

Regulator File No.

08 -

OMB APPROVAL	
OMB Number:	3235-0084
Expires:	June 30, 2006
Estimated average burden hours per response.	2.0

**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.

1. Appropriate regulatory agency (check one) (See General Instruction D): <input type="checkbox"/> Comptroller of the Currency <input type="checkbox"/> Board of Governors of the Federal Reserve System <input type="checkbox"/> Federal Deposit Insurance Corporation <input type="checkbox"/> Securities and Exchange Commission	
2. Filing status of this form (check one): <input type="checkbox"/> Registration <input type="checkbox"/> Amendment to Registration	
3.a. Full name of registrant: <hr/> Previous name, if being amended: <hr/>	
b. Financial Industry Number Standard (FINS) number (See Special Instruction A1): <hr/>	
c. Address of principal office where transfer agent activities are, or will be, performed (See Special Instruction A2): (Number and Street) (City) (State) (Zip Code)	e. Telephone Number: (Include Area Code)
d. Mailing address, if different from response to Question 3c: <hr/>	
4. Does registrant conduct, or will it conduct, transfer agent activities at any location other than that given in question 3c above? If "yes," provide address(es):	
	Yes No <input type="checkbox"/> <input type="checkbox"/>
5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)? (See Special Instruction A5)	
	Yes No <input type="checkbox"/> <input type="checkbox"/>

Applicant Name: _____

OFFICIAL USE

Date: _____

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:

Name: _____

Address: (Number and Street) _____ (City) _____ (State) _____ (Zip Code) _____

Name: _____

Address: (Number and Street) _____ (City) _____ (State) _____ (Zip 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 FINS 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:

Name: _____ FINS Number: _____ Delete

Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

Name: _____ FINS Number: _____

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

EXECUTION: 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.

Manual signature of Official responsible for form:

Title:

Name of Official responsible for form:
(First name, Middle name, Last name)

Date executed (Month/Day/Year):

Regulator/File No. 084-	SEC Supplement to Form TA-1	OMB APPROVAL	
		OMB Number: 3235-0084	Expires: April 30, 2003
		Estimated average burden hours per response. 2.0	

Completion of the SEC Supplement to Form TA-1 is required of all independent, non-issuer registrants whose appropriate regulatory agency is the Securities and Exchange Commission.

Full name of registrant:		
1. If registrant is a:		
<input type="checkbox"/> Corporation – Complete Schedule A	<input type="checkbox"/> Sole Proprietorship – Complete Schedule C	
<input type="checkbox"/> Partnership – Complete Schedule B	<input type="checkbox"/> Other (specify): _____ - Complete Section C	
2. Does any person or entity not named in Schedules A, B or C:		
(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 <input type="checkbox"/>	No <input type="checkbox"/>
(If yes, state on Schedule D the exact name of each person or entity and describe the agreement or other basis through which such person or entity exercises or has the power to exercise control.)		
(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 <input type="checkbox"/>	No <input type="checkbox"/>
(If yes, state on Schedule D the exact name of each person or entity and describe the agreement or arrangement through which such financing is made available, including the amount thereof.)		
3. Definitions:		
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 Schedules A, B, C or D 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.	
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:		
(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 <input type="checkbox"/>	No <input type="checkbox"/>
(2) any other felony?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
B. Has any court in the past ten years:		
(1) enjoined the applicant or a control affiliate in connection with any investment-related activity?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(2) found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
C. Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:		
(1) found the applicant or a control affiliate to have made a false statement or omission?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(2) found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	Yes <input type="checkbox"/>	No <input type="checkbox"/>
(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 <input type="checkbox"/>	No <input type="checkbox"/>
(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 <input type="checkbox"/>	No <input type="checkbox"/>

D.	Has any other Federal regulatory agency or any state regulatory agency:	Yes	No
	(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?	<input type="checkbox"/>	<input type="checkbox"/>
	(2) ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?	<input type="checkbox"/>	<input type="checkbox"/>
	(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?	<input type="checkbox"/>	<input type="checkbox"/>
	(4) in the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity?	<input type="checkbox"/>	<input type="checkbox"/>
	(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?	<input type="checkbox"/>	<input type="checkbox"/>
	(6) ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant?	<input type="checkbox"/>	<input type="checkbox"/>
E.	Has any self-regulatory organization or commodities exchange ever:	Yes	No
	(1) found the applicant or a control affiliate to have made a false statement or omission?	<input type="checkbox"/>	<input type="checkbox"/>
	(2) found the applicant or a control affiliate to have been involved in a violation of its rules?	<input type="checkbox"/>	<input type="checkbox"/>
	(3) found the applicant or a control affiliate to have been the cause of an investment-related business losing its authorization to do business?	<input type="checkbox"/>	<input type="checkbox"/>
	(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?	<input type="checkbox"/>	<input type="checkbox"/>
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?	<input type="checkbox"/>	<input type="checkbox"/>
G.	Is the applicant or a control affiliate now the subject of any proceeding that could result in a yes answer to parts A-F of this item?	<input type="checkbox"/>	<input type="checkbox"/>
H.	Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate?	<input type="checkbox"/>	<input type="checkbox"/>
I.	Does the applicant or a control affiliate have any unsatisfied judgments or liens against it?	<input type="checkbox"/>	<input type="checkbox"/>

4. For each yes to Item 3, provide on Schedule D the following details of any court or regulatory action:

- the individuals named in the action
- the title and date of the action
- the court or body taking the action and its location
- a description of the action
- the disposition of the proceeding

File Number 084- DATE: Mo/Day/Yr	Schedule A of SEC Supplement to Form TA-1 For Corporate Registrants	
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This form requests information on corporate registrants.

1. Please complete appropriate columns for:
 - A. each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer, Director, and persons with similar status or functions, and
 - B. each other person who is, directly or indirectly the beneficial owner of 5% or more of any class of equity security of registrant.
2. Check "Control Person" column if person has "control." Control is defined as:
 Control - The power to direct or cause the direction of the management or policies of a company, whether through ownership of securities, by contract, or otherwise. Any individual or firm that is a director, partner or officer exercising executive responsibility (or having similar status or functions) or that directly or indirectly has the right to vote 25 percent or more of the voting securities or is entitled to 25 percent or more of the profits is presumed to control that company.
3. Ownership codes are:

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

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.
-----	---

FULL NAME			Social Security Number	Date of Relationship (Beginning)		Title or Status	Ownership Code	Control Person
Last	First	Middle		Month	Year			
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					

AMEND	Section for amendments reporting changes in the title, status or ownership code of previously reported persons.
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			- -					
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					
			- -					

DELETE	Section for amendments to report deletion of previously reported persons.
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(Ending)		
		- -
		- -
		- -
		- -
		- -

File Number 084-	Schedule C of SEC Supplement to Form TA-1 For Applicants Other Than Partnerships and Corporations	
DATE: Mo/Day/Yr	Full Name of Registrant:	

This form requests information on applicants other than partnerships and corporations.

1. Please complete for any person, including a trustee, who directs, manages, or participates in directing or managing the affairs of registrant.
2. Give each listed person's title or status and describe the nature of his authority and his beneficial interest in applicant.

ADD	Section for Initial Registration and for Amendments Reporting Additional Persons.
-----	---

FULL NAME Last First Middle	Social Security Number	Date of Relationship (Beginning)		Title or Status	Description of Authority and Beneficial Interest
		Month	Year		
	- -				
	- -				
	- -				
	- -				
	- -				
	- -				
	- -				
	- -				
	- -				

AMEND	Section for amendments reporting changes in the title, status or nature of authority or beneficial interest.
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	- -				
	- -				
	- -				
	- -				
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	- -				
	- -				
	- -				
	- -				

DELETE	Section for amendments to report deletion of previously reported persons.
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	(Ending)		
	- -		
	- -		
	- -		
	- -		
	- -		

File Number 084-	Schedule D of SEC Supplement to Form TA-1	
DATE: Mo/Day/Yr	Full Name of Registrant:	

Use this Schedule to report details of affirmative responses to questions contained in the SEC Supplement.

Item on Form (Identify)	Answer

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

OMB APPROVAL	
OMB Number:	3235-0084
Expires:	April 30, 2003
Estimated average burden hours per response.	2.0

Instructions for Use of Form TA-1

**Uniform Form For Registration and Amendment to Registration as a Transfer Agent
Pursuant to Section 17A of the Securities Exchange Act of 1934.**

ATTENTION: Certain Sections of the Securities Exchange Act of 1934 applicable to transfer agents are referenced or summarized 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-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. "Federal Bank Regulators" or "FBRs" refers to the Office of the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation.
4. "Form TA-1" includes the Form and any attachments to that Form, whether filed as a registration or an amendment to registration.
5. "Registrant" refers to the entity on whose behalf Form TA-1 is filed.
6. "SEC" refers to the U.S. Securities and Exchange Commission.
7. "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.
8. "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.

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 subsections (g)(2)(B) and (g)(2)(G), respectively, 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 F.

D. How and Where to File; Number of Copies. Each registrant must file Form TA-1 with its ARA. SEC registrants must also file the SEC Supplement. If a registrant's ARA is a FBR, a copy of the registration or any amendment also must be filed with the SEC. However, the FBRs will send the submitted filings to the SEC on behalf of their registrants to satisfy that requirement. A registrant may determine the name and address of its ARA from the following:

1. A national bank or a bank operating under the Code of Law for the District of Columbia, or a subsidiary of any such bank registers with the Comptroller of the Currency, at:

Office of the Comptroller of the Currency
Administrator of National Banks
Trust Examinations Division
Washington, D.C. 20219

2. 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 (1) or (3) of this section registers with the Board of Governors of the Federal Reserve System, at:

Board of Governors of the Federal Reserve System
Trust Activities Program
Washington, D.C. 20551

3. A bank insured by the Federal Deposit Insurance Corporation (other than a bank which is a member of the Federal Reserve System) or a subsidiary thereof registers with the Federal Deposit Insurance Corporation, at:

Federal Deposit Insurance Corporation
Trust Section
Washington, D.C. 20429

4. All other transfer agents register with U.S. Securities and Exchange Commission, at:

U.S. Securities and Exchange Commission
OFIS/Branch of Registration and Examination
Stop O-25
Washington, D.C. 20549

If the registrant's ARA is a FBR, the registrant must file the original and four copies of any registration or amendment with the appropriate FBR and need not file directly with the SEC. If the registrant's ARA is the SEC, the registrant must file with the SEC the original and three copies of any registration or amendment. The original copy of Form TA-1 must be manually signed and any additional copies may be photocopies of the signed original copy. All copies must be legible, on good quality 8.5 x 11 inch white paper. The registrant must keep an exact copy of any filing for its records.

- E. 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.
- F. 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.

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

- A. Registration. Respond in full to all Questions. If the appropriate response to a Question is "none," or if any Question is "not applicable," respond with "none" or "N/A," respectively.
 1. In answering Questions 3.b. and 7 of Form TA-1, the term "Financial Industry Number Standard" ("FINS" number) means a six digit number assigned by the Depository Trust Company ("DTC") to financial institutions engaged in activities involving securities. Registrants that do not have a FINS number may obtain one free of charge by writing to the DTC ID Task Force at 7 Hanover Square, 27th Floor, New York, N.Y. 10004, stating its name, address, and type of business (such as "bank" or "non-bank transfer agent").

2. 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.
 3. If additional space is needed to answer Questions 4, 5, and 7, photocopy the appropriate page(s) of a blank Form TA-1, and continue such answers thereon.
 4. In answering Question 7 do not check any of the boxes marked "Delete." These boxes are to be used only when amending Form TA-1.
 5. 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.
 6. 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).
- B. Amending Registration. When amending Form TA-1, the registrant must identify itself and the filing by answering Questions 1 through 3. Thereafter, only answer Questions that require amendment. When adding new information, enter that information into the appropriate spaces. When deleting information from a prior filing, repeat the information exactly as it appeared in the prior filing and check the corresponding box marked "Delete."
- C. 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 chairman or vice-chairman of the board of directors, 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 name of the individual signing Form TA-1 shall be stated in full (i.e., first name, middle name and last name). Initials are not acceptable, unless they are part of the individual's legal name.

By executing Form TA-1, the registrant agrees and consents that notice of any proceeding under the Act by the FBRs or the SEC involving the registrant may be given by sending such notice by registered or certified mail or confirmed telegram 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. Special Instructions for Filing and Amending the SEC Supplement to Form TA-1.

- A. Who Must File. Only independent, non-issuer registrants whose appropriate regulatory agency is the Securities and Exchange Commission (See General Instruction D) are required to complete the SEC Supplement to Form TA-1.
- B. Amendments to the SEC Supplement to Form TA-1. Transfer agents required to complete the SEC Supplement of Form TA-1 are also required to amend the Supplement, within the time period provided by Rule 17Ac2-1(c) (17 C.F.R. §240.17Ac2-1(c)), when information which the transfer agent knows or reasonably should know comes to the attention of such transfer agent. When amending the Supplement to Form TA-1, the transfer agent must identify itself and the filing by answering Questions 1 through 3 of Form TA-1. Thereafter, transfer agents need only answer Questions contained in the Supplement of Form TA-1 that require amendments (including any explanation that may be appropriate pursuant to Question 4 of the Supplement).

IV. Notice

Under Sections 17, 17A(c) and 23(a) of the Act and the rules and regulations thereunder, the ARAs are 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 ARA 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 ARA 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 Commission or 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.