

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-49924; File No. SR-DTC-2004-05)

June 28, 2004

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of
Proposed Rule Change Relating to the Look-Ahead Process

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹, notice is hereby given that on, May 7, 2004, The Depository Trust Company (“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 primarily by DTC. The Commission is publishing this notice to solicit comments on the proposed rule change from interested parties.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change would allow DTC to expand the application of its Look-Ahead process to all equity transactions and to all valued pledge and valued release transactions.²

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

¹ 15 U.S.C. 78s(b)(1).

² Look-Ahead processing is currently available for municipal and corporate bonds transactions pursuant to Securities Exchange Act Release No. 48007 (June 10, 2003), 68 FR 35744 (June 16, 2003) [File No. DTC-2003-07](order allowing DTC to establish Look-Ahead processing).

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.

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

Currently, DTC's Look-Ahead process reduces transaction blockage for debt securities. To do so, the Look-Ahead processing system identifies a receive transaction pending due to a net debit cap insufficiency and determines if there is an offsetting delivery transaction pending because of a quantity deficiency in the same security that would permit both transactions to be completed in compliance with DTC's risk management system controls. The system calculates the net effect of offsetting transactions in the accounts of the three participants involved. If the net effect of the transaction is in positive risk management controls in all three accounts, the transactions will be completed. As a result of this reduced blockage, participants have experienced improved timeliness of transactions completing in the system, increased trade certainty, and improved straight-through processing.

To extend the benefits of the Look-Ahead process, DTC proposes to expand the Look-Ahead process to include all equity transactions and to include all valued pledge and valued release transactions in addition to deliveries. DTC intends to implement the proposed enhancements in the third quarter of 2004.

The proposed rule change is consistent with the requirements of Section 17A(b)(3)(A) of the Act³ and the rules and regulations thereunder because it will promote

³ 15 U.S.C. 78q(b)(3)(A).

the prompt and accurate settlement of securities transactions and will be implemented in a manner that is consistent with DTC's risk management controls.

(B) Self-Regulatory Organization's Statement on Burden on Competition

DTC does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the Act.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

DTC has discussed this rule change proposal in its current form with various participants and industry groups. DTC advised participants of the proposed enhancements in Important Notice #5749 (January 22, 2004).

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

Within thirty-five 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 ninety 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 DTC consents, the Commission will:

(A) by order approve such proposed rule change or

(B) institute proceedings to determine whether the proposed rule 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:

- Use the Commission's internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-DTC-2004-05 on the subject line.

Paper comments:

- Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609.

All submissions should refer to File Number SR-DTC-2004-05. 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, 450 Fifth Street, NW, 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 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-2004-05 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission by the Division of Market Regulation, pursuant to delegated authority.⁴

Margaret H. McFarland
Deputy Secretary

⁴ 17 CFR 200.30-3(a)(12).