

File Number:	
<input type="text"/>	- <input type="text"/>
For the reporting period ended December 31,	<input type="text"/>

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

OMB Approval	
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**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:

SEC 2113 (8-12)

**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.**

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**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 files:

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:

<b>6(b)(i)</b>	<b>6(b)(ii)</b>	<b>6(b)(iii)</b>	<b>6(b)(iv)</b>	<b>6(b)(v)</b>	<b>6(b)(vi)</b>

**6(c).** Does not receive items for transfer but maintains the master securityholder files:

<b>6(c)(i)</b>	<b>6(c)(ii)</b>	<b>6(c)(iii)</b>	<b>6(c)(iv)</b>	<b>6(c)(v)</b>	<b>6(c)(vi)</b>

**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:

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**7(b).** Number of issues for which DRS services were provided, as of December 31:

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

<b>7(c)(i).</b> number of issues	
<b>7(c)(ii).</b> 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
<b>8(a)(i).</b> Number of issues		
<b>8(a)(ii).</b> 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:

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**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?

- Yes
  No
  Not Applicable

**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?

Yes

No

Not Applicable

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:

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

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

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

<b>12(a).</b> Signature of Official responsible for Form: <input type="text"/>	<b>12(b).</b> Telephone Number: <input type="text"/>
<b>12(c).</b> Title of Signing Officer: <input type="text"/>	<b>12(d).</b> Date Signed (Month/Day/Year): <input type="text"/>

**13. Related Documents/Attachments**

<b>13(a).</b> File Name:	<input type="text"/>
<b>13(b).</b> Type of Attachment:	<input type="radio"/> COVER <input type="radio"/> CORRESP <input type="radio"/> GRAPHIC
<b>13(c).</b> Type of Attachment Additional Description:	<input type="text"/>
<b>13(d).</b> Attachment Description:	<input type="text"/>
<b>13(e).</b> File:	<input type="text"/>

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**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 [www.sec.gov](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.