Maturity - Registered Muni	\$17.50	\$15.00	Per participant position
	Maturity - Corporate	\$19.40	\$15.00	Per participant position

	Service	Current Fee	Proposed Fee	Per
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Global Asset Services

Domestic Corporate Actions

	Interest Payments – Munis / VRDO	\$0.00	\$0.20	Per announcement creation
	Interest Payments – Munis / non VRDO	\$0.00	\$0.15	Per announcement creation
	Interest Payments Corporate / VRDO	\$0.00	\$0.20	Per announcement creation
	Interest Payments Corporate CMO / ABS	\$0.00	\$0.30	Per announcement creation
	Int. Paymts Corp. / non CMO/ ABS / VRDO	\$0.00	\$0.15	Per announcement creation
	Principal Payments	\$0.00	\$0.30	Per announcement creation
	Cash Dividends	\$0.00	\$0.15	Per announcement creation
	Stock Dividends	\$0.00	\$5.00	Per announcement creation
	Mandatory Events	\$0.00	\$3.00	Per announcement creation
	Maturity Events	\$0.00	\$0.05	Per announcement creation
	MMI Events	\$0.00	\$0.05	Per announcement creation

Global Tax Services

DTC TaxRelief

	Manual Adjustment after payable date related to tax service, using EDS via PTS or PBS	\$500.00	\$1,000.00	Per adjustment
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	Service	Current Fee	Proposed Fee	Per
Participant Output Services				

Output Services

Smart/Mover (Formerly CCF) output Transmission

	SMART Mover (CCF/CF2)	Varies	\$0.00	Per file
	SMART messages (MDH/MQ)	\$0.10	\$0.00	Per message or ticket reprint

Settlement Services

Book Entry Delivery, Excluding MMI's

	Institutional delivery	\$0.15	\$0.13	Per delivery
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Book-Entry Delivery through CNS excluding MMI

	CNS delivery	\$0.15	\$0.10	Per item
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Subaccounting

	Memo segregation	\$0.09	\$0.045	Per request
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Underwriting Services

Book-Entry-Only Issues

	Basic eligibility	\$275.00	\$285.00	Per basic BEO issue
	Complex eligibility	\$400.00	\$415.00	Per complex BEO issue
	CD	\$125.00	\$200.00	Per CUSIP

	Service	Current Fee	Proposed Fee	Per
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Certificated Issues

	Issue with one CUSIP number	\$750.00	\$1,000.00	Per issue plus \$3.00 per million shares, up to a maximum of \$2,000 plus unusual expenses
	Issue with more than one CUSIP number	\$1,000.00	\$1,500.00	Per issue plus \$3.00 per million shares, up to a maximum of \$2,000 plus unusual expenses

Direct Registration System

	DO through DRS (Receive or Deliver)	\$0.45	\$0.40	Per transaction
	Initiation of DRS Profile Change using DRST via PTS or PBS	\$0.40	\$0.31	Per transaction
	Cancellation of DRS Profile Change using DRST via PTS or PBS	\$0.40	\$0.31	Per transaction

2006 DTC
Disincentive
Fee
Changes

Service	Current Fee	Proposed Fee	Per
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Custody and Asset Servicing

Withdrawals by Transfer

Pickup of WT	\$18.00	\$28.00	Per assignment
Direct mail of WT by DTC (surcharge)	\$4.00	\$5.00	Per assignment
Direct mail by transfer agent	\$12.00	\$16.00	Per item
Request of certificate for DRS-eligible issue (surcharge)	\$15.00	\$20.00	Per certificate
Rush WT	\$85.00	\$90.00	Per assignment
DMD returns	\$30.00	\$35.00	Per withdrawal

Mandatory

Physical Reorg Surcharge	\$0.00	\$4.50	Per item
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Restricted Deposits

Restricted deposit service (applies only to deposits made after 2 p.m.)	\$45.48	\$55.00	Per deposit
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2006 DTC
New
Service
Fees

Service	Current Fee	Proposed Fee	Per
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Custody and Asset Servicing

Deposit Services

Deposits

Certificate Verification Process	\$0.00	\$0.50	Per retrieval - from agent's fee
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Settlement Services

Settlement

Canadian Settlement	\$0.00	\$2.00	Per settlement instruction
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Smart Track

Smart Track for Buy-ins	\$0.00	\$0.50	Per transaction (both sides)
Agent Lender Disclosure	\$0.00	\$200/month	Per month per participant number