

**Supporting Statement for
Transfer Agent Registration and Amendment Form -- Form TA-1
OMB Control No. 1557-0124**

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 the development of rules and standards applicable to all registered transfer agents.

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 rather than being completed online. The OCC collects only the minimum information needed. This information 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 subsequently, as changes occur. This submission is required by statute. The OCC uses the data 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 the data were not collected or were collected less frequently. The OCC collects only the minimum amount of information needed.

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 27, 2010, the OCC, FRB, FDIC, and OTS published a *Federal Register* notice for 60 days of comment. 75 FR 22184. 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 = 4 burden hours

Amendments:

10 respondents @ 1 response per year = 10 responses

10 responses @ .17 burden hours per response = 2 burden hours

Total:

13 respondents; 13 responses; 6 total burden hours

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

Middle management:	75% x 6 = 4.5 @ \$40 =	\$ 180
Senior management:	15% x 6 = 0.9 @ \$80 =	\$ 72
Legal counsel:	10% x 6 = 0.6 @ \$100 =	<u>\$ 60</u>
Total:		312

13. Estimate of annualized costs to respondents:

None.

14. Estimate of annualized costs to the government:

None.

15. Change in burden:

Former Burden:

13 respondents @ 1 response = 13 responses

13 responses @ .385 hours per response = 5 burden hours

New Burden:

13 respondents @ 1 response = 13 responses

13 responses @ .462 hours per response = 6 burden hours

Burden Change: + .077 hours per response; + 1 burden hour

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.