

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"/> Extension of Time Period for Commission Action <input type="checkbox"/> Date Expires <input type="text"/> | | | Rule <input type="checkbox"/> 19b-4(f)(1) <input checked="" type="checkbox"/> 19b-4(f)(4) <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) | | |

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|---|---|
| Exhibit 2 Sent As Paper Document <input type="checkbox"/> | Exhibit 3 Sent As Paper Document <input type="checkbox"/> |
|---|---|

Description
Provide a brief description of the proposed rule change (limit 250 characters).

The purpose of the rule change is to modify The Depository Trust Company's (DTC) Delivery Order (DO) input cutoff windows. This enhancement will extend the timeframe in which Participants can send their DOs to DTC for processing in the Night Cycle.

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 officer.

Date
 By
 (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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change.

(a) The purpose of the rule change is to modify The Depository Trust Company's ("DTC") Delivery Order ("DO") input cutoff windows. This enhancement will extend the timeframe in which Participants can send their DOs to DTC for processing in the Night Cycle. The text of the proposed changes to the Procedures are attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization.

(a) DTC does not require approval from the Board of Directors for the present filing.

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

(a) DTC is proposing to modify its system to provide its Participants with the option of submitting DOs during the Night Cycle, extending their input time from 8 PM until 11 PM.

Currently, DTC's system does not allow Participants to submit DOs after the Night Cycle cutoff at 8 PM. Today, after the 8 PM cutoff, the next input timeframe for Participants to submit DOs is the Day Cycle, which begins at 3 AM the next business day. The expanded DO input timeframe is optional and does not impact the existing DO input functions and cutoffs. Permitting Participants to submit DOs during the Night Cycle after the existing 8 PM cutoff, provides Participants with the added flexibility to respond on a more timely basis to delivery receives they may have gotten earlier in the Night Cycle; and, at a reduced cost. DO Transactions processed during the Night Cycle will be billed at DTC's current Night DO fee of (\$0.12). To take advantage of the expanded input window, Participants will be required to use a new format. The new format options are outlined in detail in the attached Exhibit 5.

(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 applicable to DTC as it allows for more efficient processing of certain transactions. Therefore, it will not adversely affect the safeguarding of funds or securities in DTC's custody and control, or for which it is responsible.

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, Members, 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) This filing is made pursuant to paragraph (A) of Section 19(b)(3) of the Act and subparagraph (f) of Securities Exchange Act Rule 19b-4.
- (b) The proposed rule change effects a change to a procedure of DTC that (A) does not adversely affect the safeguarding of securities or funds in the custody or control of DTC or for which it is responsible and (B) does not significantly affect the respective rights or obligations of DTC or persons using the service.
- (c) Not applicable.
- (d) Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission.

Not applicable.

9. Exhibits

- Exhibit 1 - Notice of proposed rule change for publication in the Federal Register.
- Exhibit 5 – Text of proposed changes to the Procedures.

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-DTC-2008-01)

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change by The Depository Trust Company (“DTC”) to modify its Procedures with respect to Delivery Order (“DO”) input cutoff windows. This enhancement will extend the timeframe in which Participants can send their DOs to DTC for processing in the Night Cycle.

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

The text of the proposed changes to the rules of the Divisions is attached hereto as Exhibit 5.

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 such statements.

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

(i) DTC is proposing to modify its system to provide its Participants with the option of submitting DOs during the Night Cycle, extending their input time from 8 PM until 11 PM.

Currently, DTC's system does not allow Participants to submit DOs after the Night Cycle cutoff at 8 PM. Today, after the 8 PM cutoff, the next input timeframe for Participants to submit DOs is the Day Cycle, which begins at 3 AM the next business day. The expanded DO input timeframe is optional and does not impact the existing DO input functions and cutoffs. Permitting Participants to submit DOs during the Night Cycle after the existing 8 PM cutoff, provides Participants with the added flexibility to respond on a more timely basis to delivery receives they may have gotten earlier in the Night Cycle; and, at a reduced cost. DO Transactions processed during the Night Cycle will be billed at DTC's current Night DO fee of (\$0.12). To take advantage of the expanded input window, Participants will be required to use a new format. The new format options are outlined in detail in the attached Exhibit 5.

(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 applicable to DTC as it allows for more efficient processing of certain transactions. Therefore, it will not adversely affect the safeguarding of funds or securities in DTC's custody and control, or for which it is responsible.

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

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) of the Act and paragraph (f) of Rule 19b-4 thereunder. 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. 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-2008-01 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-2008-01. 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.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 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

EXHIBIT 5

Underlined, boldface Text indicates additional language

The expanded deliver order input timeframes are optional and do not impact the existing Deliver Order input functions and cutoffs. Therefore, to take advantage of the expanded input window, **participants will be required to use a new format**. The new format options, transport methods (batch and MQ), function names and availability are summarized below:

| Format | Transport Method | Function Name | Availability |
|---------------|--------------------------------------|----------------------|--|
| Proprietary | Batch Input including NDM, FTP (CF2) | DOI5 | 3:00 p.m. Sunday to 3:00 p.m. Saturday (Exception: CF2 input is not available for 30 minutes between 1:15 a.m. and 1:45 a.m. Monday thru Friday) |
| Proprietary | Interactive Input MQ | DOI1 | 3:00 p.m. Sunday to 3:00 p.m. Saturday |
| ISO 15022 | Interactive Input MQ | SET7 | 3:00 p.m. Sunday to 3:00 p.m. Saturday |

Benefits of 15022 ISO Format

It is recommended that Participants interested in using the new extended DO input feature use the ISO 15022 format as it has several benefits over the proprietary formats:

- 1) DTC will accept ISO formatted transactions through a single MQ eliminating the need for participants to direct transaction input to different input queues.
- 2) The ISO 15022 messaging standard will be a building block for establishing real-time processing across all DTCC products.
- 3) Participants using ISO formats will be insulated from application changes DTC plans to make in the future. Specifically, DTC will be expanding the security quantity and settlement value fields (current plans call for a 2010 implementation). Participants who convert to ISO now will be unaffected by these changes. Those still on legacy proprietary input will be required to use the expanded formats.
- 4) New services will only be offered in the new format and the proprietary formats will eventually be eliminated.

Fees and Timing

- Deliver Orders with a Future Settlement Date are billed at the Night DO fee (\$0.12).
- Deliver Orders with a Current or Past Settlement Date submitted before their respective input cutoffs (Valued DOs – 3:20 p.m.; Free DOs – 6:15 p.m.) are billed at the Day DO fee (\$0.40).
- Deliver Orders with a Current or Past Settlement Date submitted *after* their respective input cutoffs, but *before* the night cycle NSCC Stock Borrow period begins (at approximately 11:00 p.m.) are billed at the Night DO fee (\$0.12).
- Deliver Orders with a Current or Past Settlement Date submitted *after* the night cycle NSCC Stock Borrow period begins (at approximately 11:00 p.m.) are billed at the Day DO fee (\$0.40).

Reclaims

Participants will be required to submit either the Relative Block Number (RBN#) and Original Date or the Inventory Management System (IMS) Transaction Identifier (IMS TID) on deliver orders sent via the new formats that are entered with a reclaim reason code in order to ensure that the reclamation is matched or linked to the appropriate original delivery. Deliver Orders sent with a reclaim reason code without the RBN# and Original Date or the IMS TID will be treated as originals and will not be matched or linked.

Out of Scope

Deliver Orders submitted through the Participant Terminal System (PTS) and the Participant Browser System (PBS) will not be available during the expanded input times. Fed DOs are currently permitted through PTS and PBS only and will not be accepted via the new formats. Deliveries of Money Market Instruments (MMI) CUSIPs **that have not been issued yet** (MMI Turnaround DOs) will be rejected if the input cutoff has passed. Deliveries to Central Securities Depositories (CSDs) will not be permitted through the new formats, but will be added at a later date as the need arises.

“Process on Settlement Date Only” indicator

The new formats contain a new “Process on Settlement Date Only” indicator that serves two purposes:

(1) It is used to determine if a participant’s drop profile should be applied, i.e., if the indicator is on (Y), the transaction is not reintroduced regardless of the participant’s drop profile; if the indicator is off (N), the transaction is reintroduced regardless of the participant’s drop profile; if the indicator is not supplied (Blank), the transaction is either reintroduced or not based on the participant’s drop profile.

(2) It is used to determine if a transaction should be rejected or accepted based on the input time and the settlement date on the transaction. This will allow participants to submit their DOs without concern for DTC’s cutoff times. For example, it is unlikely that participants will want certain transactions, stock loans, etc., to be accepted after the

current processing day's input cutoff. If the "Process on Settlement Date Only Indicator" is "N" or left blank and a participant submitted a stock loan DO at 3:25 p.m. just after the cutoff for valued input (3:20 p.m.), DTC would accept the DO and hold it in the Inventory Management System (IMS) until the start of the next business day (approximately 7:00 p.m.); however, if the participant submitted the same stock loan DO with the "Process on Settlement Date Only Indicator" set to "Y", DTC would reject it (assuming that the Settlement Date on the transaction is a past or current settlement date). Below are the rules for the "Process on this Settlement Date Only" indicator:

When transactions are submitted *after* input cutoff and *before* the start of the next processing day referred to as ATP SOD (approximately 7:00 p.m.):

- If the "Process on this Settlement Date Only" indicator is "Y" and the settlement date on the transaction is the current day or a past date, the transaction is rejected.
- If the "Process on this Settlement Date Only" indicator is "Y" and the settlement date on the transaction is a future settlement date, the transaction is accepted.
- If the "Process on this Settlement Date Only" indicator is "N" and the settlement date on the transaction is the current day or a past date, the transaction is accepted.
- If the "Process on this Settlement Date Only" indicator is "N" and the settlement date on the transaction is a future settlement date, the transaction is accepted.
- If the "Process on this Settlement Date Only" indicator is blank and the settlement date on the transaction is the current day or a past date, the transaction is accepted.
- If the "Process on this Settlement Date Only" indicator is blank and the settlement date on the transaction is a future settlement date, the transaction is accepted.

Note: All transactions that are submitted *after* the start of the processing day (approximately 7:00 p.m.) and *before* input cutoff are accepted regardless of the "Process on this Settlement Date Only" indicator and the settlement date on the transaction.

The attached table illustrates various submission times and the impact of the "Process on this Settlement Date only" Indicator, i.e., if the DO is accepted or rejected, if it is permanently dropped or reintroduced on the next business day and the billing rate.

Questions regarding this Important Notice may be directed to the Participant Interface Planning (PIP) Department at 1-888-360-3822 or the undersigned at 212-855-5906.

Julie Krill, Director, Product Management (jkrill@dtcc.com)

| Submission Time | Settlement Date | Process on this Settlement Date Only Indicator | DTC Accepts or Rejects | DTC Processing Action | Drop Action (Permanent or Reintroduced) | Billing Rate (Day or Night) |
|---|-----------------|--|------------------------|---|---|-----------------------------|
| After IMS Start of Day (SOD) (approx. 9:00 p.m.) During Day Prior to DO Input Cutoffs | Current | Y | Accepts DO | Processes DO Immediately | Permanent Drop | D |
| | Future | Y | Accepts DO | Warehouses until Future Settlement Date | Permanent Drop | N |
| | Past | Y | Accepts DO | Processes DO Immediately | Permanent Drop | D |
| | Current | N | Accepts DO | Processes DO Immediately | Reintroduces if Dropped | D |
| | Future | N | Accepts DO | Warehouses until Future Settlement Date | Reintroduces if Dropped | N |
| | Past | N | Accepts DO | Processes DO Immediately | Reintroduces if Dropped | D |
| | Current | (blank) | Accepts DO | Processes DO Immediately | Applies Drop Profile | D |
| | Future | (blank) | Accepts DO | Warehouses until Future Settlement Date | Applies Drop Profile | N |
| | Past | (blank) | Accepts DO | Processes DO Immediately | Applies Drop Profile | D |
| After DO Input Cutoff, Prior to ATP SOD (approx. 7:00 p.m.) | Current | Y | Rejects DO | n/a | n/a | n/a |
| | Future | Y | Accepts DO | Warehouses until Future Settlement Date | Permanent Drop | N |
| | Past | Y | Rejects DO | n/a | n/a | n/a |
| | Current | N | Accepts DO | Holds until ATP SOD (approx. 7:00 p.m.) | Reintroduces if Dropped | N |
| | Future | N | Accepts DO | Warehouses until Future Settlement Date | Reintroduces if Dropped | N |
| | Past | N | Accepts DO | Holds until ATP SOD (approx. 7:00 p.m.) | Reintroduces if Dropped | N |
| | Current | (blank) | Accepts DO | Holds until ATP SOD (approx. 7:00 p.m.) | Applies Drop Profile | N |
| | Future | (blank) | Accepts DO | Warehouses until Future Settlement Date | Applies Drop Profile | N |

| Submission Time | Settlement Date | Process on this Settlement Date Only Indicator | DTC Accepts or Rejects | DTC Processing Action | Drop Action (Permanent or Reintroduced) | Billing Rate (Day or Night) |
|--|-----------------|--|------------------------|---|---|-----------------------------|
| | Past | (blank) | Accepts DO | Holds until ATP SOD (approx. 7:00 p.m.) | Applies Drop Profile | N |
| After ATP SOD (approx. 7:00 p.m.) prior to IMS SOD (approx. 9:00 p.m.) | Current | Y | Accepts DO | Holds until IMS SOD (approx. 9:00 p.m.) | Permanent Drop | N |
| | Future | Y | Accepts DO | Warehouses until Future Settlement Date | Permanent Drop | N |
| | Past | Y | Accepts DO | Holds until IMS SOD (approx. 9:00 p.m.) | Permanent Drop | N |
| | Current | N | Accepts DO | Holds until IMS SOD (approx. 9:00 p.m.) | Reintroduces if Dropped | N |
| | Future | N | Accepts DO | Warehouses until Future Settlement Date | Reintroduces if Dropped | N |
| | Past | N | Accepts DO | Holds until IMS SOD (approx. 9:00 p.m.) | Reintroduces if Dropped | N |
| | Current | (blank) | Accepts DO | Holds until IMS SOD (approx. 9:00 p.m.) | Applies Drop Profile | N |
| | Future | (blank) | Accepts DO | Warehouses until Future Settlement Date | Applies Drop Profile | N |
| | Past | (blank) | Accepts DO | Holds until IMS SOD (approx. 9:00 p.m.) | Applies Drop Profile | N |
| After IMS SOD During Night Cycle | Current | Y | Accepts DO | Processes DO Immediately | Permanent Drop | D/N * |
| | Future | Y | Accepts DO | Warehouses until Future Settlement Date | Permanent Drop | N |
| | Past | Y | Accepts DO | Processes DO Immediately | Permanent Drop | D/N * |
| | Current | N | Accepts DO | Processes DO Immediately | Reintroduces if Dropped | D/N * |
| | Future | N | Accepts DO | Warehouses until Future Settlement Date | Reintroduces if Dropped | N |
| | Past | N | Accepts DO | Processes DO Immediately | Reintroduces if Dropped | D/N * |
| | Current | (blank) | Accepts DO | Processes DO Immediately | Applies Drop Profile | D/N * |
| | Future | (blank) | Accepts DO | Warehouses until Future Settlement Date | Applies Drop Profile | N |

| Submission Time | Settlement Date | Process on this Settlement Date Only Indicator | DTC Accepts or Rejects | DTC Processing Action | Drop Action (Permanent or Reintroduced) | Billing Rate (Day or Night) |
|-----------------|-----------------|--|------------------------|--------------------------|---|-----------------------------|
| | Past | (blank) | Accepts DO | Processes DO Immediately | Applies Drop Profile | D/N * |

*Billed as an N if processed before the Stock Loan period begins (approximately 11:00 p.m.). Billed as a D if processed after Stock Loan period has begun.