§ 240.17Ad–7 Record retention.

(a) The records required by §240.17Ad–6(a)(1), (3)(i), (6) or (11) shall be maintained for a period of not less than two years, the first six months in an easily accessible place.

(b) The records required by §240.17Ad–6(a)(2), (3)(ii), (4), (5) or (7) shall be maintained for a period of not less than two years, the first year in an easily accessible place.

(c) The records required by §240.17Ad–6(a)(8), (9) and (10) and (b) shall be maintained in an easily accessible place during the continuance of the transfer agency and shall be maintained for one year after termination of the transfer agency.

(d) The records required by §240.17Ad–6(c) shall be maintained for a period of not less than six years, the first six months in an easily accessible place.

(e) Every registered transfer agent shall maintain in an easily accessible place:

(1) All records required under §240.17f–2(d) until at least three years after the termination of employment of those persons required by §240.17f–2 to be fingerprinted; and

(2) All records required pursuant to §240.17f–2(e).

(f) Subject to the conditions set forth in this section, the records required to be maintained pursuant to §240.17Ad–6 may be retained using electronic or micrographic media and may be preserved in those formats for the time required by §240.17Ad–7. Records stored electronically or micrographically in accordance with this paragraph may serve as a substitute for the hard copy records required to be maintained pursuant to §240.17Ad–6.

(1) For purposes of this section:

(i) The term micrographic media means microfilm or microfiche or any similar medium.

(ii) The term electronic storage media means any digital storage medium or system.

(iii) The term ARA means your appropriate regulatory agency as that term is defined in 15 U.S.C. 78c(a)(34).

(2) If you as a registered transfer agent use electronic storage media or micrographic media to store your records, you must:
(i) Have available at all times for examination by the staffs of the Commission and of your ARA facilities to project or produce immediately easily readable images of such records;

(ii) Be ready at all times to provide such records that the staffs of the Commission and your ARA or their representatives may request;

(iii) Create an accurate index of such records, store the index with those records, and have the index available at all times for examination by the staffs of the Commission and your ARA;

(iv) Have quality assurance procedures to verify the quality and accuracy of the electronic or micrographic recording process; and

(v) Maintain separately from the originals duplicates of the records and the index that you store on electronic storage media or micrographic media. You may store the duplicates of the indexed records on any medium permitted by this section. You must preserve the duplicate records and index for the same time that is required by this section for the indexed records, and you must have them available at all times for examination by the staffs of the Commission and your ARA.

Any electronic storage media that you use to store your records must:

(i) Ensure the security and integrity of the records by means of manual and automated controls that assure the authenticity and quality of the electronic facsimile, detect attempts to alter or remove the records, and provide means to recover altered, damaged, or lost records resulting from any cause;

(ii) Externally label all removable units of storage media using a unique identifier that allows the manual association of that removable storage unit with its place and order in the record-keeping system; and

(iii) Uniquely identify files and internally label each file with its unique name, the date and time of file creation, the date and time of last modification or extension, and a file sequence number when the file spans more than one volume.

If you use electronic storage media or micrographic media to store your records, you must:

(i) Maintain, keep current, and provide promptly upon request by the staffs of the Commission and your ARA all information necessary to access the records and indexes stored on electronic storage media or micrographic media; and

(ii) Place, or have a third party place on your behalf, in escrow with an independent third party and keep current a copy of the physical and logical format of the electronic storage or micrographic media, the field format of all different information types written on the electronic storage media and source code, and the appropriate documentation and information necessary to access records and indexes. The independent escrow agent must file an undertaking signed by a duly authorized person with the Commission and your ARA stating that:

"[Name of Third Party] hereby undertakes to furnish promptly upon request to the U.S. Securities and Exchange Commission, its designees, or representatives, upon reasonable request, a current copy of the physical and logical format of the electronic storage or micrographic media, the field format of all different information types written on the electronic storage media and source code, and the appropriate documentation and information necessary to access the records and indexes of [Name of Transfer Agent]'s electronic records management system.

(i) If you use a third party to maintain or preserve some or all of the required records using electronic storage media or micrographic media, such third party shall file a written undertaking signed by a duly authorized person with the Commission and your ARA stating that:

"With respect to any books and records maintained or preserved on behalf of [Name of Transfer Agent], [Name of Third Party] hereby undertakes to permit examination of
such books and records at any time or from
time to time during business hours by rep-
resentatives or designees of the U.S. Securi-
ties and Exchange Commission, and to
promptly furnish to said Commission or its
designee true, correct, complete, and current
hard copies of any or all or any part of such
books and records.''

(ii) Agreement with a third party to
maintain your records shall not relieve
you from the responsibility to prepare
and maintain records as specified in
this section or in §240.17Ad-6.

(g) If the records required to be main-
tained and preserved by a registered
transfer agent pursuant to the require-
ments of §§240.17Ad-6 and 240.17Ad-7
are maintained and preserved on behalf
of the registered transfer agent by an
outside service bureau, other record-
keeping service or the issuer, the reg-
istered transfer agent shall obtain,
from such outside service bureau, other
recordkeeping service or the issuer, an
agreement, in writing, to the effect
that:

(1) Such records are subject at any
time, or from time to time, to reason-
able periodic, special, or other exami-
nations by representatives of the Com-
mision and the appropriate regulatory
agency for such registered transfer
agent if it is not the Commission; and

(2) The outside service bureau, rec-
ordkeeping service, or issuer will fur-
nish to the Commission and the appro-
priate regulatory agency, upon de-
mand, at either the principal office or
at any regional office, complete, cor-
rect and current hard copies of any and
all such records.

(h) When a registered transfer agent
ceases to perform transfer agent func-
tions for an issue, the responsibility of
such transfer agent under §240.17Ad-7
to retain the records required to be
made, and kept current under
§240.17Ad-6(a) (1), (6), (9), (10) and (11),
(b) and (c) shall end upon the delivery
of such records to the successor trans-
fer agent.

(i) The records required by
§§240.17Ad–17(c) and 240.17Ad–19(c) shall
be maintained for a period of not less
than three years, the first year in an
easily accessible place.

§240.17Ad–8 Securities position list-
tings.

(a) For purposes of this section, the
term securities position listing means,
with respect to the securities of any
issuer held by a registered clearing
agency in the name of the clearing
agency or its nominee, a list of those
participants in the clearing agency on
whose behalf the clearing agency holds
the issuer's securities and of the par-
ticipants' respective positions in such
securities as of a specified date.

(b) Upon request, a registered clear-
ing agency shall furnish a securities
position listing promptly to each issuer
whose securities are held in the name
of the clearing agency or its nominee.
A registered clearing agency may
charge issuers requesting securities po-
sition listings a fee designed to recover
the reasonable costs of providing the
securities position listing to the issuer.

§240.17Ad–9 Definitions.

As used in this section and
§§240.17Ad–10, 240.17Ad–11, 240.17Ad–12
and 240.17Ad–13:

(a) Certificate detail, with respect to
certificated securities, includes, at a
minimum, all of the following, and
with respect to uncertificated securi-
ties, includes items (2) through (8):

(1) The certificate number.

(2) The number of shares for equity
securities or the principal dollar
amount for debt securities;

(3) The securityholder's registration;

(4) The address of the registered
securityholder;

(5) The issue date of the security;

(6) The cancellation date of the secu-
rity;

(7) In the case of redeemable securi-
ties of investment companies, an
appropriate description of each debit and
credit (i.e., designation indicating pur-
chase, redemption, or transfer); and

(8) Any other identifying information
about securities and securityholders
the transfer agent reasonably deems
essential to its recordkeeping system
for the efficient and effective research
of record differences.