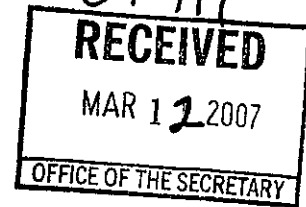


Norman M. Reed

(b)(6)

March 8, 2007

Nancy M. Morris, Secretary  
Securities and Exchange Commission  
100 F Street, N.E.  
Washington, DC 20549-1090



Re: Notice of Representation Pursuant to Rule 8(b), 17 C.F.R. 200.735-8(b)

Dear Ms. Morris:

This statement is filed in compliance with the Commission's notice of representation requirement.

I was formerly a staff attorney in the Division of Market Regulation and resigned effective February 27, 2007 to accept employment as the general counsel of Omgeo LCC and as deputy general counsel and managing director of the Depository Trust and Clearing Corporation ("DTCC").

This letter is to advise you that I will represent Omgeo and the DTCC before the agency regarding Omgeo's and the DTCC's continuing responses to findings communicated to Omgeo and DTCC in August 2006 by the staff in an examination conducted by the Office of Compliance Inspections and Examinations. I will also represent Omgeo and the DTCC regarding an exemption from registration as a clearing agency that the Division of Market Regulation issued to Omgeo pursuant to delegated authority on April 17, 2001. In connection with these two matters, I anticipate communications with the staff in various Commission offices pertaining to annual reports, confirmation and affirmation data, matching data, computer systems information, interoperability information, audit committee reviews, confidentiality, and other systems information, along with any other information or matters identified by the conditions enumerated in the exemption and along with any other issues relating to the examination findings.

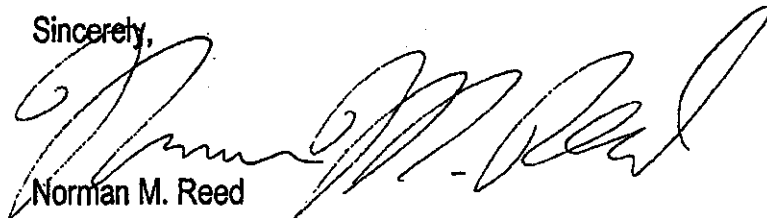
While an employee of the Commission, to the best of my recollection, I did not have official responsibility for, nor did I participate personally or substantially in, any aspect of the referenced examination or exemption.

Since my participation in these matters may continue for an indefinite period involving more than one communication with, or appearance before, the Commission or its staff, this statement is intended to cover all of my appearances and communications that relate directly to the examination and exemption described above.

This letter does not address any communications I might wish to have with the Commission or its staff regarding any follow-on to a letter granting no-action relief from Exchange Act Rule 10b-10 that I worked on while I was on the Commission staff and that was issued on December 14, 2006. See Letter re: Omgeo LLC (December 14, 2006). In the event that I would like to communicate regarding the December 14, 2006 letter, I will file an 8(b) notice identifying specifically what it is that I would like to be able to address with the staff.

In addition, I request confidential treatment of this letter. See Rule 8-4c, 17 C.F.R. 200,735-8(d)(3). Thank you in advance for your attention to my request.

Sincerely,

A handwritten signature in cursive script, appearing to read "Norman M. Reed". The signature is written in black ink and is positioned above the printed name.

Norman M. Reed