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**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**

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.

**GENERAL:** Read all instructions before completing this form. Please print or type all responses.

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
- Office of Thrift Supervision

**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)(iv).State or Country

3(d)(v).Postal Code

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

4. Does registrant conduct, or will it conduct, transfer agent activities at any location other than that given in Question 3(c) above?

Yes

No

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

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?

Yes

No

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

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**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	<input type="text"/>
8(a)(iii). Title or Status	<input type="text"/>
8(a)(iv). Ownership Code	<input type="radio"/> NA - 0 to 5% <input type="radio"/> A - 5% up to 10% <input type="radio"/> B - 10% up to 25% <input type="radio"/> C - 25% up to 50% <input type="radio"/> D - 50% up to 75% <input type="radio"/> E - 75% up to 100%
8(a)(v). Control Person	<input type="checkbox"/>
8(a)(vi). Relationship End Date	<input type="text"/>

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

8(a)(i). Full Name	<input type="text"/>
8(a)(ii). Relationship Start Date	<input type="text"/>
8(a)(iii). Title or Status	<input type="text"/>
8(a)(iv). Description of Authority	<input type="text"/>
8(a)(v). Relationship End Date	<input type="text"/>

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

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 . . . .

	Yes	No
	<input type="radio"/>	<input type="radio"/>

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

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

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 ? . . . . .

	Yes	No
	<input type="radio"/>	<input type="radio"/>

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 contendere ("no contest") to:

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? . . . . .	Yes	No
	<input type="radio"/>	<input type="radio"/>

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

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

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

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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

<input type="text"/>	<input type="text"/>
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**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

<input type="text"/>	<input type="text"/>
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**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

<input type="text"/>	<input type="text"/>
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**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

<input type="text"/>	<input type="text"/>
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**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

<input type="text"/>	<input type="text"/>
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**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

<input type="text"/>	<input type="text"/>
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**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

**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? . . . . .

Yes	No
<input type="radio"/>	<input type="radio"/>

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

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

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

<input type="text"/>	<input type="text"/>
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**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

**10(d)(4).** In the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity? . . . . .

Yes	No
<input type="radio"/>	<input type="radio"/>

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

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

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

<input type="text"/>	<input type="text"/>
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**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

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**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

--

<b>10(d)(5)(ii).</b> Title of Action	<b>10(d)(5)(iii).</b> Date of Action

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

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

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**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

--

<b>10(d)(6)(ii).</b> Title of Action	<b>10(d)(6)(iii).</b> Date of Action

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

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

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

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**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 false statement or omission? . . . . .** **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 involved in a violation of its rules? . . . . .** **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

<b>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? . . . . .</b>	<b>Yes</b>	<b>No</b>
	<input type="radio"/>	<input type="radio"/>

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

--

<b>10(e)(4)(ii).</b> Title of Action	<b>10(e)(4)(iii).</b> Date of Action

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

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

--

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

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<b>10(f).</b> 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? . . . . .	<b>Yes</b>	<b>No</b>
	<input type="radio"/>	<input type="radio"/>

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

--

<b>10(f)(1)(ii).</b> Title of Action	<b>10(f)(1)(iii).</b> 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

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<b>10(g).</b> 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)?	<b>Yes</b>	<b>No</b>
	<input type="radio"/>	<input type="radio"/>

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

--

<b>10(g)(1)(ii).</b> Title of Action	<b>10(g)(1)(iii).</b> Date of Action

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

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[Empty text box]

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

[Empty text box]

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

[Empty text box]

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

[Empty text box]

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

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

[Empty text box]

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

[Empty text box]

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

[Empty text box]

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

[Empty text box]

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

[Empty text box]

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

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

[Empty text box]

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

[Empty text box]

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

[Empty text box]

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

[Empty text box]

**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

herein is true, correct and complete.	
<b>11(a).</b> Signature of Official responsible for Form:	<b>11(b).</b> Telephone Number:
<b>11(c).</b> Title of Signing Officer:	<b>11(d).</b> Date Signed (Month/Day/Year):

**12. Related Documents/Attachments**

<b>12(a).</b> File Name:	
<b>12(b).</b> Type of Attachment:	<input type="radio"/> COVER <input type="radio"/> CORRESP <input type="radio"/> GRAPHIC
<b>12(c).</b> Type of Attachment Additional Description:	
<b>12(d).</b> Attachment Description:	
<b>12(e).</b> File:	

**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 including 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](http://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 responding “Yes” to Question 1(e).
  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 January 11, 2007, 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, [www.sec.gov](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; and
    - e. The contact e-mail address for the registrant;
    - 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 ([www.dtc.org](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.