Federal Register

Monday,
September 11, 2006

Part II

Securities and Exchange Commission

17 CFR Parts 232, 239, 240, 249 et al. Electronic Filing of Transfer Agent Forms; Proposed Rule

SECURITIES AND EXCHANGE COMMISSION

17 CFR Parts 232, 239, 240, 249, 249b, 269, and 274

[Release No. 34–54356; File No. S7–14–06]

RIN 3235–AJ68

Electronic Filing of Transfer Agent Forms

AGENCY: Securities and Exchange Commission.

ACTION: Proposed rule.

SUMMARY: The Securities and Exchange Commission (''Commission'') is proposing to amend the rules and forms under Section 17A of the Securities Exchange Act of 1934 (''Act'') to require that the forms filed with respect to transfer agent registration, annual reporting, and withdrawal from registration be filed with the Commission electronically. The forms would be filed on the Commission's EDGAR database in XML format and would be accessible to Commission staff and the public for search and retrieval. The proposed rulemaking would improve the Commission's ability to utilize the information reported on the forms in performing its oversight function of transfer agent operations and to publicly disseminate the information on the forms.

DATES: Comments should be submitted on or before October 26, 2006.

ADDRESSES: Comments may be submitted by any of the following methods:

Electronic Comments

- Use the Commission's Internet comment form *http:// www.sec.gov/ rules/proposed.shtml;* or
- Send an e-mail to *rule-comments@sec.gov.* Please include File Number S7–14–06 on the subject line; or
- Use the Federal eRulemaking Portal (*http://www.regulations.gov*). Follow the instructions for submitting comments.

Paper Comments

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549–1090.

All submissions should refer to file number S7–14–06. This file number should be included on the subject line if e-mail is used. To help us process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (*http://www.sec.gov/rules/proposed/ shtml*). Comments are also available for public inspection and copying in the Commission's Public Reference Room, 100 F Street NE., Washington, DC 20549. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

FOR FURTHER INFORMATION CONTACT: Jerry Carpenter, Assistant Director, or Catherine Moore, Special Counsel, Office of Clearance and Settlement, Division of Market Regulation, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549–6628 or at (202) 551–5710. For assistance with technical questions about EDGAR, call the EDGAR Filer Support Office at (202) 551–8900.

SUPPLEMENTARY INFORMATION:

I. Introduction

We propose to require transfer agents to file Form TA–1, Form TA–2, and Form TA–W (''transfer agent forms'') [1] electronically through the Commission's Electronic Data Gathering, Analysis, and Retrieval (''EDGAR'') system.[2] We have developed a new application in EDGAR (''EDGARLite'') that enables filers to prepare an electronic version of transfer agent forms using a commercial software package, Microsoft InfoPath 2003 (''MS InfoPath'')™, and to submit the forms to EDGAR over an Internet connection.[3] Transfer agents would not be required to use the EDGARLite application to prepare the forms, although we expect that most would choose to do so.

An electronic filing system for transfer agent forms would streamline the filing process, improve our ability to register and monitor transfer agents, and facilitate the retrieval and public dissemination of the data collected on the forms. The proposal would amend Commission rules and forms to implement the new filing system: (1) Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1[4] would be amended to require that Forms TA–1, TA–2, and TA–W be filed electronically; (2) Regulation S–T,[5] the Commission's regulation containing the rules for electronic filing in EDGAR, would be amended to mandate that Form TA–1, Form TA–2, and Form TA–W be filed electronically in EDGAR; (3) Form TA–1, Form TA–2, Form TA–W and the instructions to the forms would be amended to accommodate electronic filing, make minor changes to eliminate inconsistencies in the forms, and remove outdated instructions or requests for information; and (4) Rule 17Ac2–1 and related Form TA–1 would be amended to require that all registered transfer agents refile electronically in EDGAR as an amended Form TA–1 the information previously filed on their Form TA–1 and any amendments thereto.

In order to comply with an electronic filing requirement, transfer agents would need to have a computer that meets the system requirements in the EDGAR Filer Manual to prepare and submit the forms electronically. Transfer agents would need Internet access and a web browser to download the forms from an EDGAR Web site and transmit the completed forms. Transfer agents would also have to apply for and obtain access to EDGAR prior to filing the forms electronically in EDGAR.

II. Background

A. Transfer Agent Forms

Section 17A(c)(1) of the Act requires that an entity that performs the function of a transfer agent with respect to a security registered under Section 12 of the Act to register with that entity's appropriate regulatory agency (''ARA'').[6] Depending on the type of entity that is registered as a transfer agent, the ARA is either the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, or the Commission.[7] There are currently

[1] 17 CFR 249b.100, 101, and 102, respectively.

[2] EDGAR is the Commission's computer system for the receipt, acceptance, review, and dissemination of documents submitted in electronic format. The term electronic format means the computerized format of a document prepared in accordance with the EDGAR Filer Manual. 17 CFR 232.11.

[3] The application will produce an Extensible Markup Language (''XML'') version of the filing with all data elements identified through XML tags. A ''tag'' is an identifier that highlights specific information to EDGAR that is in the format required by the EDGAR Filer Manual. 17 CFR 232.11.

[4] 17 CFR 240.17Ac2–1, 17Ac2–2, and 17Ac3–1, respectively.

[5] 17 CFR 232 *et seq.*

[6] 15 U.S.C. 78q–1(c)(1).

[7] 15 U.S.C. 78c(a)(34)(B). When used with respect to a clearing agency or transfer agent, the term ''appropriate regulatory agency'' means: (i) The Comptroller of the Currency, in the case of a national bank or a bank operating under the Code of Law for the District of Columbia, or a subsidiary of any such bank; (ii) the Board of Governors of the Federal Reserve System, in the case of a State member bank of the Federal Reserve System, a subsidiary thereof, a bank holding company, or a subsidiary of a bank holding company which is a bank other than a bank specified in clause (i) or (ii) of this subparagraph; (iii) the Federal Deposit Insurance Corporation, in the case of a bank insured by the Federal Deposit Insurance Corporation (other than a member of the Federal Reserve System), or a subsidiary thereof; and (iv) the Commission in the case of all other clearing agencies and transfer agents.

785 registered transfer agents with 519 registered with the Commission and 266 registered with the other ARAs.

There are three transfer agent forms filed with the Commission: (1) Form TA–1, Uniform Form for Registration as a Transfer Agent and for Amendment to Registration Pursuant to Section 17A of the Securities Exchange Act of 1934; (2) Form TA–2, Form for Reporting Activities of Transfer Agents Registered Pursuant to Section 17A of the Securities Exchange Act of 1934; and (3) Form TA–W, Notice of Withdrawal from Registration as a Transfer Agent. Only transfer agents that are registered with the Commission file Form TA–1 and Form TA–W with the Commission. All transfer agents, however, whether they are registered with the Commission or another ARA, file Form TA–2 with the Commission. The Commission uses the information on the transfer agent forms to review and approve an entity's application for registration as a transfer agent, maintain current information about transfer agents, and monitor the operations performed by and the services provided by transfer agents. The information filed on the Form TA–1, Form TA–2, and Form TA–W is publicly available.

Over 1,000 transfer agent forms are filed with the Commission each year. The Commission receives new or amended transfer agent registrations on Form TA–1 and withdrawals from registration on Form TA–W; however, most of the transfer agent forms received by the Commission are the annual reports filed by transfer agents on Form TA–2, which are required to be filed with the Commission during the three month period between January 1 and March 31.[8] Although all registered transfer agents are required to file a Form TA–2, the Commission receives fewer Forms TA–2 than there are registered transfer agents. This may be because some registered transfer agents have dissolved without filing a Form TA–W, the paper Form TA–2 was lost or misdirected, or some transfer agents are not meeting the Form TA–2 filing requirement.

To facilitate public dissemination of the information, the Commission staff enters basic information from the forms into EDGAR, including the name and address of the transfer agent, the transfer agent's registration number, and the date the form was filed with the Commission. This data is then disseminated on the EDGAR section of Commission's Web site.[9] In order to view all of the information on a form, however, members of the public must request a hard copy of the form from the Commission's public reference room or obtain the information from a third party information service company for a fee.

B. Electronic Filing of Transfer Agent Forms

The proposed electronic filing system for transfer agent forms would be beneficial for transfer agents, investors, and the Commission. This filing system would use the EDGARLite application, which was developed to supplement the existing EDGARLink application.[10] In EDGARLite, form templates would be completed offline and then transmitted to EDGAR over an Internet connection much like EDGARLink. Unlike EDGARLink, however, EDGARLite would automatically insert tags for all of the data reported on the form and not just the header information. Because all of the data would be in a tagged data format, it could be easily searched and sorted for purposes of running reports or statistics once it was in the EDGAR database.

Regulation S–T sets forth the rules governing electronic filing in EDGAR. The EDGAR Filer Manual, which is promulgated by the Commission under Rule 301 of Regulation S–T,[11] provides the instructions and technical requirements for submitting filings to EDGAR. In preparation for electronic filing, should the Commission adopt the proposed rule, transfer agents should review Regulation S–T and the relevant portions of the EDGAR Filer Manual, Volume I (General Information).[12] In particular, transfer agents should review Section 2.5 of Volume I, which provides the EDGAR hardware and software requirements, Section 3 of Volume I, which provides instructions on becoming an EDGAR filer, and Section 6 of Volume I, which provides instructions for filing on EDGAR.

This proposal would require a new section to Volume II (EDGAR Filing) of the EDGAR Filer Manual. As with typical changes to the EDGAR Filer Manual, the Commission, in its discretion, may post a draft of the new section, but any draft is subject to Commission approval and may be revised prior to approval or not approved at all.[13] The new section would provide detailed instructions for preparing forms using EDGARLite. In general, filers would create filings using EDGARLite by downloading form templates from a Commission Web site and then saving the form templates on their computers. Forms would be filled out offline. By bundling the form templates with the MS InfoPath™ software, EDGARLite would allow filers to use forms that include data validation tools to prevent mistakes. Filers would transmit the forms to EDGAR using the Online Forms/XML EDGARLite Web site.[14] There would be no fees charged to transfer agents by the Commission in connection with electronic filing of transfer agent forms.

Under the new electronic filing requirement, each answer provided by the transfer agent would be formatted as an XML (''Extensible Markup Language'') data tag.[15] XML is a widely used text format that allows for the flexible use and exchange of data. The Commission designed the proposed filing system to use XML data tags so that all of the information filed by transfer agents could be used by Commission staff and the public for searches, retrievals, and data analysis. To facilitate the filing of the information as XML data tags, the Commission developed EDGARLite to provide filers with an easy to use, form-driven tool that can gather information and convert it to XML. EDGARLite bundles form templates created by the Commission with a commercial ''off the shelf'' software package, MS InfoPath™. Transfer agents would need to have MS InfoPath™ installed on their computers in order to use EDGARLite.

EDGARLite is the first EDGAR application that would require filers to purchase and install a specific commercial software package chosen by the Commission. The Commission designed EDGARLite to utilize commercial software because it was the most cost-efficient way to allow information reported on a relatively small number of forms to be filed on

[8] 17 CFR 240.17Ac2–2. For the years 2003 through 2005, the Commission received an average of 1,069 transfer agent forms each year, including 41 Forms TA–1, 247 amended Forms TA–1, 709 Forms TA–2, 31 amended Forms TA–2, and 39 Forms TA–W.

[9] *http://www.sec.gov/edgar.shtml.*

[10] For more information about EDGARLink, refer to the EDGAR Filer Manual, Volume II.

[11] 17 CFR 232.301.

[12] Transfer agents may download the latest version of the Filer Manual from the Commission's Web site *www.sec.gov* under the section ''Information for EDGAR Filers.''

[13] Any draft of the EDGAR Filer Manual that is posted before Commission approval of potential regulatory changes is provided as a service to the filing community to assist filers, agents, and software developers prepare for potential changes Commission staff anticipates. The Commission retains the right to change any part of the manual before the new system release is made final and the posting of the draft manual does not indicate Commission approval of any pending proposed changes relating to the potential changes reflected in the draft manual.

[14] *https://www.onlineforms.edgarfiling.sec.gov.*

[15] A tag is an identifier that highlights specific information to EDGAR that is in the format required by the EDGAR Filer Manual. 17 CFR 232.11.

EDGAR as tagged data in XML format. It would not be economically feasible for the Commission to develop an EDGAR application for transfer agent forms without using commercial software. The Commission evaluated several commercial software products and determined that MS InfoPath™ was the only product currently available that is suitable for EDGARLite. The Professional Enterprise Edition of Microsoft Office includes MS InfoPath.™ Purchased separately, MS InfoPath™ costs approximately $200.

As an alternative to purchasing the software, transfer agents could prepare the forms outside of EDGARLite by creating an XML tagged version of the filing as an ASCII document using technical specifications that would be available on the Commission's Web site.[16] This filing method would require some technical expertise on the part of the filer, and the Commission expects that most transfer agents would choose to purchase the software and prepare the forms using EDGARLite.[17] As another alternative, transfer agents could hire a third party to prepare and submit the electronic forms for them; however, this filing method would likely cost the transfer agent more than purchasing the MS InfoPath™ software.

The Commission is proposing to amend Regulation S–T, Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1, and Form TA–1, Form TA–2, and Form TA–W to require that all transfer agent forms filed with the Commission be filed electronically.[18] Transfer agents would be able to apply for a hardship exemption from the electronic filing requirement pursuant to Rule 202 of Regulation S–T.[19] Rule 202 provides that an electronic filer may apply in writing for a continuing hardship exemption if the filing cannot be submitted to the Commission in electronic format without undue burden or expense. The Commission determines whether to grant or to deny the application based on whether the exemption is appropriate and is consistent with the public interest and the protection of investors.

The Commission would configure the electronic Form TA–1 and Form TA–2 to allow filers to designate a form as an amendment to a previous submission. Amended forms would have to be completed in full pursuant to the instructions on the form. This differs from the current procedure where transfer agents complete only their identifying information and the questions for which the information has changed. Transfer agents would be able to use as a template for the amended form a previously filed electronic form that they had saved. After amending the previously saved filed form, they would submit the amended form to EDGAR.

For the first year of electronic filing only, transfer agents that are registered with the Commission would be required to file an amended Form TA–1 before they could file a Form TA–2.[20] By so requiring, the Commission would be able to establish a complete and current record of registration information for transfer agents registered with the Commission in a single, centralized, and searchable database. Form TA–1 collects important information regarding transfer agents, such as name, address, organizational structure, and control persons. The requirement to file an amended Form TA–1 when the electronic filing system first becomes effective would make the data previously reported on the paper form readily available for Commission use and public dissemination. Additionally, the requirement is designed to ensure that transfer agents have a complete electronic version of the form to use as a template for future amendments. It would provide an opportunity for transfer agents to make sure that their Form TA–1 is current and that all amendments to correct inaccurate, misleading, or incomplete information are made. Because transfer agents are required to maintain a copy of Form TA–1 and any amendments to Form TA–1 with their records,[21] they should have all the information necessary to complete and electronically file an amended Form TA–1.

The Commission anticipates that the new filing system would be available prior to January 1, 2007, provided that the proposed amendments have been adopted and are effective by that date. Accordingly, the Commission anticipates that registered transfer agents will file their Forms TA–2 for the 2006 reporting period on EDGAR.

III. Proposed Amendments

The proposed amendments would make the following changes to Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1, Regulation S–T, and to Form TA–1, Form TA–2, and Form TA–3 and the instructions to the forms as well as to Form ID.

A. Changes to Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 To Require Electronic Filing

The proposed amendments would add a paragraph to each of Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 to require electronic filing of Form TA–1, Form TA–2, and Form TA–W, respectively, on the Commission's EDGAR system. The amendments would require transfer agents to file their forms according to the instructions on the forms and in the EDGAR Filer Manual. The Commission requests the views of commenters on the proposed amendments to require electronic filing of Form TA–1, Form TA–2, and Form TA–W.

B. Amendments to Regulation S–T

The Commission is proposing to amend Regulation S–T to mandate the submission of the transfer agent forms in electronic format. Additionally, the Commission is proposing to amend Regulation S–T to exclude the transfer agent forms from the applicability of Rule 104, and Rule 201, as discussed below.

1. Rule 101(a), Mandated Electronic Filing

Rule 101(a) of Regulation S–T lists the filings that must be submitted to the Commission in electronic format.[22] The proposed rule would amend Rule 101(a) to mandate that Form TA–1, Form TA–2, and Form TA–W be submitted to the Commission in electronic format.

2. Rule 104, Unofficial PDF Copies Included in an Electronic Submission

Rule 104 of Regulation S–T provides that an electronic submission may include one unofficial portable document format (''PDF'') copy of each electronic document contained within a submission, tagged in the format required by the EDGAR Filer Manual.[23] The purpose of this rule is to allow filers to provide a copy of their submission in a format that creates a

[16] An ASCII document is an electronic text document that has contents limited to American Standard Code for Information Interchange (''ASCII'') characters. 17 CFR 232.11.

[17] Third party software developers may also use the technical specifications to create a software product to compete with or enhance the EDGARLite application.

[18] A paper copy version of the forms and instructions would be available from the Commission Publications Office and on the Commission's Web site for information purposes and for use by transfer agents that were granted a hardship exemption from electronic filing under Rule 202 of Regulation S–T.

[19] 17 CFR 232.202.

[20] Transfer agents registered with an ARA other than the Commission do not file Form TA–1 or Form TA–W with the Commission and accordingly would not be subject to this requirement.

[21] Instruction I.D. to Form TA–1.

[22] 17 CFR 232.101(a).

[23] 17 CFR 232.104(a).

structured, easy to read document for public dissemination.

The electronic transfer agent forms would be structured, tagged data forms that are easy to read in the format in which they are submitted, and it would be unnecessary to have a PDF version of the forms submitted. Therefore, the Commission is proposing to amend Rule 104(a) to exclude the transfer agent forms from the applicability of the rule.

3. Rule 201, Temporary Hardship Exemption

Rule 201 of Regulation S–T allows a temporary exemption from mandated electronic filing when, due to unanticipated technical difficulties, an electronic filer cannot submit its filing in electronic format by the filing date.[24] The filer may submit the filing in paper format no later than one business day after the filing was to be made with the Commission, and the filer must submit an electronic format copy of the form within six business days of filing the paper format document. Form TA–1 and Form TA–W do not have specified filing dates, and Form TA–2 may be filed any time between January 1 and March 31.[25] As a result, the Commission does not believe that there would be many cases where transfer agents would need the temporary hardship exemption.

If it is necessary that a transfer agent form be filed with the Commission on a date certain, there are two means by which the Commission could adjust the effective or filing date of a transfer agent form. First, the Commission has the authority under Section 17A(c) of the Act to accelerate, delay, or postpone the effective date of Form TA–1 and Form TA–W.[26] Second, Rule 13(b) of Regulation S–T provides that the Commission may adjust the filing date of an electronic filing, which would include Form TA–1, Form TA–2, or Form TA–W, if the filer in good faith attempts to file with the Commission in a timely manner but the filing is delayed due to technical difficulties beyond the filer's control.[27] Accordingly, the Commission is proposing to amend Rule 201(a) to exclude the transfer agent forms from the applicability of Rule 201.

The Commission requests the views of commenters on the proposed amendments to Regulation S–T.

C. Miscellaneous Amendments

The Commission is proposing to make the following amendments to the transfer agent rules to remove outdated information.

1. Reference to 17A(c)(3)(C) in Rule 17Ac3–1

Rule 17Ac3–1 implements the section of the Act that permits a transfer agent to withdraw from registration. The rule currently cites that section as 17A(c)(3)(C) of the Act; however, when the Act was amended in 1987, section 17A(c)(3)(C) was redesignated as 17A(c)(4).[28] The Commission is proposing to amend Rule 17Ac3–1 to reflect the change.

2. Deletion of Paragraph (c) in Rule 17Ac2–2

Paragraph (c) was added to Rule 17Ac2–2 as an amendment in June 2000.[29] The amendment changed the end of the annual reporting period for transfer agents from June 30 to December 31 of the calendar year. Paragraph (c) was added to Rule 17Ac2–2 to provide that transfer agents would not be required to file the annual report for the period ending June 30, 2000. Because this provision is no longer necessary, the Commission is proposing to remove it from the rule.

3. Revision to Rule 17Ac2–1

The proposal would integrate the SEC Supplement to Form TA–1 into the body of the form as Questions 8 through 10. As a result, there would no longer be a separate SEC Supplement. Consequently, the Commission is proposing to delete the reference in Rule 17Ac2–1 to the SEC Supplement.

D. Amendments to Form TA–1, Form TA–2, and Form TA–W

Listed below is a summary of the proposed amendments to the forms and instructions.

1. Amendments to All Forms and Instructions

The Commission would make the following amendments to Form TA–1, TA–2, and TA–W:

i. Amend the instructions to require the forms to be filed electronically in EDGAR.

ii. Replace current instructions regarding how and where to file the forms with instructions for filing through EDGAR.

iii. Amend Question 1 to require information about the filer that is required for EDGAR filing.[30]

iv. Amend the forms to allow the transfer agent to include a cover letter or other correspondence as an attachment to the form.

v. Amend the forms and instructions to provide that the forms must be executed with an electronic signature pursuant to Rule 302, Signatures, of Regulation S–T.[31]

The proposed amendments would also make nonsubstantive format changes to the forms to accommodate electronic filing. Such format changes would include drop down data blocks that allow the filer to insert additional information to a question (instead of using attached sheets, schedules, or supplements), data fields that would be designated as required fields, radio buttons that would limit the filer to specific answers to a question, and hidden data fields for questions that would not be applicable to the filer.[32]

2. Amendments to Form TA–1 and Instructions

i. The instructions would be amended to require a registered transfer agent to file an amended Form TA–1 in electronic format before it can file a Form TA–2 or Form TA–W in electronic format.

ii. A feature would be added to allow the transfer agent to designate a filing as an amended filing. The instructions will be amended to reflect this feature.

iii. Question 2, ''Filing Status,'' would be deleted because the question would be moved to the top section of the form.

iv. Questions 6, ''Service Companies Engaged by the Filer,'' would be amended to request the file number of the service company.

v. Question 7, ''Filer Engaged as a Service Company by a Named Transfer Agent,'' would be amended to request the file number of the named transfer agent.

vi. Form TA–1 Supplement, ''Control Person Information'' for Corporations

[24] 17 CFR 232.201.

[25] 17 CFR 240.17Ac2–2(a).

[26] 15 U.S.C. 78q–1(c)(2), (c)(4)(A) and (B), and 17 CFR 240.17Ac2–1(a) and 240.17Ac3–1(b).

[27] 17 CFR 232.13(b). The filer must request an adjustment of the filing date, and the Commission or its staff, pursuant to delegated authority, may grant the request if it appears that such adjustment is appropriate and consistent with the public interest and the protection of investors.

[28] Pub. L. 100–181 (S 1452), § 322(3), 101 Stat 1249, December 4, 1987.

[29] Securities Exchange Act Release No. 42892 (June 2, 2000), 65 FR 36602 (June 9, 2000).

[30] See EDGAR Filer Manual, Volume I (General Information).

[31] 17 CFR 232.302. Rule 302 provides that a signature to any electronic submission must be provided in typed rather than manual format. Each signatory is required to manually sign a signature page or other document authenticating, acknowledging, or otherwise adopting his or her signature that appears in typed form within the electronic filing before or at the time the electronic filing is made. Such document must be retained by the filer for a period of five years and shall be furnished to the Commission or its staff upon request.

[32] Filers could view the entire form by checking the box at the top of the form that expands the form to show all fields. Filers could also print the entire form using this mechanism.

(Schedule A), Partnerships (Schedule B), and Other Entities (Schedule C), would be integrated into the form as Questions 8 through 10.

vii. Form TA–1 Supplement, ''Control Person Information,'' would be amended to delete Schedule D because Schedule D is a blank sheet that provides additional space for responses and would not be necessary in the electronic form.

viii. Form TA–1 Supplement, ''Control Person Information'' for Corporations (Schedule A), Partnerships (Schedule B), and Other Entities (Schedule C), would be amended to delete the request for the social security number of control persons. This request for information is being deleted because of privacy concerns in light of the fact that the forms will be available for public dissemination through EDGAR.

ix. Form TA–1 Supplement, ''Control Person Information'' for Corporations (Schedule A), Partnerships (Schedule B), and Other Entities (Schedule C), would be amended to delete the ADD, AMEND, and DELETE Columns. Transfer agents would instead provide the beginning date of the relationship with the control person and the ending date of the relationship.

x. Instruction II, Special Instructions for Filing and Amending Form TA–1, would be amended to reflect that the Financial Industry Number Standard (''FINS'') number assigned by The Depository Trust Company (''DTC'') is now provided through DTC's Web site *http://www.dtc.org* for a nominal fee.

xi. Instruction II.A.4, the instruction regarding marking items as deleted would be removed.

xii. Instruction II.B, Amending Registration, would be revised to provide instructions on filing an amended Form TA–1 in EDGAR. All required items on the electronic form, not just those fields being amended, must be completed.

xiii. Instruction III, SEC Supplement, Amending the Supplement, would be deleted because the supplement would be integrated with the rest of the form.

3. Amendments to Form TA–2 and Instructions

i. Question 4, ''Number of Items Received for Transfer During the Reporting Period,'' would be amended to add a paragraph (b) to request the number of individual securityholder accounts for which the transfer agent maintained master securityholder accounts. The purpose of this amendment is to provide information as to whether Questions 6–10 are required to be answered under Instruction II.B of Form TA–2. A corresponding change would be made to Instruction II.B.

ii. A feature would be added to allow the transfer agent to designate a filing as an amended filing. The instructions will be amended to reflect this feature. All required items on the electronic form, not just those answers that are being amended, must be completed.

4. Amendments to Form TA–W and Instructions

i. Question 7. The reference to ''out of proof conditions'' would be deleted because the Commission no longer uses the term.

ii. Questions 9 and 10. The reference to Schedule B on Form TA–1 would be deleted because Form TA–1 was previously amended and Schedule B no longer requires the referenced information.[33] Accordingly, the phrase ''each issue shown on Schedule B of registrants Form TA–1, as amended,'' would be deleted and replaced with the phrase ''each issue for which registrant acted as transfer agent.''

iii. Instruction 1. The reference to ''Section 17A(c)(3)(C)'' would be revised to ''Section 17A(c)(4)(B).''

The Commission requests the views of commenters on the proposed amendments to Form TA–1, Form TA–2, and Form TA–W.

5. Amendment to Form ID

The Commission is proposing to amend Form ID, Uniform Application for Access Codes to File on EDGAR, to add ''transfer agent'' to the check-the-box list of applicant types (the form currently has boxes for ''filer'', ''filing agent'', ''trainer'', or ''individual'').[34] The purpose of this change is to allow the Commission to identify a new filer as a transfer agent for purposes of utilizing the special instructions in EDGARLite for the TA forms (for example, a TA–2 will be blocked if the transfer agent hasn't previously filed an electronic Form TA–1 or amended Form TA–1).[35]

The Commission requests the views of commenters on the proposed amendments to Form ID.

IV. Request for Comment

The Commission requests the views of commenters on all aspects of the proposed amendments, discussed above, to Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1, Regulation S–T, and to Form TA–1, Form TA–2, and Form TA–W and the instructions to the forms under the Act.

V. Paperwork Reduction Act

Certain provisions of the proposed amendments to the rules and forms contain ''collection of information requirements'' within the meaning of the Paperwork Reduction Act of 1995.[36] An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. The Commission has submitted the revisions to the collection of information to the Office of Management and Budget (''OMB'') for review in accordance with 44 U.S.C. 3507 and 5 CFR 1320.11. The titles of the affected information forms are Form TA–1 (OMB Control Number 3235–0084), Form TA–2 (OMB Control Number 3235–0337), and Form TA–W (OMB Control Number 2325–0151).[37]

The proposal would require Form TA–1, Form TA–2, and Form TA–W, which are currently filed with the Commission in paper form, to be filed electronically on EDGAR. The Commission collects this information pursuant to its authority under Section 17A of the Act and uses the information collected on the forms in determining whether to allow a transfer agent to register or to withdraw from registration and also uses the information in monitoring the annual activities of transfer agents. The information filed on the Form TA–1, Form TA–2, and Form TA–W is publicly available.

The respondents to the collection of information are the registered transfer agents that file Form TA–1, Form TA–2, and Form TA–W with the Commission. Only transfer agents for whom the Commission is the ARA file

[33] Securities Exchange Act Release No. 23084 (March 27, 1986), 51 FR 12124 (April 9, 1986).

[34] 17 CFR 239.63.

[35] Transfer agents that have previously filed a transfer agent form with the Commission are currently in the system. Only those transfer agents that are filing a transfer agent form with the Commission for the first time would be required to complete and file a Form ID.

[36] 44 U.S.C. 3501 *et seq.*

[37] The Commission estimates that each year a small number of transfer agents would need to file a Form ID (OMB Control Number 3235–0328) with the Commission in order to gain access to EDGAR. Form ID is used to request the assignment of access codes to file on EDGAR. Most transfer agents would not need to file a Form ID because any transfer agent that has filed at least one transfer agent form with the Commission since 2002 has been entered into the EDGAR system by the Commission and would not need to file Form ID to file electronically on EDGAR. However, registered transfer agents that have not yet filed a transfer agent form with the Commission and new registrants would need to File Form ID.

The Commission estimates that it would receive approximately 80 Forms ID a year under the proposed rule. This number fits within the current estimated number of respondents that file a Form ID each year because the actual number of Forms ID the Commission receives is less than the current estimate.

Form TA–1 and Form TA–W with the Commission; however, all registered transfer agents, whether they are registered with the Commission or another ARA, must file the annual Form TA–2 with the Commission. Compliance with the proposed amendments would be mandatory. The information required by the proposed amendments would not be kept confidential by the Commission. The Commission's regulations that implement Section 17A of the Act are at 17 CFR 200.80 *et seq.*

The proposal would modify an existing collection of information by changing the format of a required filing from paper to electronic format and would amend the text of the forms and the instructions to the forms to conform to the electronic filing requirement. For example, the instructions for how and where to file the forms would be amended to require electronic filing on EDGAR and the top section of each form would require the transfer agent to provide information related to EDGAR filing such as its CIK, filing status, and email address. Also, transfer agents would transmit the forms to the Commission electronically instead of completing the forms in paper, making three copies, and mailing them to the Commission. The proposal would also amend Question 4, ''Number of Items Received for Transfer During the Reporting Period,'' on Form TA–2 to add a paragraph (b) so that the EDGARLite program could provide a data validation tool with respect to Questions 6–10. A transfer agent currently has to calculate the number of individual securityholder accounts for which it maintains master securityholder accounts under Instruction II.B of Form TA–2 in order to determine whether it is required to complete Questions 6–10. The proposal would require this information in Question 4(b) so that the EDGARLite program could highlight for the transfer agent whether questions 6–10 should or should not be completed.

Additionally, the proposal would amend Questions 6 and 7 of Form TA–1 to request the file number of a service company and of a named transfer agent instead of the financial industry number standards (FINS). The file number is an identifying number unique to each registered transfer agent and would be more useful to the Commission than the FINS for locating and identifying service companies and named transfer agents. Unlike the FINS, the file number of a transfer agent is publicly available on EDGAR and it should be just as easy or easier for a transfer agent to locate and report the file number of a service company or named transfer agent as it is to locate and report the FINS.

The Commission does not believe the estimated hour burdens for completing Form TA–1, Form TA–2, and Form TA–W would change as a result of the proposed amendments because completing an electronic form template and submitting it electronically on EDGAR should not take longer than completing a paper form and mailing the original and two copies to the Commission. The Commission believes, however, that the estimated hour burdens of Form TA–1 and for Form TA–2 should be increased for the first year to reflect the initial burden associated with filing electronically on EDGAR and the initial burden associated with the proposed requirement for each transfer agent registered with the Commission to refile the information on its Form TA–1 electronically as an amended Form TA–1.

The Commission believes that most transfer agents would incur a one time burden with respect to accessing EDGAR and training personnel to install MS InfoPath and to use EDGARLite to file electronically. Many transfer agents currently access EDGAR in some capacity, such as an issuer, investment advisor, or a third party filer, and the instructions for installing and using MS InfoPath and EDGARLite would be provided in the EDGAR Filer Manual. Based on this, the Commission estimates that the one time burden associated with electronic filing of transfer agent forms would be two hours. This increased burden would be incurred with respect to the first transfer agent form the transfer agent files with the Commission electronically. For transfer agents registered with the Commission, this would be Form TA–1, because the proposal would require transfer agents registered with the Commission to file an electronic amended Form TA–1 before they could file any other transfer agent forms electronically. For all other transfer agents, this would be Form TA–2 because that is the only form those transfer agents file with the Commission.

There are 519 transfer agents registered with the Commission. Accordingly, the increase in collection of information burden associated with filing electronically for Form TA–1 would be 1038 hours. There are 266 transfer agents registered with an ARA other than the Commission. Accordingly, the collection of information burden associated with filing electronically for Form TA–2 is 532 hours.

The Commission believes that the estimated hour burden for Form TA–1 would increase for the first year of electronic filing because the proposed amendments would require that transfer agents registered with the Commission refile the information on Form TA–1 electronically in EDGAR as an amended Form TA–1. The proposed requirement to refile the registration information is designed to ensure that the EDGAR database contains complete and current information on all transfer agents registered with the Commission as well as to create a complete form for transfer agents to use when they next amend Form TA–1.

The proposed requirement to file an amended Form TA–1 would apply to the 519 transfer agents for which the Commission is the ARA and would create a one time collection of information burden. The Commission's current estimate for completing Form TA–1 is 2 hours. As stated above, the Commission believes that the hour burden for completing the electronic forms is the same as completing the paper forms. Accordingly, the Commission estimates that each transfer agent that is required to refile the information on Form TA–1 would need approximately two hours to do so, for an increase to the total burden for the first year of 1,038 hours.

Transfer agents that file amended Forms TA–1 and TA–2 would be required to complete them in full rather than partially as currently required. However, there should not be an additional burden with respect to filing amended forms because transfer agents would be able to use the previously filed electronic amended Form TA–1 or the previously filed electronic Form TA–2 as a template for future amendments and would only need to amend the answers to those questions for which the information has become inaccurate, misleading, or incomplete.

In sum, the proposed amendments would increase the collection of information hour burden for Form TA–1 by a total of 2,076 hours (current estimate of 1,038 hours plus the additional estimate of 1,038 hours) and 1,064 hours (current estimate of 532 hours plus the additional estimate of 532 hours) for Form TA–2 for the first electronic filing only.[38] After the first electronic filing, the estimated burden would return to its current level of 1,038

[38] Based on an estimated average administrative labor cost of $31.50 per hour, the Commission's staff estimates that the total labor cost to the transfer agent industry for complying with the proposed amendments would be $98,910. (A total of 3,114 hours (2,076 + 1,038) multiplied by a cost of $31.50 per hour equals $98,910.)

hours for Form TA–1 and 532 hours for Form TA–2.

The Commission does not anticipate that the proposed amendments would impose significant additional costs for transfer agents. In order to create forms on EDGARLite and to submit forms to EDGAR, applicants are required to have a personal computer, internet access, and MS InfoPath™ software. As noted above, many transfer agents currently file electronically in EDGAR in some capacity and the Commission believes that as part of their business operations, almost all registered transfer agents have personal computers and that many have access to the internet. The cost of the MS InfoPath™ software is approximately $200; however, if the transfer agent has already purchased Microsoft Office 2000 Professional Enterprise Edition™ it will not need to purchase MS InfoPath.™ Accordingly, we estimate that the proposal would cause a cost to each transfer agent of a maximum of $200 in the initial year only. Further, if a transfer agent could demonstrate that the electronic filing requirement would cause it undue burden or expense, the Commission could grant it a continuing hardship exemption from the electronic filing requirement pursuant to Rule 202 of Regulation S–T.

Pursuant to 44 U.S.C. 3506(c)(2)(B), the Commission solicits comments to:

(1) Evaluate whether the proposed collection of information is necessary for the performance of the functions of the agency, including whether the information shall have practical utility;

(2) Evaluate and provide relevant data regarding the agency's estimate of the burden of the proposed collection of information, including the validity of the methodology and assumptions used;

(3) Enhance the quality, utility and clarity of the information to be collected; and

(4) Minimize the burden of collection of information on those who are to respond, including through the use of automated collection techniques or other forms of information technology.

Persons wishing to submit comments on the collection of information requirements should direct them to the following persons: (1) Desk Officer for the Securities and Exchange Commission, Office of Information and Budget (''OMB''), Room 3208, New Executive Office Building, Washington, DC 20503; and (2) Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549–1090 with reference to File No. S7– – . OMB is required to make a decision concerning the collection of information between 30 and 60 days after publication, so a comment to OMB is best assured of having its full effect if OMB receives it within 30 days of publication. The Commission has submitted the proposed collection of information to OMB for approval. Requests for the materials submitted to OMB by the Commission with regard to this collection of information should be in writing, refer to File No. S7– – , and be submitted to the Securities and Exchange Commission, Records Management, Office of Filings and Information Services, 100 F Street, NE., Washington, DC 20549.

VI. Costs and Benefits of the Proposed Rulemaking

The Commission is sensitive to the costs and benefits of our proposed rule implementing an electronic filing system for transfer agent forms. We believe that the proposed amendments would benefit transfer agents and investors by improving the efficiency and quality of the information filed with the Commission, which is available to the public. We also believe that the proposed amendments would result in certain costs to most transfer agents because they may need to purchase computer software and possibly hardware and would need to train personnel to create forms in the EDGARLite™ application and to file the forms on EDGAR. The Commission encourages commenters to identify, discuss, analyze, and supply relevant data regarding any such costs or benefits.

A. Benefits

An electronic filing system would improve the efficiency of the filing process for transfer agents and would also improve the public dissemination of the information on the forms. The electronic filing system would eliminate the burdens associated with the paper forms and the possibility of the forms being lost or misdirected. By performing data validation checks, the EDGARLite application would help to ensure that transfer agents fill the forms out completely and in the appropriate format. It would also provide transfer agents with email notification that a form has been accepted or suspended by the Commission.

The proposed rule would benefit the public because it would make the information on transfer agent forms, which is publicly available information, more easily accessible and available in a more timely manner in EDGAR than it currently is through the Commission's public reference room. The new system would also improve the Commission's ability to maintain, review, and analyze transfer agent forms by collecting and storing all of the information on the forms in a single, centralized database. The database would be updated immediately upon the receipt of new filings and would help the Commission identify delinquent filers. It would also allow for analytic tools such as data aggregation, statistical analysis, and report generation.

B. Costs

Transfer agents would incur initial and ongoing costs with respect to the electronic filing system. The Commission believes that most of the cost burden would be in terms of initial costs and would be in terms of using the electronic filing system. The Commission does not believe that transfer agents would incur additional costs in the first year as a result of completing the forms in electronic format versus in paper format because, other than amendments to Question 4 of Form TA–2 to request the number of individual securityholder accounts and to Questions 6 and 7 of Form TA–1 to request the file number of service companies and named transfer agents, the substance of the transfer agent forms is not changing. However, transfer agents that are registered with the Commission would incur additional costs with respect to completing the forms because they would be required to prepare and file an electronic amendment to their original registration on Form TA–1 and submit it to EDGAR for the first year of electronic filing before they could submit their annual report on Form TA–2.

In order to file electronic transfer agent forms in EDGAR, transfer agents would need the computer system requirements necessary to access EDGAR and would have to train personnel to prepare forms using EDGARLite. We believe that most transfer agents currently have the necessary computer system requirements as well as access to the Internet as part of their current businesses. However, the Commission believes that many transfer agents would choose to purchase MS Infopath™ which is needed to view and enter data in EDGARLite forms.

To estimate the impact of the proposal on transfer agents, the Commission reviewed the filings submitted by transfer agents to the Commission and communicated with several small and mid-size transfer agents regarding their computer systems, personnel, and familiarity with EDGAR. Many transfer agents are entities or are affiliated with entities, such as publicly traded

companies or investment companies, which submit filings to the Commission electronically in EDGAR. These transfer agents have the necessary computer system requirements and personnel to file the transfer agent forms in EDGAR, but many do not have the MS InfoPath™ software necessary to construct forms in EDGARLite. Transfer agents that have purchased Microsoft Office 2000 Professional Enterprise Edition™ have MS InfoPath™ included as part of their operating system; however, most of these transfer agents are not familiar with MS InfoPath™ and would have to train their personnel to use the software. Of the transfer agents that do not currently file forms electronically in EDGAR, most have the computer system requirements to file in EDGAR, but would need to purchase MS InfoPath™, train personnel to construct forms using EDGARLite, and submit forms electronically to EDGAR. In addition, some transfer agents may not have the necessary system requirements to file in EDGAR and would need to purchase upgrades to their computer systems as well as incur the costs related to purchasing the MS InfoPath™ software and training personnel to file forms in EDGAR using EDGARLite.

From the above information, the Commission estimates that the cost to transfer agents of the electronic filing proposal could range from only the cost of training personnel to create forms in EDGARLite to the cost of upgrading systems, purchasing MS InfoPath™ and training personnel to use the EDGAR system and EDGARLite. The EDGARLite application is designed to be easy to use and the MS InfoPath™ software is a relatively low-cost software package that is readily available. The EDGAR Filer Manual would provide instructions for installing MS InfoPath™ and for using EDGARLite. Based on this, the Commission estimates that any training for personnel with respect to electronic filing would be two hours for each registered transfer agent. Additionally, the Commission estimates that transfer agents registered with the Commission would require an additional two hours to refile the information on Form TA–1 as an amended Form TA–1 would be two hours. The Commission estimates a cost of $31.50 per hour and that the total labor cost to the transfer agent industry for complying with the proposed amendments would be $98,910.[39]

Alternatively, transfer agents or a third party could prepare the forms without MS InfoPath™ by creating an XML tagged version of the filing as an ASCII document using technical specifications that would be available on the Commission's public Web site.[40] The Commission would integrate the XML tags with the form template to create a structured form that is identical to the form created in EDGARLite for the purpose of viewing the form in EDGAR. This filing method would require some technical expertise on the part of the filer, however. Additionally, transfer agents could hire a third party filer to prepare and submit the forms on their behalf using MS InfoPath.™ Third parties generally charge separate fees for preparation and submission of EDGAR filings, and they either charge a fee per page of a filing or, for some forms, offer a flat rate per form. Based on the published cost structures of some of the larger third party filers, we estimate that the cost of hiring a third party filer to fill out a single transfer agent form would be in the range of $150 to $200.

The Commission estimates that transfer agents would incur a small amount of ongoing costs with respect to the proposed amendments, such as purchasing upgrades to MS InfoPath™ software and maintaining access to the internet. Additionally, transfer agents would have to have personnel that are familiar with the EDGAR system to file Form TA–2 each year and amendments to Form TA–1 whenever the information on the form becomes inaccurate, misleading, or incomplete.

C. Request for Comment

The Commission requests data to quantify the costs and the benefits above. The Commission seeks estimates of these costs and benefits, as well as any costs and benefits not already described, which could result from the adoption of the proposed amendments to Regulation S–T, Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 and the proposed amendments to Form TA–1, Form TA–2, and Form TA–W and the instructions to the forms. Specifically, the Commission requests comments regarding the costs related to training personnel to construct forms using EDGARLite and to file in the EDGAR system. Additionally, the Commission requests comments regarding the types of systems upgrades transfer agents could have to make to their computer systems in order to file electronically in EDGAR and the costs of such upgrades. The Commission also requests comments regarding the cost related to developing the transfer agent forms without using MS InfoPath™ and the cost related to hiring a third party to prepare the forms. Finally, The Commission requests commenters to address whether the proposed amendments to Regulation S–T, Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 and the proposed amendments to Form TA–1, Form TA–2, and Form TA–W and the instructions to the forms would generate the anticipated benefits or impose any unanticipated costs on transfer agents and the public.

VII. Consideration of the Burden on Competition, Promotion of Efficiency, and Capital Formation

Section 3(f) of the Act[41] requires the Commission, whenever it engages in rulemaking and is required to consider or to determine whether an action is necessary or appropriate in the pubic interest, to consider whether the action will promote efficiency, competition, and capital formation. In addition, Section 23(a)(2) of the Act[42] requires the Commission, when promulgating rules under the Act, to consider the impact any such rules would have on competition. Section 23(a)(2) further provides that the Commission may not adopt a rule that would impose a burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

A transfer agent is any entity that engages on behalf of an issuer of securities or on behalf of itself as an issuer of securities in (A) countersigning such securities upon issuance; (B) monitoring the issuance of such securities with a view to preventing unauthorized issuance, a function commonly performed by a person called a registrar; (C) registering the transfer of such securities; (D) exchanging or converting such securities; and (E) transferring record ownership of securities by bookkeeping entry without physical issuance of securities certificates.[43] Transfer agents are regulated by the Commission pursuant to Section 17A of the Act. All transfer agents file an annual report with the Commission on Form TA–2. Certain transfer agents file registrations on Form TA–1 and withdrawals from registration on Form TA–W with the Commission. These forms are currently filed with the Commission in paper format.

The proposed amendments to Regulation S–T, Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 and to Forms TA–1, TA–2, and TA–W and the instructions

[39] The cost per hour is based on the estimated per hour salary of a senior computer operator using the Securities Industry Association's Office Salary Data for 2003, adjusted for inflation.

[40] *See* note 15.

[41] 15 U.S.C. 78c(f).

[42] 15 U.S.C. 78w(a)(2).

[43] 15 U.S.C. 78c(a)(25).

to the forms would require that transfer agent forms be filed electronically using the Commission's EDGAR system. The Commission has designed a new application in EDGAR, EDGARLite, that bundles form templates with a commercial off-the-shelf software package, MS InfoPath,™ to allow filers to easily complete electronic forms for submission to the Commission. However, filers would not be required to use EDGARLite and could submit the information reported on the forms to the Commission in ASCII text characters.[44]

An electronic filing system would eliminate the burdens associated with the paper forms and the possibility of the forms being lost or misdirected. The EDGARLite application would perform data validation checks, which would help to ensure that transfer agents fill the forms out completely and in the appropriate format. It would also provide transfer agents with email notification that a form has been accepted or suspended by the Commission. Accordingly, the proposal to implement the electronic filing system should promote efficiency. The amendments would apply to all transfer agents and the EDGARLite application is intended to be a program that is easy to use at a reasonable cost. Most transfer agents would be able to comply with an electronic filing requirement without difficulty; however, the proposal would allow transfer agents to receive a continuing hardship exemption under Rule 202 of Regulation S–T if the electronic filing requirement would cause undue burden or cost. As a result, the proposal should not adversely impact a transfer agent's ability to file transfer agent forms and, accordingly, should not have an adverse impact on competition. The proposal would not affect the operations of transfer agents and it would not materially change the information that is required to be reported to the Commission on the forms. The proposal would change the filing method of the forms from paper format to electronic format. Accordingly, the proposal should not have an impact on capital formation.

The Commission generally requests comment on the competitive or anticompetitive effects of these amendments to Regulation S–T, Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 and to Form TA–1, Form TA–2, and Form TA–W on any transfer agents if adopted as proposed. The Commission also requests comment on what impact the amendments, if adopted, would have on efficiency and capital formation. Commenters should provide analysis and empirical data to support their views on the costs and benefits associated with the proposal.

VIII. Initial Regulatory Flexibility Analysis

Section 3(a) of the Regulatory Flexibility Act of 1980[45] requires the Commission to undertake an initial regulatory flexibility analysis of the proposed rule on small entities unless the Commission certifies that the rule, if adopted, would not have a significant economic impact on a substantial number of small entities.[46] The Commission has prepared an Initial Regulatory Flexibility Analysis (''IRFA'') pursuant to the Regulatory Flexibility Act regarding the proposed amendments to Regulation S–T, Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 and to Form TA–1, Form TA–2, and Form TA–W and the instructions to the forms.

The IRFA prepared by the Commission states that the purpose of the proposal to establish an electronic filing system for transfer agent forms is to improve the efficiency of the filing process for transfer agents and the public dissemination of the information on the forms. An electronic filing system would eliminate the burdens associated with paper forms and streamline the filing process. It would help to ensure that transfer agents fill the forms out completely and in the appropriate format. It would also provide transfer agents with email notification that a form has been accepted or suspended by the Commission.

The IRFA sets forth the statutory authority for the proposed amendments to Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 and to Regulation S–T, Form TA–1, Form TA–2, and Form TA–W and the instructions to the forms. The IRFA also discusses the effect of the proposal on transfer agents that are small entities under Rule 0–10(h) under the Act.[47] Rule 0–10(h) defines the term ''small business'' or ''small organization'' to include any transfer agent that (1) received less than 500 items for transfer and less than 500 items for processing during the preceding six months (or in the time that it has been in business, if shorter); (2) transferred items only of issuers that would be deemed ''small businesses'' or ''small organizations'' as defined in this section; and (3) maintained master shareholder files that in the aggregate contained less than 1,000 shareholder accounts or was the named transfer agent for less than 1,000 shareholder accounts at all times during the preceding fiscal year (or the time that it has been in business, if shorter); and (4) is not affiliated with any person, other than a natural person, that is not a small business or small organization under Rule 0–10.

The Commission estimates that there are 310 registered transfer agents that are ''small entities'' under Rule 0–10. Of these, 170 are registered with the Commission and 140 are registered with the other ARAs.

The proposed amendments would require that all transfer agents apply for access to the EDGAR system and file all transfer agent forms that they file with the Commission electronically in EDGAR. Transfer agents would be expected, but not required, to complete the electronic forms by using the EDGARLite application. All transfer agents filing electronically would need to have a computer system that meets the EDGAR software and hardware requirements. Additionally, all transfer agents that have previously filed a Form TA–1 with the Commission would have to file an amended Form TA–1 electronically, of which approximately 170 are small entities within the definition in Rule 0–10. The IRFA states that the incremental burden on all ''small entities'' would be approximately 960 hours and $30,240. The IRFA also states that the proposed amendments would not impose any other reporting, recordkeeping, or compliance requirements, and that the Commission believes that there are no rules that duplicate, overlap, or conflict with the proposed amendments.

The IRFA discusses the alternatives considered by the Commission in connection with the proposed amendments to Regulation S–T, Rules 17Ac2–1, 17Ac2–2, and 17Ac3–1 and to Form TA–1, TA–2, and TA–W and the instructions to the forms. The purpose of electronic filing is to have all filings required to be filed with the Commission received in a timely and efficient manner and for the data filed on the forms to be stored in a single, centralized database. Any forms filed on paper could be subject to loss, inaccuracies, and delayed reporting, which would affect the integrity of the database and affect the Commission's ability to perform its oversight role with respect to transfer agents. Accordingly, we have determined that it would not be appropriate to allow any transfer agents to continue to file the forms in paper form unless the Commission were to grant the transfer agent a continuing hardship exemption under Rule 202 of Regulation S–T.

[44] *See* note 15.

[45] 5 U.S.C. 603(a).

[46] 5 U.S.C. 605(b).

[47] 17 CFR 240.0–10(h).

As an alternative to creating the electronic forms in EDGARLite, which would require the filer to purchase MS InfoPath™ software, transfer agents or a third party could prepare the forms outside of EDGARLite by creating an XML tagged version of the filing as an ASCII document using technical specifications that would be available on the Commission's public Web site.[48] It should be noted that this filing method would require some technical expertise on the part of the filer and the Commission does not anticipate that any transfer agents or third parties would find it worth the cost savings to develop the transfer agent forms outside of EDGARLite.

The Commission also considered whether entities could file the forms with the Commission by using public computer services, such as an internet cafe or a public library, and therefore avoid the expense of any required hardware, software, or internet access. Commission staff contacted public computer service providers in 2004 and determined that it was unlikely that these facilities would have the necessary MS Infopath™ software requirement for using the EDGARLite templates. However, transfer agents would be free to use a public facility if the facility has the necessary computer system requirements. Additionally, filers could prepare their filings by creating an ASCII document as described above, which should be possible on many public computer service facilities.

Finally, the Commission could grant a transfer agent a continuing hardship exemption from the electronic filing requirement under Rule 202 of Regulation S–T if the transfer agent demonstrates that the electronic filing requirement would cause it undue burden or expense. A transfer agent that was granted such an exemption would continue to file the forms in paper and thus would not be economically impacted by the electronic filing requirement.

The Commission encourages the submission of written comments with respect to any aspect of the IRFA. Comments should specify costs of compliance with the proposed amendments. For purposes of the Small Business Regulatory Enforcement Fairness Act of 1996,[49] the Commission is also requesting information regarding the potential impact of the proposed rule on the economy on an annual basis. Commenters should provide empirical data to support their views.

IX. Statutory Basis and Text of the Proposed Amendments

The amendments to Regulation S–T under the Securities Act of 1933, Rule 17Ac2–1, Rule 17Ac2–2, and Rule 17Ac3–1, and Forms TA–1, TA–2, and TA–W under the Act are being proposed pursuant to Section 19(a) of the Securities Act and Sections 17, 17A, and 23(a) of the Act.

Text of Proposed Rule Amendments

List of Subjects in 17 CFR Parts 232, 239, 240, 249, 249b, 269, and 274

Reporting and recordkeeping requirements, Securities.

Text of Amendment

In accordance with the foregoing, Title 17, Chapter II of the Code of Federal Regulations is proposed to be amended as follows:

PART 232—REGULATION S–T—GENERAL RULES AND REGULATIONS FOR ELECTRONIC FILINGS

1. The general authority citation for part 232 is revised to read as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s(a), 77sss(a), 78c(b), 78*l*, 78m, 78n, 78o(d), 78w(a), 78*ll*(d), 80a–8, 80a–29, 80a–30, 80a–37, and 7201 *et seq.*; and 18 U.S.C. 1350.

* * * * *

2. Amend § 232.101 by:

a. Removing the word ''and'' at the end of paragraph (a)(1)(x);

b. Removing the period at the end of paragraph (a)(1)(xi) and adding ''; and''; and

c. Adding paragraph (a)(1)(xii).

The addition reads as follows.

§ 232.101 Mandated electronic submissions and exceptions.

(a) * * *

(1) * * *

(xii) Form TA–1 (§ 249.100 of this chapter), Form TA–2 (§ 249.102 of this chapter), and Form TA–W (§ 249.101 of this chapter).

* * * * *

3. Revise § 232.104 paragraph (a) to read as follows.

§ 232.104 Unofficial PDF copies included in an electronic submission.

(a) An electronic submission, other than a Form 3 (§ 249.103 of this chapter), a Form 4 (§ 249.104 of this chapter), a Form 5 (§ 249.105 of this chapter), a Form ID (§§ 239.63, 249.446, 269.7 and 274.402 of this chapter), a Form TA–1 (§ 249.100 of this chapter), a Form TA–2 (§ 249.102 of this chapter), or a Form TA–W (§ 249.101 of this chapter), may include one unofficial PDF copy of each electronic document contained within that submission, tagged in the format required by the EDGAR Filer Manual.

* * * * *

4. Section 232.201 is amended by revising the introductory text of paragraph (a) to read as follows.

§ 232.201 Temporary hardship exemption.

(a) If an electronic filer experiences unanticipated technical difficulties preventing the timely preparation and submission of an electronic filing other than a Form 3 (§ 249.103 of this chapter), a Form 4 (§ 249.104 of this chapter), a Form 5 (§ 249.105 of this chapter), a Form ID (§§ 239.63, 249.446, 269.7 and 274.402 of this chapter), a Form TA–1 (§ 249.100 of this chapter), a Form TA–2 (§ 249.102 of this chapter), or a Form TA–W (§ 249.101 of this chapter), the electronic filer may file the subject filing, under cover of Form TH (§§ 239.65, 249.447, 269.10 and 274.404 of this chapter), in paper format no later than one business day after the date on which the filing was to be made.

* * * * *

PART 239—FORMS PRESCRIBED UNDER THE SECURITIES ACT OF 1933

5. The general authority citation for part 239 is revised to read as follows.

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 77z–2, 77z–3, 77sss, 78c, 78*l*, 78m, 78n, 78o(d), 78u–5, 78w(a), 78*ll*(d), 78mm, 80a–2(a), 80a–3, 80a–8, 80a–9, 80a–10, 80a–13, 80a–24, 80a–26, 80a–29, 80a–30, and 80–37, unless otherwise noted.

* * * * *

PART 240—GENERAL RULES AND REGULATIONS, SECURITIES EXCHANGE ACT OF 1934

6. The general authority citation for part 240 is revised to read as follows.

Authority: 15 U.S.C. 77c, 77d, 77g, 77j, 77s, 77z–2, 77z–3, 77eee, 77ggg, 77nnn, 77sss, 77ttt, 78c, 78d, 78e, 78f, 78g, 78i, 78j, 78j–1, 78k, 78k–1, 78*l*, 78m, 78n, 78o, 78p, 78q, 78s, 78u–5, 78w, 78x, 78*ll*(d), 78mm, 80a–20, 80a–23, 80a–29, 80a–37, 80b–3, 80b–4, 80b–11, and 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

7. Amend § 240.17Ac2–1 by:

a. Revising paragraph (c);

b. Redesignating paragraph (d) as paragraph (e); and

c. Adding new paragraph (d).

The revision and addition reads as follows.

§ 240.17Ac2–1 Application for registration of transfer agents.

* * * * *

[48] *See* note 15.

[49] Pub. L. 104–121, Title II, 110 Stat. 857 (1996).

(c) If any of the information reported on Form TA–1 (§ 249b.100 of this chapter) becomes inaccurate, misleading, or incomplete, the registrant shall correct the information by filing an amendment within sixty days following the date on which the information becomes inaccurate, misleading, or incomplete.

(d) Every registration and amendment filed pursuant to this section shall be filed with the Commission electronically in the Commission's EDGAR system. Transfer agents should refer to Form TA–1 and the instructions to the form (§ 249b.100 of this chapter) and to the EDGAR Filer Manual (§ 232.301 of this chapter) for the technical requirements and instructions for electronic filing. Transfer agents that have previously filed a Form TA–1 with the Commission must refile the information on their Form TA–1, as amended, in electronic format in EDGAR as an amended Form TA–1.

* * * * *

8. Amend § 240.17Ac2–2 by:

a. Adding two sentences to the end of the introductory text of paragraph (a); and

b. Revising paragraph (c).

The addition and revision reads as follows.

§ 240.17Ac2–2 Annual reporting requirement for registered transfer agents.

(a) * * * A transfer agent may file an amendment to Form TA–2 pursuant to the instructions on the form to correct information that has become inaccurate, incomplete, or misleading. A transfer agent may file an amendment at any time; however, in order to be timely filed, all required portions of the form must be completed and filed in accordance with this section and the instructions to the form by the date the form is required to be filed with the Commission.

* * * * *

(c) Every annual report and amendment filed pursuant to this section shall be filed with the Commission electronically in the Commission's EDGAR system. Transfer agents should refer to Form TA–2 and the instructions to the form (§ 249b.102 of this chapter) and the EDGAR Filer Manual (§ 232.301 of this chapter) for further information regarding electronic filing. Every registered transfer agent must file an electronic Form TA–1 with the Commission, or an electronic amendment to its Form TA–1 if the transfer agent previously filed a paper Form TA–1 with the Commission, before it may file an electronic Form TA–2 or Form TA–W with the Commission.

9. Amend § 240.17Ac3–1 by:

a. Removing the authority citations at the end of the section;

b. Removing from paragraph (a) and the first sentence of paragraph (b) the term ''17A(c)(3)(C)'' and in its place adding ''17A(c)(4)'';

c. Removing from paragraph (b) the term ''17A(c)(3)(A)'' and in its place adding ''17A(c)(3)'';

d. Redesignating paragraph (c) as paragraph (d); and

e. Adding new paragraph (c).

The addition reads as follows.

§ 240.17Ac3–1 Withdrawal from registration with the Commission.

* * * * *

(c) Every withdrawal from registration filed pursuant to this section shall be filed with the Commission electronically in the Commission's EDGAR system. Transfer agents should refer to Form TA–W and the instructions to the form (§ 249b.101 of this chapter) and the EDGAR Filer Manual (§ 232.301 of this chapter) for further information regarding electronic filing.

* * * * *

PART 249—FORMS, SECURITIES EXCHANGE ACT OF 1934

10. The authority citation for Part 249 continues to read in part as follows.

Authority: 15 U.S.C. 78a *et seq.*, and 7201 *et seq.*; and 18 U.S.C. 1350, unless otherwise noted.

* * * * *

PART 249b—FURTHER FORMS, SECURITIES EXCHANGE ACT OF 1934

11. The authority citation for Part 249b continues to read in part as follows.

Authority: 15 U.S.C. 78a *et seq.*, unless otherwise noted.

* * * * *

12. Form TA–1 (referenced in § 249b.100), Form TA–W (referenced in § 249b.101), and Form TA–2 (referenced in § 249b.102) are revised to read as set forth in the attached Appendices B, C, and D.

PART 269—FORMS PRESCRIBED UNDER THE TRUST INDENTURE ACT OF 1939

13. The authority citation for Part 269 continues to read as follows:

Authority: 15 U.S.C. 77ddd(c), 77eee, 77ggg, 77hhh, 77iii, 77jjj, 77sss, 78*ll*(d), unless otherwise noted.

PART 239—FORMS PRESCRIBED UNDER THE SECURITIES ACT OF 1933

PART 249—FORMS, SECURITIES EXCHANGE ACT OF 1934

PART 269—FORMS PRESCRIBED UNDER THE TRUST INDENTURE ACT OF 1939

PART 274—FORMS PRESCRIBED UNDER THE INVESTMENT COMPANY ACT OF 1940

14. The authority citation for Part 274 continues to read in part as follows:

Authority: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 78c(b), 78*l*, 78m, 78n, 78o(d), 80a–8, 80a–24, 80a–26, and 80a–29, unless otherwise noted.

* * * * *

15. Form ID (referenced in § 239.63, § 249.446, § 269.7, and § 274.402) is revised as set forth in Appendix A.

Dated: August 24, 2006.

By the Commission.

Nancy M. Morris,

Secretary.

Note: The following Appendices A, B, C, and D will not appear in the Code of Federal Regulations.

BILLING CODE 8010–01–P

APPENDIX A

United States
Securities and Exchange Commission
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0328
Expires: April 30, 2009
Estimated average burden hours per response: . .0.15

FORM ID

UNIFORM APPLICATION FOR ACCESS CODES TO FILE ON EDGAR

PART I — APPLICATION FOR ACCESS CODES TO FILE ON EDGAR

Name of applicant (applicant's name as specified in its charter, except, if individual, last name, first name, middle name, suffix (e.g., "Jr.")

Mailing Address or Post Office Box No.

City State or Country Zip

Telephone number (Include Area and, if Foreign, Country Code) ( )

Applicant is (see definitions in the General Instructions)

☐ Filer ☐ Filing Agent ☐ Training Agent ☐ Transfer Agent ☐ Individual (if you check this box, you must also check either Filer, Filing Agent, Training Agent or Transfer Agent box)

PART II — FILER INFORMATION (To be completed only by filers that are not individuals)

Filer's Tax Number or Federal Identification Number (Do Not Enter a Social Security Number)

Doing Business As

Foreign Name (if Foreign Issuer Filer and applicable)

Primary Business Address or Post Office Box No. (if different from mailing address)

City State or County Zip

State of Incorporation Fiscal Year End (mm/yy)

PART III — CONTACT INFORMATION (To be completed by all applicants)

Person to receive EDGAR Information, Inquiries and Access Codes

Telephone Number (Include Area and, if foreign, Country Code) ( )

Mailing Address or Post Office Box No. (if different from applicant's mailing address)

City State or Country Zip

E-Mail Address

PART IV — ACCOUNT INFORMATION (To be completed by filers and filing agents only)

Person to receive SEC Account Information and Billing Invoices

Telephone Number (Include Area and, if Foreign, Country Code) ( )

Mailing Address or Post Office Box No. (if different from applicant's mailing address)

City State or Country Zip

PART V — SIGNATURE (To be Completed by all Applicants)

Signature: Type or Print Name:

Position or Title: Date:

Intentional misstatements or omissions of facts constitute federal criminal violations. See 18 U.S.C. 1001.

Section 19(a) of the Securities Act of 1933 (15 U.S.C. 77s(a)), sections 13(a) and 23(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) and 78w(a)), section 319 of the Trust

Indenture Act of 1939 (15 U.S.C. 77sss), and sections 30 and 38 of the Investment Company Act of 1940 (15 U.S.C. 80a-29 and 80a-37) authorize solicitation of this information. We will use this information to assign system identification to filers, filing agents, and training agents. This will allow the Commission to identify persons sending electronic submissions and grant secure access to the EDGAR system.

SEC 2084 (05-06)
Previous form obsolete

Persons who potentially are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

FORM ID
GENERAL INSTRUCTIONS

USING AND PREPARING FORM ID

Form ID must be filed by registrants, third party filers, or their agents, to whom the Commission previously has not assigned a Central Index Key (CIK) code, to request the following access codes to permit filing on EDGAR:

- Central Index Key (CIK) - The CIK uniquely identifies each filer, filing agent, and training agent. We assign the CIK at the time you make an initial application. You may not change this code. The CIK is a public number.
- CIK Confirmation Code (CCC) - You will use the CCC in the header of your filings in conjunction with your CIK to ensure that you authorized the filing.

• Password (PW) - The PW allows you to log onto the EDGAR system, submit filings, and change your CCC.

• Password Modification Authorization Code (PMAC) - The PMAC allows you to change your password.

An applicant must file this Form in electronic format via the Commission's EDGAR Filer Management Web site. Please see Regulation S-T (17 CFR Part 232) and the EDGAR Filer Manual for instructions on how to file electronically, including how to use the access codes.

An applicant also must file in paper by fax within two business days before or after filing electronically Form ID the notarized document, manually signed by the applicant over the applicant's typed signature, required by Regulation S-T Rule 10(b)(2) that includes the information contained in the Form ID filed or to be filed, confirms the authenticity of the Form ID and, if filed after electronically filing the Form ID, includes the accession number assigned to the electronically filed Form ID as a result of its filing. The applicant must fax the authenticating document to the Branch of Filer Support of the Office of Filings and Information Services at (202) 504-2474 or (703) 914-4240. If the fax is not received timely, the application for access codes will not be processed. The applicant will receive an e-mail message at the contact's e-mail address informing the applicant of the staff's response to the application and providing further guidance. If the application is not processed, the message will state why.

For assistance with technical questions about electronic filing, call the Branch of Filer Support at (202) 551-8900 or see the EDGAR Filer Manual Volume I, Section 2.6, Getting Help with EDGAR.

You must complete all items in any parts that apply to you. If any item in any part does not apply to you, please leave it blank.

PART I - APPLICANT INFORMATION (to be completed by all applicants)

Provide the applicant's name in English.

Please check one of the boxes to indicate whether you will be sending electronic submissions as a filer, filing agent, or training agent. Mark only one of these boxes per application. If you are an individual, however, also mark the "Individual" box.

- "Filer" - Any individual or entity on whose behalf an electronic filing is made.
- "Filing Agent" - A financial printer, law firm, or other party, which will be using these access codes to send a filing or portion of a filing on behalf of a filer.
- "Training Agent" - Any individual or entity that will be sending only test filings in conjunction with training other persons.
- "Transfer Agent" - Any individual or entity planning to register as a Transfer Agent on whose behalf an electronic filing is made.
- "Individual" – A natural person.

PART II - FILER INFORMATION (to be completed only by filers that are not individuals)

The filer's tax or federal identification number is the number issued by the Internal Revenue Service. This section does not apply to individuals. Accordingly, do not enter a Social Security number. If an investment company filer is organized as a series company, the investment company may use the tax or federal identification number of any one of its constituent series. Issuers that have applied for but not yet received their tax or federal identification number and foreign issuers that do not have a tax or federal identification number must include all zeroes. A "foreign issuer" is an entity so defined by the Securities

Act of 1933 (15 U.S.C. 77a et seq.) Rule 405 (17 CFR 230.405) and the Securities Exchange Act of 1934 (15 U.S.C. 78a et seq.) Rule 3b-4(b) (17 CFR 240.3b-4(b)). Foreign issuers should include their country of organization.

A foreign issuer filer must provide its "doing business as" name in the language of the name under which it does business and must provide its foreign language name, if any, in the space so marked.

If the filer's fiscal year does not end on the same date each year (e.g., falls on the last Saturday in December), the filer must enter the date the current fiscal year will end.

PART III - CONTACT INFORMATION (to be completed by all applicants)

In this section, identify the individual who should receive the access codes and other EDGAR-related information. Please include an e-mail address that will become your default notification address for EDGAR filings; it will be stored in the Company Contact Information on the EDGAR Database. EDGAR will send all subsequent filing notifications automatically to that address. You can have one e-mail address in the EDGAR Company Contact Information. For information on including additional e-mail addresses on a per filing basis, refer to Volume 1, Section 3.2.2 of the EDGAR Filer Manual.

PART IV - ACCOUNT INFORMATION (to be completed by filers and filing agents only)

Identify in this section the individual who should receive account information and/or billing invoices from us. We will use this information to process electronically fee payments and billings. If the address changes, update it via the EDGAR filing Web site, or your account statements may be returned to us as undeliverable.

PART V - SIGNATURE (to be completed by all applicants)

If the applicant is a corporation, partnership, trust or other entity, state the capacity in which the representative individual, who must be duly authorized, signs the Form on behalf of the applicant.

If the applicant is an individual, the applicant must sign the Form.

If another person signs on behalf of the representative individual or the individual applicant, confirm the authority of the other person to sign in writing in an electronic attachment to the Form. The confirming statement need only indicate that the representative individual or individual applicant authorizes and designates the named person or persons to file the Form on behalf of the applicant and state the duration of the authorization.

APPENDIX B

OMB Approval
OMB Number: 3235-0084
Expires: June 30, 2009
Estimated average burden hours per response 2.00

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM TA-1

UNIFORM FORM FOR REGISTRATION AS A TRANSFER AGENT AND FOR AMENDMENT TO REGISTRATION PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF 1934

GENERAL: Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation or the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934.
Read all instructions before completing this form. Please print or type all responses.

Form Version: 1.0.0 ☑Check to show blank form for printing

1(a). Filer CIK: **1(b).**Filer CCC:

1(c). Live/Test Filing? ○ Live ○ Test

1(d). Return Copy ☐ Yes

1(e). Is this filing an amendment to a previous filing? ☐ Yes

1(e)(i). File Number: 084 -

1(f)(i). Contact Name: **1(f)(ii).** Contact Phone Number: **1(f)(iii).** Contact E-mail Address:

1(g). Notification E-mail Address:

2. Appropriate regulatory agency (check one):

⊙ Securities and Exchange Commission
○ Board of Governors of the Federal Reserve System
○ Federal Deposit Insurance Corporation
○ Comptroller of the Currency

3(a). Full Name of Registrant:

3(a)(i). Previous name, if being amended:

3(b). Financial Industry Number Standard (FINS) number:

3(c). Address of principal office where transfer agent activities are, or will be, performed:

3(c)(i). Address 1

3(c)(ii). Address 2

3(c)(iii). City

3(c)(iv). State or Country

3(c)(v). Postal Code

3(d). Is mailing address different from response to Question 3(c)? Yes ○ No ○

If "yes," provide address(es):

3(d)(i). Address 1

3(d)(ii). Address 2

3(d)(iii). City

3(d)(iv). State or Country

3(d)(v). Postal Code

3(e). Telephone Number (Include Area Code)

	Yes	No
4. Does registrant conduct, or will it conduct, transfer agent activities at any location other than that given in Question 3(c) above?	○	○

If "yes," provide address(es):

4(a)(i). Address #1

4(a)(ii). Address #2

4(a)(iii). City

4(a)(iv). State or Country

4(a)(v). Postal Code

	Yes	No
5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)?	○	○

	Yes	No
6. Has registrant, as a named transfer agent, engaged, or will it engage, a service company to perform any transfer agent functions?	○	○

If "yes," provide the name(s) and address(es) of all service companies engaged, or that will be engaged, by the registrant to perform its transfer agent functions:

6(a). Name:

6(b). File Number: -

6(c)(i). Address 1

6(c)(ii). Address 2

6(c)(iii). City

6(c)(iv). State or Country

6(c)(v). Postal Code

7. Has registrant been engaged, or will it be engaged, as a service company by a named transfer agent to perform transfer agent functions? Yes ○ No ○

If "yes," provide the name(s) and File Number(s) of the named transfer agent(s) for which the registrant has been engaged, or will be engaged, as a service company to perform transfer agent functions:

7(a). Name:

7(b). File Number: -

7(c)(i). Address 1

7(c)(ii). Address 2

7(c)(iii). City

7(c)(iv). State or Country

7(c)(v). Postal Code

Completion of Question 8 on this form is required by all independent, non-issuer registrants whose appropriate regulatory authority is the Securities and Exchange Commission. Those registrants who are not required to complete Question 8 should select "Not Applicable."

8. Is registrant a:

- ○ Corporation
- ○ Partnership
- ○ Sole Proprietorship
- ○ Other
- ○ Not Applicable

Section for Initial Registration and for Amendments Reporting Additional Persons. (Corporation or Partnership)

8(a)(i). Full Name

8(a)(ii). Relationship Start Date

8(a)(iii). Title or Status

8(a)(iv). Ownership Code

- ○ NA - 0 to 5%
- ○ A - 5% up to 10%
- ○ B - 10% up to 25%
- ○ C - 25% up to 50%
- ○ D - 50% up to 75%
- ○ E - 75% up to 100%

8(a)(v). Control Person ☐

8(a)(vi). Relationship End Date

Section for Initial Registration and for Amendments Reporting Additional Persons. (Sole Proprietorship or Other)

8(a)(i). Full Name

8(a)(ii). Relationship Start Date

8(a)(iii). Title or Status

8(a)(iv). Description of Authority

8(a)(v). Relationship End Date

9. Does any person or entity not named in the answer to Question 8:

	Yes	No
9(a). directly or indirectly, through agreement or otherwise exercise or have the power to exercise control over the management or policies of applicant; or	○	○

9(a)(i). Exact name of each person or entity

9(a)(ii). Description of the Agreement or other basis

	Yes	No
9(b). wholly or partially finance the business of applicant, directly or indirectly, in any manner other than by a public offering of securities made pursuant to the Securities Act of 1933 or by credit extended in the ordinary course of business by suppliers, banks and others ?	○	○

9(b)(i). Exact name of each person or entity

9(b)(ii). Description of the Agreement or other basis

10. Applicant and Control Affiliate Disciplinary History:

The following definitions apply for purposes of answering this Question 10

Control affiliate	- An individual or firm that directly or indirectly controls, is under common control with, or is controlled by applicant. Included are any employees identified in 8(a), 8(b), 8(c) of this form as exercising control. Excluded are any employees who perform solely clerical, administrative support of similar functions, or who, regardless of title, perform no executive duties or have no senior policy making authority.
Investment or investment related	- Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank, or savings and loan association).
Involved	- Doing an act of aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

10(a). In the past ten years has the applicant or a control affiliate been convicted of or plead guilty or nolo contender ("no contest") to:

	Yes	No
10(a)(1). a felony or misdemeanor involving: investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, or bribery, forgery, counterfeiting or extortion?	O	O

10(a)(1)(i). The individuals named in the Action

10(a)(1)(ii). Title of Action

10(a)(1)(iii). Date of Action

10(a)(1)(iv). The Court or body taking the Action and its location

10(a)(1)(v). Description of the Action

10(a)(1)(vi). The disposition of the proceeding

10(a)(2). any other felony? . . . . . Yes ○ No ○

10(a)(2)(i). The individuals named in the Action

10(a)(2)(ii). Title of Action

10(a)(2)(iii). Date of Action

10(a)(2)(iv). The Court or body taking the Action and its location

10(a)(2)(v). Description of the Action

10(a)(2)(vi). The disposition of the proceeding

10(b). Has any court in the past ten years:

10(b)(1). enjoined the applicant or a control affiliate in connection with any investment-related activity? . . . . . Yes ○ No ○

10(b)(1)(i). The individuals named in the Action

10(b)(1)(ii). Title of Action

10(b)(1)(iii). Date of Action

10(b)(1)(iv). The Court or body taking the Action and its location

10(b)(1)(v). Description of the Action

10(b)(1)(vi). The disposition of the proceeding

10(b)(2). found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations? . . . . . Yes ○ No ○

10(b)(2)(i). The individuals named in the Action

10(b)(2)(ii). Title of Action

10(b)(2)(iii). Date of Action

10(b)(2)(iv). The Court or body taking the Action and its location

10(b)(2)(v). Description of the Action

10(b)(2)(vi). The disposition of the proceeding

10(c). Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:

10(c)(1). found the applicant or a control affiliate to have made a false statement or omission? . . . . . Yes ○ No ○

10(c)(1)(i). The individuals named in the Action

10(c)(1)(ii). Title of Action

10(c)(1)(iii). Date of Action

10(c)(1)(iv). The Court or body taking the Action and its location

10(c)(1)(v). Description of the Action

10(c)(1)(vi). The disposition of the proceeding

10(c)(2). found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes? . . . . . Yes ○ No ○

10(c)(2)(i). The individuals named in the Action

10(c)(2)(ii). Title of Action

10(c)(2)(iii). Date of Action

10(c)(2)(iv). The Court or body taking the Action and its location

10(c)(2)(v). Description of the Action

10(c)(2)(vi). The disposition of the proceeding

10(c)(3). found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted? . . . . . Yes ○ No ○

10(c)(3)(i). The individuals named in the Action

10(c)(3)(ii). Title of Action

10(c)(3)(iii). Date of Action

10(c)(3)(iv). The Court or body taking the Action and its location

10(c)(3)(v). Description of the Action

10(c)(3)(vi). The disposition of the proceeding

10(c)(4). entered an order denying, suspending or revoking the applicant's or a control affiliate's registration or otherwise disciplined it by restricting its activities? . . . . . Yes ○ No ○

10(c)(4)(i). The individuals named in the Action

10(c)(4)(ii). Title of Action

10(c)(4)(iii). Date of Action

10(c)(4)(iv). The Court or body taking the Action and its location

10(c)(4)(v). Description of the Action

10(c)(4)(vi). The disposition of the proceeding

10(d). Has any other Federal regulatory agency or any state regulatory agency:

10(d)(1). ever found the applicant or a control affiliate to have made a false statement or omission or to have been dishonest, unfair, or unethical? . . . . . Yes ○ No ○

10(d)(1)(i). The individuals named in the Action

10(d)(1)(ii). Title of Action

10(d)(1)(iii). Date of Action

10(d)(1)(iv). The Court or body taking the Action and its location

10(d)(1)(v). Description of the Action

10(d)(1)(vi). The disposition of the proceeding

10(d)(2). ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes? . . . . . Yes ○ No ○

10(d)(2)(i). The individuals named in the Action

10(d)(2)(ii). Title of Action

10(d)(2)(iii). Date of Action

10(d)(2)(iv). The Court or body taking the Action and its location

10(d)(2)(v). Description of the Action

10(d)(2)(vi). The disposition of the proceeding

	Yes	No
10(d)(3). ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted?	○	○

10(d)(3)(i). The individuals named in the Action

10(d)(3)(ii). Title of Action

10(d)(3)(iii). Date of Action

10(d)(3)(iv). The Court or body taking the Action and its location

10(d)(3)(v). Description of the Action

10(d)(3)(vi). The disposition of the proceeding

	Yes	No
10(d)(4). in the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity?	○	○

10(d)(4)(i). The individuals named in the Action

10(d)(4)(ii). Title of Action

10(d)(4)(iii). Date of Action

10(d)(4)(iv). The Court or body taking the Action and its location

10(d)(4)(v). Description of the Action

10(d)(4)(vi). The disposition of the proceeding

10(d)(5). ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license, or prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities? . . . . . Yes ○ No ○

10(d)(5)(i). The individuals named in the Action

10(d)(5)(ii). Title of Action

10(d)(5)(iii). Date of Action

10(d)(5)(iv). The Court or body taking the Action and its location

10(d)(5)(v). Description of the Action

10(d)(5)(vi). The disposition of the proceeding

10(d)(6). ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant? . . . . . Yes ○ No ○

10(d)(6)(i). The individuals named in the Action

10(d)(6)(ii). Title of Action

10(d)(6)(iii). Date of Action

10(d)(6)(iv). The Court or body taking the Action and its location

10(d)(6)(v). Description of the Action

10(d)(6)(vi). The disposition of the proceeding

10(e). Has any self-regulatory organization or commodities exchange ever:

10(e)(1). found the applicant or a control affiliate to have made a Yes No

10(e)(1)(i). The individuals named in the Action

10(e)(1)(ii). Title of Action

10(e)(1)(iii). Date of Action

10(e)(1)(iv). The Court or body taking the Action and its location

10(e)(1)(v). Description of the Action

10(e)(1)(vi). The disposition of the proceeding

10(e)(2). found the applicant or a control affiliate to have been — Yes ○ No ○

10(e)(2)(i). The individuals named in the Action

10(e)(2)(ii). Title of Action

10(e)(2)(iii). Date of Action

10(e)(2)(iv). The Court or body taking the Action and its location

10(e)(2)(v). Description of the Action

10(e)(2)(vi). The disposition of the proceeding

10(e)(3). found the applicant or a control affiliate to have been the cause of an investment-related business losing its authorization to do business? . . . . . — Yes ○ No ○

10(e)(3)(i). The individuals named in the Action

10(e)(3)(ii). Title of Action

10(e)(3)(iii). Date of Action

10(e)(3)(iv). The Court or body taking the Action and its location

10(e)(3)(v). Description of the Action

10(e)(3)(vi). The disposition of the proceeding

	Yes	No
10(e)(4). disciplined the applicant or a control affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities?	○	○

10(e)(4)(i). The individuals named in the Action

10(e)(4)(ii). Title of Action	**10(e)(4)(iii).** Date of Action

10(e)(4)(iv). The Court or body taking the Action and its location

10(e)(4)(v). Description of the Action

10(e)(4)(vi). The disposition of the proceeding

	Yes	No
10(f). Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or a control affiliate related to investments or fraud?	○	○

10(f)(1)(i). The individuals named in the Action

10(f)(1)(ii). Title of Action	**10(f)(1)(iii).** Date of Action

10(f)(1)(iv). The Court or body taking the Action and its location

10(f)(1)(v). Description of the Action

10(f)(1)(vi). The disposition of the proceeding

	Yes	No
10(g). Is the applicant or a control affiliate now the subject of any proceeding that could result in a yes answer to questions 10(a) - 10(f)?	○	○

10(g)(1)(i). The individuals named in the Action

10(g)(1)(ii). Title of Action	**10(g)(1)(iii).** Date of Action

10(g)(1)(iv). The Court or body taking the Action and its location

10(g)(1)(v). Description of the Action

10(g)(1)(vi). The disposition of the Proceeding

10(h). Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate? . . . . . Yes ○ No ○

10(h)(1)(i). The individuals named in the Action

10(h)(1)(ii). Title of Action

10(h)(1)(iii). Date of Action

10(h)(1)(iv). The Court or body taking the Action and its location

10(h)(1)(v). Description of the Action

10(h)(1)(vi). The disposition of the Proceeding

10(i). Does the applicant or a control affiliate have any unsatisfied judgments or liens against it? . . . . . Yes ○ No ○

10(i)(1)(i). The individuals named in the Action

10(i)(1)(ii). Title of Action

10(i)(1)(iii). Date of Action

10(i)(1)(iv). The Court or body taking the Action and its location

10(i)(1)(v). Description of the Action

10(i)(1)(vi). The disposition of the proceeding

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

SIGNATURE: The registrant submitting this form, and as required, the SEC supplement and Schedules A-D,
And the executing official hereby represent that all the information contained herein is true, correct and complete.

11(a). Signature of Official responsible for Form:	**11(b).** Telephone Number:
11(c). Title of Signing Officer:	**11(d).** Date Signed (Month/Day/Year):

12. Related Documents/Attachments

12(a). File Name:	
12(b). Type of Attachment:	○ COVER ○ CORRESP ○ GRAPHIC
12(c). Type of Attachment Additional Description:	
12(d). Attachment Description:	
12(e). File:	

BILLING CODE 8010–01–C

UNITED STATES

Securities and Exchange Commission

Washington, DC 20549

Instructions for Use of Form TA–1

Application for Registration and Amendment to Registration as a Transfer Agent Pursuant to Section 17A of the Securities Exchange Act of 1934

ATTENTION: This electronic Form TA–1 is to be filed only by SEC registrants. All other registrants file Form TA–1 in paper format with their Appropriate Regulatory Authority and should obtain the form from such authority.

Certain sections of the Securities Exchange Act of 1934 applicable to transfer agents are referenced or summarized below. Registrants are urged to review all applicable provisions of the Securities Exchange Act of 1934, the Securities Act of 1933 and the Investment Company Act of 1940, as well as the applicable rules promulgated by the SEC under those Acts.

I. General Instructions for Filing and Amending Form TA–1.

A. *Terms and Abbreviations.* The following terms and abbreviations are used throughout these instructions:

1. "*Act*" refers to the Securities Exchange Act of 1934.

2. "*ARA*" refers to the appropriate regulatory agency, as defined in Section 3(a)(34)(B) of the Act. See General Instruction D below.

3. "*Form TA–1*" is the Form filed as a registration and includes the Form and any attachments to that Form.

4. "*Registrant*" refers to the entity on whose behalf Form TA–1 is filed.

5. "*SEC*" or "*Commission*" refers to the U.S. Securities and Exchange Commission.

6. "*Transfer agent*" is defined in Section 3(a)(25) of the Act as any person who engages on behalf of an issuer of securities or on behalf of itself as an issuer in at least one of the functions enumerated therein.

7. "*Independent, Non-Issuer Transfer Agent*" refers to an entity which acts as a transfer agent for other than its own securities or securities of an affiliate.

8. "*Regulation S–T*" is the SEC's regulation containing the rules related to filing electronic documents in EDGAR. 17 CFR 232 *et seq.*

9. "*EDGAR*" (Electronic Data Gathering, Analysis, and Retrieval) is the computer system for the receipt, acceptance, review, and dissemination of documents submitted to the Commission in electronic format.

10. "*EDGAR Filer Manual*" is the manual prepared by the SEC setting out the technical format requirements for an electronic submission to EDGAR.

11. "*EDGARLite*" is an application in EDGAR that registrants may use to create the electronic Form TA–1 for submission to EDGAR.

B. *Who Must File.* Pursuant to Section 17A(c)(1) of the Act, it is unlawful for a transfer agent to perform any transfer agent function with respect to any qualifying security unless that transfer agent is registered with its ARA. A qualifying security is any security registered under Section 12 of the Act. Thus, qualifying securities include securities registered on a national securities exchange pursuant to Section 12(b) of the Act as well as equity securities registered pursuant to Section 12(g)(1) of the Act for issuers that have total assets exceeding $3,000,000 and a class of equity securities (other than

exempted securities) held of record by 500 or more persons. In addition, qualifying securities include equity securities of registered investment companies and certain insurance companies that would be required to be registered under Section 12(g) except for the exemptions provided by paragraphs (g)(2)(B) and (g)(2)(G), respectively, of Section 12, *i.e.*, when the asset and shareholder criteria of Section 12(g)(1)(B) are met.

C. *When to File.* Before a transfer agent may perform any transfer agent function for a qualifying security, it must apply for registration on Form TA–1 with its ARA and its registration must become effective. Instructions for amending Form TA–1 appear at General Instruction H.

D. *How to File.* Registrants file electronically in EDGAR. Registrants should refer to the EDGAR Filer Manual, which is available on the SEC's Web site, *www.sec.gov*, for the instructions for preparing forms in EDGARLite™ and filing forms in EDGAR as well as for the computer hardware and software requirements for electronic filing. A Form TA–1 or an amended Form TA–1 which is not completed properly may be suspended as not acceptable for filing. Acceptance of this form, however, does not mean that the Commission has found that it has been filed as required or that the information submitted therein is true, correct or complete. Registrants that are granted a hardship exemption from electronic filing under Rule 202 of Regulation S–T, 17 CFR 232.202, will be provided with instructions on how and where to file a paper Form TA–1. A registrant that wishes to include a cover letter or other correspondence may do so by including the document as an attachment to the Form.

E. *EDGAR Access.* Before registrants may prepare the Form in EDGARLite or file the Form in EDGAR they must apply for access to EDGAR. Registrants should refer to the EDGAR Filer Manual, Volume I (General Instructions) for information on accessing EDGAR.

F. *Records.* Each registrant must keep an exact copy of any filing for its records. Registrants should refer to 17 CFR 240.17Ad–6 and 240.17Ad–7 for information regarding the recordkeeping rules for transfer agents.

G. *Effective Date.* Registration of a transfer agent becomes effective thirty days after receipt by the ARA of the application for registration unless the filing does not comply with applicable requirements or the ARA takes affirmative action to accelerate, deny, or postpone registration in accordance with the provisions of Section 17A(c) of the Act.

H. *Amending Registration.* Each registrant must amend Form TA–1 within sixty calendar days following the date on which information reported therein becomes inaccurate, incomplete, or misleading.

1. Registrants amend Form TA–1 by selecting the submission type ''Amendment'' on Form TA–1.

2. All fields that are required to be completed on the registrant's Form TA–1 must be completed on the amended Form TA–1. The transfer agent may use a saved electronic version of a previously filed Form TA–1 or amended Form TA–1 as a template for the amended filing and create the amended form by revising the responses for which the information has become inaccurate, incomplete, or misleading. (For instructions on using a saved form as a template for an amended filing, registrants should refer to the EDGAR Filer Manual.)

II. Special Instructions for Filing and Amending Form TA–1.

A. *Electronic Filing.* Beginning [effective date of the proposed rule], all transfer agent forms (Form TA–1, Form TA–2, and Form TA–W) filed with the SEC must be filed electronically in EDGAR. Transfer agents that are registered with the SEC must refile electronically the information on their Form TA–1, as amended, with the SEC on an amended Form TA–1. The SEC will not accept any other transfer agent form from such transfer agents until they have filed an electronic amended Form TA–1.

B. *Exemptions from Electronic Filing.* The SEC may in limited cases grant an exemption from electronic filing where the filer can show that an electronic filing requirement creates an unreasonable burden or expense. Registrants should refer to Rule 202 of Regulation S–T, 17 CFR 232.202, and the SEC's Web site, *http://www.sec.gov*, for information on applying for a hardship exemption.

C. *Registration.* Registrants must provide full and complete responses in the appropriate format.

1. Information relating to electronic filing. As an EDGAR filer, a registrant is required to provide the following:

a. Whether the form is a ''live'' or ''test'' filing submission;

b. Whether the registrant would like a Return Copy of the filing;

c. The registrant's CIK;

d. The registrant's CCC;

e. The contact e-mail address for the registrant; and

f. The notification e-mail address(es) for the registrant regarding the status of the submission.

Detailed instructions regarding the above are provided in the EDGAR Filer Manual, Volume I (General Requirements). A registrant that is granted a continuing hardship exemption from electronic filing pursuant to Rule 202 of Regulation S–T, 17 CFR 232.202, need only to provide its CIK.

2. In answering Question 3.b. of Form TA–1, the term Financial Industry Number Standard (FINS number) means a six digit number assigned by The Depository Trust Company (DTC) upon request to financial institutions engaged in activities involving securities. Registrants that do not have a FINS number may obtain one by requesting it following the steps described on the DTC Web site (*http://www.dtc.org*).

3. State in Question 3.c. the full address of the registrant's principal office where transfer agent activities are, or will be, performed; a post office box number is not acceptable. State in response to Question 3.d. the registrant's mailing address if different from the response to Question 3.c. You may provide a post office box number in response to Question 3.d.

4. For the purpose of answering Question 5, a transfer agent is an affiliate of, or affiliated with, a person, if the transfer agent directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, that person.

5. In answering Questions 6 and 7, a ''named transfer agent'' is a transfer agent engaged by the issuer to perform transfer agent functions for an issue of securities. There may be more than one named transfer agent for a given security issue (*e.g.*, principal transfer agent, co-transfer agent or outside registrar).

D. *Questions 8 through 10.* Only independent, non-issuer registrants are required to complete Questions 8 through 10.

E. *Execution of Form TA–1 and Amendments Thereto.* A duly authorized official or a principal of the registrant must execute Form TA–1 and any amendments thereto on behalf of that registrant. For a corporate registrant, the term official includes the chairman or vice-chairman of the board of directors, the chairman of the executive committee, or any officer of the corporation who is authorized by the corporation to sign Form TA–1 on its behalf. For a non-corporate registrant, duly authorized principal means a principal of the registrant who is authorized to sign Form TA–1 on its

behalf. The official or principal of the registrant shall execute Form TA–1 by providing an electronic signature pursuant to Rule 301, Signatures, of Regulation S–T, 17 CFR 232.301. The official or principal of the registrant must provide his or her full name in typed format in the signature box of the form and must manually sign a signature page or other document authenticating, acknowledging, or otherwise adopting his or her signature that appears in typed form within the electronic filing. The signature page or other such document shall be signed at or before the time the electronic filing is made, shall be retained by the transfer agent for a period of five years, and shall be made available to the Commission or its staff upon request.

By executing Form TA–1, the registrant agrees and consents that notice of any proceeding under the Act by the SEC involving the registrant may be given by sending such notice by registered or certified mail to the registrant, ''Attention Officer in Charge of Transfer Agent Activities,'' at its principal office for transfer agent activities as given in response to Question 3.c. of Form TA–1.

III. Notice

Under Sections 17, 17A(c) and 23(a) of the Act and the rules and regulations thereunder, the SEC is authorized to solicit from applicants for registration as a transfer agent and from registered transfer agents the information required to be supplied by Form TA–1. Disclosure to the SEC of the information requested in Form TA–1 is a prerequisite to the processing of Form TA–1. The information will be used for the principal purpose of determining whether the SEC should permit an application for registration to become effective or should deny, accelerate or postpone registration of an applicant. The information supplied herein may also be used for all routine uses of the SEC. Information supplied on this Form will be included routinely in the public files of the SEC and will be available for inspection by any interested person.

BILLING CODE 8010–01–P

APPENDIX C

OMB Approval
OMB Number: 3235-0151
Expires: July 31, 2008
Estimated average burden hours per response 0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM TA-W

NOTICE OF WITHDRAWAL FROM REGISTRATION AS TRANSFER AGENT PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF 1934

Form Version: 1.0.0

☑ Check to show blank box for printing

1(a). Filer CIK: **1(b).**Filer CCC:

1(c). Live/Test Filing? ○ Live ○ Test

1(d). Return Copy? ☐ Yes

The registrant may provide a single e-mail address for contact purposes.

1(e)(i). Contact Name: **1(e)(ii).**Contact phone Number: **1(e)(iii).**Contact E-mail Address:

The registrant may provide additional e-mail addresses for those persons the filer would like to receive notification e-mails regarding the filing.

1(f). Notification E-mail Address:

2. Transfer Agent File No.: 084 -

3. Full name of registrant:

4. Name under which transfer agent activities are conducted, if different from above:

5. Address of registrants principle place of business:

5(a). Address1

5(b). Address2

5(c). City

5(d). State or Country

5(e). Postal Code

6. Furnish registrant's reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration:

7. Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by paragraph (g)(2)(B) or (g)(2)(G) of that section.

7(a). Does registrant have any intention of performing in the near future a transfer agent function for any such security?

○ Yes ○ No

8. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims against it in connection with its performance of transfer agent functions for any security?

○ Yes ○ No

8(a). If so, furnish complete information with respect to each:

8(a)(i). Individual named in the action or claim:

8(a)(ii). Title of the action or claim:

8(a)(iii). Action date:

8(a)(iv). Court or body name and location:

8(a)(v). Description of the action or claim:

8(a)(vi). Disposition of action or claim:

9. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security?

○ Yes ○ No

9(a). If so, furnish complete information regarding each judgment or lien.

9(a)(i). Individual named in the action or claim:

9(a)(ii). Title of the action or claim: **9(a)(iii).** Action date:

9(a)(iv). Court or body name and location:

9(a)(v). Description of the action or claim:

9(a)(vi). Disposition of action or claim:

10. For each issue for which registrant acted as transfer agent and for any issues for which registrant assumed transfer agent functions since the last amendment to Form TA-1, furnish:

10(a). Is there a successor transfer agent?

○ Yes ○ No

10(b). Name of successor transfer agents:

10(c). Address:

10(c)(i). Address 1

10(c)(ii). Address 2

10(c)(iii). City

10(c)(iv). State or Country

10(c)(v). Postal Code

10(d). Is the successor transfer agent registered as a transfer agent pursuant to the Act?

○ Yes ○ No

11. For each issue for which registrant acted as transfer agent and for any issues for which registrant assumed transfer agent functions since the last amendment to Form TA-1, furnish: name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which the registrant maintained in connection with its performance of transfer agent functions.

11(a). Name of Custodian

11(b). Address:

11(b)(i). Address 1

11(b)(ii). Address 2

11(b)(iii). City

11(b)(iv). State or Country

11(b)(v). Postal Code

12. Furnish the name(s) and address(es), if different from Item 11, where such books and records will be located.

12(a). Name of Custodian

12(b). Address:

12(b)(i). Address 1

12(b)(ii). Address 2

12(b)(iii). City

12(b)(iv).State or Country

12(b)(v).Postal Code

SIGNATURE: The registrant submitting this Form and its attachments and the person executing it represent that it and all materials filed in connection with it contain a true, correct and complete statement of all required information. Registrant also consents to make the books and records it is required to preserve by Rules 17Ad-6 and 17Ad-7 under the Securities Exchange Act of 1934 (17 CFR 240.17Ad-6 and 240.17Ad-7) available for examination by authorized representatives of the Commission during the period the rules require registrant to preserve such books and records and authorizes the person having custody of such books and records to make them available to such representatives.

13(a).Signature of Official responsible for Form:	13(b).Telephone number:
13(c).Title of Signing Officer:	13(d).Date signed (Month/Day/Year):

BILLING CODE 8010–01–C

Securities and Exchange Commission

Instructions for Use of Form TA–W

Notice of Withdrawal From Registration as a Transfer Agent Pursuant to Section 17A of the Securities Exchange Act of 1934

ATTENTION: This electronic Form TA–W is to be filed only by SEC registrants. All other registrants withdraw from registration as a transfer agent with their appropriate regulatory authority and should obtain instructions on withdrawal from registration as a transfer agent from such authority.

Certain sections of the Securities Exchange Act of 1934 applicable to transfer agents are referenced or summarized below. Registrants are urged to review all applicable provisions of the Securities Exchange Act of 1934, the Securities Act of 1933, and the Investment Company Act of 1940, as well as the applicable rules promulgated by the SEC under those Acts.

I. General Instructions for Filing Form TA–W

A. *Terms and Abbreviations.* The following terms and abbreviations are used throughout these instructions:

1. "*Act*" refers to the Securities Exchange Act of 1934.

2. "*ARA*" refers to the appropriate regulatory agency, as defined in Section 3(a)(34)(B) of the Act. See General Instruction D below.

3. "*Form TA–1*" is the Form filed as a registration and includes the Form and any attachments to that Form.

4. "*Registrant*" refers to the entity on whose behalf Form TA–1 is filed.

5. "*SEC*" or "*Commission*" refers to the U.S. Securities and Exchange Commission.

6. "*Transfer agent*" is defined in Section 3(a)(25) of the Act as any person who engages on behalf of an issuer of securities or on behalf of itself as an issuer in at least one of the functions enumerated therein.

7. "*Independent, Non-Issuer Transfer Agent*" refers to an entity which acts as a transfer agent for other than its own securities or securities of an affiliate.

8. "*Regulation S–T*" is the SEC's regulation containing the rules related to filing electronic documents in EDGAR. 17 CFR 232 *et seq.*

9. "*EDGAR*" (Electronic Data Gathering, Analysis, and Retrieval) is defined in Rule 11 of Regulation S–T, 17 CFR 232.11, as the computer system for the receipt, acceptance, review, and dissemination of documents submitted to the Commission in electronic format.

10. "*EDGAR Filer Manual,*" is the manual prepared by the SEC setting out the technical format requirements for an electronic submission to EDGAR.

11. "*EDGARLite*" is an application in EDGAR that registrants may use to create the electronic Form TA–W for submission to EDGAR.

B. *Who Must File.* Pursuant to Section 17A(c)(4)(B) of the Act, a registered transfer agent may, upon such terms and conditions as the ARA for such transfer agent deems necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A the Act,

withdraw from registration by filing a written notice of withdrawal with such ARA.

C. *When to File*. Before a registrant may withdraw from registration as a transfer agent, it must file a notice of withdrawal from registration as a transfer agent with the Commission on Form TA–W.

D. *How to File*. Registrants file electronically in EDGAR. Registrants may prepare the Form using EDGARLite and should refer to the EDGAR Filer Manual, which is available on the SEC's Web site at *http://www.sec.gov* for instructions for preparing and submitting electronic forms as well as for the technical requirements for filing in EDGAR. A Form TA–W which is not completed properly may be suspended as not acceptable for filing. Acceptance of this Form, however, does not mean that the Commission has found that it has been filed as required or that the information submitted therein is true, correct or complete.

Registrants that are granted a hardship exemption from electronic filing under Rule 202 of Regulation S–T, 17 CFR 232.202, will be provided with instructions on how and where to file a paper Form TA–W.

E. *Records*. Each registrant must keep an exact copy of any filing for its records. Registrants should refer to 17 CFR 240.17Ad–6 and 240.17Ad–7 for information regarding the recordkeeping rules for transfer agents.

F. *Effective Date*. In accordance with the rules adopted by the Commission, notice to withdraw from registration filed by a transfer agent shall become effective on the 60th day after the filing thereof with the Commission or within such shorter period of time as the Commission may determine. If a notice to withdraw from registration is filed with the Commission any time subsequent to the date of issuance of an order instituting proceedings pursuant to Section 17A(c)(3)(A), or if prior to the effective date of the notice of withdrawal the Commission institutes such a proceeding or a proceeding to impose terms and conditions upon such withdrawal, the notice of withdrawal shall not become effective except at such time and upon such terms and conditions as the Commission deems necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A.

II. Special Instructions for Filing Form TA–W

A. *Electronic Filing*. Beginning [insert effective date of the rule], all transfer agent forms (Form TA–1, Form TA–2, and Form TA–W) filed with the SEC must be filed electronically in EDGAR.

B. *Exemptions from Electronic Filing*. The SEC may, in limited cases, grant an exemption from electronic filing where the filer can show that an electronic filing requirement creates an unreasonable burden or expense. Registrants should refer to Rule 202 of Regulation S–T, 17 CFR 232.202, and to the SEC's Web site, *http://www.sec.gov*, for information on applying for a hardship exemption.

C. *Withdrawal from Registration*. Registrants must provide full and complete responses in the appropriate format.

1. Information relating to electronic filing. As EDGAR filers, registrants are required to provide the following:

a. Whether the Form is a ''live'' or ''test'' filing submission;

b. Whether the registrant would like a Return Copy of the filing;

c. The registrant's CIK;

d. The registrant's CCC;

e. The contact e-mail address for the registrant; and

f. The notification e-mail address(es) for the registrant regarding the status of the submission.

For more information regarding the above requirements see the EDGAR Filer Manual, Volume I (General Requirements). A registrant that is granted a continuing hardship exemption pursuant to Rule 202 of Regulation S–T, 17 CFR 232.202, need only provide its CIK.

2. All items on the Form must be answered in full. Individuals' names must be given in full.

D. *Execution of Form TA–W*. A duly authorized official or a principal of the registrant must execute Form TA–W and any amendments thereto on behalf of that registrant. For a corporate registrant, the term official includes the chairman or vice-chairman of the board of directors, the chairman of the executive committee, or any officer of the corporation who is authorized by the corporation to sign Form TA–W on its behalf. For a non-corporate registrant, duly authorized principal means a principal of the registrant who is authorized to sign Form TA–W on its behalf.

The official or principal of the registrant shall execute Form TA–1 by providing an electronic signature pursuant to Rule 302, Signatures, of Regulation S–T, 17 CFR 232.302. The official or principal of the registrant must provide his or her full name in typed format in the signature box of the Form and must manually sign a signature page or other document authenticating, acknowledging, or otherwise adopting his or her signature that appears in typed Form within the electronic filing. The signature page or other such document shall be signed at or before the time the electronic filing is made, shall be retained by the transfer agent for a period of five years, and shall be made available to the Commission or its staff upon request.

By executing Form TA–W, the registrant agrees and consents that notice of any proceeding under the Act by the SEC involving the registrant may be given by sending such notice by registered or certified mail to the registrant, ''Attention Officer in Charge of Transfer Agent Activities,'' at its principal office for transfer agent activities as given in response to Question 3.c. of Form TA–1.

III. Notice

Under Sections 17, 17A(c) and (23)(a) of the Act and the rules and regulations thereunder, the Commission is authorized to solicit from registered transfer agents the information required to be supplied by this Form. Disclosure to the Commission of the information requested in Form TA–W is a prerequisite to the processing of a notice of withdrawal of registration as a transfer agent. The information will be used for the principal purpose of enabling the Commission to determine whether it is necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A of the Act that the withdrawal be denied, postponed or subject to specific terms and conditions. Information supplied on this Form will be included routinely in the public files of the Commission and will be available for inspection by any interested person.

BILLING CODE 8010–01–P

APPENDIX D

OMB Approval
OMB Number: 3235-0337 Expires: September 30, 2006 Estimated average burden hours per response ..... 6.00 Estimated average burden hours per intermediate response... 1.50 Estimated average burden hours per minimum response..... .50

File Number:
[ ] - [ ]
For the reporting period ended December 31, [ ]

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM TA-2

FORM FOR REPORTING ACTIVITIES OF TRANSFER AGENTS REGISTERED PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF 1934

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

Form Version: 1.0.0 ☑ Check to show blank form for printing

1(a). Filer CIK: [ ] **1(b).** Filer CCC: [ ]

1(c). Live/Test Filing? ○ Live ○ Test

1(d). Return Copy ☐ Yes

1(e). Is this filing an amendment to a previous filing? ☐ Yes

The registrant may provide a single e-mail address for contact purposes.

1(f)(i). Contact Name: [ ] **1(f)(ii).** Contact Phone Number: [ ] **1(f)(iii).** Contact E-mail Address: [ ]

The registrant may provide additional e-mail addresses for those persons the filer would like to receive notification e-mails regarding the filing.

1(g). Notification E-mail Address:

1(h). Full Name of Registrant as stated in Question 3 of Form TA-1:

2(a). During the reporting period, has the Registrant engaged a service company to perform any of its transfer agent functions?

○All ○Some ○None

2(b). If the answer to subsection (a) is all or some, provide the name(s) and transfer agent file number(s) of all service company(ies) engaged:

Name of Transfer Agent(s):	File Number:
	-
	-
	-
	-
	-

2(c). During the reporting period, has the Registrant been engaged as a service company by a named transfer agent to perform transfer agent functions?

○ Yes ○ No

2(d). If the answer to subsection (c) is yes, provide the name(s) and file number(s) of the named transfer agent(s) for which the Registrant has been engaged as a service company to perform transfer agent functions:

Name of Transfer Agent(s):	File Number:
	-
	-
	-
	-
	-

3(a). Registrant's appropriate regulatory agency (ARA):

3(b). During the reporting period, has the Registrant amended Form TA-1 within 60 calendar days following the date on which information reported therein became inaccurate, incomplete, or misleading?

○ Yes, filed amendment(s)
○ No, failed to file amendment(s)
○ Not applicable

3(c). If the answer to subsection (b) is no, provide an explanation:

If the response to any of questions 4-11 below is none or zero, enter "0."

4(a). Number of items received for transfer during the reporting period:

4(b). Number of individual securityholder accounts for which the TA maintained master securityholder filings:

5(a). Total number of individual securityholder accounts, including accounts in the Direct Registration System (DRS), dividend reinvestment plans and/or direct purchase plans as of December 31:

5(b). Number of individual securityholder dividend reinvestment plan and/or direct purchase plan accounts as of December 31:

5(c). Number of individual securityholder DRS accounts as of December 31:

5(d). Approximate percentage of individual securityholder accounts from subsection (a) in the following categories as of December 31:

5(d)(i) Corporate Equity Securities	5(d)(ii) Corporate Debt Securities	5(d)(iii) Open-End Investment Company Securities	5(d)(iv) Limited Partnership Securities	5(d)(v) Municipal Debt Securities	5(d)(vi) Other Securities

6. Number of securities issues for which Registrant acted in the following capacities, as of December 31:

Corporate Securities		Open-End Investment Company Securities	Limited Partnership Securities	Municipal Debt Securities	Other Securities
Equity	Debt				

6(a). Receives items for transfer and maintains the master securityholder files:	**6(a)(i)**	**6(a)(ii)**	**6(a)(iii)**	**6(a)(iv)**	**6(a)(v)**	**6(a)(vi)**
6(b). Receives items for transfer but does not maintain the master securityholder files:	**6(b)(i)**	**6(b)(ii)**	**6(b)(iii)**	**6(b)(iv)**	**6(b)(v)**	**6(b)(vi)**
6(c). Does not receive items for transfer but maintains the master securityholder files:	**6(c)(i)**	**6(c)(ii)**	**6(c)(iii)**	**6(c)(iv)**	**6(c)(v)**	**6(c)(vi)**

7. Scope of certain additional types of activities performed:

7(a). Number of issues for which dividend reinvestment plan and/or direct purchase plan services were provided, as of December 31:	
7(b). Number of issues for which DRS services were provided, as of December 31:	

7(c). Dividend disbursement and interest paying agent activities conducted during the reporting period:

7(c)(i). number of issues	
7(c)(ii). amount (in dollars)	

8(a). Number and aggregate market value of securities aged record differences, existing for more than 30 days, as of December 31:

	Prior Transfer Agent(s) (If applicable)	Current Transfer Agent
8(a)(i). Number of issues		
8(a)(ii). Market value (in dollars)		

8(b). Number of quarterly reports regarding buy-ins filed by the registrant with its ARA (including the SEC) during the reporting period pursuant to Rule 17Ad-11(c)(2) of the Act:	

8(c). During the reporting period, did the Registrant file all quarterly reports regarding buy-ins with its ARA (including the SEC) required by Rule 17Ad-11(c)(2) of the Act?

O Yes O No

8(d). If the answers to subsection (c) is no, provide an explanation for each failure to file:

9(a). During the reporting period, has the Registrant always been in compliance with the turnaround time for routine items as set forth in Rule 17Ad-2 of the Act?

O Yes O No

If the answer to subsection (a) is no, complete subsections (i) through (ii).

9(a)(i). Provide the number of months during the reporting period in which the Registrant was not in compliance with the turnaround time for routine items according to Rule 17Ad-2 of the Act:

9(a)(ii). Provide the number of written notices Registrant filed during the reporting period with the SEC and with its ARA that reported its noncompliance with turnaround time for routine items according to Rule 17Ad-2 of the Act:

10. Number of open-end investment company securities purchases and redemptions (transactions) excluding dividend, interest and distribution postings, and address changes processed during the reporting period:

10(a). Total number of transactions processed:

10(b). Number of transactions processed on a date other than date of receipt of order (as ofs):

11(a). During the reporting period, provide the date of all database searches conducted for lost securityholder accounts listed on the transfer agent's master securityholder files, the number of lost securityholder accounts for which a database search has been conducted, and the number of lost securityholder accounts for which a different address has been obtained as a result of a database search:

11(a)(i) Date of Database Search	11(a)(ii) Number of Lost Securityholder Accounts Submitted for Database Search	11(a)(iii) Addresses Obtained from Database Search

11(b). Number of lost securityholder accounts that have been remitted to states during the reporting period:

SIGNATURE: The Registrant submitting this Form, and the person signing the Form, hereby represent that all the information contained in the Form is true, correct, and complete.

12(a). Signature of Official responsible for Form:	**12(b).** Telephone Number:
12(c). Title of Signing Officer:	**12(d).** Date Signed (Month/Day/Year):

13. Related Documents/Attachments

13(a). File Name:	
13(b). Type of Attachment:	○ COVER ○ CORRESP ○ GRAPHIC
13(c). Type of Attachment Additional Description:	
13(d). Attachment Description:	
13(e). File:	

BILLING CODE 8010–01–C

UNITED STATES

Securities and Exchange Commission

Instructions for Use of Form TA–2

Form for Reporting Transfer Agent Activities Pursuant to Section 17A of the Securities Exchange Act of 1934

ATTENTION: All transfer agents, whether they are registered with the SEC or with another regulatory authority, must file an annual report on Form TA–2 in electronic format with the SEC.

Certain sections of the Securities Exchange Act of 1934 applicable to transfer agents are referenced below. Transfer agents are urged to review all applicable provisions of the Securities Exchange Act of 1934, the Securities Act of 1933, and the Investment Company Act of 1940, as well as the applicable rules promulgated by the SEC under those Acts.

I. General Instructions for Filing and Amending Form TA–2.

A. *Terms and Abbreviations.* The following terms and abbreviations are used throughout these instructions:

1. "*Act*" means the Securities Exchange Act of 1934, 15 U.S.C. 78a *et seq.*

2. "*Aged record difference,*" as defined in Rule 17Ad–11(a)(2), 17 CFR 240.17Ad-11(a)(2), means a record difference that has existed for more than 30 calendar days.

3. ''*ARA*,'' as defined in Section 3(a)(34)(B) of the Act, 15 U.S.C. 78c(a)(34)(B), means the appropriate regulatory agency.

4. ''*Direct Registration System*'' or ''*DRS*'' means the system, as administered by The Depository Trust Company, that allows investors to hold their securities in electronic book-entry form directly on the books of the issuer or its transfer agent.

5. ''*Form TA–2*'' includes the Form TA–2 and any attachments.

6. ''*Lost securityholder,*'' as defined in Rule 17Ad–17, 17 CFR 240.17Ad–17, means a securityholder: (i) to whom an item of correspondence that was sent to the securityholder at the address contained in the transfer agent's master securityholder file has been returned as undeliverable; provided, however, that if such item is re-sent within one month to the lost securityholder, the transfer agent may deem the securityholder to be a lost securityholder as of the day the re-sent item is returned as undeliverable; and (ii) for whom the transfer agent has not received information regarding the securityholder's new address.

7. ''*Named transfer agent,*'' as defined in Rule 17Ad–9(j), 17 CFR 240.17Ad–9(j), means a registered transfer agent that has been engaged by an issuer to perform transfer agent functions for an issue of securities but has engaged a service company (another registered transfer agent) to perform some or all of those functions.

8. ''*Record difference*'' means any of the imbalances described in Rule 17Ad–9(g), 17 CFR 240.17Ad–9(g).

9. ''*Reporting period*'' means the calendar year ending December 31 of the year for which Form TA–2 is being filed.

10. ''*SEC*'' or ''*Commission*'' means the United States Securities and Exchange Commission.

11. ''*Service company,*'' as defined in Rule 17Ad–9(k), 17 CFR 240.17Ad–9(k), means the registered transfer agent engaged by a named transfer agent to perform transfer agent functions for that named transfer agent.

12. ''*Transfer agent,*''as defined in Section 3(a)(25) of the Act, 15 U.S.C. 78c(a)(25), means any person who engages on behalf of an issuer of securities or on behalf of itself as an issuer in at least one of the functions enumerated therein.

13. ''*Regulation S–T,*'' 17 CFR 232, is the SEC's regulation that sets forth the rules related to filing electronic documents in EDGAR.

14. ''*EDGAR,*'' Electronic Data Gathering, Analysis, and Retrieval, is defined in Rule 11 of Regulation S–T, 17 CFR 232.11, as the computer system for the receipt, acceptance, review, and dissemination of documents submitted in electronic format.

15. ''*EDGAR Filer Manual,*'' as defined in Rule 11 of Regulation S–T, 17 CFR 232.11, is the manual prepared by the SEC setting out the technical format requirements for an electronic submission to EDGAR.

16. ''*EDGARLite*'' is an EDGAR application described in the EDGAR Filer Manual that transfer agents may use to create the electronic Form TA–2 for submission to EDGAR.

B. *Who Must File; When to File.*

1. Every transfer agent that is registered on December 31 must file Form TA–2 in accordance with the instructions contained therein by the following March 31. Before an SEC registered transfer agent may file a Form TA–2 on EDGAR it must have filed a Form TA–1 or an amended Form TA–1 on EDGAR. SEC transfer agents should refer to the instructions to 240 CFR 17Ac2–1 and Form TA–1 for more information.

a. A registered transfer agent that received fewer than 1,000 items for transfer during the reporting period *and* that did not maintain master securityholder files for more than 1,000 individual securityholder accounts as of December 31 of the reporting period is required to complete Questions 1 through 5, 11, and the signature section of Form TA–2.

b. A named transfer agent that engaged a service company to perform *all* of its transfer agent functions during the reporting period is required to complete Questions 1 through 3 and the signature section of Form TA–2.

c. A named transfer agent that engaged a service company to perform *some but not all* of its transfer agent functions during the reporting period must complete all of Form TA–2 but should enter zero (0) for those questions that relate to functions performed by the service company on behalf of the named transfer agent.

2. The date on which any filing is actually received by the SEC is the transfer agent's filing date provided that the filing complies with all applicable requirements. A Form TA–2 or an amended Form TA–2 which is not completed properly may be suspended as not acceptable for filing. Acceptance of this Form, however, does not mean that the Commission has found that it has been filed as required or that the information submitted therein is true, correct or complete.

C. *How to File.* Transfer agents file Form TA–2 electronically on EDGAR. Transfer agents should refer to the EDGAR Filer Manual, which is available on the SEC's Web site *http://www.sec.gov,* for the technical instructions for preparing forms using EDGARLite™ and for filing on EDGAR as well as for the computer hardware and software requirements.

Transfer agents that are granted a hardship exemption from electronic filing under Rule 202 of Regulation S-T, 17 CFR 232.202, will be provided with instructions on how and where to file a paper Form TA–2.

A transfer agent that wishes to include a cover letter or other correspondence may do so by including the document as an electronic attachment to the form.

D. *EDGAR Access.* Before transfer agents file on EDGAR they must obtain access to EDGAR. Transfer agents should refer to the EDGAR Filer Manual, Volume I (General Instructions) for information on accessing EDGAR.

E. *Amending Form TA–2.* Transfer agents may amend Form TA–2 at any time to correct errors in the information reported therein.

1. A transfer agent may amend Form TA–2 by selecting the submission type ''Amendment'' on Form TA–2. The transfer agent may use a saved electronic version of a previously filed Form TA–2 or an amended Form TA–2 as a template for the amended filing. For instructions on using a saved form as a template for an amended filing transfer agents should refer to the EDGAR Filer Manual.

2. All fields that are required to be completed on the transfer agent's Form TA–2 must be completed on the amended Form TA–2 with the transfer agent amending only those answers for which it needs to correct an error.

F. *Records.* Each transfer agent must keep an exact copy of any filing for its records. Transfer agents should refer to 17 CFR 240.17Ad–6 and 240.17Ad–7 for information regarding the recordkeeping rules for transfer agents.

G. *Execution of Form TA–2 and Amendments Thereto.* A duly authorized official or a principal of the transfer agent shall execute Form TA–2 by providing an electronic signature pursuant to Rule 301, Signatures, of Regulation S–T, 17 CFR 301. The official or principal of the transfer agent must provide his or her full name in typed format in the signature box of the form and must manually sign a signature page or other document authenticating, acknowledging, or otherwise adopting his or her signature that appears in typed form within the electronic filing. The signature page or other such document shall be signed at or before the time the electronic filing is made, shall be retained by the transfer

agent for a period of five years, and shall be made available to the Commission or its staff upon request.

II. Special Instructions for Filing Form TA–2.

A. *Electronic Filing.* Beginning [insert effective date of the rule], all transfer agent forms (Form TA–1, Form TA–2, and Form TA–W) filed with the SEC must be filed electronically on EDGAR. Transfer agents that are registered with the SEC must refile electronically the information on their Form TA–1, as amended, with the SEC on an amended Form TA–1. The SEC will not accept a Form TA–2 from transfer agents that are registered with the SEC until such transfer agents have filed an electronic amended Form TA–1.

B. *Exemptions from Electronic Filing.* The SEC may in limited cases grant an exemption from electronic filing where the filer can show that an electronic filing requirement creates an unreasonable burden or expense. Transfer agents should refer to Rule 202 of Regulation S–T, 17 CFR 232.202, and to the SEC's Web site for information on applying for a hardship exemption.

C. *Report of Transfer Agent Activities.* Transfer agents must provide full and complete responses in the appropriate format

1. *Information relating to electronic filing.* As an EDGAR filer, the transfer agent is required to provide the following:

a. Whether the form is a ''live'' or ''test'' filing submission;

b. Whether the transfer agent would like a Return Copy of the filing;

c. The transfer agent's CIK;

d. The transfer agent's CCC;

e. The contact e-mail address for the transfer agent; and

f. The notification e-mail address(es) for the transfer agent regarding the status of the submission.

For more information regarding the above requirements see the EDGAR Filer Manual, Volume I (General Requirements). A transfer agent that is granted a continuing hardship exemption pursuant to Rule 202 of Regulation S–T, 17 CFR 232.202, need only provide its CIK.

2. Indicate the calendar year for which Form TA–2 is filed. A transfer agent registered on December 31 shall file Form TA–2 by the following March 31 even if the transfer agent conducted business for less than the entire reporting period.

3. In answering Question 4.a., indicate the number of items received for transfer during the reporting period. Omit the purchase and redemption of open-end investment company shares. Report those items in response to Question 10.

4. In answering Questions 5 and 6, include closed-end investment company securities in the corporate equity securities category.

a. In answering Question 5.a., include Direct Registration System, dividend reinvestment plan and/or direct purchase plan accounts in the total number of individual securityholder accounts maintained.

b. In answering Question 5.b., include dividend reinvestment plan and/or direct purchase plan accounts only.

c. In answering Question 5.c., include Direct Registration System accounts only.

d. In answering Question 5.d., include American Depositary Receipts (ADRs) in the corporate equity or corporate debt category, as appropriate, and include dividend reinvestment plan and/or direct purchase plan accounts in the corporate equity or open-end investment company securities category.

e. In answering Question 6, debt securities are to be counted as one issue per CUSIP number. Open-end investment company securities portfolios are to be counted as one issue per CUSIP number.

5. In answering Question 7.c., exclude coupon payments and transfers of record ownership as a result of corporate actions.

6. In answering Question 10, exclude non-value transactions such as name or address changes.

7. In answering Question 11.b., include only those accounts held by securityholders that are defined as lost by Rule 17Ad–17, 17 CFR 240.17Ad–17, when the underlying securities (*i.e.*, not just dividends and interest) have been remitted to the states.

III. Notice

SEC's Collection of Information: An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number. Under Sections 17, 17A(c) and 23(a) of the Act and the rules and regulations thereunder, the SEC is authorized to solicit from registered transfer agents the information required to be supplied on Form TA–2. The filing of this Form is mandatory for all registered transfer agents. The information will be used for the principal purpose of regulating registered transfer agents but may be used for all routine uses of the SEC or of the ARAs. Information supplied on this Form will be included routinely in the public files of the ARAs and will be available for inspection by any interested person. Any member of the public may direct to the SEC any comments concerning the accuracy of the burden estimate on the application facing page of this Form, and any suggestions for reducing this burden. The Office of Management and Budget has reviewed this collection of information in accordance with the clearance requirements of 44 U.S.C. 3507.

[FR Doc. 06–7269 Filed 9–8–06; 8:45 am]

BILLING CODE 8010–01–P