

For the Commission by the Division of Market Regulation, pursuant to delegated authority.⁶

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-47711; File No. SR-DTC-2002-11]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to the Revision of DTC Rules 2, 5, and 26

April 21, 2003.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),¹ notice is hereby given that on August 9, 2002, 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 revises and modernizes existing rules 2 (section 7), 5, and 26 of DTC. The changes relate to participant and pledgee compliance with applicable laws, reflect guidelines of the Office of Foreign Assets Control of the U.S. Department of the Treasury ("OFAC") and USA Patriot Act ("Patriot Act"), and allow DTC to rely on signatures transmitted by electronic or other similar means.

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

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

The purpose of this filing is to require participant and pledgee compliance with applicable laws, add rule provisions reflecting guidelines of OFAC and the Patriot Act, and allow DTC to rely on signatures transmitted by electronic or other similar means. These changes will enhance DTC's compliance initiatives and ease administrative burdens currently experienced by DTC and its participants.

i. Compliance Initiatives

The proposed revisions require compliance by participants and pledgees with applicable laws. Among other things, this relates to applicable laws concerning money laundering, securities, and taxation. In addition, participants will be prohibited from seeking to make eligible at DTC those issues that have been banned by OFAC. The adoption of the proposed rules will reinforce DTC's compliance efforts in these areas.

ii. Signatures

In the interest of modernizing its rules and easing administrative burdens, DTC is proposing to amend its rules to allow it to rely on "electronic" and other modern forms of signatures in lieu of original signatures.

The proposed rule change is consistent with the requirements of section 17A of the Act and the rules and regulations thereunder because it will both increase administrative efficiency and enhance compliance with applicable laws thereby reducing risks and associated costs to DTC and its participants.

(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 that is not necessary or appropriate in furtherance of the purposes of the Act, in the public interest, and for the protection of investors.

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

Written comments from DTC participants have not been solicited nor received on the proposed rule change.

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

The foregoing rule change has become effective pursuant to section 19(b)(3)(A)(iii) of the Act³ and rule 19b-4(f)(4)⁴ promulgated thereunder because the proposal 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 60 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. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609. Comments may also be submitted electronically at the following e-mail address: rule-comments@sec.gov. All comment letters should refer to File No. SR-DTC-2002-11. This file number should be included on the subject line if e-mail is used. To help us process and review comments more efficiently, comments should be sent in hardcopy or by e-mail but not by both methods. 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. All submissions should

⁶ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

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

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(4).