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

File No. * SR 2021 - * 015

Amendment No. (req. for Amendments *)

Filing 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"/>
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Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>
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Rule

<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 checked="" type="checkbox"/> 19b-4(f)(6)

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) * <input type="checkbox"/>	Section 806(e)(2) * <input type="checkbox"/>
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Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) * <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

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

Amend DTC's Procedures and Make Clarifying Changes to the DTC Rules

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 * [Redacted] Last Name * [Redacted]

Title * [Redacted]

E-mail * RuleFilingAdmin@dtcc.com

Telephone * [Redacted] Fax [Redacted]

Signature

Pursuant to the requirements of the Securities Exchange of 1934, The Depository Trust Company has duty caused this filing to be signed on its behalf by the undersigned thereunto duty authorized.

Date 10/18/2021

(Title *)

By [Redacted]

(Name *)

[Redacted Signature Block]

[Redacted Signature Block]

NOTE: Clicking the signature block at right will initiate digitally signing the form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

Required fields are shown with yellow backgrounds and astericks.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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DTC Narrative Clean-up Changes.doc

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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DTC Exhibit 1A Clean-up Changes.doc

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 1A - Notice of Proposed Rule Change, Security-Based Swap Submission, or Advanced Notice by Clearing Agencies *

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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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DTC Exhibit 5 Clean-up Changes.doc

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 Proposed Rule Change

(a) The proposed rule filing of The Depository Trust Company (“DTC”) is attached hereto as Exhibit 5.¹

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Deputy General Counsel of DTC on September 20, 2021, pursuant to delegated authority from DTC’s Board of Directors.

3. Clearing Agency’s Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) Purpose

The purpose of the proposed rule change is to (i) amend and clarify certain notice provisions relating to proposed rule changes and changes to DTC’s Procedures, (ii) eliminate obsolete Rules, and (iii) make technical and clarifying changes to the Rules, as discussed more fully below.

(i) Amend and Clarify Certain Notice Provisions

Pursuant to the proposed rule change, DTC would amend and clarify certain notice provisions relating to proposed rule changes and changes to DTC’s Procedures. Specifically, in Rule 19 (Notice of Proposed Rule Changes), DTC is proposing to replace “immediately” with “promptly” in order to provide that DTC will promptly—but might not immediately—notify Participants, Pledgees, and registered clearing agencies of any proposed rule changes. DTC is also proposing to delete the requirement in Rule 27 (Procedures) that DTC provide Participants and Pledgees with ten Business Days’ notice of any amendment to the Procedures. DTC believes that the foregoing requirements are not necessary or practical because, as explained below, Participants and Pledgees (and registered clearing agencies, as applicable) are already provided adequate notice of any changes or proposed changes to DTC’s Rules or Procedures through the rule change process.

As a clearing agency registered with the Securities and Exchange Commission (“Commission”), DTC’s Rules and Procedures are adopted and enforced pursuant to a clear framework under the Securities Exchange Act of 1934 (the “Act”). Under the rule change process, generally, before a proposed rule change may take effect, (i) the change and an

¹ Each term not otherwise defined herein has its respective meaning as set forth in the Rules, By-Laws and Organization Certificate of DTC (the “Rules”), which includes, but is not limited to, the By-Laws of The Depository Trust Company (“By-Laws”), available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

explanatory statement must be filed with the Commission and posted by DTC on its website, (ii) notice of the filing and the substantive terms or description of the change must be published by the Commission in the *Federal Register* for public review and comment, and (iii) the Commission must approve the change (or the change must otherwise be permitted to take effect). DTC's Rules are filed with and reviewed by the Commission. As a clearing agency registered under Section 17A of the Act,² a self-regulatory organization subject to Section 19 of the Act,³ and a systemically important financial market utility under Title VIII of Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank"),⁴ DTC is required to follow: (i) a specified process⁵ whenever it proposes a new rule or a change or amendment to its Rules and (ii) a specified process⁶ whenever it proposes to make a change to its rules, procedures or operations that could materially affect the nature or level of risks presented by DTC.

These rule change processes provide notice to Participants, Pledges, and registered clearing agencies, among others, and provide an opportunity for those parties to comment on such changes. Rule 19b-4 under the Act requires that DTC post any rule change proposals on its website within two business days after the filing of a proposed rule change,⁷ post any rule changes that are approved by the Commission within two business days after it has been notified of the Commission's approval⁸ and post any rule change within two business days of the Commission's notice of such proposed change for rule changes that are effective upon filing.⁹ DTC complies—and will continue to comply—with such notice requirements which it believes are adequate.

In terms of technical changes that relate to the notice provisions, DTC is proposing to amend the language in Rule 19 to (i) more closely align with the SEC's interpretation¹⁰ of the

² 15 U.S.C. 78q-1.

³ 15 U.S.C. 78s.

⁴ 12 U.S.C. 5465(e)(1).

⁵ This process is set forth in Section 19(b) of the Exchange Act and Exchange Act Rule 19b-4. 15 U.S.C. 78s(b) and 17 CFR 240.19b-4.

⁶ This process is set forth in Section 806(e) of Dodd-Frank and Exchange Act Rule 19b-4. 12 U.S.C. 5465(e) and 17 CFR 240.19b-4.

⁷ 17 CFR 240.19b-4(l).

⁸ 17 CFR 240.19b-4(m)(2).

⁹ Id.

¹⁰ See Securities Exchange Act Release No. 16900 (June 17, 1980), 20 FR 415 (July 1, 1980) ("Clearing agencies, however, should incorporate in their rules a procedure pursuant to which participants and registered clearing agencies will normally receive the text or a brief description of the proposed rule and its purpose and effect in sufficient

requirement for a clearing agency to provide for the fair representation of its members,¹¹ and (ii) clarify that DTC will notify Participants, Pledgees and registered clearing agencies of any rule change proposals by posting the proposal on the DTC Website.¹² Further, in order to clarify that Pledgees are bound by Procedures in the same manner they are bound to the Rules, DTC is proposing to add “Pledgee” to the third sentence of Rule 27.¹³

(ii) Eliminate Obsolete Rules

DTC periodically reviews the Rules for accuracy and applicability. In the most recent review, DTC identified the following two Rules for removal from the Rules.

A. *Rule 8 (Deliveries of Notifications Among Participants and Pledgees)*

DTC is proposing to remove Rule 8 from the Rules because the subject delivery service is no longer utilized by Participants and Pledgees. Rule 8 provides that DTC will accept deliveries of hard copy confirmations, advices and other records from a Participant or Pledgee that are addressed to another Participant or Pledgee at its offices. DTC, in turn, will make the hard-copy documents available to the addressee.

Rule 8 has appeared in the Rules, in its current form, since at least 1980.¹⁴ Rule 8 relates back to a time when physical securities processing and the associated documentation were only in hardcopy form. It is DTC’s understanding that, as technology started to advance, including, but not limited to the automation and availability of data files, Participants and Pledgees began using other means, including electronic or computer-generated messaging, to communicate and exchange documentation relating to a securities transaction.

time, in view of the date by which the Commission may be expected to act upon the filing, to permit the participants and registered clearing agencies to comment to the Commission”) (*emphasis added*).

¹¹ 15 U.S.C. 78q-1(b)(3)(C).

¹² Pursuant to the proposed rule change, DTC would add the defined terms “DTC Website” and “DTCC” to Section 1 of Rule 1 (Definitions; Governing Law). “DTC Website” would be defined as “any URL (Uniform Resource Locator) designated by the Corporation from time to time which may include DTCC’s website at <https://www.dtcc.com>.” “DTCC” would be defined as “The Depository Trust & Clearing Corporation.”

¹³ As a ministerial correction to Rule 27, DTC is also proposing to replace the term “DTC officer” with “officer of the Corporation.”

¹⁴ See DTC CA-1 Application for Permanent Registration as a Clearing Agency, dated December 15, 1980 (File 600-1) at page 594.

No Participant or Pledgee has used DTC facilities to deliver hardcopy documents to other Participants and Pledgees in several years. DTC is not aware of any Participant or Pledgee that has expressed interest in doing so. Therefore, DTC is proposing to remove Rule 8 from the Rules and reflect that the Rule number is reserved for future use.

B. *Rule 34 (EB Collateral Positioning)*

DTC is proposing to remove Rule 34 from the Rules because, as explained below, the predicate service operated by Euroclear Bank SA/NV (“EB”) is no longer being offered. In 2016, DTC filed a rule filing with the Commission to add Rule 34 to the Rules.¹⁵ The purpose of Rule 34 was to establish a free-of-payment (“FOP”) Participant Account for EB at DTC¹⁶ and to provide Participants with a framework for positioning securities they held at DTC for collateral transfers on the books of EB in connection with EB’s collateral management services (“Collateral Positioning”).¹⁷ Rule 34 also reflects that EB would only accept deliveries of securities for Collateral Positioning from Participants that were also (i) participants of EB and (ii) users of DTCC Euroclear Global Collateral Ltd. (“DEGCL”) Inventory Management Service (“DEGCL IMS”). DEGCL was a United Kingdom joint venture of The Depository Trust & Clearing Corporation (“DTCC”) and Euroclear S.A./N.V. (“Euroclear”), formed for the purpose of offering global information, record keeping, and processing services for derivatives collateral transactions and other types of financing transactions. The DEGCL IMS service offered each user an automated mechanism for using the securities it held at DTC as collateral on the books of EB. DEGCL IMS was operated by EB and other entities in the Euroclear group, as the service provider to DEGCL, in accordance with the appropriate agreements among them and in compliance with applicable regulatory requirements. There was no direct relationship between DTC and DEGCL IMS. However, DTC understood that EB was acting as a service provider to DEGCL, and accordingly, that Rule 34 supported the DEGCL IMS service.

On March 10, 2020, the DEGCL joint venture was dissolved.¹⁸ As a result, the DEGCL IMS service is no longer offered, rendering Rule 34 obsolete. Accordingly, DTC is proposing to remove Rule 34 from the Rules and reflect that the Rule number is reserved for future use.

¹⁵ Securities Exchange Act Release No. 78358 (July 19, 2016), 81 FR 48482 (July 25, 2016) (SR-DTC-2016-004).

¹⁶ In 2019, EB applied and was approved by DTC for a delivery versus payment (“DVP”) Participant Account at DTC. In 2019, DTC filed a rule filing to make non-substantive changes to the Rule in order to reflect the change to the account structure of EB. See Securities Exchange Act Release No. 87474 (November 6, 2019), 84 FR 61670 (November 13, 2019) (SR-DTC-2019-010).

¹⁷ For a description of Collateral Positioning, see Securities Exchange Act Release No. 78358 (July 19, 2016), 81 FR 48482 (July 25, 2016) (SR-DTC-2016-004).

¹⁸ See Update on DTCC-Euroclear Global Collateral Joint Venture, available at <https://www.dtcc.com/news/2020/january/14/update-on-dtcc-euroclear-globalcollateral-joint-venture>.

(iii) Other Technical and Clarifying Changes

A. *Rule 22 (Right to Contest Decisions)*

a. *Clarify the time period for an Interested Person to request a hearing*

Rule 22 provides that a Participant or Pledgee, applicant to become a Participant or Pledgee or issuer of a Security, as the case may be (an “Interested Person”), shall have an opportunity to be heard on any decision of DTC to take certain specified actions against such Interested Person.¹⁹ The Rule provides that the Interested Person “may request an opportunity to be heard by filing with the Secretary of [DTC], *within the applicable time period specified by these Rules*, a written request for a hearing . . .” (*emphasis added*).²⁰ The time period, five Business Days, is not expressly stated in Rule 22.²¹ Therefore, in order to enhance the transparency of the hearing process, DTC is proposing to amend Rule 22 to expressly reflect the five Business Day time period within which an Interested Person must file its request for a hearing under Rule 22.

Therefore, pursuant to the proposed rule change, DTC would amend Rule 22 to provide that an Interested Person may request an opportunity to be heard by filing with the Secretary of DTC, within five Business Days from the date on which DTC informed the Interested Person of an action or proposed action of DTC with respect to the Interested Person (or such other applicable time period specified by the Rules).

¹⁹ See Section 1 of Rule 22, supra note 1 (stating that an Interested Person “shall have an opportunity to be heard on any decision of the Corporation: (a) which proposes to deny the applicant’s application to become a Participant or Pledgee; (b) to cease to act for the Participant pursuant to Rule 10, 11 or 12; (c) to summarily suspend and close the Accounts of the Participant or Pledgee pursuant to the Exchange Act; (d) to terminate its agreement with the Pledgee, as provided in Section 3 of Rule 2; (e) which proposes to impose a disciplinary sanction pursuant to Rule 21; or (f) any determination of the Corporation that an Eligible Security shall cease to be such.”)

²⁰ See Section 2 of Rule 22, supra note 1.

²¹ The five Business Day time period is specified in Rule 21, supra note 1 (“The sanction proposed may be imposed by the Chairman of the Board, the President or the Secretary unless, *within five Business Days after notification* of such proposed sanction, the Participant or Pledgee provides notice of its desire to contest the sanction, as provided in Rule 22.”) (*emphasis added*). See also Securities Exchange Act Release No. 57406 (February 29, 2008), 73 FR 12236 (March 6, 2008) (SR-DTC-2007-06) (providing that “an Interested Person has five business days from the date on which DTC first informs it of a sanction or a denial of membership in which to request a hearing.”).

In sum, DTC believes that by clarifying the DTC time period for an Interested Person to request a hearing, the proposed rule change would provide transparency for Participants with respect to their rights to a hearing under the Rules.

b. *Align the DTC process of appointing a hearing panel with the NSCC panel selection process*

Currently, Section 5 of Rule 22 provides that “[a] hearing requested in connection with any matter which is not deemed a “Minor Rule Violation” as defined in Section 4 of this Rule, and any hearing requested in connection with an appeal of the decision of the Minor Rule Violation Panel, shall be before three members of a panel (a “Panel”) selected by the Chairman of the Board from a pool (a “Pool”) of Persons employed by or partners of Participants. Persons shall be appointed members of the Pool by the Board of Directors or the Chairman of the Board. Notwithstanding the above, the Panel shall not include any Person who had responsibility for the action or proposed action of the Corporation as to which the hearing relates.”²²

In contrast, Rule 37 of the National Securities Clearing Corporation (“NSCC”) Rules and Procedures (“NSCC Rules”) provides that the hearing would be before a panel of three individuals drawn from members of the Board of Directors or their designees, and that the members of the Panel would be selected by the Chairman of the Board. Further, in addition to excluding from the panel any individual who had responsibility for the action or proposed action of NSCC as to which the hearing relates, NSCC Rule 37 also excludes any individual representing the Interested Person against which the proposed action is to be taken.²³

DTC believes that panel selection process set forth in NSCC Rule 37 provides (i) a more straightforward and streamlined process than the current DTC process, which requires the additional step of selecting a Pool of potential panelists, a subset of which would then be selected for the Panel, and (ii) clearer guidance about avoiding conflicts of interests on the Panel. Further, DTC believes that aligning its Panel selection process with that of NSCC would provide enhanced efficiency for the DTC hearing process, as well as provide transparency and consistent treatment for Participants, particularly for a Participant that is a common member of NSCC that may have concurrent rights to a hearing under the Rules and the NSCC Rules.

²² Supra note 1.

²³ See Section 4 of NSCC Rule 37 (“A hearing on any matter not covered by Section 2 of this rule, or a further hearing requested pursuant to Section 2 shall be before a panel (hereinafter the “Panel”) of three individuals drawn from members of the Board of Directors or their designees. The members of the Panel shall be selected by the Chairman of the Board. Notwithstanding the above, the Panel shall not include any individual representing the Interested Person against which the proposed action is to be taken, nor any person who had responsibility for the action or proposed action of the Corporation as to which the hearing relates.”). The NSCC Rules are available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

Accordingly, DTC is proposing to replace the first two paragraphs of Section 5 of Rule 22 with the following two paragraphs:

A hearing requested in connection with any matter which is not deemed a “Minor Rule Violation” as defined in Section 4 of this Rule, and any hearing requested in connection with an appeal of the decision of the Minor Rule Violation Panel, shall be before three members of a panel (a “Panel”) drawn from members of the Board of Directors or their designees. The members of the Panel shall be selected by the Chairman of the Board.

Notwithstanding the above, the Panel shall not include any individual representing the Interested Person against which the proposed action will be taken, nor any Person who had responsibility for the action or proposed action of the Corporation as to which the hearing relates.

B. Align Rule 23 (Bills Rendered) with NSCC Rule 26 (Bills Rendered)

Rule 23 (Bills Rendered) currently provides that “[t]he Corporation shall render bills to Participants in the manner specified in the Procedures for charges on account of services provided or fines imposed.” DTC is proposing to amend this Rule to align with NSCC Rule 26 (Bills Rendered), which provides additional details about the process that is applicable to both DTC and NSCC.²⁴ Specifically, DTC would amend Rule 23 to state that “[t]he Corporation shall render bills to Participants for charges on account of services provided or fines imposed and shall charge their respective accounts with the amounts thereof on or before such date as determined by the Corporation from time to time.” DTC believes that aligning the language of Rule 23 with the analogous NSCC Rule 26 would provide transparency and consistent treatment of the rendering and payment of bills for Participants, in particular for Participants that are also members of NSCC.

C. Replace references to Vice President with Executive Director

In 2018, DTC determined that the title of “Vice President” should be replaced by the title “Executive Director.”²⁵ DTC is proposing to amend the Rules to replace the term “Vice President,” which appears in Section 3 of Rule 1 and in Rule 28, with the term “Executive Director.”

²⁴ NSCC Rule 26 provides, in relevant part, that “[t]he Corporation will render bills to Members . . . for charges on account of the business of any month and will charge their respective accounts with the amounts thereof on or before such date as determined by the Corporation from time to time.” Supra note 23.

²⁵ Securities Exchange Act Release No. 82915 (March 20, 2018), 83 FR 12970 (March 26, 2018) (SR-DTC-2018-001).

D. Amend the By-Laws

Pursuant to the proposed rule change, DTC is proposing to amend Article V of the By-Laws to expressly provide that designees of the Board of Directors have the power to interpret the Rules of DTC. This amendment would provide consistency across the overlapping Boards of Directors of the three DTCC registered clearing agencies, DTC, NSCC,²⁶ and the Fixed Income Clearing Agency (“FICC”).²⁷

Implementation Timeframe

DTC would implement the proposed changes no earlier than thirty (30) days after the date of filing, or such shorter time as the Commission may designate. As proposed, a legend would be added to the Rules and Bylaw stating there are changes that were effective upon filing but have not yet been implemented. The legend would also state that DTC would implement the proposed changes no earlier than thirty (30) days after the date of filing, or such shorter time as the Commission may designate. The proposed legend would state the legend would automatically be removed upon the implementation of the proposed changes. DTC would announce the implementation date of the proposed changes by Important Notice posted to its website.

(b) Statutory Basis

Section 17A(b)(3)(F) of the Act requires, in part, that the Rules be designed to promote the prompt and accurate clearance and settlement of securities transactions.²⁸

DTC believes that the proposed changes to amend and clarify certain notice provisions relating to proposed rule changes and changes to the Procedures would enhance the efficiency of DTC’s process for notifying its Participants and Pledges about changes to its Rules and Procedures. As discussed above in detail, DTC believes that Participants and Pledges are already provided adequate notice of any rule changes, including changes to its Procedures, through the rule change process. As such, the requirements for DTC to immediately provide notice of any proposal it has made to change any Rule to provide ten Business Days’ notice of changes to Procedures are impractical and unnecessary and therefore can negatively impact the efficiency of the process. Specifically, because DTC is already subject to—and complies with—

²⁶ NSCC Rule 47 provides, in part, “The Board of Directors of the Corporation or their designee(s) shall have the authority to interpret the Rules of the Corporation.” Supra note 23.

²⁷ Rule 47 of the Government Securities Division Rulebook of FICC (“FICC GSD Rules”) provides, in part, “The Board of Directors of the Corporation or their designee(s) shall have the authority to interpret the Rules of the Corporation.” The FICC GSD Rules are available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

²⁸ 15 U.S.C. 78q-1(b)(3)(F).

the time periods required by the Act and Dodd Frank,²⁹ DTC believes that self-imposed requirements to provide notice more quickly (in the case of proposed rule changes) or farther in advance (in case of changes to Procedures) than what is required by statute is unnecessary. In addition, DTC believes that the requirements are impractical because (i)(x) the requirement to immediately give notice requires DTC to coordinate an almost simultaneous submission of a proposed rule filing and notification to Participants, Pledgees, and registered clearing agencies, and (y) Participants, Pledgees, and registered clearing agencies would not be prejudiced by the delta between immediately and promptly; and (ii) the requirement to provide Participants and Pledgees notice of changes to Procedures ten Business Days in advance, especially when such parties already receive adequate notice of the changes, could cause delays in the rule filing process and/or the implementation of an amended rule and procedure. Accordingly, DTC believes that, by removing unnecessary and impractical timing requirements for notice, the proposed rule change is designed to enhance the efficiency of DTC's notice process and implementation of the amended Rules and Procedures, thereby promoting the prompt and accurate clearance and settlement of securities transactions, as provided under such amended Rules and Procedures. As such, DTC believes that the proposed changes would be consistent with Section 17A(b)(3)(F) of the Act, cited above.

DTC believes that the proposed rule change to make technical and clarifying changes, in particular (i) removing obsolete Rules 8 and 34, (ii) replacing references to Vice President with Executive Director in Rules 1 and 28, (iii) amending the Bylaws to expressly provide that designees of the Board of Directors have the power to interpret the Rules, (iv) amending Rule 22 to enhance the transparency around, and efficiency of, the hearing process for Interested Persons, and (v) amend Rule 23 to align the text with a parallel NSCC Rule would enhance the clarity and transparency of the Rules. By enhancing the clarity and transparency of the Rules, the proposed rule change would allow Participants to more efficiently and effectively conduct their business in accordance with the Rules. Therefore, DTC believes that the proposed rule change is designed to promote the prompt and accurate clearance and settlement of securities transactions consistent with Section 17A(b)(3)(F) of the Act, cited above.

4. Self-Regulatory Organization's Statement on Burden on Competition

DTC believes that the proposed rule change to amend and clarify certain notice provisions relating to proposed rule changes and changes to Procedures would not have any impact on competition. While the proposed change would impact the rights and obligations of Participants and Pledgees to receive notices more quickly (in the case of proposed rule changes) or farther in advance (in case of changes to Procedures) than what is required by statute, the impact of the proposed changes on the Participants and Pledgees would be minimal. As discussed above, DTC believes that the proposed changes to the notice provisions are removing unnecessary and impractical timing requirements for notices, and Participants and Pledgees would continue to receive adequate notice under the rule change process and continue to be treated equally with respect to such notices. As such, DTC believes the proposed rule change to amend and clarify

²⁹ See supra notes 5 and 6.

certain notice provisions relating to proposed rule changes and changes to Procedures would not have any impact on competition.³⁰

DTC believes that the proposed rule change to make technical and clarifying changes described herein would not have any impact on competition because it would enhance the clarity and transparency of the Rules and therefore would not affect the rights or obligations of any party. Accordingly, DTC does not believe that the proposed rule change would have any impact on competition.³¹

5. Clearing Agency's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

DTC has not received or solicited any written comments relating to this proposal. If any written comments are received, they will be publicly filed as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting comments are cautioned that, according to Section IV (Solicitation of Comments) of the Exhibit 1A in the General Instructions to Form 19b-4, the Commission does not edit personal identifying information from comment submissions. Commenters should submit only information that they wish to make available publicly, including their name, email address, and any other identifying information.

All prospective commenters should follow the Commission's instructions on how to submit comments, available at <https://www.sec.gov/regulatory-actions/how-to-submit-comments>. General questions regarding the rule filing process or logistical questions regarding this filing should be directed to the Main Office of the Commission's Division of Trading and Markets at tradingandmarkets@sec.gov or 202-551-5777.

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)

(a) The proposed rule change is to take effect upon filing pursuant to Section 19(b)(3)(A) of the Act.³²

(b) The proposed rule change (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) by its terms, does not become operative for 30 days after the date of the filing, or such

³⁰ 15 U.S.C. 78q-1(b)(3)(I).

³¹ Id.

³² 15 U.S.C. 78s(b)(3)(A).

shorter time as the Commission may designate if consistent with the protection of investors and the public interest.³³ The proposed rule change would not significantly affect the protection of investors or the public interest, nor would it impose a significant burden on competition, because the proposed rule change would merely amend and clarify certain notice provisions relating to proposed rule changes and make non-controversial clarifying and technical changes relating to DTC procedures or processes.

DTC has given the Commission written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of filing of the proposed rule change, or such shorter time as designated by the Commission.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend 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.

(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. Security-Based Swap Submissions Filed Pursuant to Section 3C of the Act.

Not applicable.

10. Advance Notices Filed Pursuant to Section 806(e) of the Payment, Clearing and Settlement Supervision Act.

Not applicable.

11. Exhibits

Exhibit 1 – Not applicable.

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

Exhibit 2 – Not applicable.

Exhibit 3 – Not applicable.

³³ 17 CFR 240.19b-4(f)(6).

Exhibit 4 – Not applicable.

Exhibit 5 – Proposed revisions to the text of the Rules.

EXHIBIT 1A

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-[_____]; File No. SR-DTC-2021-015)

[DATE]

Self-Regulatory Organizations; The Depository Trust Company; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change to Amend DTC’s Procedures and Make Clarifying Changes to the DTC Rules

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on October __, 2021, 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 by the clearing agency. DTC filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act³ and Rule 19b-4(f)(6) thereunder.⁴ The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Clearing Agency’s Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change consists of amendments to the DTC Rules, By-Laws and Organization Certificate (“Rules”) in order to (i) amend and clarify certain notice provisions relating to proposed rule changes and changes to DTC’s Procedures, (ii)

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(6).

eliminate obsolete Rules, and (iii) make technical and clarifying changes to the Rules, as discussed more fully below.⁵

II. Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the clearing agency 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. The clearing agency has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

(A) Clearing Agency's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of the proposed rule change is to (i) amend and clarify certain notice provisions relating to proposed rule changes and changes to DTC's Procedures, (ii) eliminate obsolete Rules, and (iii) make technical and clarifying changes to the Rules, as discussed more fully below.

(i) Amend and Clarify Certain Notice Provisions

Pursuant to the proposed rule change, DTC would amend and clarify certain notice provisions relating to proposed rule changes and changes to DTC's Procedures. Specifically, in Rule 19 (Notice of Proposed Rule Changes), DTC is proposing to replace "immediately" with "promptly" in order to provide that DTC will promptly—but might

⁵ Each term not otherwise defined herein has its respective meaning as set forth in the Rules, which includes, but is not limited to, the By-Laws of DTC ("By-Laws"), available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

not immediately—notify Participants, Pledgees, and registered clearing agencies of any proposed rule changes. DTC is also proposing to delete the requirement in Rule 27 (Procedures) that DTC provide Participants and Pledgees with ten Business Days’ notice of any amendment to the Procedures. DTC believes that the foregoing requirements are not necessary or practical because, as explained below, Participants and Pledgees (and registered clearing agencies, as applicable) are already provided adequate notice of any changes or proposed changes to DTC’s Rules or Procedures through the rule change process.

As a clearing agency registered with the Commission, DTC’s Rules and Procedures are adopted and enforced pursuant to a clear framework under the Act. Under the rule change process, generally, before a proposed rule change may take effect, (i) the change and an explanatory statement must be filed with the Commission and posted by DTC on its website, (ii) notice of the filing and the substantive terms or description of the change must be published by the Commission in the *Federal Register* for public review and comment, and (iii) the Commission must approve the change (or the change must otherwise be permitted to take effect). DTC’s Rules are filed with and reviewed by the Commission. As a clearing agency registered under Section 17A of the Act,⁶ a self-regulatory organization subject to Section 19 of the Act,⁷ and a systemically important financial market utility under Title VIII of Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“Dodd-Frank”),⁸ DTC is required to follow: (i) a

⁶ 15 U.S.C. 78q-1.

⁷ 15 U.S.C. 78s.

⁸ 12 U.S.C. 5465(e)(1).

specified process⁹ whenever it proposes a new rule or a change or amendment to its Rules and (ii) a specified process¹⁰ whenever it proposes to make a change to its rules, procedures or operations that could materially affect the nature or level of risks presented by DTC.

These rule change processes provide notice to Participants, Pledges, and registered clearing agencies, among others, and provide an opportunity for those parties to comment on such changes. Rule 19b-4 under the Act requires that DTC post any rule change proposals on its website within two business days after the filing of a proposed rule change,¹¹ post any rule changes that are approved by the Commission within two business days after it has been notified of the Commission's approval¹² and post any rule change within two business days of the Commission's notice of such proposed change for rule changes that are effective upon filing.¹³ DTC complies—and will continue to comply—with such notice requirements which it believes are adequate.

In terms of technical changes that relate to the notice provisions, DTC is proposing to amend the language in Rule 19 to (i) more closely align with the SEC's

⁹ This process is set forth in Section 19(b) of the Exchange Act and Exchange Act Rule 19b-4. 15 U.S.C. 78s(b) and 17 CFR 240.19b-4.

¹⁰ This process is set forth in Section 806(e) of Dodd-Frank and Exchange Act Rule 19b-4. 12 U.S.C. 5465(e) and 17 CFR 240.19b-4.

¹¹ 17 CFR 240.19b-4(l).

¹² 17 CFR 240.19b-4(m)(2).

¹³ Id.

interpretation¹⁴ of the requirement for a clearing agency to provide for the fair representation of its members,¹⁵ and (ii) clarify that DTC will notify Participants, Pledges and registered clearing agencies of any rule change proposals by posting the proposal on the DTC Website.¹⁶ Further, in order to clarify that Pledges are bound by Procedures in the same manner they are bound to the Rules, DTC is proposing to add “Pledge” to the third sentence of Rule 27.¹⁷

(ii) Eliminate Obsolete Rules

DTC periodically reviews the Rules for accuracy and applicability. In the most recent review, DTC identified the following two Rules for removal from the Rules.

A. *Rule 8 (Deliveries of Notifications Among Participants and Pledges)*

DTC is proposing to remove Rule 8 from the Rules because the subject delivery service is no longer utilized by Participants and Pledges. Rule 8 provides that DTC will

¹⁴ See Securities Exchange Act Release No. 16900 (June 17, 1980), 20 FR 415 (July 1, 1980) (“Clearing agencies, however, should incorporate in their rules a procedure pursuant to which participants and registered clearing agencies will normally receive the text or a brief description of the proposed rule and its purpose and effect in sufficient time, in view of the date by which the Commission may be expected to act upon the filing, to permit the participants and registered clearing agencies to comment to the Commission”) (*emphasis added*).

¹⁵ 15 U.S.C. 78q-1(b)(3)(C).

¹⁶ Pursuant to the proposed rule change, DTC would add the defined terms “DTC Website” and “DTCC” to Section 1 of Rule 1 (Definitions; Governing Law). “DTC Website” would be defined as “any URL (Uniform Resource Locator) designated by the Corporation from time to time which may include DTCC’s website at <https://www.dtcc.com>.” “DTCC” would be defined as “The Depository Trust & Clearing Corporation.”

¹⁷ As a ministerial correction to Rule 27, DTC is also proposing to replace the term “DTC officer” with “officer of the Corporation.”

accept deliveries of hard copy confirmations, advices and other records from a Participant or Pledgee that are addressed to another Participant or Pledgee at its offices. DTC, in turn, will make the hard-copy documents available to the addressee.

Rule 8 has appeared in the Rules, in its current form, since at least 1980.¹⁸ Rule 8 relates back to a time when physical securities processing and the associated documentation were only in hardcopy form. It is DTC's understanding that, as technology started to advance, including, but not limited to the automation and availability of data files, Participants and Pledgees began using other means, including electronic or computer-generated messaging, to communicate and exchange documentation relating to a securities transaction.

No Participant or Pledgee has used DTC facilities to deliver hardcopy documents to other Participants and Pledgees in several years. DTC is not aware of any Participant or Pledgee that has expressed interest in doing so. Therefore, DTC is proposing to remove Rule 8 from the Rules and reflect that the Rule number is reserved for future use.

B. Rule 34 (EB Collateral Positioning)

DTC is proposing to remove Rule 34 from the Rules because, as explained below, the predicate service operated by Euroclear Bank SA/NV ("EB") is no longer being offered. In 2016, DTC filed a rule filing with the Commission to add Rule 34 to the Rules.¹⁹ The purpose of Rule 34 was to establish a free-of-payment ("FOP") Participant

¹⁸ See DTC CA-1 Application for Permanent Registration as a Clearing Agency, dated December 15, 1980 (File 600-1) at page 594.

¹⁹ Securities Exchange Act Release No. 78358 (July 19, 2016), 81 FR 48482 (July 25, 2016) (SR-DTC-2016-004).

Account for EB at DTC²⁰ and to provide Participants with a framework for positioning securities they held at DTC for collateral transfers on the books of EB in connection with EB's collateral management services ("Collateral Positioning").²¹ Rule 34 also reflects that EB would only accept deliveries of securities for Collateral Positioning from Participants that were also (i) participants of EB and (ii) users of DTCC Euroclear Global Collateral Ltd. ("DEGCL") Inventory Management Service ("DEGCL IMS"). DEGCL was a United Kingdom joint venture of The Depository Trust & Clearing Corporation ("DTCC") and Euroclear S.A./N.V. ("Euroclear"), formed for the purpose of offering global information, record keeping, and processing services for derivatives collateral transactions and other types of financing transactions. The DEGCL IMS service offered each user an automated mechanism for using the securities it held at DTC as collateral on the books of EB. DEGCL IMS was operated by EB and other entities in the Euroclear group, as the service provider to DEGCL, in accordance with the appropriate agreements among them and in compliance with applicable regulatory requirements. There was no direct relationship between DTC and DEGCL IMS. However, DTC understood that EB was acting as a service provider to DEGCL, and accordingly, that Rule 34 supported the DEGCL IMS service.

²⁰ In 2019, EB applied and was approved by DTC for a delivery versus payment ("DVP") Participant Account at DTC. In 2019, DTC filed a rule filing to make non-substantive changes to the Rule in order to reflect the change to the account structure of EB. See Securities Exchange Act Release No. 87474 (November 6, 2019), 84 FR 61670 (November 13, 2019) (SR-DTC-2019-010).

²¹ For a description of Collateral Positioning, see Securities Exchange Act Release No. 78358 (July 19, 2016), 81 FR 48482 (July 25, 2016) (SR-DTC-2016-004).

On March 10, 2020, the DEGCL joint venture was dissolved.²² As a result, the DEGCL IMS service is no longer offered, rendering Rule 34 obsolete. Accordingly, DTC is proposing to remove Rule 34 from the Rules and reflect that the Rule number is reserved for future use.

(iii) Other Technical and Clarifying Changes

A. *Rule 22 (Right to Contest Decisions)*

a. *Clarify the time period for an Interested Person to request a hearing*

Rule 22 provides that a Participant or Pledgee, applicant to become a Participant or Pledgee or issuer of a Security, as the case may be (an “Interested Person”), shall have an opportunity to be heard on any decision of DTC to take certain specified actions against such Interested Person.²³ The Rule provides that the Interested Person “may request an opportunity to be heard by filing with the Secretary of [DTC], *within the applicable time period specified by these Rules*, a written request for a hearing . . .” (*emphasis added*).²⁴ The time period, five Business Days, is not expressly stated in Rule

²² See Update on DTCC-Euroclear GlobalCollateral Joint Venture, available at <https://www.dtcc.com/news/2020/january/14/update-on-dtcc-euroclear-globalcollateral-joint-venture>.

²³ See Section 1 of Rule 22, supra note 5 (stating that an Interested Person “shall have an opportunity to be heard on any decision of the Corporation: (a) which proposes to deny the applicant’s application to become a Participant or Pledgee; (b) to cease to act for the Participant pursuant to Rule 10, 11 or 12; (c) to summarily suspend and close the Accounts of the Participant or Pledgee pursuant to the Exchange Act; (d) to terminate its agreement with the Pledgee, as provided in Section 3 of Rule 2; (e) which proposes to impose a disciplinary sanction pursuant to Rule 21; or (f) any determination of the Corporation that an Eligible Security shall cease to be such.”)

²⁴ See Section 2 of Rule 22, supra note 5.

22.²⁵ Therefore, in order to enhance the transparency of the hearing process, DTC is proposing to amend Rule 22 to expressly reflect the five Business Day time period within which an Interested Person must file its request for a hearing under Rule 22.

Therefore, pursuant to the proposed rule change, DTC would amend Rule 22 to provide that an Interested Person may request an opportunity to be heard by filing with the Secretary of DTC, within five Business Days from the date on which DTC informed the Interested Person of an action or proposed action of DTC with respect to the Interested Person (or such other applicable time period specified by the Rules).

In sum, DTC believes that by clarifying the DTC time period for an Interested Person to request a hearing, the proposed rule change would provide transparency for Participants with respect to their rights to a hearing under the Rules.

b. *Align the DTC process of appointing a hearing panel with the NSCC panel selection process*

Currently, Section 5 of Rule 22 provides that “[a] hearing requested in connection with any matter which is not deemed a “Minor Rule Violation” as defined in Section 4 of this Rule, and any hearing requested in connection with an appeal of the decision of the Minor Rule Violation Panel, shall be before three members of a panel (a “Panel”) selected by the Chairman of the Board from a pool (a “Pool”) of Persons employed by or

²⁵ The five Business Day time period is specified in Rule 21, supra note 5 (“The sanction proposed may be imposed by the Chairman of the Board, the President or the Secretary unless, *within five Business Days after notification* of such proposed sanction, the Participant or Pledgee provides notice of its desire to contest the sanction, as provided in Rule 22.”) (*emphasis added*). See also Securities Exchange Act Release No. 57406 (February 29, 2008), 73 FR 12236 (March 6, 2008) (SR-DTC-2007-06) (providing that “an Interested Person has five business days from the date on which DTC first informs it of a sanction or a denial of membership in which to request a hearing.”).

partners of Participants. Persons shall be appointed members of the Pool by the Board of Directors or the Chairman of the Board. Notwithstanding the above, the Panel shall not include any Person who had responsibility for the action or proposed action of the Corporation as to which the hearing relates.”²⁶

In contrast, Rule 37 of the National Securities Clearing Corporation (“NSCC”) Rules and Procedures (“NSCC Rules”) provides that the hearing would be before a panel of three individuals drawn from members of the Board of Directors or their designees, and that the members of the Panel would be selected by the Chairman of the Board. Further, in addition to excluding from the panel any individual who had responsibility for the action or proposed action of NSCC as to which the hearing relates, NSCC Rule 37 also excludes any individual representing the Interested Person against which the proposed action is to be taken.²⁷

DTC believes that panel selection process set forth in NSCC Rule 37 provides (i) a more straightforward and streamlined process than the current DTC process, which requires the additional step of selecting a Pool of potential panelists, a subset of which would then be selected for the Panel, and (ii) clearer guidance about avoiding conflicts of

²⁶ Supra note 5.

²⁷ See Section 4 of NSCC Rule 37 (“A hearing on any matter not covered by Section 2 of this rule, or a further hearing requested pursuant to Section 2 shall be before a panel (hereinafter the “Panel”) of three individuals drawn from members of the Board of Directors or their designees. The members of the Panel shall be selected by the Chairman of the Board. Notwithstanding the above, the Panel shall not include any individual representing the Interested Person against which the proposed action is to be taken, nor any person who had responsibility for the action or proposed action of the Corporation as to which the hearing relates.”). The NSCC Rules are available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

interests on the Panel. Further, DTC believes that aligning its Panel selection process with that of NSCC would provide enhanced efficiency for the DTC hearing process, as well as provide transparency and consistent treatment for Participants, particularly for a Participant that is a common member of NSCC that may have concurrent rights to a hearing under the Rules and the NSCC Rules.

Accordingly, DTC is proposing to replace the first two paragraphs of Section 5 of Rule 22 with the following two paragraphs:

A hearing requested in connection with any matter which is not deemed a “Minor Rule Violation” as defined in Section 4 of this Rule, and any hearing requested in connection with an appeal of the decision of the Minor Rule Violation Panel, shall be before three members of a panel (a “Panel”) drawn from members of the Board of Directors or their designees. The members of the Panel shall be selected by the Chairman of the Board.

Notwithstanding the above, the Panel shall not include any individual representing the Interested Person against which the proposed action will be taken, nor any Person who had responsibility for the action or proposed action of the Corporation as to which the hearing relates.

B. *Align Rule 23 (Bills Rendered) with NSCC Rule 26 (Bills Rendered)*

Rule 23 (Bills Rendered) currently provides that “[t]he Corporation shall render bills to Participants in the manner specified in the Procedures for charges on account of services provided or fines imposed.” DTC is proposing to amend this Rule to align with NSCC Rule 26 (Bills Rendered), which provides additional details about the process that

is applicable to both DTC and NSCC.²⁸ Specifically, DTC would amend Rule 23 to state that “[t]he Corporation shall render bills to Participants for charges on account of services provided or fines imposed and shall charge their respective accounts with the amounts thereof on or before such date as determined by the Corporation from time to time.”

DTC believes that aligning the language of Rule 23 with the analogous NSCC Rule 26 would provide transparency and consistent treatment of the rendering and payment of bills for Participants, in particular for Participants that are also members of NSCC.

C. Replace references to Vice President with Executive Director

In 2018, DTC determined that the title of “Vice President” should be replaced by the title “Executive Director.”²⁹ DTC is proposing to amend the Rules to replace the term “Vice President,” which appears in Section 3 of Rule 1 and in Rule 28, with the term “Executive Director.”

D. Amend the By-Laws

Pursuant to the proposed rule change, DTC is proposing to amend Article V of the By-Laws to expressly provide that designees of the Board of Directors have the power to interpret the Rules of DTC. This amendment would provide consistency across the

²⁸ NSCC Rule 26 provides, in relevant part, that “[t]he Corporation will render bills to Members . . . for charges on account of the business of any month and will charge their respective accounts with the amounts thereof on or before such date as determined by the Corporation from time to time.” Supra note 27.

²⁹ Securities Exchange Act Release No. 82915 (March 20, 2018), 83 FR 12970 (March 26, 2018) (SR-DTC-2018-001).

overlapping Boards of Directors of the three DTCC registered clearing agencies, DTC, NSCC,³⁰ and the Fixed Income Clearing Agency (“FICC”).³¹

Implementation Timeframe

DTC would implement the proposed changes no earlier than thirty (30) days after the date of filing, or such shorter time as the Commission may designate. As proposed, a legend would be added to the Rules stating there are changes that were effective upon filing but have not yet been implemented. The legend would also state that DTC would implement the proposed changes no earlier than thirty (30) days after the date of filing, or such shorter time as the Commission may designate. The proposed legend would state that the legend would automatically be removed upon the implementation of the proposed changes. DTC would announce the implementation date of the proposed changes by Important Notice posted to its website.

2. Statutory Basis

Section 17A(b)(3)(F) of the Act requires, in part, that the Rules be designed to promote the prompt and accurate clearance and settlement of securities transactions.³²

DTC believes that the proposed changes to amend and clarify certain notice provisions relating to proposed rule changes and changes to the Procedures would

³⁰ NSCC Rule 47 provides, in part, “The Board of Directors of the Corporation or their designee(s) shall have the authority to interpret the Rules of the Corporation.” Supra note 27.

³¹ Rule 47 of the Government Securities Division Rulebook of FICC (“FICC GSD Rules”) provides, in part, “The Board of Directors of the Corporation or their designee(s) shall have the authority to interpret the Rules of the Corporation.” The FICC GSD Rules are available at <http://www.dtcc.com/legal/rules-and-procedures.aspx>.

³² 15 U.S.C. 78q-1(b)(3)(F).

enhance the efficiency of DTC's process for notifying its Participants and Pledgees about changes to its Rules and Procedures. As discussed above in detail, DTC believes that Participants and Pledgees are already provided adequate notice of any rule changes, including changes to its Procedures, through the rule change process. As such, the requirements for DTC to immediately provide notice of any proposal it has made to change any Rule to provide ten Business Days' notice of changes to Procedures are impractical and unnecessary and therefore can negatively impact the efficiency of the process. Specifically, because DTC is already subject to—and complies with—the time periods required by the Act and Dodd Frank,³³ DTC believes that self-imposed requirements to provide notice more quickly (in the case of proposed rule changes) or farther in advance (in case of changes to Procedures) than what is required by statute is unnecessary. In addition, DTC believes that the requirements are impractical because (i)(x) the requirement to immediately give notice requires DTC to coordinate an almost simultaneous submission of a proposed rule filing and notification to Participants, Pledgees, and registered clearing agencies, and (y) Participants, Pledgees, and registered clearing agencies would not be prejudiced by the delta between immediately and promptly; and (ii) the requirement to provide Participants and Pledgees notice of changes to Procedures ten Business Days in advance, especially when such parties already receive adequate notice of the changes, could cause delays in the rule filing process and/or the implementation of an amended rule and procedure. Accordingly, DTC believes that, by removing unnecessary and impractical timing requirements for notice, the proposed rule change is designed to enhance the efficiency of DTC's notice process and

³³ See supra notes 9 and 10.

implementation of the amended Rules and Procedures, thereby promoting the prompt and accurate clearance and settlement of securities transactions, as provided under such amended Rules and Procedures. As such, DTC believes that the proposed changes would be consistent with Section 17A(b)(3)(F) of the Act, cited above.

DTC believes that the proposed rule change to make technical and clarifying changes, in particular (i) removing obsolete Rules 8 and 34, (ii) replacing references to Vice President with Executive Director in Rules 1 and 28, (iii) amending the Bylaws to expressly provide that designees of the Board of Directors have the power to interpret the Rules, (iv) amending Rule 22 to enhance the transparency around, and efficiency of, the hearing process for Interested Persons, and (v) amend Rule 23 to align the text with a parallel NSCC Rule would enhance the clarity and transparency of the Rules. By enhancing the clarity and transparency of the Rules, the proposed rule change would allow Participants to more efficiently and effectively conduct their business in accordance with the Rules. Therefore, DTC believes that the proposed rule change is designed to promote the prompt and accurate clearance and settlement of securities transactions consistent with Section 17A(b)(3)(F) of the Act, cited above.

(B) Clearing Agency's Statement on Burden on Competition

DTC believes that the proposed rule change to amend and clarify certain notice provisions relating to proposed rule changes and changes to Procedures would not have any impact on competition. While the proposed change would impact the rights and obligations of Participants and Pledges to receive notices more quickly (in the case of proposed rule changes) or farther in advance (in case of changes to Procedures) than what is required by statute, the impact of the proposed changes on the Participants and

Pledgees would be minimal. As discussed above, DTC believes that the proposed changes to the notice provisions are removing unnecessary and impractical timing requirements for notices, and Participants and Pledgees would continue to receive adequate notice under the rule change process and continue to be treated equally with respect to such notices. As such, DTC believes the proposed rule change to amend and clarify certain notice provisions relating to proposed rule changes and changes to Procedures would not have any impact on competition.³⁴

DTC believes that the proposed rule change to make technical and clarifying changes described herein would not have any impact on competition because it would enhance the clarity and transparency of the Rules and therefore would not affect the rights or obligations of any party. Accordingly, DTC does not believe that the proposed rule change would have any impact on competition.³⁵

(C) Clearing Agency's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

DTC has not received or solicited any written comments relating to this proposal. If any written comments are received, they will be publicly filed as an Exhibit 2 to this filing, as required by Form 19b-4 and the General Instructions thereto.

Persons submitting comments are cautioned that, according to Section IV (Solicitation of Comments) of the Exhibit 1A in the General Instructions to Form 19b-4, the Commission does not edit personal identifying information from comment submissions. Commenters should submit only information that they wish to make

³⁴ 15 U.S.C. 78q-1(b)(3)(I).

³⁵ Id.

available publicly, including their name, email address, and any other identifying information.

All prospective commenters should follow the Commission's instructions on how to submit comments, available at <https://www.sec.gov/regulatory-actions/how-to-submit-comments>. General questions regarding the rule filing process or logistical questions regarding this filing should be directed to the Main Office of the Commission's Division of Trading and Markets at tradingandmarkets@sec.gov or 202-551-5777.

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

Because the foregoing proposed rule change does not:

- (i) significantly affect the protection of investors or the public interest;
- (ii) impose any significant burden on competition; and
- (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A)³⁶ of the Act and Rule 19b-4(f)(6) thereunder³⁷; and
- (iv) DTC would announce the implementation date of the proposed changes by Important Notice posted to its website.

At any time within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend such rule change if it appears to the

³⁶ 15 U.S.C. 78s(b)(3)(A).

³⁷ 17 CFR 240.19b-4(f)(6).

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-2021-015 on the subject line.

Paper Comments:

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

All submissions should refer to File Number SR-DTC-2021-015. 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 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

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 DTCC's website (<http://dtcc.com/legal/sec-rule-filings.aspx>). All comments received will be posted without change. Persons submitting comments are cautioned that we do not redact or edit personal identifying information from comment submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-DTC-2021-015 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.³⁸

Secretary

³⁸ 17 CFR 200.30-3(a)(12).

Bold and underlined text indicates proposed added language

~~Bold and strikethrough text~~ indicates proposed deleted language

RULES

BY-LAWS

ORGANIZATION CERTIFICATE

THE DEPOSITORY TRUST COMPANY

RULE 1

DEFINITIONS; GOVERNING LAW

[Changes to Rule 1, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 1.]

Section 1. Unless the context requires otherwise, the terms defined in this Rule shall, for all purposes of these Rules, have the meanings herein specified:

* * *

Devaluation

The term “Devaluation” means a markdown of the Collateral Value of a Deposited Security to a reduced amount or zero.

DTC Website

The term “DTC Website” means any URL (Uniform Resource Locator) designated by the Corporation from time to time which may include DTCC’s website at <https://www.dtcc.com>.

DTCC

The term “DTCC” means The Depository Trust & Clearing Corporation.

Eligible Security

The term “Eligible Security” means a Security described in the first paragraph of Section 1 of Rule 5.

* * *

Section 3. Unless the context otherwise requires, in these Rules (a) words using the singular number include the plural number, (b) words of masculine gender include the feminine gender, (c) words defined as nouns shall have their correlative meanings as adjectives or verbs and words defined as verbs shall have their correlative meanings as adjectives or nouns, (d) the terms “Rule” or “Section” refer to the specified Rule or Section of these Rules, (e) the terms “Chairman of the Board”, “President”, “Secretary”, “Managing Director” and “~~Vice President~~**Executive Director**” refer to the Chairman of the Board, President, Secretary and any Managing Director or ~~Vice President~~**Executive Director** of the Corporation, (f) any reference to a number of days shall mean calendar days unless Business Days are specified and (g) any reference to notice shall mean written notice unless another form of notice is specified.

* * *

RULE 8

(RULE NUMBER RESERVED FOR FUTURE USE)

DELIVERIES OF NOTIFICATIONS AMONG PARTICIPANTS AND PLEDGEEES

[Changes to Rule 8, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 8.]

~~The Corporation shall receive on Business Days at its offices and agencies specified in the Procedures deliveries of confirmations, advices and other records relating to transactions effected through the facilities of the Corporation from Participants and Pledgees addressed to other Participants and Pledgees. Such deliveries shall be sorted and made available to the Participants and Pledgees to whom they are addressed in accordance with the Procedures.~~

~~The receipt and delivery of such confirmations, advices and other records by the Corporation on behalf of Participants and Pledgees, the times at which such confirmations, advices and other records shall be accepted and delivered by the Corporation, the contents of such deliveries and all other matters relating thereto shall be governed by the Procedures.~~

~~All such confirmations, advices and other records received by the Corporation on behalf of Participants and Pledgees shall be deemed for all purposes to be delivered to the receiving Participant or Pledgee; provided, however, that any transaction reflected in any such confirmation, advice or other record which is to be effected through the facilities of the Corporation shall not be deemed effective by reason of any such delivery. Any delivery containing items not authorized by the Procedures shall be the sole responsibility of the Participant or Pledgee making the delivery.~~

* * *

RULE 19

NOTICE OF PROPOSED RULE CHANGES

[Changes to Rule 19, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 19.]

The Corporation shall **immediately promptly** notify all Participants, ~~and~~ Pledges **and registered clearing agencies** of any proposal it has made to change or revise these Rules and of any proposal it has made to add or repeal any Rule **or Procedure**, and of the text **or a brief description** of any such proposal **and its purpose and effect, by posting such proposal on the DTC Website**. Participants, ~~and~~ Pledges **and registered clearing agencies** may submit to the Corporation for its consideration their comments with respect to any such proposal, and such comments shall be filed with the Corporation's records and copies thereof shall be delivered to the SEC.

* * *

RULE 22

RIGHT TO CONTEST DECISIONS

[Changes to Rule 22, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 22.]

* * *

Section 2. An Interested Person may request an opportunity to be heard by filing with the Secretary of the Corporation, within five Business Days from the date on which the Corporation informed it of an action or proposed action of the Corporation with respect to the Interested Person (or such other~~the~~ applicable time period specified by these Rules), a written request for a hearing setting forth (a) the action or proposed action of the Corporation with respect to which the hearing is requested, and (b) the name of the Interested Person and its representative who may be contacted with respect to the hearing. Within seven Business Days after the Interested Person files such written request with the Corporation, or three Business Days in the case of summary action taken against the Interested Person pursuant to the Exchange Act, the Interested Person shall submit to the Corporation a clear and concise written statement setting forth with particularity the action or proposed action of the Corporation with respect to which the hearing is requested, the basis for objection to such action and whether the Interested Person chooses to be represented by counsel at the hearing. If the written statement contests the Corporation's determination that the Interested Person has violated a Rule or a Procedure, the statement must specifically admit or deny each violation alleged and detail the reasons why the Rules or the Procedures alleged to have been violated are being contested. Any alleged violation not specifically denied shall constitute an admission to that violation. The Corporation may reject the statement if it fails to set forth a prima facie basis for contesting the violation.

* * *

Section 5. A hearing requested in connection with any matter which is not deemed a "Minor Rule Violation" as defined in Section 4 of this Rule, and any hearing requested in connection with an appeal of the decision of the Minor Rule Violation Panel, shall be before three members of a panel (a "Panel") ~~selected~~drawn by the Chairman of the Board from a ~~pool (a "Pool") of Persons employed by or partners of Participants~~members of the Board of Directors or their designees. The members of the Panel~~Persons~~ shall be ~~appointed~~selected ~~members of the Pool by the Board of Directors or~~ the Chairman of the Board.

Notwithstanding the above, the Panel shall not include any individual representing the Interested Person against which the proposed action will be taken, nor any Person who had responsibility for the action or proposed action of the Corporation as to which the hearing relates.

* * *

RULE 23

BILLS RENDERED

[Changes to Rule 23, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 23.]

The Corporation shall render bills to Participants ~~in the manner specified in the Procedures~~ for charges on account of services provided or fines imposed and shall charge their respective accounts with the amounts thereof on or before such date as determined by the Corporation from time to time.

* * *

RULE 27

PROCEDURES

[Changes to Rule 27, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 27.]

The Board of Directors shall, pursuant to these Rules, prescribe from time to time Procedures with respect to the business of the Corporation. The Board of Directors may by resolution delegate to the Chairman of the Board, or any other ~~DTC~~-officer of the Corporation referenced in such resolution, the power to prescribe Procedures. Each Participant, Pledgee and the Corporation shall be bound by such Procedures and any amendment thereto in the same manner as it is bound by the provisions of the By-Laws and these Rules. ~~Participants and Pledgees shall be given ten Business Days notice of any amendment of the Procedures, service guides, and regulations.~~

RULE 28

DELEGATION

[Changes to Rule 28, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 28.]

Where action by the Board of Directors is required by these Rules, the Corporation may act, to the full extent permitted by law, by the Chairman of the Board, the President or any Managing Director or ~~Vice President~~ **Executive Director**, or by such other Person or Persons, whether or not employed by the Corporation, as may be designated by the Board of Directors from time to time.

* * *

RULE 34

(RULE NUMBER RESERVED FOR FUTURE USE)
EB-COLLATERAL POSITIONING

[Changes to Rule 34, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Rule 34.]

Section 1. For purposes of this Rule 34:

~~“Collateral Positioning” means the Free Delivery of CP Securities by a CP Participant to its CP Sub Account and the Free Delivery of such CP Securities from its CP Sub Account to the EB CP Account, so that EB may credit such CP Securities to an account it maintains for such CP Participant, for use in EB Collateral Transactions. The adjectival use of “CP” throughout this Rule 34 refers to terms or matters relating and limited to “Collateral Positioning” under this Rule 34.~~

~~“CP Participant” means a Participant for which the Corporation maintains a CP Sub Account. A CP Participant must also be an EB Collateral Participant and a user of DEGCL IMS, in accordance with applicable EB agreements, rules, and procedures, and such user agreements and terms and conditions of usage as DEGCL shall require for DEGCL IMS.~~

~~“CP Representative” means a Participant authorized by a CP Participant to provide instructions, on its behalf, for the Delivery of CP Securities from the CP Sub Account to the EB CP Account, and to receive the CP Securities Report and Delivery Information with respect to its CP Sub Account, as provided in this Rule 34.~~

~~“CP Securities” means Eligible Securities that a CP Participant designates as such by instructing the Corporation to make a Free Delivery thereof to its CP Sub Account, which are credited to the CP Sub Account or the EB CP Account. Securities shall cease being CP Securities when credited to any Securities Account other than a CP Sub Account or the EB CP Account.~~

~~“CP Securities Report” means, with respect to a CP Sub Account, the following information identifying the CP Securities that are, at the time of such report, credited to such CP Sub Account: (i) the CUSIP, ISIN, or other identification number of the CP Securities, and (ii) the number of shares or other units or principal amount of the CP Securities.~~

~~“CP Sub Account” means, with respect to a CP Participant, the sub-account within a Securities Account of the CP Participant that is so designated by the CP Participant.~~

~~“DEGCL” means DTCC Euroclear Global Collateral Ltd., a company organized in the United Kingdom that is a joint venture between DTCC and Euroclear.~~

~~“DEGCL IMS” means the “Inventory Management Service” provided by DEGCL, operated for DEGCL by Euroclear and EB, with respect to CP Participants and CP Securities.~~

~~“Delivery Information” means, with respect to any CP Sub Account at the time such information is provided, the information that (x) specified CP Securities have been Delivered into or out of the CP Sub Account; (y) an instruction has been given to the Corporation by the CP Participant to Deliver specified CP Securities out of the CP Sub Account; and (z) specifies those CP Securities referenced in (x) and (y) of this definition by CUSIP, ISIN, or other identification number and the number of shares or other units or principal amount thereof.~~

~~“DTCC” means The Depository Trust & Clearing Corporation, a company organized in New York that is the corporate parent of the Corporation and a party to the DEGCL joint venture.~~

~~“EB” means Euroclear Bank SA/NV, a company organized in Belgium that is an international central securities depository and a Participant.~~

~~“EB CP Account” means the Securities Account of EB established pursuant to this Rule 34 for Collateral Positioning.~~

~~“EB CMS” means those collateral management services provided by EB, on its books and records, to EB Collateral Participants which EB offers as “collateral management services”, “CMS”, or its “Collateral Highway”, pursuant to applicable agreements, rules and procedures of EB concerning the provision of such services.~~

~~“EB Collateral Participant” means a participant of EB that has, in accordance with EB agreements, rules, and procedures, elected to use EB CMS.~~

~~“EB Collateral Transaction” means, with respect to an EB Collateral Participant, any transfer on the books of EB of CP Securities in connection with EB CMS, pursuant to applicable agreements of such EB Collateral Participant with its counterparty EB Collateral Participant and agreements, rules and procedures of EB, but excluding EB Liquidating Transactions.~~

~~“EB Global Custodian” means a Participant (other than EB) through which EB may hold Eligible Securities other than CP Securities, and which is designated by EB as the EB Global Custodian for purposes of Section 5(iii) of this Rule 34. EB shall, in a manner specified by the Corporation, notify the Corporation of the designation of its EB Global Custodian, if any.~~

~~“EB Liquidating Transaction” means a transfer on the books of EB of CP Securities from an EB Collateral Participant’s collateral account to a non collateral account at EB in~~

~~order to liquidate CP Securities when an EB Collateral Participant has defaulted on its obligations in respect of any Collateral Transaction.~~

~~“Euroclear” means Euroclear SA/NV, a company organized in Belgium that is the corporate parent of EB and a party to the DEGCL joint venture.~~

~~“Non CP Account” means, with respect to a CP Participant, any Securities Account of a CP Participant or sub account of a Securities Account of such CP Participant other than its CP Sub Account.~~

~~**Section 2. — Establishment of a CP Sub Account for a CP Participant; Authorization of Representative.** A Participant may, in the manner specified by the Corporation, request that the Corporation establish and maintain for such Participant a CP Sub Account. The request to establish the CP Sub Account shall constitute: (i) the authorization of EB to be such Participant’s CP Representative; and (ii) the representation and warranty of the requesting Participant that (x) it is an EB Collateral Participant and a user of DEGCL IMS, and (y) it shall conduct business in the CP Sub Account as provided in this Rule 34 and otherwise pursuant to the Rules and Procedures of the Corporation, and in compliance with applicable law. The Corporation may accept or rely upon any instruction given to it by the CP Representative as though such instruction had been received from the CP Participant for which the CP Representative is acting. Each CP Participant’s CP Representative shall be EB.~~

~~**Section 3. — Establishment of EB CP Account; Credit of CP Securities at EB.** EB may, in the manner specified by the Corporation, request that the Corporation establish and maintain the EB CP Account. The request to establish and maintain the EB CP Account shall constitute the representation and warranty of EB that the CP Securities Delivered to such EB CP Account are and shall be held by it for EB Collateral Transactions. When CP Securities are Delivered to the EB CP Account from a CP Sub Account, EB shall credit those CP Securities to an account it maintains for such CP Participant, for use in EB Collateral Transactions.~~

~~**Section 4. — Free Deliveries of CP Securities by a CP Participant.** A CP Participant may, from time to time, instruct the Corporation to: (i) make a Free Delivery of Eligible Securities from a Non CP Account of such CP Participant to its CP Sub Account, whereupon such Securities shall be CP Securities; (ii) make a Free Delivery of such CP Securities from its CP Sub Account to a Non CP Account of such CP Participant, whereupon such Securities shall no longer be CP Securities; or (iii) make a Free Delivery of such CP Securities from its CP Sub Account to the Securities Account of another Participant, whereupon such Securities shall no longer be CP Securities.~~

~~**Section 5. — Free Deliveries of CP Securities by EB.** EB may, from time to time: (i) instruct the Corporation, as CP Representative of the CP Participant, to make a Free Delivery of CP Securities from the CP Sub Account of the CP Participant to the EB CP Account; (ii) instruct the Corporation to make a Free Delivery of CP Securities from the EB CP Account to the CP Sub Account from which those CP Securities were originally Delivered; or (iii) in connection with an EB Liquidating Transaction, instruct the~~

~~Corporation to make a Free Delivery of CP Securities from the EB CP Account to the Securities Account of the EB Global Custodian or to another Securities Account of EB, whereupon such Securities shall no longer be CP Securities.~~

~~*Section 6. — CP Securities Report. The Corporation shall provide to EB, as CP Representative of the CP Participant, once each Business Day at such time as the Corporation may agree, a CP Securities Report with respect to the CP Securities then credited to the CP Sub Account of such CP Participant. The Corporation shall provide such CP Securities Report to EB through such dedicated communications channels, satisfactory to the Corporation in its sole discretion, as EB shall specify and arrange for the Corporation to use for this purpose.*~~

~~*Section 7. — Delivery Information. The Corporation shall provide to EB, as CP Representative of the CP Participant, Delivery Information with respect to each Delivery to and from the CP Sub Account. The Corporation shall provide such Delivery Information to EB through such dedicated communications channels, satisfactory to the Corporation in its sole discretion, as EB shall specify and arrange for the Corporation to use for this purpose.*~~

~~*Section 8. — Deliveries of Securities. All Deliveries of Securities pursuant to this Rule 34 shall be subject to the terms and conditions of these Rules and the Procedures applicable to Deliveries of Securities more generally. Referring in particular, but without limitation, to Section 1 of Rule 9(B), in the event that there has been a Free Delivery of CP Securities from the CP Sub Account of a CP Participant to the EB CP Account, and the CP Participant nevertheless instructs the Corporation to Deliver such CP Securities to another Account, the Corporation shall not act on an instruction from such CP Participant to Deliver such CP Securities from its CP Sub Account to a Non CP Account or to the Securities Account of another Participant unless such CP Securities have first been Delivered, pursuant to an instruction given by EB to the Corporation, from the EB CP Account to the CP Sub Account from which they originated. Only Free Deliveries of CP Securities are permitted by this Rule 34.*~~

~~*Section 9. — Certain Other Matters. The Corporation shall have no liability:*~~

~~*(a) — to any CP Participant as a result of the Corporation:*~~

- ~~*(1) — acting on instructions from EB pursuant to Section 5 of this Rule 34 to Deliver CP Securities (even if the Corporation has received conflicting instructions with respect to the same Securities on the same Business Day from such CP Participant pursuant to Section 4 of this Rule 34);*~~
- ~~*(2) — providing the CP Securities Report relating to such CP Participant to EB pursuant to Section 6 of this Rule 34; or*~~
- ~~*(3) — providing the Delivery Information relating to such CP Participant to EB pursuant to Section 7 of this Rule 34;*~~

~~(b) — to EB as a result of the Corporation acting on instructions from a CP Participant pursuant to Section 4 of this Rule 34 to Deliver CP Securities (even if the Corporation has received conflicting instructions with respect to the same CP Securities on the same Business Day from EB pursuant to Section 5 of this Rule 34);~~

~~(c) — to any CP Participant or EB as a result of (i) any loss or liability suffered or incurred by such CP Participant or EB arising out of or relating to the matters subject to this Rule 34, unless caused directly by the Corporation's gross negligence, willful misconduct, or violation of Federal securities law for which there is a private right of action; or (ii) any force majeure, market disruption, or technical malfunction that prevents the Corporation from performing its obligations to the parties pursuant to this Rule 34; or~~

~~(d) — to any third party for any reason, including, without limitation, DEGCL.~~

* * *

BY-LAWS
OF
THE DEPOSITORY TRUST COMPANY

* * *

ARTICLE V

Rules

[Changes to Article V of the Bylaws, as amended by File No. SR-DTC-2021-015, are available at <https://www.dtcc.com/legal/sec-rule-filings>. These changes were effective upon filing, but have not yet been implemented. DTC will implement the proposed changes no earlier than thirty (30) days after the date of filing, [insert date of filing of SR-DTC-2021-015], or such shorter time as the Securities and Exchange Commission may designate. Upon the implementation of these changes, this legend will automatically be removed from this Article V of the Bylaws.]

The Board of Directors may prescribe, and from time to time amend, rules relating to and regulating the business of the Corporation and the relationship of the Corporation with the persons for whom it provides services and among such persons (the "Rules"). The Rules of the Corporation, made in accordance with these By-Laws, shall have the same force and effect as though a part hereof.

The Board of Directors of the Corporation **or their designee(s)** shall have power to interpret the Rules adopted pursuant to the provisions of this Article and any and all amendments or changes therein and additions thereto and any such interpretation so made shall be final and conclusive.

* * *