

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-57193; File No. SR-DTC-2007-17)

January 24, 2008

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Revise Fee Schedule

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ notice is hereby given that on December 31, 2007, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change 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 purpose of the proposed rule change is to revise DTC’s fee schedule.

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.²

¹ 15 U.S.C. 78s(b)(1).

² The Commission has modified the text of the summaries prepared by DTC.

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

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

These changes include:³

- (1) Decreases to Settlement Services fees to realign fees with costs incurred in providing the services.
- (2) Increases in Securities Processing, Custody, and Asset Servicing fees to realign fees with costs scaled to reflect processing complexity.
- (3) Elimination of certain Participant Output Services fees.

In addition, DTC is implementing certain disincentive fees to discourage activities which increase industry inefficiencies. These disincentive fees include:

- (1) A disincentive fee related to underwritings of non-conforming structured securities (i.e., issues with structural elements that prevent agents from making timely announcements on income distributions) as compensation for the additional costs to DTC in processing them. The effective date for this fee will be announced by DTC via Important Notice upon the Commission's approval of proposed rule change SR-DTC-2007-11.⁴
- (2) A disincentive fee for underwriters that submit incomplete information.
- (3) Additional disincentive fees related to rejects and exceptions for Custody and Deposits.

³ The specific changes to DTC's fee schedule are attached as an exhibit to the filing.

⁴ Notice of filing was published for comment on November 26, 2007. Securities Exchange Act Release No. 56795 (November 15, 2007), 72 FR 66009.

DTC is introducing associated fees for new capabilities in Tax Services and Securities Processing. DTC is also introducing new Underwriting fees for the New Issue Information Dissemination Service (NIIDS). The effective date for the new Underwriting fees will be announced by DTC through an Important Notice upon the Commission's approval proposed rule change SR-DTC-2007-10.⁵

These proposed fee revisions are consistent with DTC's overall pricing philosophy to align service fees with underlying costs, to discourage manual and exception processing, and to encourage immobilization and dematerialization of securities. Except as noted, the effective date for these fee adjustments was January 2, 2008.

DTC believes that the proposed rule change is consistent with the requirements of Section 17A(b)(3)(D) of the Act⁶ and the rules and regulations thereunder applicable to DTC because it provides for the equitable allocation of reasonable dues, fees, and other charges among DTC's participants.

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

DTC does not believe that the proposed rule change will have any impact on 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

No written comments relating to the proposed rule change have been solicited or received. DTC will notify the Commission of any written comments received by DTC.

⁵ Notice of filing was published for comment on October 3, 2007. Securities Exchange Act Release No. 56552 (September 27, 2007), 72 FR 56407.

⁶ 15 U.S.C. 78q-1.

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)(ii) of the Act⁷ and Rule 19b-4(f)(2)⁸ thereunder because the proposed rule change establishes or changes a due, fee, or other charge applicable only to a participant. 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.

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-2007-17 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.

⁷ 15 U.S.C. 78s(b)(3)(A)(ii).

⁸ 17 CFR 240.19b-4(f)(2).

All submissions should refer to File Number SR-DTC-2007-17. 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 Section, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. 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 <https://login.dtcc.com/dtcorg/>. 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-2007-17 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.⁹

Florence E. Harmon
Deputy Secretary

⁹ 17 CFR 200.30-3(a)(12).