

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

Initial <input checked="" type="checkbox"/>	Amendment <input 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"/>			<input type="checkbox"/> 19b-4(f)(1)	<input checked="" type="checkbox"/> 19b-4(f)(4)	
Date Expires <input type="text"/>			<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 General 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.

1. Text of Proposed Rule Change.

(a) As more fully described below, DTC is proposing to add a sub-service to its Security Position Report (“SPR”) service to be known as the Security Holder Report (“SHR”) service.

SPRs are reports prepared by DTC that show, for each issuer whose securities are eligible for DTC’s book entry services, the identity of each DTC participant having that issuer’s securities credited to its participant account as of a selected date (a “credited participant”) and the quantity of securities so credited (i.e., “security position”). Prior to the creation of DTC, issuers had direct access to SPR information from their transfer agents. Now, most securities are registered with the transfer agent in the name of DTC’s nominee, Cede & Co., and issuers rely on DTC to provide them with SPR information. DTC also provides SPR information to trustees and authorized third party agents. These entities typically need SPR information provided by DTC in order to properly conduct proxy, record date, and voting-rights related functions.¹

Some authorized users of this service also perform regulatory reporting functions for which they require access to credited participant information but do not need the corresponding quantity of securities credited to each participant. Presently, such users would be required to order an SPR from DTC (which is currently \$120 per CUSIP). In order to mitigate user expenses, DTC is proposing to offer the SHR service as a subset of its SPR service, which will allow authorized users to obtain credited participant information without the inclusion of related security position information. SHRs will result in lower production costs to DTC, greater protection of participant information, and allow for a lower fee to be charged for SHR reports than for standard SPR reports as follows:

- (i) \$55.00 per CUSIP for the first 500 CUSIPS, and
- (ii) \$6.00 per CUSIP for requests of 501 or more CUSIPS

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization.

(a) DTC has not received, and does not require, Board approval for the present filing.

¹ For information on DTC’s current rules relating to SPRs, see Securities Exchange Act Release No. 34-52393 (September 8, 2005) 70 FR 54598 (September 15, 2005) [File No. SR-DTC-2005-12].

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

(a) The purpose of this rule filing is to propose the implementation of the SHR service as described above.

(b) 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 is designed to facilitate the distribution of security holder information to issuers and trustees in connection with their regulatory reporting obligations, and as such, promotes the protection of investors and the public interest.

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

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).

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

(b) The proposed rule change 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 this service, as it facilitates the provision of information currently available to users of the service.

(c) Not applicable.

(d) Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of 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-2006-17)

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change by THE DEPOSITORY COMPANY (“DTC”) to add a sub-service to its Security Position Report (“SPR”) service to be known as the Security Holder Report (“SHR”) service.

Comments requested within ____ days after the date of this publication.

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 in II.A. below, DTC is proposing to add a sub-service to its Security Position Report (“SPR”) service to be known as the Security Holder Report (“SHR”) service.

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. 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

SPRs are reports prepared by DTC that show, for each issuer whose securities are eligible for DTC's book entry services, the identity of each DTC participant having that issuer's securities credited to its participant account as of a selected date (a "credited participant") and the quantity of securities so credited (i.e., "security position"). Prior to the creation of DTC, issuers had direct access to SPR information from their transfer agents. Now, most securities are registered with the transfer agent in the name of DTC's nominee, Cede & Co., and issuers rely on DTC to provide them with SPR information. DTC also provides SPR information to trustees and authorized third party agents. These entities typically need SPR information provided by DTC in order to properly conduct proxy, record date, and voting-rights related functions.¹

Some authorized users of this service also perform regulatory reporting functions for which they require access to credited participant information but do not need the corresponding quantity of securities credited to each participant. Presently, such users would be required to order an SPR from DTC (which is currently \$120 per CUSIP). In order to mitigate user expenses, DTC is proposing to offer the SHR service as a subset of its SPR service, which will allow authorized users to obtain credited participant information without the inclusion of related security position information. SHRs will result in lower production costs to DTC, greater protection of participant information, and allow for a lower fee to be charged for SHR reports than for standard SPR reports as follows:

- (i) \$55.00 per CUSIP for the first 500 CUSIPS, and
- (ii) \$6.00 per CUSIP for requests of 501 or more CUSIPS

(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 is designed to facilitate the reporting obligations of issuers and trustees, and as such, promotes the protection of investors and the public interest.

¹ For information on DTC's current rules relating to SPRs, see Securities Exchange Act Release No. 34-52393 (September 8, 2005) 70 FR 54598 (September 15, 2005) [File No. SR-DTC-2005-12].

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

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the self-regulatory organization consents, the Commission will:

- (A) by order approve such proposed rule change, or
- (B) institute proceedings to determine whether the proposed change should be disapproved.

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 by sending an e-mail to rule-comment@sec.gov. Please include File No. SR-DTC-2006-17 on the subject line.
- Paper comments should be sent in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington D.C. 20549-1090.

All submissions should refer to File Number SR-DTC-2006-17. 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 DTC's principal office and on DTC's Web site at www.DTC.com. 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 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.

Nancy M. Morris