

**Supporting Statement for
OMB Control Number 1557-0124
Transfer Agent Registration and Amendment Form -- Form TA-1**

A. Justification.

1. Circumstances that make the collection necessary:

The OCC needs the information to fulfill its statutory responsibilities. Section 17A(c) of the Securities Exchange Act of 1934 (Act), as amended by the Securities Act Amendments of 1975, provides that all those authorized to transfer securities registered under Section 12 of the Act (transfer agents) shall register "by filing with the appropriate regulatory agency...an application for registration in such form and containing such information and documents...as such appropriate regulatory agency may prescribe to be necessary or appropriate in furtherance of the purposes of this section." The Federal Deposit Insurance Corporation (FDIC), Board of Governors of the Federal Reserve (FRB), and the OCC have developed Form TA-1 to satisfy this statutory requirement, and Congress expanded coverage to include the Office of Thrift Supervision (OTS) in 2006.

2. Use of the information:

The OCC uses the information to determine whether to allow, deny, accelerate, or postpone an application. The OCC also uses the data to more effectively schedule and plan transfer agent examinations. The Securities and Exchange Commission (SEC) maintains complete files on the registration data of all transfer agents registered pursuant to the Act. It utilizes the data to identify transfer agents and to facilitate development of rules and standards applicable to all registered transfer agents. Amendments to the TA-1 are used by the OCC to schedule and plan examinations.

3. Consideration of the use of improved information technology:

The forms are available electronically on the OCC's website. The use of improved information technology would not reduce the burden of this submission. Because the form requires the signature of the filing party, the forms are mailed to the OCC versus being completed online. Only the minimum information needed is collected, and that collection is conducted infrequently, on initial registration, and as changes occur.

4. Efforts to identify duplication:

This information collection is unique and does not duplicate any other information already collected from registrants and transfer agents. The OCC forwards copies of the filings to the SEC in order to reduce burden on respondents.

5. Methods used to minimize burden if the collection has a significant impact on substantial number of small entities:

Not applicable.

6. Consequences to the Federal program if the collection were conducted less frequently:

The OCC collects this information on initial registration, and then, as changes occur. This submission is required by statute. The OCC uses amendments to identify trends and to plan examinations. The OCC would not be in compliance with the law, and its supervision program would be harmed severely if amendments were not collected or were collected less frequently. Only the minimum amount of information needed is collected.

7. Special circumstances necessitating collection inconsistent with 5 CFR Part 1320:

This information collection is conducted in accordance with OMB's guidelines in 5 CFR 1320.

8. Efforts to consult with persons outside the agency:

On April 6, 2007, the OCC, FRB, FDIC, and OTS (Banking Agencies) published a Federal Register notice for 60 days of comment. 72 FR 17222 (April 6, 2007). No comments were received.

9. Payment to respondents:

None.

10. Any assurance of confidentiality:

The OCC does not publish TA-1 data, however, it is considered public information and is available upon request.

11. Justification for questions of a sensitive nature:

There are no questions of a sensitive nature.

12. Burden estimate:

The OCC expects the burden attendant to a TA-1 filing to be approximately 75 minutes for new registrants and approximately 10 minutes for amendments. These estimates are based upon a review of the information in the forms and the OCC's experience with the transfer agent

program.

Burden is as follows:

Initial registrations:

3 respondents @ 1 response per year = 3 responses

3 responses @ 1.25 burden hours per response = 3.75 burden hours

Amendments:

10 respondents @ 1 response per year = 10 responses

10 responses @ .17 burden hours per response = 1.7 burden hours

Total:

13 respondents @ 1 response per year = 13 responses

3.75 hours for initial registrations + 1.7 hours for amendments = 5.45 total hours

The OCC estimates the cost of the hour burden to respondents as follows:

Middle management:	75% X 13 = 9.75 @ \$40	=	\$ 390
Senior management:	15% X 13 = 1.95 @ \$80	=	\$ 156
Legal counsel:	10% X 13 = 1.3 @ \$100	=	<u>\$ 130</u>
Total:		=	\$ 676

13. Estimate of annualized costs to respondents:

None.

14. Estimate of annualized costs to the government:

None.

15. Change in burden:

Former Burden:

60 respondents @ 1 response = 60 responses

60 responses @ .5 hours = 30 burden hours

New Burden:

13 respondents @ 1 response = 13 responses

13 responses @ .385 hours = 5 burden hours

Burden Change:

-47 respondents; -47 responses; -25 burden hours.

The burden reduction was achieved due to the deletion of Form TA-W (Withdrawal) from this collection (TA-W is covered by the SEC under OMB No. 3235-0151), and requiring only the completion of data items that are inaccurate, incomplete or misleading. Currently, the TA-1 instructions direct respondents who are submitting amended data to complete the entire reporting form. The Banking Agencies propose to revise the instructions to state that respondents who are filing amended data would be required to complete questions 1, 2, and 3 (appropriate regulatory agency, filing status, and full name of registrant organization, respectively) and, additionally, only those data items that are inaccurate, incomplete, or misleading. This would make filing an amended TA-1 easier for respondents and better highlight the data that has been changed.

16. Information regarding collections whose results are planned to be published for statistical use:

The OCC has no plans to publish the data for statistical purposes.

17. Approval to not display expiration date:

Not applicable.

18. Exceptions to certification statement:

None.

B. Collections of Information Employing Statistical Methods.

Not applicable.