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 SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-54367; File No. SR-DTC-2006-09]

Self-Regulatory Organizations; The Depository Trust Company;  
 Notice of Filing and Immediate Effectiveness of Proposed Rule To Revise  
 the DTC Custody Service Guide To Incorporate the Terms of Certain  
 Participant Agreements

August 25, 2006.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934  
 (`Act'),\1\ notice is hereby given that on May 19, 2006, The  
 Depository Trust Company (`DTC') filed with the Securities and  
 Exchange Commission (`Commission') a proposed rule change and on June  
 23, 2006, amended the proposed rule change described in Items I, II,  
 and III below, which items have been prepared primarily by DTC. DTC  
 filed the proposed rule change pursuant to Section 19(b)(3)(A)(iii) of  
 the Act \2\ and Rule 19b-4(f)(4) thereunder \3\ so that the proposal  
 was effective upon filing with the Commission. The Commission is  
 publishing this notice to solicit comments on the proposed rule change  
 from interested parties.

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 \1\ 15 U.S.C. 78s(b)(1).  
 \2\ 15 U.S.C. 78s(b)(3)(A)(iii).  
 \3\ 17 CFR 240.19b-4(f)(4).  
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I. Self-Regulatory Organization's Statement of the Terms of Substance  
 of the Proposed Rule Change

The proposed rule change would incorporate the terms and conditions  
 of certain participant agreements related to DTC's custody service into  
 the DTC Custody Service Guide.

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 these  
 statements.\4\  
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\4\ The Commission has modified the text of the summaries  
 prepared by DTC.  
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(A) Self-Regulatory Organization's Statement of the Purpose of, and  
 Statutory Basis for, the Proposed Rule Change

DTC is filing the proposed rule change to incorporate the terms and  
 conditions of various participant agreements relating to DTC's custody  
 service into the DTC Custody Service Guide (`Guide').\5\  
 Specifically, DTC is incorporating the terms of three custody service

participant agreements into the Guide: (i) The High Value Letter,\6\  
(ii) New York Window Service Agreement,\7\  
and (iii) Medallion  
Signature Guarantee/Stamp Letter.\8\  
The terms proposed to be

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incorporated by this filing into the Guide match those currently  
included in the agreements thereby affording both DTC and its  
participants the same rights and responsibilities as those afforded by  
the agreements.

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\5\  
For background information on the Custody Service Guide,  
which replaced applicable participant operating procedures relating  
to the custody service, see Securities Exchange Act Release No. 34-  
44719 (August 17, 2001), 66 FR 44656 (August 24, 2001) [File No. SR-  
DTC-2001-01].

\6\  
The High Value Letter defines the extent of loss that DTC  
would incur in connection with the processing of certain ``high  
value'' certificates as being limited by the extent of the DTC  
insurance coverage at the time of an incident of loss.

\7\  
The New York Window Service Agreement sets forth the terms  
and conditions for a participant's use of the New York Window  
Service, a service offered under the umbrella of DTC's custody  
service.

\8\  
The Medallion Signature Guarantee/Stamp Letter sets forth  
the terms and conditions for DTC's use of certain participant stamps  
and medallions in connection with the New York Window Service.

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DTC believes that the proposed rule change is consistent with the  
requirements of the Act, as amended, and the rules and regulations  
thereunder because it incorporates existing terms of DTC participant  
agreements into DTC's Guide and thus facilitates the safeguarding of  
securities in DTC's custody or control.

#### (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 upon filing pursuant  
to Section 19(b)(3)(A)(iii) of the Act \9\  
and Rule 19b-4(f)(4) \10\  
thereunder because the proposed rule effects a change in an existing  
service of DTC that (i) does not adversely affect the safeguarding of  
securities or funds in the custody or control of DTC or for which it is  
responsible and (ii) does not significantly affect the respective  
rights or obligations of DTC or persons using the service. At any time  
within sixty 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.

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\9\  
15 U.S.C. 78s(b)(3)(A)(iii).

\10\  
17 CFR 240.19b-4(f)(4).

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#### 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](mailto:rule-comments@sec.gov). Please include

File Number SR-DTC-2006-09 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-DTC-2006-09. 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 DTC and on DTC's Web site at <http://www.dtc.org>. 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-DTC-2006-09 and should be submitted on or before September 22, 2006.

For the Commission by the Division of Market Regulation,  
pursuant to delegated authority.\11\  
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\11\ 17 CFR 200.30-3(a)(12).  
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Nancy M. Morris,  
Secretary.

[FR Doc. E6-14552 Filed 8-31-06; 8:45 am]

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