Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010

Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934

Exhibit 2 Sent As Paper Document
Exhibit 3 Sent As Paper Document

Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

Advance Notice in connection with the Renewal of DTC’s Existing Line of Credit.

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 action.

First Name * Susana  Last Name * Gonzalez
Title * Director, Senior Associate Counsel
E-mail * sgonzalez@dtcc.com
Telephone * (813) 870-2886  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.

Date 04/20/2015  Managing Director & Deputy General Counsel
By Lois J. Radisch

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.

Persona Not Validated - 1420663454010,
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 Advance Notice**
   (a) This advance notice is filed by The Depository Trust Company (“DTC”) in connection with the renewal by DTC of its 364-day syndicated revolving credit facility (“Renewal”). The Renewal is described in additional detail in Item 10 below.
   (b) Not applicable.
   (c) Not applicable.

2. **Procedures of the Self-Regulatory Organization**
   The Renewal and the filing of this Advance Notice were approved by the Board of Directors of DTC at a meeting duly called and held on April 16, 2015.

3. **Self-Regulatory Organization’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change**
   Not applicable.

4. **Self-Regulatory Organization’s Statement on Burden on Competition**
   Not applicable.

5. **Self-Regulatory Organization’s Statement on Comments on the Advance Notice Received from Members, Participants, or Others**
   Written comments on the advance notice 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**
   Not applicable.

7. **Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)**
   Not applicable.

8. **Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission**
   Not applicable.

9. **Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act**
   Not applicable.

10. **Advance Notice Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act**
    
    **Description of the Change**
    As part of its liquidity risk management regime, DTC maintains a $1.9 billion 364-day committed revolving line of credit with a syndicate of commercial lenders which is renewed every year. The terms and conditions of the current Renewal will be specified in the Fourteenth Amended and Restated Revolving Credit Agreement, to be dated as of May 12,
2015 ("Renewal Agreement"), among The Depository Trust Company, National Securities Clearing Corporation ("NSCC"),\(^1\) the lenders party thereto, the primary administrative agent and the other parties thereto, and are substantially the same as the terms and conditions of the existing credit agreement, dated as of May 13, 2014, among the same parties, as heretofore amended ("Existing Agreement"),\(^2\) except that pricing and the amount of the aggregate commitment will change. The substantive terms of the Renewal are set forth in the Summary of Indicative Principal Terms and Conditions, dated March 23, 2015, which is not a public document. The aggregate commitments being sought under the Renewal will be for an amount of approximately $15 billion for NSCC and DTC together, with a $1.9 billion aggregate commitment to DTC, as provided in the Existing Agreement.

This agreement and its substantially similar predecessor agreements have been in place since the introduction of same day funds settlement at DTC. DTC requires same-day liquidity resources to cover the failure-to-settle of the Participant or affiliated family of Participants with the largest net settlement obligation. If a Participant fails to satisfy its end-of-day net settlement obligation, DTC may borrow under the line to enable it, if necessary, to fund settlement among non-defaulting Participants. Any borrowing would be secured principally by securities that were intended to be delivered to the defaulting Participant upon payment of its net settlement obligation and securities previously designated by the defaulting Participant as collateral. The liquidity facility is built into DTC’s primary risk management controls, the net debit cap and collateral monitor, which together require that the end-of-day funds settlement obligation of a Participant cannot exceed DTC’s liquidity resources and is fully collateralized.

**Anticipated Effect on and Management of Risk**

As noted, the committed revolving line of credit is a cornerstone of DTC risk management and this Renewal is critical to the DTC risk management infrastructure. The Renewal does not otherwise affect or alter the management of risk at DTC. The Renewal is consistent with Section 805(b) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010\(^3\) and with Commission Rule 17Ad-22(d)(11)\(^4\) (regarding default procedures) because it mitigates liquidity risk.

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1. The Renewal Agreement will provide for both DTC and NSCC as borrowers, with an aggregate commitment of $1.9 billion for DTC and the amount of any excess aggregate commitment for NSCC. The borrowers are not jointly and severally liable and each lender has a ratable commitment to each borrower. DTC and NSCC have separate collateral to secure their separate borrowings.


**Accelerated Commission Action Requested**

Pursuant to Section 806(e)(1)(I) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, DTC requests that the Commission notify DTC that it has no objection to the Renewal no later than May 7, 2015, which is five days prior to the May 12, 2015 effective date of the Renewal. DTC requests Commission action five days in advance of the effective date in order that there is no period of time that DTC operates without this essential liquidity resource, given its centrality to protecting DTC settlement and risk management.

11. **Exhibits**

   Exhibit 1 – Not applicable.
   
   Exhibit 1A – Notice of advance notice for publication in the Federal Register.
   
   Exhibit 2 – Not applicable.
   
   Exhibit 3 – Summary of Indicative Principal Terms and Conditions, dated March 23, 2015, for the Fourteenth Amended and Restated Revolving Credit Agreement, to be dated as of May 12, 2015, among The Depository Trust Company, National Securities Clearing Corporation, the lenders party thereto, the primary administrative agent, the backup administrative agent, the primary collateral agent and the backup collateral agent. **Omitted and filed separately with the Commission. Confidential treatment of this Exhibit 3 pursuant to 17 CFR 240.24b-2 being requested.**
   
   Exhibit 4 – Not applicable.
   
   Exhibit 5 – Not applicable.

Therefore, DTC is required to comply with Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

4 17 CFR 240.17Ad-22(d)(11).
SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-____________ ; File No. SR-DTC-2015-801

[DATE]
Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing of Advance Notice relating to the Renewal of Existing Line of Credit

Pursuant to Section 806(e)(1) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act entitled the Payment, Clearing, and Settlement Supervision Act of 20101 (“Clearing Supervision Act”) and Rule 19b-4(n)(1)(i)2 under the Securities Exchange Act of 1934, notice is hereby given that on April __, 2015, The Depository Trust Company (“DTC”) filed with the Securities and Exchange Commission (“Commission”) the advance notice SR-DTC-2015-801 (“Advance Notice”) as described in Items I and II below, which Items have been prepared primarily by DTC. The Commission is publishing this notice to solicit comments on the Advance Notice from interested persons.

I. **Clearing Agency’s Statement of the Terms of Substance of the Advance Notice**

The Advance Notice is being filed by DTC in connection with the renewal of DTC’s 364-day syndicated revolving credit facility (“Renewal”), as more fully described below.

II. **Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Advance Notice**

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In its filing with the Commission, DTC included statements concerning the purpose of and basis for the Advance Notice and discussed any comments it received on the Advance Notice. 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) and (B) below, of the most significant aspects of such statements.

(A) **Clearing Agency’s Statement on Comments on the Advance Notice Received from Members, Participants, or Others**

Written comments on the Advance Notice have not yet been solicited or received. DTC will notify the Commission of any written comments received by DTC.

(B) **Advance Notice Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act**

**Description of the Change**

As part of its liquidity risk management regime, DTC maintains a $1.9 billion 364-day committed revolving line of credit with a syndicate of commercial lenders which is renewed every year. The terms and conditions of the current Renewal will be specified in the Fourteenth Amended and Restated Revolving Credit Agreement, to be dated as of May 12, 2015 (“Renewal Agreement”), among The Depository Trust Company, National Securities Clearing Corporation (“NSCC”), the lenders party thereto, the primary administrative agent and the other parties thereto, and are substantially the same as the terms and conditions of the existing credit agreement, dated as of May 13, 2014, among

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3 The Renewal Agreement will provide for both DTC and NSCC as borrowers, with an aggregate commitment of $1.9 billion for DTC and the amount of any excess aggregate commitment for NSCC. The borrowers are not jointly and severally liable and each lender has a ratable commitment to each borrower. DTC and NSCC have separate collateral to secure their separate borrowings.
the same parties, as heretofore amended (“Existing Agreement”),\(^4\) except that pricing and
the amount of the aggregate commitment will change. The substantive terms of the
Renewal are set forth in the Summary of Indicative Principal Terms and Conditions,
dated March 23, 2015, which is not a public document. The aggregate commitments
being sought under the Renewal will be for an amount of approximately $15 billion for
NSCC and DTC together, with a $1.9 billion aggregate commitment to DTC, as provided
in the Existing Agreement.

This agreement and its substantially similar predecessor agreements have been in
place since the introduction of same day funds settlement at DTC. DTC requires same-
day liquidity resources to cover the failure-to-settle of the Participant or affiliated family
of Participants with the largest net settlement obligation. If a Participant fails to satisfy
its end-of-day net settlement obligation, DTC may borrow under the line to enable it, if
necessary, to fund settlement among non-defaulting Participants. Any borrowing would
be secured principally by securities that were intended to be delivered to the defaulting
Participant upon payment of its net settlement obligation and securities previously
designated by the defaulting Participant as collateral. The liquidity facility is built into
DTC’s primary risk management controls, the net debit cap and collateral monitor,
which together require that the end-of-day net funds settlement obligation of a
Participant cannot exceed DTC’s liquidity resources and is fully collateralized.

\(^4\) Last year, the Securities and Exchange Commission (“Commission”) published
Notice of Filing and No Objection to DTC’s advance notice filing with respect to
DTC’s renewal beginning on May 13, 2014. See, Securities Exchange Act
Anticipated Effect on and Management of Risk

As noted, the committed revolving line of credit is a cornerstone of DTC risk management and this Renewal is critical to the DTC risk management infrastructure. The Renewal does not otherwise affect or alter the management of risk at DTC. The Renewal is consistent with Section 805(b) of Title VIII of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and with Commission Rule 17Ad-22(d)(11) (regarding default procedures) because it mitigates liquidity risk.

III. Date of Effectiveness of the Advance Notice, and Timing for Commission Action

The proposed change may be implemented if the Commission does not object to the proposed change within 60 days of the later of (i) the date that the proposed change was filed with the Commission or (ii) the date that any additional information requested by the Commission is received. DTC shall not implement the proposed change if the Commission has any objection to the proposed change.

The Commission may extend the period for review by an additional 60 days if the proposed change raises novel or complex issues, subject to the Commission providing DTC with prompt written notice of the extension. A proposed change may be implemented in less than 60 days from the date the Advance Notice is filed, or the date further information requested by the Commission is received, if the Commission notifies

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6 17 CFR 240.17Ad-22(d)(11).
DTC in writing that it does not object to the proposed change and authorizes DTC to implement the proposed change on an earlier date, subject to any conditions imposed by the Commission.

DTC shall post notice on its website of proposed changes that are implemented.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views and arguments concerning the foregoing, including whether the Advance Notice is consistent with the Clearing Supervision 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-2015-801 on the subject line.

Paper Comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-DTC-2015-801. 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 website (http://www.sec.gov/rules/sro.shtml). Copies of the submission, all subsequent
amendments, all written statements with respect to the Advance Notice that are filed with
the Commission, and all written communications relating to the Advance Notice 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 website viewing
and printing in the Commission’s Public Reference Room, 100 F Street, NE,
Washington, DC 20549 on official business days between the hours of 10:00 a.m and
3:00 p.m. Copies of the filing also will be available for inspection and copying at the
principal office of DTC and on DTC’s website at (http://www.dtcc.com/legal/sec-rule-
filings.aspx). 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-2015-801 and should be submitted on or before [insert date 21
days from publication in the Federal Register].

By the Commission.

Secretary
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