



June 4, 2002

Jonathan Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, NW
Washington, D C 20549-0609

Dear Mr. Katz:

Subject: New York Stock Exchange Rule Filing SR-NYSE-2001-33

The Operations Committee of the Securities Industry Association (“SIA”) would like to express its full support for the New York Stock Exchange’s (“NYSE”) *Proposed Rule Change to Amend the Certification Requirements of the Listed Company Manual* (SR-NYSE-2001-33) authorizing issuers to issue non-certificated equities as long as they are eligible for participation in The Depository Trust & Clearing Company’s (“DTCC”) Direct Registration System program (“DRS”).

The original NYSE regulations requiring issuers to be able to issue certificates if requested by the shareholder have become an unnecessary feature of the listing requirements in light of advances made in both record keeping and systems. The implementation of the Profile System enhancement to DRS at DTCC now affords the individual investor a level of portability for their equity investments comparable to other book-entry investments (e.g. derivatives, municipal bonds, mutual funds, treasury securities etc.). That system enables investors who choose to have their investments directly registered with the issuer to sell their shares via their broker of choice and satisfy their delivery obligations within the current settlement timeframe as well as any future shortened settlement cycle. Additionally, DRS has been designed in such a way as to enable the NYSE to meet its requirements under Section 6(b) (5).

The aforementioned rule change will not only align the NYSE with the rules and policies of the other U.S. listing markets, thereby increasing standardization and reducing confusion, it will take a major step in allowing for the elimination of physical stock certificates which the Operations Committee believes are an impediment to their continuing efforts of perfecting the clearance and settlement mechanism used by our equities markets.

We thank you for this opportunity to present our views on this very important issue. If there are any questions or if you would like to discuss the issue further please contact Tom Monahan, Director, Operations at SIA (212-618-0529) or via email at tmonahan@sia.com.

Very truly yours,

C. Michael Viviano
Chairman, SIA's Operations Committee
Chairman and Chief Executive Officer
BNY Clearing Services LLC

C: Salvatore Pallante, NYSE
Stuart Kaswell, SIA