

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

FORM TA-W

| OMB Approval | |
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NOTICE OF WITHDRAWAL FROM REGISTRATION
AS TRANSFER AGENT
PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF
1934

Form Version: 1.0.0

Check to show blank box for
printing

1(a). Filer CIK: 1(b). Filer CCC:

1(c). Live/Test Filing? Live Test

1(d). Return Copy? Yes

The registrant may provide a single e-mail address for contact purposes.

1(e)(i). Contact Name: 1(e)(ii). Contact phone 1(e)(iii). Contact E-mail
Number: Address:

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The registrant may provide additional e-mail addresses for those persons the filer would like to receive notification e-mails regarding the filing.

1(f). Notification E-mail Address:

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2. Transfer Agent File No.: 084 -

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3. Full name of registrant:

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4. Name under which transfer agent activities are conducted, if different from above:

SEC 1669 (12-06)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

5. Address of registrants principle place of business:

5(a).Address1

5(b).Address2

5(c).City

5(d).State or Country

5(e).Postal Code

6. Furnish registrant's reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration:

7. Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by paragraph (g)(2)(B) or (g)(2)(G) of that section.

7(a). Does registrant have any intention of performing in the near future a transfer agent function for any such security?

Yes No

8. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims against it in connection with its performance of transfer agent functions for any security?

Yes No

8(a). If so, furnish complete information with respect to each:

8(a)(i). Individual named in the action or claim:

8(a)(ii). Title of the action or claim:

8(a)(iii). Action date:

| | |
|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> |
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8(a)(iv). Court or body name and location:

8(a)(v). Description of the action or claim:

8(a)(vi).Disposition of action or claim:

9. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security?

Yes No

9(a). If so, furnish complete information regarding each judgment or lien.

9(a)(i). Individual named in the action or claim:

9(a)(ii). Title of the action or claim:

9(a)(iii).Action date:

| | |
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| <input type="text"/> | <input type="text"/> |
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9(a)(iv).Court or body name and location:

9(a)(v). Description of the action or claim:

9(a)(vi).Disposition of action or claim:

10. For each issue for which registrant acted as transfer agent and for any issues for which registrant assumed transfer agent functions since the last amendment to Form TA-1, furnish:

10(a). Is there a successor transfer agent?

Yes No

10(b). Name of successor transfer agents:

10(c). Address:

10(c)(i).Address 1

10(c)(ii).Address 2

10(c)(iii).City

10(c)(iv).State or Country

10(c)(v).Postal Code

10(d). Is the successor transfer agent registered as a transfer agent pursuant to the Act?

Yes No

11.For each issue for which registrant acted as transfer agent and for any issues for which registrant assumed transfer agent functions since the last amendment to Form TA-1, furnish: name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which the registrant maintained in connection with its performance of transfer agent functions.

11(a). Name of Custodian

11(b). Address:

11(b)(i).Address 1

11(b)(ii).Address 2

11(b)(iii).City

11(b)(iv).State or Country

11(b)(v).Postal Code

12. Furnish the name(s) and address(es), if different from Item 11, where such books and records will be located.

12(a). Name of Custodian

12(b). Address:

12(b)(i).Address 1

12(b)(ii).Address 2

12(b)(iii).City

12(b)(iv).State or Country

12(b)(v).Postal Code

SIGNATURE: The registrant submitting this Form and its attachments and the person executing it represent that it and all materials filed in connection with it contain a true, correct and complete statement of all required information. Registrant also consents to make the books and records it is required to preserve by Rules 17Ad-6 and 17Ad-7 under the Securities Exchange Act of 1934 (17 CFR 240.17Ad-6 and 240.17Ad-7) available for examination by authorized representatives of the Commission during the period the rules require registrant to preserve such books and records and authorizes the person having custody of such books and records to make them available to such representatives.

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| 13(a). Signature of Official responsible for Form: | 13(b). Telephone number: |
| <input type="text"/> | <input type="text"/> |
| 13(c). Title of Signing Officer: | 13(d). Date signed (Month/Day/Year): |
| <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM TA-W**

Instructions for Use of Form TA-W

**Notice of Withdrawal from Registration as a Transfer Agent
Pursuant to Section 17A of the Securities Exchange Act of 1934**

ATTENTION: This electronic Form TA-W is to be filed only by SEC registrants. All other registrants withdraw from registration as a transfer agent with their appropriate regulatory authority and should obtain instructions on withdrawal from registration as a transfer agent from such authority.

Certain sections of the Securities Exchange Act of 1934 applicable to transfer agents are referenced or summarized below. Registrants 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 Form TA-W

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. “Form TA-1” is the Form filed as a registration and includes the Form and any attachments to that Form.
4. “Registrant” refers to the entity on whose behalf Form TA-1 is filed.

5. “SEC” or “Commission” refers to the U.S. Securities and Exchange Commission.
 6. “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.
 7. “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.
 8. “Regulation S-T” is the SEC’s regulation containing the rules related to filing electronic documents in EDGAR. 17 CFR 232 et seq.
 9. “EDGAR” (Electronic Data Gathering, Analysis, and Retrieval) is defined in Rule 11 of Regulation S-T, 17 CFR 232.11, as the computer system for the receipt, acceptance, review, and dissemination of documents submitted to the Commission in electronic format.
 10. “EDGAR Filer Manual,” is the manual prepared by the SEC setting out the technical format requirements for an electronic submission to EDGAR.
 11. “EDGARLite” is an application in EDGAR that registrants may use to create the electronic Form TA-W for submission to EDGAR.
- B. Who Must File. Pursuant to Section 17A(c)(4)(B) of the Act, a registered transfer agent may, upon such terms and conditions as the ARA for such transfer agent deems necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A the Act, withdraw from registration by filing a written notice of withdrawal with such ARA.

- C. When to File. Before a registrant may withdraw from registration as a transfer agent, it must file a notice of withdrawal from registration as a transfer agent with the Commission on Form TA-W.
- D. How to File. Registrants file electronically in EDGAR. Registrants may prepare the Form using EDGARLite and should refer to the EDGAR Filer Manual, which is available on the SEC's Web site at www.sec.gov for instructions for preparing and submitting electronic forms as well as for the technical requirements for filing in EDGAR. A Form TA-W which is not completed properly may be suspended as not acceptable for filing. Acceptance of this Form, however, does not mean that the Commission has found that it has been filed as required or that the information submitted therein is true, correct or complete.
- Registrants that are granted a hardship exemption from electronic filing under Rule 202 of Regulation S-T, 17 CFR 232.202, will be provided with instructions on how and where to file a paper Form TA-W.
- E. Records. Each registrant must keep an exact copy of any filing for its records. Registrants should refer to 17 CFR 240.17Ad-6 and 240.17Ad-7 for information regarding the recordkeeping rules for transfer agents.
- F. Effective Date. In accordance with the rules adopted by the Commission, notice to withdraw from registration filed by a transfer agent shall become effective on the 60th day after the filing thereof with the Commission or within such shorter period of time as the Commission may determine. If a notice to withdraw from registration is filed with the Commission any time subsequent to the date of issuance of an order instituting proceedings pursuant to Section 17A(c)(3)(A), or if prior to the effective

date of the notice of withdrawal the Commission institutes such a proceeding or a proceeding to impose terms and conditions upon such withdrawal, the notice of withdrawal shall not become effective except at such time and upon such terms and conditions as the Commission deems necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A.

II. Special Instructions for Filing Form TA-W

- A. Electronic Filing. Beginning [insert effective date of the rule], all transfer agent forms (Form TA-1, Form TA-2, and Form TA-W) filed with the SEC must be filed electronically in EDGAR.
- B. Exemptions from Electronic Filing. The SEC may, in limited cases, grant an exemption from electronic filing where the filer can show that an electronic filing requirement creates an unreasonable burden or expense. Registrants should refer to Rule 202 of Regulation S-T, 17 CFR 232.202, and to the SEC's Web site, www.sec.gov, for information on applying for a hardship exemption.
- C. Withdrawal from Registration. Registrants must provide full and complete responses in the appropriate format.
1. Information relating to electronic filing. As EDGAR filers, registrants are required to provide the following:
 - a. Whether the Form is a “live” or “test” filing submission;
 - b. Whether the registrant would like a Return Copy of the filing;
 - c. The registrant’s CIK;
 - d. The registrant’s CCC;
 - e. The contact e-mail address for the registrant; and

- f. The notification e-mail address(es) for the registrant regarding the status of the submission.

For more information regarding the above requirements see the EDGAR Filer Manual, Volume I (General Requirements). A registrant that is granted a continuing hardship exemption pursuant to Rule 202 of Regulation S-T, 17 CFR 232.202, need only provide its CIK.

2. All items on the Form must be answered in full. Individuals' names must be given in full.

D. Execution of Form TA-W. A duly authorized official or a principal of the registrant must execute Form TA-W and any amendments thereto on behalf of that registrant.

For a corporate registrant, the term official includes the chairman or vice-chairman of the board of directors, the chairman of the executive committee, or any officer of the corporation who is authorized by the corporation to sign Form TA-W on its behalf.

For a non-corporate registrant, duly authorized principal means a principal of the registrant who is authorized to sign Form TA-W on its behalf.

The official or principal of the registrant shall execute Form TA-W by providing an electronic signature pursuant to Rule 302, Signatures, of Regulation S-T, 17 CFR 232.302. The official or principal of the registrant must provide his or her full name in typed format in the signature box of the Form and must manually sign a signature page or other document authenticating, acknowledging, or otherwise adopting his or her signature that appears in typed Form within the electronic filing. The signature page or other such document shall be signed at or before the time the electronic filing is made, shall be retained by the transfer agent for a period of five years, and shall be made available to the

Commission or its staff upon request.

By executing Form TA-W, the registrant agrees and consents that notice of any proceeding under the Act by the SEC involving the registrant may be given by sending such notice by registered or certified mail 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. Notice

Under Sections 17, 17A(c) and (23)(a) of the Act and the rules and regulations thereunder, the Commission is authorized to solicit from registered transfer agents the information required to be supplied by this Form. Disclosure to the Commission of the information requested in Form TA-W is a prerequisite to the processing of a notice of withdrawal of registration as a transfer agent. The information will be used for the principal purpose of enabling the Commission to determine whether it is necessary or appropriate in the public interest, for the protection of investors, or in furtherance of the purposes of Section 17A of the Act that the withdrawal be denied, postponed or subject to specific terms and conditions. Information supplied on this Form will be included routinely in the public files of the Commission and will be available for inspection by any interested person.