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

FORM CA-1

**APPLICATION FOR REGISTRATION OR FOR EXEMPTION FROM REGISTRATION
AS A CLEARING AGENCY AND FOR AMENDMENT TO REGISTRATION
PURSUANT TO THE SECURITIES EXCHANGE ACT OF 1934 (“the Act”)**

INSTRUCTIONS FOR USE OF FORM CA-1

I. General Instructions for Preparing and Filing Form CA-1

1. Form CA-1 is to be used by clearing agencies, as defined in Section 3(a)(23) of the Act, which perform the functions of a clearing agency with respect to any security other than an exempted security, as defined in Section 3(a)(12) of the Act, to apply for registration or for exemption from registration or to amend registration with the Securities and Exchange Commission (the “Commission”). As used hereinafter, the term “Form CA-1” includes the form and any required schedules, exhibits or attachments thereto.
2. Clearing agencies are required to file four completed copies of Form CA-1 with the Commission, 100 F Street, N.E., Washington, D.C. 20549. In addition, with respect to a clearing agency for which the Commission is not the appropriate regulatory agency, as defined in Section 3(a)(34)(B) of the Act, Section 17(c)(1) of the Act requires such clearing agency to file with the appropriate regulatory agency for such clearing agency a signed copy of any application, document or report filed with the Commission. Each clearing agency should retain an exact copy of Form CA-1 for the clearing agency’s records.
3. The date on which a Form CA-1 is received by the Commission shall be the date of filing thereof if all the requirements with respect to filing have been complied with. A Form CA-1 which is not prepared and executed in compliance with applicable requirements may be returned as not acceptable for filing. However, acceptance of Form CA-1 shall not constitute a finding that it has been filed as required or that the information submitted is true, current or complete.
4. Copies of Form CA-1 and the schedules, exhibits and attachments thereto may be duplicated and are acceptable for filing provided an original, manual signature is affixed to the execution section of each copy. Form CA-1 and the schedules, exhibits and attachments thereto may be duplicated by any method producing legible copies, of type size identical to that in the Form, on good quality, unglazed, white paper.
5. If Form CA-1 is filed by a corporation, it shall be signed in the name of the corporation by a principal officer duly authorized; if it is filed other than by a corporation it shall be signed by a duly authorized principal of the organization filing the Form. As used in this Form, principal officer means the president, vice president, treasurer, secretary, comptroller or any other person performing a similar function.
6. If the space provided for the answers to items 1-9 of Form CA-1 is insufficient, the complete answer shall be prepared on Schedule A, which shall be attached to the Form.
7. Individuals’ names, except for executing signatures, shall be given in full wherever required (last name, first name, middle name). The full middle name is required. Initials are not acceptable unless the individual legally has only an initial.
8. Unless the context otherwise requires, “registrant” means the entity on whose behalf Form CA-1 is filed, whether filed as a registration, as an application for exemption from registration or as an amendment to a previously filed Form CA-1.
9. Unless the context clearly indicates otherwise, the terms used in Form CA-1 have the meanings given in the Act.

Persons who 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.

SEC 1853 (10-02)

II. Instructions Relating to Filing Form CA-1 as a Registration Form or an Application for Exemption From Registration

10. If Form CA-1 is being filed as a registration form or an application for exemption from registration, all applicable items are required to be answered in full. If any item is not applicable, respond with “none” or “N/A” (not applicable), as appropriate.
11. If Form CA-1 is being filed as an application for exemption from registration, it must be accompanied by a statement demonstrating why the granting of an exemption from registration as a clearing agency would be consistent with the public interest, the protection of investors and the purposes of Section 17A of the Act.

III. Instructions Relating to Filing Form CA-1 as an Amendment to a Registration Form

12. Promptly following the date on which information reported at items 1-3 of Form CA-1 becomes inaccurate, incomplete or misleading, the registrant shall file an amendment on Form CA-1 correcting the inaccurate, incomplete or misleading information.
13. If an item is amended, the registrant must repeat all unamended items as they last appeared on the page on which the amended item appears and must file four copies of the new page, each with updated and properly completed cover and execution pages.

IV. Instructions as to SPECIFIC ITEMS on Form CA-1

14. Cover page—Indicate whether Form CA-1 is filed as a registration, an application for exemption from registration or an amendment. If the Form is filed as a registration, indicate whether the applicant requests the Commission to consider granting registration in accordance with paragraph (c)(1) of Rule 17Ab2-1.
15. Item I—Include a street address; a post office box alone is not acceptable.
16. In responding to, and furnishing the schedules required by, the items on Form CA-1, particularly items 5(c)(ii) and 5(d)(ii) and the exhibits required by items 20 and 21, the registrant may request that confidential treatment be accorded with respect to the information disclosed, by binding the responses, schedules and exhibits for which confidential treatment is sought separately from the balance of Form CA-1 and furnishing a statement requesting confidential treatment, specifying both the exemptive provision under the Freedom of Information Act (5 U.S.C. 552(b)) on which the request is based and the considerations which make the exemptive provision applicable to the information for which confidential treatment is requested.

V. Notice

17. Under Sections 17, 17A(b) and 23(a) of the Securities Exchange Act of 1934 and the rules and regulations thereunder, the Securities and Exchange Commission is authorized to solicit the information required to be supplied by this Form from applicants for registration or for exemption from registration as a clearing agency. Disclosure to the Commission of the information requested in Form CA-1 (except for the disclosure by an individual registrant of his Social Security number as an IRS Employee Identification Number, which is voluntary) is a prerequisite to the processing of applications for registration or for exemption from registration as a clearing agency. The information will be used for the principal purpose of determining whether the Commission should grant registration or an exemption from registration or institute proceedings to deny registration. Social Security numbers, if furnished, will be used only to assist the Commission in identifying applicants and, therefore, in promptly processing applications. Information supplied on this Form will be included routinely in the public files of the Commission. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a current valid control number.

FORM CA-1

**FORM FOR REGISTRATION OR FOR EXEMPTION FROM REGISTRATION
AS A CLEARING AGENCY AND FOR AMENDMENT TO REGISTRATION
AS A CLEARING AGENCY PURSUANT TO THE SECURITIES EXCHANGE ACT OF 1934**

GENERAL

Form CA-1 is to be used to apply for registration or for exemption from registration as a clearing agency and to amend registration as a clearing agency with the Securities and Exchange Commission pursuant to Section 17A of the Securities and Exchange Act of 1934. Read all instructions before preparing the Form. Please type or print all responses.

(Exact name of registrant as specified in charter)

(Address of registrant's principal place of business)

This Form is filed as: a registration
 a request for exemption from registration
 an amendment

If filed as a registration, does registrant request the Commission to consider granting registration in accordance with paragraph (c)(1) of Rule 17Ab2-1 under the Act?.....Yes No

EXECUTION

The Registrant submitting this Form, its schedules, its exhibits and its attachments and the person by whom it is executed represent hereby that all information contained herein is true, current and complete. Submission of any amendment after registration has become effective represents that items 1-3 and any schedules, exhibits and attachments related to items 1-3 remain true, current and complete as previously submitted.

Registrant agrees and consents that the notice of any proceedings under Sections 17A or 19 of the Act involving registrant may be given by sending such notice by registered or certified mail or confirmed telegram to the person named, and at the address given, in response to item 2.

Dated the _____ day of _____, _____

(Name of clearing agency)

(Manual signature of Principal Officer or duly authorized Principal)

(Title)

ATTENTION: Intentional misstatements or omissions of fact constitute Federal Criminal Violations
(See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a))

GENERAL INFORMATION

1. Exact name, principal business address, mailing address (if different) and telephone number of registrant:

Name of registrant: _____ IRS Employee Identification No. _____

Name under which clearing agency activities are conducted, if different: _____

If name of registrant is hereby amended, state name under which registered previously: _____

If name under which clearing agency activities are conducted is hereby amended, state name given previously: _____

Address of principal place of business:

Number and Street City State Zip Code

Mailing address, if different:

Number and Street City State Zip Code

Telephone Number: _____
Area Code Telephone Number

2. Name, title, mailing address and telephone number of person in charge of registrant's clearing agency activities:

Name Title

Number and Street City State Zip Code

Telephone Number: _____
Area Code Telephone Number

3. (a) If registrant is a corporation or a national association: state date on which registrant was incorporated or organized and jurisdiction in which incorporated or under which organized:

Date: _____ Jurisdiction: _____

(b) If registrant is not a corporation or a national association, describe on Schedule A the form of organization under which registrant conducts its business and identify the jurisdiction in which registrant is organized.

4. Does registrant have any arrangement with any other person under which, with respect to registrant's clearing agency activities, such other person processes, keeps, transmits or maintains any securities, funds, records or accounts of registrant or registrant's participants relating to clearing agency activities?..... Yes No

If answer is "yes," furnish &n Schedule A, as to each such arrangement, the full name and principal business address of the other person and a brief summary of each such arrangement.

5. (a) With respect to clearing agency activities, please provide the following information regarding the type of insurance carried or provided:

Type of Insurance	Yes	No	Amount of Coverage	Amount of Deductible
1. Blanket Bond			\$	\$
2. Fidelity			\$	\$
3. Errors and Omissions			\$	\$
4. Mail Policy			\$	\$
5. Air Courier			\$	\$
6. Lost Instrument			\$	\$
7. Other (please specify on Schedule A)			\$	\$

(b) If any of registrant's clearing activities are not covered by insurance, has provision been made for self-insurance?..... Yes No

If yes, indicate on Schedule A the provisions made for self-insurance (e.g., accounting reserve or funded reserve) and the amount thereof.

(c) (i) As a result of registrant's clearing agency activities, is registrant exposed to loss if a participant fails to perform its obligations to the clearing agency, any other participant or any other person?..... Yes No

(ii) If "yes," describe on Schedule A the operational, organizational or other rules, procedures or practices (citing rules if applicable) which result in registrant's exposure to loss.

(d) (i) Does the registrant maintain a clearing or participants' fund, mark to the market open obligations involving the purchase or sale of securities or otherwise required participants to protect registrant against losses to which it may be exposed as a result of a participant's failure to perform its obligations to the clearing agency, any other participant or any other person? Yes No

(ii) If "yes," describe on Schedule A the operational, organizational or other rules, procedures or practices (citing rules if applicable) which are designed to protect registrant against any such losses.

6. (a) Is registrant audited by an independent accountant? Yes No

(b) If registrant is audited by an independent accountant, does the audit include a review of internal controls related to clearing agency activities? Yes No

(c) Fiscal year-end of registrant _____/_____ (Day/Month)

7. (a) What are registrant's internal policies and procedures for reconciling differences (including long and short stock record differences and dividend differences) in its clearing agency activities? (Describe on Schedule A.)

(b) State, as of September 30, 1975, the dollar amount of the potential exposure of registrant, if any, as a result of differences (without offsetting long differences against short differences and without offsetting any suspense account items) in its clearing agency activities not resolved after 20 business days. \$ _____

8. (a) How many employees does registrant have engaged in clearing agency activities? _____

(b) How many years has registrant performed clearing agency activities? _____

9. (a) Are registrant's clearing agency activities subject to regulation by any federal agency other than the Commission or by any state or political subdivision? Yes No

If yes, specify the name of the agency, state or political subdivision:

(b) Have the registrant's clearing agency activities been the subject of periodic examinations by any federal agency other than the Commission or by any state or political subdivision? Yes No

If yes, specify the name of the agency, state or political subdivision:

SCHEDULE A OF FORM CA-1

1. Full name of Registrant as stated in Item 1 of Form CA-1

2.

Item of Form (Identify)	Response

EXHIBITS—BUSINESS ORGANIZATION

10. List in Exhibit A any person who either directly or indirectly, through agreement or otherwise, may control or direct the management or policies of registrant. For each person listed, provide the full name and address and attach a copy of each written agreement or, if the agreements are unwritten, describe the agreement or arrangement through which such person exercises or may exercise such control or direction.
11. List in Exhibit B the registrant's corporate officers, trust officers, managers or other persons occupying a similar status or performing similar functions who supervise, or are directly responsible for the conduct of, registrant's clearing agency activities, indicating for each:
 - (a) Name
 - (b) Title
 - (c) Area of responsibility
 - (d) A brief account of the business experience during the last five (5) years.
12. Attach as Exhibit C narrative and graphic descriptions of registrant's organizational structure. If clearing agency activities are conducted primarily by a division, subdivision, or other segregable entity within the registrant corporation or organization, identify the relationship of such entity to the registrant's overall organizational structure and limit the descriptions to the division, subdivision or other segregable entity which performs clearing agency activities.
13. Attach as Exhibit D a list of persons who directly or indirectly, through one or more intermediaries, are controlled by, or are under common control with, the clearing agency and indicate the nature of the control relationship.
14. Attach as Exhibit E a copy of the currently effective constitution, articles of incorporation or association, by-laws, rules, procedures and instruments corresponding thereto, of the registrant and a complete list of all dues, fees and other charges imposed by registrant for its clearing agency activities.
15. Attach as Exhibit F a brief description of any material pending legal proceeding, other than ordinary and routine litigation incidental to the business, to which the registrant or any of its subsidiaries is a party or to which any of its or their property is the subject. Include the name of the court or agency in which the proceeding is pending, the date instituted, and the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceeding known to be contemplated by governmental agencies.
16. Attach as Exhibit G copies of all contracts with any national securities exchange, national securities association or clearing agency or securities market for which the registrant acts as a clearing agency or performs clearing agency functions.

EXHIBITS—FINANCIAL INFORMATION

17. Attach as Exhibit H a balance sheet and statement of income and expenses, and all notes or schedules thereto of registrant, as of registrant's most recent fiscal year for which such information is available, certified by an independent accountant. (If certified financial information is not available, uncertified financial information should be submitted).
18. Attach as Exhibit I the addresses of all offices in which clearing agency activities are performed by registrant, or for registrant by any person listed in response to item 4, and identify the nature of the clearing activities performed in each office listed.

EXHIBITS—OPERATIONAL CAPACITY

19. Attach as Exhibit J narrative descriptions of each service or function performed by the registrant.
20. Attach as Exhibit K a description of the measures or procedures employed by registrant to provide for the security of any system which performs the functions of a clearing agency. Include a general description of any operational safeguards designed to prevent unauthorized access to the system (including unauthorized input or retrieval of information for which the primary record source is not hard copy). Identify any instances within the past year in which the described security measures or safeguards failed to prevent unauthorized access to the system and describe any measures taken to prevent a recurrence of any such incident. Describe also any measures used to verify the accuracy of information received or disseminated by the system.
21. Attach as Exhibit L a description of the measures or procedures employed by registrant to provide for the safeguarding of securities and funds in its custody or control. Identify any instances within the past year in which the described security measures or safeguards failed to prevent any unauthorized access to securities or funds in possession of registrant and any measures taken to prevent a recurrence of any such incident.
22. If clearing agency functions are performed by automated facilities or systems, attach as Exhibit M a description of all backup systems or subsystems which are designed to prevent interruptions in the performance of any function as a result of technical or other malfunction. Include backups for input or output links to the system and precautions with respect to malfunctions in any areas external to the system.

EXHIBITS—ACCESSTOSERVICES

23. Attach as Exhibit N a list of the persons who currently participate, or who have applied for participation, in registrant's clearing agency activities (if registrant performs more than one activity, a columnar presentation may be utilized).
24. Attach as Exhibit O a description of any specifications, qualifications, or other criteria which limit, are interpreted to limit, or have the effect of limiting access to, or use of, any clearing agency service furnished by the registrant and state the reasons for imposing such specifications, qualifications, or other criteria.
25. Attach as Exhibit P copies of any form of contracts governing the terms on which persons may subscribe to clearing agency services provided by the registrant.
26. Attach as Exhibit Q a schedule of any prices, rates or fees fixed by registrant for services rendered by its participants.
27. Attach as Exhibit R a schedule of any prohibitions or limitations imposed by the clearing agency on access by any person to services offered by any participant.

EXHIBIT—APPLICATION FOR EXEMPTION

28. If this is an application for an exemption from registration as a clearing agency, attach as Exhibit S a statement demonstrating why the granting of an exemption from registration as a clearing agency would be consistent with the public interest, the protection of investors and the purposes of Section 17A of the Act, including the prompt and accurate clearance and settlement of securities transactions and the safeguarding of securities and funds.