

SUPPORTING STATEMENT – RULE 17Ad-10

A. Justification

(1) Necessity for Information Collection

As a result of the paperwork crisis that occurred in the late 1960's, during which the number of securities transactions exceeded the securities industry's capacity to process those transactions, Congress enacted the Securities Act Amendments of 1975. In order to establish a national system for the prompt and accurate clearance and settlement of securities transactions, Congress provided for a scheme of regulation with respect to the business of being a transfer agent. Those amendments to the Securities Act of 1934 ("Act") require transfer agents to meet minimum performance and recordkeeping standards as established by the Commission, in furtherance of the purposes of the Act and generally, to protect investors.

Transfer agents play an important role in the national system for the clearance and settlement of securities transactions. Transfer agents cancel certificates presented for transfer, issue new certificates to the transferee and record the change of record ownership of securities on the issuer's securityholder records. They also prepare, maintain and certify securityholder records, disburse dividend and interest payments, and mail security-owner communications such as proxy materials and annual reports to shareholders.

Transfer agents are an integral component of the securities handling process and, to the extent transfer agents fail to perform their activities promptly, accurately and safely, the entire clearance, settlement, and transfer process suffers. Moreover, substandard performance by transfer agents can affect the accuracy of an issuer's security owner records and, thus, interrupt the channels of communication between issuers and shareowners. Thus, substandard performance by transfer agents can adversely affect issuers, broker-dealers, banks, other financial intermediaries, the investing public, and the securities markets.

Under Rule 17Ad-10, a transfer agent must maintain certain minimum information regarding purchases, transfer and redemptions of securities ("certificate detail") and record this information promptly on the master securityholder record. The time frame for posting certificate detail varies depending on a number of factors including the volume of securities transferred. Failure by a registered transfer agent to record sufficient certificate detail in a timely manner severely hampers its efforts or those of its successor to create and to maintain accurate security holder records and to research errors when discovered.

If the transfer agent discovers that certificate detail associated with a transfer of securities is different from certificate detail already on the master securityholder record (a "record difference"), the rule requires the transfer agent to post the new information to the file, to maintain inconsistent information in a subsidiary file and to pay diligent and continuous attention to resolving the record difference. If the record difference remains unresolved for six months, the rule requires the transfer agent to purchase in the open market (a "buy-in") an amount of securities associated with the record difference. This requirement imposes a financial discipline

on transfer agents in order to ensure the integrity of their operations. In 1986, the rule was amended to change the time for buy-ins from thirty days to sixty days.

The rule also requires prompt communication between transfer agents with responsibilities for the same issue of securities. The performance standard required by the rule, however, is a minimum standard intended to provide transfer agents with some flexibility in effecting compliance. The requirements should foster timely communication between transfer agents responsible for a particular issue of securities, eliminate delays in the transmission of information necessary to the performance of transfer agent functions and, thereby, ensure the accuracy of securityholder records.

The rule also requires transfer agents that maintain securityholder records to keep certificate detail that has been cancelled from those records for a minimum of six years and to maintain and keep current an accurate record of the number of shares or principle dollar amount of debt securities that the issuer has authorized to be outstanding (a “control book”). The maintenance of cancelled certificate detail will facilitate the resolution of record differences by proving essential research material. The maintenance of an accurate control book will ensure that the transfer agent is aware of the number of securities that are properly authorized by the issuer and, thereby, avoid over issuance of securities.

(2) Purposes of, and Consequences of Not Requiring, the Information Collection

The records required to be maintained by transfer agents under Rule 17Ad-10 are used by these transfer agents in performing transfer agent functions for issuers and by the appropriate regulatory agency in examinations of transfer operations.

(3) Role of Improved Information Technology and Obstacles to Reducing Burden

The information required by the rule to be maintained by transfer agents, generally, is currently maintained by those transfer agents. Rule 17Ad-10 mandates the maintenance of such information. The compilation and maintenance of this information is tailored to the complexity of the transfer agents’ business. Thus, improved technology would not reduce the burden.

(4) Efforts to Identify Duplication

No federal securities requirements other than Rule 17Ad-10 exist with respect to the information to be kept under the Rule.

(5) Effects on Small Entities

Because the information required to be kept under Rule 17Ad-10 is already available to transfer agents, any collection burden for small businesses is minimal.

(6) Consequences of Less Frequent Collection

If the information required by the rule were collected less frequently, the ability to maintain accurate securityholder records, research errors, and ensure the transfer agent is aware of the number of securities are properly authorized would be significantly hampered. In addition, these records assist the Commission and other regulatory agencies with monitoring transfer agents and ensuring compliance with the rule.

(7) Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)

The collection is conducted in a manner consistent with the guidelines in 5 CFR 1320.5(d)(2).

(8) Consultation Outside Agency

The rule and its amendments were subject to public notice and comment. The rule has not been amended since 1986.

(9) Payment of Gift to Respondents

Not applicable.

(10) Assurances of Confidentiality

The information kept by transfer agents under Rule 17Ad-10 is not confidential.

(11) Sensitive Questions

No questions of a sensitive nature are asked.

(12) Estimate of Respondent Reporting Burden

Approximately 760 registered transfer agents will devote approximately 20 hours per year to creating and maintaining the information required under Rule 17Ad-10, totaling 15,200 hours industry-wide. The information required by Rule 17Ad-10 generally already is maintained by registered transfer agents. The amount of time devoted to compliance with Rule 17Ad-10 varies according to differences in business activity.

We note that this estimated annual hourly burden is less than prior estimates, due to the reduction in the number of registered transfer agents.

(13) Estimate of Total Annualized Cost Burden

Not applicable; (a) it is not anticipated that respondents will have to incur any capital and start up cost to comply with the rule; (b) it is not anticipated that respondents will have to incur

any additional operational or maintenance cost (other than provided for in item no. 12) to comply with the rule.

(14) Estimate of Cost to the Federal Government

Records required by Rule 17Ad-10 generally cost the Federal Government little because the records are maintained by the transfer agents and are produced as requested during transfer agent examinations. It is estimated that the review of these records during examinations is approximately four hours, costing the Commission and Federal Bank Regulatory Agencies approximately \$100,000 based on the number of transfer agents examined each year and our computation of the value of staff time devoted to examinations and the related overhead, valued at 35% of the value of staff time. Costs to the Federal Government also include staff time devoted to responding to questions from transfer agents regarding the rule. The staff estimates that approximately 80 hours of staff time per year are devoted to Rule 17Ad-10, at a cost of \$4,000 per year (80 hours times \$50). In addition, the staff estimates overhead expenses at \$1,400. This figure is based on our computation of staff time devoted to this activity and related overhead at 35 percent of the value of staff time. This estimate was computed according to the guidelines set forth in GSA, Guide to Estimating Reporting Costs (1973).

(15) Explanation of Changes in Burden

The burden has increased slightly due to the inclusion of staff time to respond to inquiries from registered transfer agents regarding the rule.

(16) Information Collection Planned for Statistical Purposes

The collection of information is not planned for publication or statistical analysis.

(17) Explanation as to Why Expiration Date Will Not be Displayed

Not applicable.

(18) Exceptions to Certification

Not applicable.

B. Collection of Information Employing Statistical Methods

No statistical methods are employed in connection with the collections of information.