

General Instructions for the Transfer Agent Deregistration Request Form

Do not return the form to the FDIC until any successor transfer agent has begun transferring the securities.

The Microsoft Word document contains a template for FDIC's blank form for your organization to request deregistration as a transfer agent.

You can complete the form on a PC, but it must be printed out, signed, and returned to the FDIC in Washington.

Detailed/item-by-item instructions for the Deregistration Request Form are on the next page.

If you have any questions, please contact the FDIC by phone or by E-Mail. Return the completed/signed form to:

Anthony J. DiMilo
Examination Specialist - Trust
Federal Deposit Insurance Corporation
Room MB-5100
550 – 17th Street, NW
Washington, DC 20429

Phone: (202) 898-7496
E-Mail: adimilo@fdic.gov

You will receive a letter from the FDIC confirming the deregistration of your institution as a registered transfer agent.

**Specific Instructions for the
Transfer Agent Deregistration Request Form**

1. Enter the legal name of the financial institution (this should be the name on the latest Form TA-1 transfer agent registration or amendment, and also on the latest Form TA-2 annual report).
2. Enter the headquarters city and state of the financial institution's Main Office.

Enter the 3-digit transfer agent number issued by the FDIC. (This is not the bank's FDIC Certificate Number, or Charter Number, or FINS Number, or check routing number.)

3. Describe why the registrant organization (usually a bank) is deregistering as a transfer agent at this time:

(a) Explain why the registrant is eligible to deregister under federal securities law.

In determining whether the bank may deregister, all securities transfer activity performed by the bank (including any own-bank or own-holding company stock), in all locations and departments (including the trust department) must be taken into consideration.

The bank is eligible to deregister if it:

- Does not transfer** any –
 - Stock issues which are:
 - Listed on a national securities exchange (NASDAQ is not a securities exchange), or
 - Registered under federal securities laws (generally, issues with 500+ shareholders *and* \$10+ million in assets),
 - Corporate bond issues which are listed on a national securities exchange, or
 - Mutual funds, *and*
- Is not named** on the stock or bond certificates as transfer agent for such securities.

Note that both of these conditions must be met in order to deregister.

- (b) Describe any securities transfer activities (if any) that the registrant will continue to do. This might involve small issues of stock that do not meet the requirements in 3(a) above. Note that transfer agent registration is NOT required for municipal bond issues, unless required by the appointment agreement with the issuer of the securities. Also describe what duties or functions will be performed. If nothing will be done, enter "None" in 3(b).
- (c) Describe any services (if any) which the registrant will continue to perform for any securities issued by the bank's holding company or other parent company, or for any affiliated organization(s). If nothing will be done, enter "None" in 3(c).

4. Enter the last date when the registrant/bank transferred any securities for which transfer agent registration would be required. (See the explanation for Question # 3(a) as to when transfer agent registration is required.)
5. Provide the name and location (city and state) of the organization or person who will maintain the “old” transfer agent records. Normally, this is the registrant organization/bank that is requesting deregistration.
6. Identify any successor transfer agent(s). If there is none, enter “None.”
 - Provide the name and location (city and state) or the organization or person who will be the “new” transfer agent.
 - State whether the “new” transfer agent is a registered transfer agent. (Federal law requires that the securities described in the instructions for Question 3(a) must be transferred by a registered transfer agent.)
 - Provide the registered transfer agent number (if any) of the “new” transfer agent. If you are not sure, ask the “new” transfer agent or contact John Harvey at FDIC.

A transfer agent number has two parts. The left part will be either an 84 or an 85 (an 84 is registered with the SEC; an 85 is registered with one of the federal banking agencies – OCC, FDIC, FRB)

The right part will be 3, 4, or 5 digits long.

For example, 85-12345

(A transfer agent number is not the bank’s FDIC Certificate Number, or Charter Number, or FINS Number, or check routing number.)

7. Describe any “out of proof” or “out of balance” conditions in the securities issues that the bank transferred (or will continue to transfer). Enter “None” if there are none.
8. Describe any legal actions or proceedings, or potential claims in connection with transferring securities. Enter “None” if there are none.
9. Describe unsatisfied judgements or liens in connection with transferring securities. Enter “None” if there are none.

The form can be signed by any officer of the registrant who would be authorized to do so.