

comment letters, and the NASD's response to the comments, and finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities association<sup>17</sup> and, in particular, the requirements of section 15A(b)(6) of the Act,<sup>18</sup> which requires, among other things, that NASD's rules be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest.

Specifically, the Commission believes the proposed rule change should assist the NASD in maintaining accurate information about its members' executive representative designation and contact information. Balancing the important role of an executive representative, the NASD's need for accurate information, and the NASD's efforts to minimize the burden of reporting on a quarterly basis the information described in this proposed rule change, the Commission believes the proposed rule change is reasonable and consistent with the purposes of the Act. The Commission also is satisfied that NASD has adequately addressed the commenters' concerns.

#### IV. Conclusion

It is therefore ordered, pursuant to section 19(b)(2) of the Act,<sup>19</sup> that the proposed rule change (SR-NASD-2003-184) be, and it hereby is, approved.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>20</sup>

**Margaret H. McFarland,**  
Deputy Secretary.

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#### SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-49492; File No. SR-SCCP-2002-07]

#### Self-Regulatory Organizations; Stock Clearing Corporation of Philadelphia; Order Approving a Proposed Rule Change Relating to Ex-Clearing Account Transactions

March 29, 2004.

On December 26, 2002, the Stock Clearing Corporation of Philadelphia

("SCCP") filed with the Securities and Exchange Commission ("Commission") proposed rule change SR-SCCP-2002-07 pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 ("Act").<sup>1</sup> Notice of the proposal was published in the **Federal Register** on January 14, 2004.<sup>2</sup> No comment letters were received. For the reasons discussed below, the Commission is approving the proposed rule change.

#### I. Description

The proposed rule change will add a provision to SCCP Rule 11 (Ex-Clearing Accounts) to enable SCCP participants to use an ex-clearing account when both sides of a securities transaction facilitated by the Philadelphia Stock Exchange ("Phlx") agree to transmit the transaction data to the National Securities Clearing Corporation ("NSCC") for clearance and settlement themselves, instead of transmitting the transaction data to NSCC through SCCP. Currently, SCCP participants that have agreed to settle a transaction outside any registered clearing agency may do so through an "ex-clearing account." With this rule amendment, the ex-clearing account may be used not only for transactions to be settled outside a registered clearing agency but also for transaction being sent to NSCC but not through SCCP. SCCP anticipates that certain Phlx members that participate in Phlx's program to trade Nasdaq securities will arrange for the clearance and settlement of their Nasdaq securities trading at Phlx directly with NSCC.<sup>3</sup> As before the amendment, SCCP makes no trade guarantee respecting any ex-clearing transaction.

#### II. Discussion

Section 17A(b)(3)(F) of the Act<sup>4</sup> requires, among other things, that the rules of a clearing agency be designed to promote the prompt and accurate clearance and settlement of securities transactions. The Commission finds that the proposed rule change is consistent with this requirement because it will provide an additional mechanism for SCCP participants to have their securities transactions cleared and settled at NSCC, a registered clearing agency, which should promote the prompt and accurate clearance and settlement of securities transactions.

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> Securities Exchange Act Release No. 49046 (Jan. 8, 2004), 69 FR 2167.

<sup>3</sup> The use of ex-clearing accounts is not limited to trading in Nasdaq securities and may be used in any situation that otherwise meets the criteria for the use of ex-clearing accounts.

<sup>4</sup> 15 U.S.C. 78q-1(b)(3)(F).

#### III. Conclusion

On the basis of the foregoing, the Commission finds that the proposal is consistent with the requirements of the Act and in particular with the requirements of section 17A of the Act<sup>5</sup> and the rules and regulations thereunder.

It is therefore ordered, pursuant to section 19(b)(2) of the Act, that the proposed rule change (File No. SR-SCCP-2002-07) be, and hereby is, approved.

For the Commission by the Division of Market Regulation, pursuant to delegated authority.<sup>6</sup>

**Margaret H. McFarland,**  
Deputy Secretary.

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#### SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-49491; File No. SR-SCCP-2001-09]

#### Self-Regulatory Organizations; Stock Clearing Corporation of Philadelphia; Order Approving a Proposed Rule Change Relating to Establishing Risk Management Procedures for Short Settlement Transactions

March 29, 2004.

On August 30, 2001, the Stock Clearing Corporation of Philadelphia ("SCCP") filed with the Securities and Exchange Commission ("Commission") proposed rule change File No. SR-SCCP-2001-09 pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and on October 9, 2001,<sup>2</sup> and September 20, 2002,<sup>3</sup> amended the proposed rule change. Notice of the proposal was published in the **Federal Register** on January 27, 2004.<sup>4</sup> No comment letters were

<sup>5</sup> 15 U.S.C. 78q-1.

<sup>6</sup> 17 CFR 200.30-3(a)(12).

<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> In October 2001, SCCP filed Amendment No. 1 to its original filing in order to replace its request for immediate effectiveness under Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(1) with a request for approval pursuant to Section 19(b)(2). Amendment No. 1 also revised SCCP Rule 9 to reflect the addition of the schedule for late margin call payments which had previously been approved by the Commission in another SCCP rule filing. Securities Exchange Act Release No. 44722 (Aug. 20, 2001), 66 FR 44661 (Aug. 24, 2001) [SR-SCCP-2001-04].

<sup>3</sup> In September 2002, SCCP filed Amendment No. 2 to its original filing whereby SCCP added the requirement that the SCCP Operations Committee or Board of Directors shall determine whether additional margin will be required prior to the settlement date for short settlement transactions.

<sup>4</sup> Securities Exchange Act Release No. 49079 (Jan. 14, 2004), 69 FR 3988.

<sup>17</sup> In approving this proposed rule change, the Commission has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

<sup>18</sup> 15 U.S.C. 78o-3(b)(6).

<sup>19</sup> 15 U.S.C. 78s(b)(2).

<sup>20</sup> 17 CFR 200.30-3(a)(12).