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July 30, 2008

Ms. Florence E. Harmon, Acting Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Self Regulatory Organizations; The Depository Trust Company; Proposed Rule
Change Amending FAST and DRS Limited Participant Requirements for Transfer
Agents; Release No. 34-55816; File No. SR-DTC-2006-16

Dear Ms. Morris:

On October 12, 2006, pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"),¹ and Rule 19b-4 thereunder, The Depository Trust Company ("DTC") filed with the Securities and Exchange Commission (the "SEC" or the "Commission") a proposed rule change on Form 19b-4 to update, standardize and restate the requirements for transfer agents participating in the Fast Automated Securities Transfer Program ("FAST") and the Direct Registration System ("DRS") of DTC. The proposed rule change was amended by Amendment No. 1 filed by DTC with the Commission on March 29, 2007, and Amendment No. 2 filed by DTC with the Commission on May 3, 2007 (the proposed rule change, as amended by Amendment Nos. 1 and 2, the "Original Proposed Rule"). On May 25, 2007, pursuant to Section 19(b)(1) of the Exchange Act, the Commission published notice of the Original Proposed Rule in the *Federal Register*.² The proposed rule change was further amended, to address concerns expressed by certain commenters, by Amendment No. 3 filed by DTC with the Commission on December 31, 2007 (the proposed rule change, as amended by Amendment No. 3, the "Revised Proposed Rule"). On February 20, 2008, pursuant to Section 19(b)(1) of the Exchange Act, the Commission published notice of the Revised Proposed Rule in the *Federal Register*.³ The proposed rule change was further amended, to address concerns expressed by certain commenters, by Amendment No. 4 filed by DTC with the Commission on May 31, 2008 (the proposed rule change, as amended by Amendment No. 4, the "Second Revised Proposed Rule"). On June 12, 2008, pursuant to

¹ 15 U.S.C. § 78s (b)(1), as amended.

² Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of Proposed Rule Change Amending FAST and DRS Limited Participant Requirements for Transfer Agents, 72 Fed. Reg. 30,648 (2007).

³ Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of Amended Proposed Rule Change Amending FAST and DRS Limited Participant Requirements for Transfer Agents, 73 Fed. Reg. 10,849 (2008).

Section 19(b)(1) of the Exchange Act, the Commission published notice of the Revised Proposed Rule in the Federal Register.⁴

In response to the Original Proposed Rule, twenty-six comment letters were submitted to the Commission:

- (a) three comment letters were in favor of the Original Proposed Rule; and
- (b) twenty-three comment letters were opposed to, or suggested revisions in, the Original Proposed Rule, including comment letters from (i) The Securities Transfer Association, (the "STA"), (ii) fifteen transfer agents that are members of the STA, (iii) the Securities Transfer Association of Canada (the "Canadian STA"), (iv) the American Bankers Association (the "ABA") and (v) five other organizations.

Our counsel, Thacher, Proffitt & Wood ("TPW"), submitted a letter (the "First TPW Letter") to the Commission on our behalf⁵ (i) responding to the letters of the opposing commenters and (ii) indicating how DTC would modify the Original Proposed Rule to address their concerns, which DTC subsequently did in the Revised Proposed Rule.

In response to the Revised Proposed Rule, nine comment letters were submitted to the Commission:

- (a) eight comment letters were opposed to the Revised Proposed Rule, including comment letters from (i) the STA, (ii) five transfer agents that are members of the STA, (iii) the Canadian STA and (iv) the ABA; and
- (b) One comment letter from an individual requested clarification as to the application of a particular requirement of the Revised Proposed Rule.

TPW submitted another letter (the "Second TPW Letter", and collectively with the First TPW Letter, the "TPW Letters") to the Commission on our behalf (i) responding to the letters of the commenters and (ii) indicating how DTC would modify the Revised Proposed Rule to address their concerns, which DTC subsequently did in the Second Revised Proposed Rule.⁶

In response to the Second Revised Proposed Rule, nine comment letters have been submitted to the Commission to date, all of which are opposed to the Second Revised Proposed Rule, including comment letters from (i) the STA,⁷ (ii) the STA's outside

⁴ Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of Amended Proposed Rule Change Amending FAST and DRS Limited Participant Requirements for Transfer Agents, 73 Fed. Reg. 34,966 (2008).

⁵ Charles Douglas Bethill, Partner, Thacher Proffitt & Wood LLP (December 28, 2007).

⁶ Charles Douglas Bethill, Partner, Thacher Proffitt & Wood LLP (April 10, 2008).

⁷ Charles V. Rossi, President, The Securities Transfer Association, Inc. (July 9, 2008). It is our understanding that Mr. Rossi is the Executive Vice President, US Client Services, of Computershare, which also submitted a letter in opposition to the Original Proposed Rule and the Revised Proposed Rule. See n. 9 below.

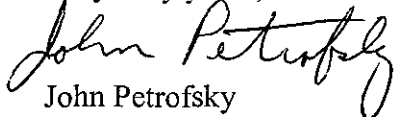
counsel,⁸ (iii) five transfer agents that are members of the STA,⁹ (iv) the Canadian STA¹⁰ and (v) Hancock Bank.¹¹

The comments set forth in the letter submitted by the STA in response to the Original Proposed Rule (the "First STA Letter") and the Revised Proposed Rule (the "Second STA Letter") are, for the most part, repeated in the letter submitted by the STA in response to the Second Revised Proposed Rule (the "Third STA Letter"). The comments set forth in the Third STA Letter are, for the most part, echoed in the other letters submitted in response to the Second Revised Proposed Rule.

Since the comments received in response to the Second Revised Proposed Rule, for the most part, reflect those submitted previously, by this letter we confirm that the TPW letters continue to reflect DTC's position in this regard.¹² However, DTC would like to note that the requirements of the Second Revised Proposed Rule reflect significant revisions made in response to the concerns expressed by many of the commenters since the Original Proposed Rule was filed in 2006. We believe that the proposed requirements, as amended, are fair and reasonable in light of the vital function of the FAST and DRS programs in the national system for clearance and settlement of securities, and if implemented, will strengthen the safety, soundness, reliability and resilience of that system, and that these requirements should therefore be approved by the Commission.

If you have any questions or would like to discuss these comments further, please contact the undersigned at 212-855-7634 or jpetrofsky@dtcc.com.

Very truly yours,



John Petrofsky
Associate Counsel

⁸ Edward L. Pittman, Thelen Reid Brown Raysman & Steiner LLP (July 15, 2008), stating that the letter is being submitted on behalf of the STA.

⁹ Martin (Jay) J. McHale, President, US Equity Services, Computershare (July 2, 2008); Loren Hanson, Assistant Secretary, Otter Tail Corporation (July 7, 2008); Kevin Kopaunik, Fidelity Transfer Company (July 10, 2008); Barbara J. Trivedi, Shareholder Services Manager, Crescent Banking Company, Crescent Bank and Trust Company, Transfer Agent (July 10, 2008); Stephen G. Nelson, President and Chairman of the Board, Continental Stock Transfer & Trust Company (July 10, 2008).

¹⁰ William Speirs, President, Securities Transfer Association of Canada (July 11, 2008).

¹¹ Dorothy Miller, Vice President & Trust Officer, Hancock Bank (July 10, 2008).

¹² See n. 5 and 6 above.