

OMB APPROVAL	
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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 Form 19b-4

File No. SR - -
 Amendment No.

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 checked="" type="checkbox"/>	Section 19(b)(3)(A) <input type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
Pilot <input type="checkbox"/>			Rule		
Extension of Time Period for Commission Action <input type="checkbox"/>		Date Expires <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input 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)	

Exhibit 2 Form As Paper Document Exhibit 3 Form As Paper Document

Description

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

Proposed rule change being filed by The Depository Trust Company to establish a new fee which relates to settlement procedures for the maturity of Money Market Instruments with unknown rates.

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.

Larry E. Thompson

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFF 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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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 Sent As Paper Document

Exhibit 3 - Form, Report, or Questionnaire

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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 Sent As Paper Document

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 1 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 the Proposed Rule Change.

(a) The proposed rule change being filed by The Depository Trust Company ("DTC") is to establish a new fee, which relates to DTC's settlement procedures for the maturity of Money Market Instruments ("MMI"s) with unknown rates ("unknown rate maturities"). The text of the proposed rule change is attached hereto as Exhibit 5.

(b) Not applicable

(c) Not applicable

2. Procedures of the Self-Regulatory Organization.

(a) DTC's Board of Directors has not taken, and is not required to take, action on the proposed rule change.

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

(a) MMI maturity processing is initiated automatically each morning by DTC, which electronically sweeps all maturing positions of MMI CUSIPs from investors' custodian accounts and generates the appropriate maturity payments. The MMI is then delivered to the account of the appropriate Issuing/Paying agent ("IPA"). DTC debits the IPA's account in the amount of the maturity proceeds for settlement that day and credits the same amount of the maturity proceeds to the investor's custodian account for payment that day to the investor.

In order for DTC to process settlement for unknown rate maturities, currently, the IPA is required to send notice to DTC by 6:00 p.m. (ET) on the day the amount of variable income or principal becomes known to the IPA but in no event later than 3:00 p.m. (ET) on the day prior to maturity or periodic payment date. DTC may accept an IPA's notice after the applicable 6:00 p.m. (ET) or 3:00 p.m. (ET) deadline (up until 2:30 p.m. (ET) on the date of maturity). If no maturity rate is provided, then the maturity will roll-over to the next processing day until a rate is provided. The process to monitor the resolution of payments on unknown rate maturities has proved to be time consuming because it involves, among other things, DTC operations verifying on the DTC participant terminal system ("PTS") the IPA of the unknown rate maturity, calling the IPA on a daily basis, at a minimum, to find out the status of the MMI and coordinating with different areas within DTC to get the issue resolved as quickly as possible.

Accordingly, DTC is proposing to implement a fee to encourage timely receipt of the appropriate maturity rates. DTC will also report any pattern of such late notices to the Securities and Exchange Commission. Under the proposed rule change, if the maturity rate is not populated in DTC's system by 2:30 P.M. (ET) on the date of maturity, DTC will charge a fee of \$5,000 on the maturity date and for each subsequent

MMI business day, or part thereof, until the rate is submitted. DTC submits that this is an appropriate fee to assess in order to compensate for the expenses associated with exception processing and expects that the fee will serve as a deterrent to the practice of late submission. DTC has met with various industry organizations, all of whom support the implementation of this fee.

(b) The proposed rule change is consistent with the requirements of the Securities Exchange Act of 1934, as amended (the "Act") and the rule and regulations thereunder, applicable to DTC in that the proposed rule change will promote the prompt and accurate settlement of securities transactions and will be implemented in a manner that is consistent with DTC's risk management controls.

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, Participants, or Others.

The subject proposal was developed in consultation with various industry organizations. 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) or Section 19(b)(7)(D).

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.

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

The proposed rule change is not based on the rules of another self-regulatory organization or the Commission.

9. Exhibits

Exhibit 1 - Notice of proposed rule change for publication in the Federal Register.

Exhibit 2 - n/a

Exhibit 3 - n/a

Exhibit 4 - n/a

Exhibit 5 – Text of the Proposed Rule Change.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-_____ ; File No. SR-DTC-2008-03)

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change by The Depository Trust Company ("DTC") to establish a new fee, which relates to DTC's settlement procedures for the maturity of Money Market Instruments ("MMI's) with unknown rates ("unknown rate maturities").

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 rule change 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) MMI maturity processing is initiated automatically each morning by DTC, which electronically sweeps all maturing positions of MMI CUSIPs from investors' custodian accounts and generates the appropriate maturity payments. The MMI is then delivered to the account of the appropriate Issuing/Paying agent ("IPA"). DTC debits the IPA's account in the amount of the maturity proceeds for settlement that day and credits

the same amount of the maturity proceeds to the investor's custodian account for payment that day to the investor.

In order for DTC to process settlement for unknown rate maturities, currently, the IPA is required to send notice to DTC by 6:00 p.m. (ET) on the day the amount of variable income or principal becomes known to the IPA but in no event later than 3:00 p.m. (ET) on the day prior to maturity or periodic payment date. DTC may accept an IPA's notice after the applicable 6:00 p.m. (ET) or 3:00 p.m. (ET) deadline (up until 2:30 p.m. (ET) on the date of maturity). If no maturity rate is provided, then the maturity will roll-over to the next processing day until a rate is provided. The process to monitor the resolution of payments on unknown rate maturities has proved to be time consuming because it involves, among other things, DTC operations verifying on the DTC participant terminal system ("PTS") the IPA of the unknown rate maturity, calling the IPA on a daily basis, at a minimum, to find out the status of the MMI and coordinating with different areas within DTC to get the issue resolved as quickly as possible.

Accordingly, DTC is proposing to implement a fee to encourage timely receipt of the appropriate maturity rates. DTC will also report any pattern of such late notices to the Securities and Exchange Commission. Under the proposed rule change, if the maturity rate is not populated in DTC's system by 2:30 P.M. (ET) on the date of maturity, DTC will charge a fee of \$5,000 on the maturity date and for each subsequent MMI business day, or part thereof, until the rate is submitted. DTC submits that this is an appropriate fee to assess in order to compensate for the expenses associated with exception processing and expects that the fee will serve as a deterrent to the practice of late submission. DTC has met with various industry organizations, all of whom support the implementation of this fee.

(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 in that the proposed rule change will promote 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 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

Within 35 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 90 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 the self-regulatory organization consents, the Commission will:

(A) by order approve such proposed rule change, or

(B) institute proceedings to determine whether the proposed 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 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-2008-03 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-2008-03. 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

~~Struck through, boldface text~~ indicates deleted language

DTC Fee Schedule

Settlement Services

Money Market Instruments (MMI) by Book Entry Only.

<u>Fee Name</u>	<u>Amount (\$)</u>	<u>Conditions</u>
<u>MMI late submission fee for unknown rate maturities.</u>	<u>\$5,000</u>	<u>per MMI business day, or part thereof, after 2:30 PM (ET) on date of settlement</u>

MMI IPA Procedure

25.00 Paying Agent Money Market (PAMM)

25.01 Overview

The Paying Agent Money Market function (PAMM) allows the Paying Agent to input or change the rate of income to be paid and the amount to be paid (per \$1,000 face value or per share) for variable rate and periodic principal paying and foreign currency denominated MMIs. The Paying Agent can also input or change the targeted or actual payment dates up to 20 calendar days prior to the payment date for all MMIs.

The Paying Agent must enter the amount by 6:00 p.m. Eastern time on the day that it becomes known to the Paying Agent, but no later than ~~3:00~~ 2:30 p.m. Eastern time on ~~the day before~~ the maturity date or periodic payment date.
