

SECURITIES AND EXCHANGE COMMISSION

FORM TA-1

Application for registration as a transfer agent filed pursuant to the Securities Exchange Act of
1934

Filing Date: **2013-01-11**
SEC Accession No. **0001557183-13-000004**

(HTML Version on secdatabase.com)

FILER

**UPROMISE INVESTMENTS RECORDKEEPING SERVICES
LLC**

CIK: **1557183** | IRS No.: **043525107**
Type: **TA-1** | Act: **34** | File No.: **084-06488** | Film No.: **13547302**

Mailing Address
*95 WELLS AVENUE
SUITE 160
NEWTON MA 02459*

Business Address
*95 WELLS AVENUE
SUITE 160
NEWTON MA 02459
617-454-6400*

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

OMB Approval	
OMB Number:	3235-0084
Expires:	June 30, 2009
Estimated average burden hours per response:	... 2.00

FORM TA-1

UNIFORM FORM FOR REGISTRATION AS A TRANSFER AGENT AND FOR
AMENDMENT
TO REGISTRATION PURSUANT TO SECTION 17A OF THE
SECURITIES EXCHANGE ACT OF 1934

GENERAL: Form TA-1 is to be used to register or amend registration as a transfer agent with the Comptroller of the Currency, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation or the Securities and Exchange Commission pursuant to Section 17A of the Securities Exchange Act of 1934.
Read all instructions before completing this form. Please print or type all responses.

Form Version 3.4.0

1(a). Filer CIK:

0001557183

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

1(e). Is this filing an amendment to a previous filing? Yes

2. Appropriate regulatory agency (check one) :

Securities and Exchange Commission

Board of Governors of the Federal Reserve System

Federal Deposit Insurance Corporation

Comptroller of the Currency

3(a). Full Name of Registrant:

UPROMISE INVESTMENTS RECORDKEEPING SERVICES LLC

3(b). Financial Industry

Number Standard (FINS)
number:

347856

3(c). Address of principal office where transfer agent activities are, or will be, performed:

3(c)(i). Address 1

95 WELLS AVENUE

3(c)(ii). Address 2

SUITE 160

3(c)(iii). City

NEWTON

3(c)(iv). State or Country

MAMASSACHUSETTS

3(c)(v). Postal Code

02459

3(d). Is Mailing address different from response to Question 3c?

Yes No

If "yes," provide address(es):

3(e). Telephone Number

(Include Area Code)

617-454-6400

4. Does registrant conduct, or will it conduct, transfer agent activities at any location other than that given in question 3c above?

Yes No

If "yes," provide address(es):

4(a)(i). Address 1

2534 MADISON AVENUE

4(a)(ii). Address 2

4(a)(iii). City

KANSAS CITY

4(a)(iv). State or Country

MOMISSOURI

4(a)(v). Postal Code

64108

5. Does registrant act, or will it act, as a transfer agent solely for its own securities and/or securities of an affiliate(s)?

Yes No

6. Has registrant, as a named transfer agent, engaged, or will it engage, a service company to perform any transfer agent functions?

Yes No

If "yes," provide the name(s) and address(es) of all service companies engaged, or that will be engaged, by the registrant to perform its transfer agent functions:

6(a). Name:

BOSTON FINANCIAL DATA SERVICES, INC.

6(b). File Number: 084-00896

6(c)(i). Address 1

2000 CROWN COLONY DRIVE

6(c)(ii). Address 2

6(c)(iii). City

QUINCY

6(c)(iv). State or Country

MA

6(c)(v). Postal Code

02169

6(a). Name:

DST SYSTEMS, INC.

6(b). File Number: 084-00448

6(c)(i). Address 1
210 W. 10TH STREET

6(c)(ii). Address 2

6(c)(iii). City
KANSAS CITY

6(c)(iv). State or Country
MO

6(c)(v). Postal Code
64105

7. Has registrant been engaged, or will it be engaged, as a service company by a named transfer agent to perform transfer agent functions? Yes No

If "yes," provide the name(s) and File Number(s) of the named transfer agent(s) for which the registrant has been engaged, or will be engaged, as a service company to perform transfer agent functions:

7(a). Name
FIRST NATIONAL BANK OF OMAHA

7(b). File Number:084-06174

7(c)(i). Address 1
1620 DODGE STREET

7(c)(ii).Address 2

7(c)(iii).City
OMAHA

7(c)(iv).State or Country
NE

7(c)(v).Postal Code
68197

7(a). Name
HARTFORD ADMINISTRATIVE SERVICES COMPANY

7(b). File Number:084-00353

7(c)(i). Address 1
500 BIELENBERG DRIVE

7(c)(ii).Address 2

7(c)(iii).City
WOODBURY

7(c)(iv).State or Country
MN

7(c)(v).Postal Code
55125

7(a). Name
AMERICAN CENTURY SERVICES LLC

7(b). File Number:084-01406

7(c)(i). Address 1
4500 MAIN STREET

7(c)(ii).Address 2

7(c)(iii).City

KANSAS CITY

7(c)(iv).State or Country

MO

7(c)(v).Postal Code

81653

7(a). Name

USAA TRANSFER AGENCY COMPANY

7(b). File Number:084-01197

7(c)(i). Address 1

9800 FREDERICKSBURG ROAD

7(c)(ii).Address 2

7(c)(iii).City

SAN ANTONIO

7(c)(iv).State or Country

TX

7(c)(v).Postal Code

78288

7(a). Name

VANGUARD GROUP INC.

7(b). File Number:084-00772

7(c)(i). Address 1

100 VANGUARD BOULEVARD

7(c)(ii).Address 2

7(c)(iii).City

MALVERN

7(c)(iv).State or Country

PA

7(c)(v).Postal Code

19355

7(a). Name

JP MORGAN CHASE BANK NA

7(b). File Number:085-11399

7(c)(i). Address 1

4 NEW YORK PLAZA

7(c)(ii).Address 2

7(c)(iii).City

NEW YORK

7(c)(iv).State or Country

NY

7(c)(v).Postal Code

10004-2413

Completion of Question 8 on this form is required by all independent, non-issuer registrants whose appropriate regulatory authority is the Securities and Exchange Commission. Those registrants who are not required to complete Question 8 should select "Not Applicable".

8. Is registrant a: Corporation

Section for Initial Registration and for Amendments Reporting Additional Persons.

8(a)(i). Full Name	JEFFREY PAUL HOWKINS
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	PRESIDENT/CHIEF EXECUTIVE OFFICER
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	KEVIN DOUGLAS COX
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	CHIEF OPERATING OFFICER/SENIOR VICE-PRES
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	PETER JAMES ANGUS
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	SENIOR VICE-PRESIDENT
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	SANDRA IRENE MADDEN
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	GENERAL COUNSEL/SVP/SECRETARY
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	GEORGE ROBERT BRISTOW
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	CHIEF COMPLIANCE OFFICER
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	MONICA POIRIER
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	CFO/TREASURER
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	DEREK ANTHONY DELORENZO
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	VICE PRESIDENT
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	UP INVESTMENT, INC.
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	MAJORITY STOCKHOLDER
8(a)(iv). Ownership Code	E - 75% up to 100%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	UPROMISE INCORPORATED
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	100% SHAREHOLDER OF UP INVESTMENT, INC.
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

8(a)(i). Full Name	SLM CORPORATION
8(a)(ii). Relationship Start Date	2012-07-26
8(a)(iii). Title or Status	100% SHAREHOLDER OF UPROMISE INC.
8(a)(iv). Ownership Code	NA - 0 to 5%
8(a)(v). Control Person	<input checked="" type="checkbox"/>

9. Does any person or entity not named in the answer to Question 8:

9(a). directly or indirectly, through agreement or otherwise exercise or have the power to exercise control over the management or policies of applicant; or	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
9(b). wholly or partially finance the business of applicant, directly or indirectly, in any manner other than by a public offering of securities made pursuant to the Securities Act of 1933 or by credit extended in the ordinary course of business by suppliers, banks and others ?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

10.Applicant and Control Affiliate Disciplinary History:

The following definitions apply for purposes of answering this Question 10

Control affiliate	- An individual or firm that directly or indirectly controls, is under common control with, or is controlled by applicant. Included are any employees identified in 8(a), 8(b), 8(c) of this form as exercising control. Excluded are any employees who perform solely clerical, administrative support of similar functions, or who, regardless of title, perform no executive duties or have no senior policy making authority.
Investment or investment related	- Pertaining to securities, commodities, banking, insurance, or real estate (including, but not limited to, acting as or being associated with a broker-dealer, investment company, investment adviser, futures sponsor, bank, or savings and loan association).
Involved	- Doing an act of aiding, abetting, counseling, commanding, inducing, conspiring with or failing reasonably to supervise another in doing an act.

10(a). In the past ten years has the applicant or a control affiliate been convicted of or plead guilty or nolo contendere ("no contest") to:

10(a)(1). a felony or misdemeanor involving: investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, or bribery, forgery, counterfeiting or extortion?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(a)(2). any other felony?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

10(b). Has any court in the past ten years:

10(b)(1). enjoined the applicant or a control affiliate in connection with any investment-related activity?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(b)(2). found that the applicant or a control affiliate was involved in a violation of investment-related statutes or regulations?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

10(c). Has the U.S. Securities and Exchange Commission or the Commodity Futures Trading Commission ever:

10(c)(1). found the applicant or a control affiliate to have made a false statement or omission?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(c)(2). found the applicant or a control affiliate to have been involved in a violation of its regulations or statutes?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(c)(3). found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked or restricted?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(c)(4). entered an order denying, suspending or revoking the applicant's or a control affiliate's registration or otherwise disciplined it by restricting its activities?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

10(d). Has any other Federal regulatory agency or any state regulatory agency:

10(d)(1). ever found the applicant or a control affiliate to have made a false statement or omission or to have been dishonest, unfair, or unethical?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(d)(2). ever found the applicant or a control affiliate to have been involved in a violation of investment-related regulations or statutes?	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

10(d)(2)(i). The individuals named in the Action

UPROMISE INCORPORATED

10(d)(2)(ii). Title of Action DOCKET# C-4351	10(d)(2)(iii). Date of Action 2012-01-05
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10(d)(2)(iv). The Court or body taking the Action and its location

FEDERAL TRADE COMMISSION

10(d)(2)(v). Description of the Action

FROM 2005 TO 2010, A FIRM AFFILIATE CONTRACTED WITH A VENDOR WHO DISTRIBUTED A WEB-BASED APPLICATION (TOOLBAR) WITH PERSONALIZED OFFERS. FOR A SHORT PERIOD OF TIME, AND WHEN THE PERSONALIZED OFFERS FUNCTIONALITY WAS ENABLED, THE FEDERAL TRADE COMMISSION ALLEGED THAT THE TOOLBAR GATHERED CERTAIN INFORMATION ABOUT USERS AND THEIR ONLINE VIEWING HISTORY FOR MARKETING PURPOSES WITHOUT ADEQUATELY DISCLOSING THE EXTENT OF THE INFORMATION COLLECTED. THE AFFILIATE WAS FURTHER ALLEGED TO HAVE MAINTAINED SUCH INFORMATION IN AN INSECURE MANNER. TO AVOID THE EXPENSE OF EXTENDED LITIGATION, THE AFFILIATE

SETTLED THE MATTER VIA CONSENT ORDER. NO PENALTIES OR FINES WERE EVER ISSUED OR PAID AND AT NO TIME WAS THE SECURITY OF CONSUMER INFORMATION BREACHED.

10(d)(2)(vi). The disposition of the proceeding
THE MATTER WAS CLOSED ON APRIL 3, 2012 VIA CONSENT ORDER. THE FIRM AFFILIATE AGREED TO CERTAIN TERMS AND CONDITIONS RELATIVE TO ITS MARKETING AND INFORMATION SECURITY PROGRAMS.

10(d)(3). ever found the applicant or a control affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? Yes No

10(d)(3)(i). The individuals named in the Action
SALLIE MAE BANK

10(d)(3)(ii). Title of Action DOCKET FDIC 08-086B	10(d)(3)(iii). Date of Action 2008-08-18
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10(d)(3)(iv). The Court or body taking the Action and its location
FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC") AND THE UTAH DEPARTMENT OF FINANC

10(d)(3)(v). Description of the Action
ON AUGUST 18, 2008, SALLIE MAE BANK, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY, ENTERED INTO A STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST WITH THE FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC"), AND THE UTAH DEPARTMENT OF FINANCIAL INSTITUTIONS RELATED TO COMPLIANCE MANAGEMENT AND TO CERTAIN CO-BRANDED MARKETING PRACTICES, WHICH WERE DISCONTINUED IN AUGUST 2007. THE JOINT ORDER, WHICH IS EFFECTIVE AUGUST 19, 2008, IS FOR SPECIFIC COMPLIANCE-RELATED MATTERS ONLY, NOT SAFETY AND SOUNDNESS.

10(d)(3)(vi). The disposition of the proceeding
THE BANK WAS REQUIRED TO DEVELOP A CORPORATE COMPLIANCE PROGRAM TO FORMALLY REVIEW BANK-RELATED ADVERTISING.

10(d)(4). in the past ten years entered an order against the applicant or a control affiliate in connection with investment-related activity? Yes No

10(d)(4)(i). The individuals named in the Action
SALLIE MAE BANK

10(d)(4)(ii). Title of Action DOCKET FDIC 08-086B	10(d)(4)(iii). Date of Action 2008-08-18
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10(d)(4)(iv). The Court or body taking the Action and its location
FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC") AND THE UTAH DEPARTMENT OF FINANC

10(d)(4)(v). Description of the Action
ON AUGUST 18, 2008, SALLIE MAE BANK, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY, ENTERED INTO A STIPULATION AND CONSENT TO THE ISSUANCE OF

AN ORDER TO CEASE AND DESIST WITH THE FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC"), AND THE UTAH DEPARTMENT OF FINANCIAL INSTITUTIONS RELATED TO COMPLIANCE MANAGEMENT AND TO CERTAIN CO-BRANDED MARKETING PRACTICES, WHICH WERE DISCONTINUED IN AUGUST 2007. THE JOINT ORDER, WHICH IS EFFECTIVE AUGUST 19, 2008, IS FOR SPECIFIC COMPLIANCE-RELATED MATTERS ONLY, NOT SAFETY AND SOUNDNESS.

10(d)(4)(vi). The disposition of the proceeding
 THE BANK WAS REQUIRED TO DEVELOP A CORPORATE COMPLIANCE PROGRAM TO FORMALLY REVIEW BANK-RELATED ADVERTISING.

10(d)(5). ever denied, suspended, or revoked the applicant's or a control affiliate's registration or license, or prevented it from associating with an investment-related business, or otherwise disciplined it by restricting its activities?

Yes	No
<input type="checkbox"/>	<input checked="" type="checkbox"/>

10(d)(6). ever revoked or suspended the applicant's or a control affiliate's license as an attorney or accountant?

Yes	No
<input checked="" type="checkbox"/>	<input type="checkbox"/>

10(d)(6)(i). The individuals named in the Action
 UPROMISE INCORPORATED

10(d)(6)(ii). Title of Action DOCKET# C-4351	10(d)(6)(iii). Date of Action 2012-01-05
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10(d)(6)(iv). The Court or body taking the Action and its location
 FEDERAL TRADE COMMISSION

10(d)(6)(v). Description of the Action
 FROM 2005 TO 2010, A FIRM AFFILIATE CONTRACTED WITH A VENDOR WHO DISTRIBUTED A WEB-BASED APPLICATION (TOOLBAR) WITH PERSONALIZED OFFERS. FOR A SHORT PERIOD OF TIME, AND WHEN THE PERSONALIZED OFFERS FUNCTIONALITY WAS ENABLED, THE FEDERAL TRADE COMMISSION ALLEGED THAT THE TOOLBAR GATHERED CERTAIN INFORMATION ABOUT USERS AND THEIR ONLINE VIEWING HISTORY FOR MARKETING PURPOSES WITHOUT ADEQUATELY DISCLOSING THE EXTENT OF THE INFORMATION COLLECTED. THE AFFILIATE WAS FURTHER ALLEGED TO HAVE MAINTAINED SUCH INFORMATION IN AN INSECURE MANNER. TO AVOID THE EXPENSE OF EXTENDED LITIGATION, THE AFFILIATE SETTLED THE MATTER VIA CONSENT ORDER. NO PENALTIES OR FINES WERE EVER ISSUED OR PAID AND AT NO TIME WAS THE SECURITY OF CONSUMER INFORMATION BREACHED.

10(d)(6)(vi). The disposition of the proceeding
 THE MATTER WAS CLOSED ON APRIL 3, 2012 VIA CONSENT ORDER. THE FIRM AFFILIATE AGREED TO CERTAIN TERMS AND CONDITIONS RELATIVE TO ITS MARKETING AND INFORMATION SECURITY PROGRAMS.

10(d)(6)(i). The individuals named in the Action
 SALLIE MAE BANK

10(d)(6)(ii). Title of Action DOCKET FDIC 08-086B	10(d)(6)(iii). Date of Action 2008-08-18
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10(d)(6)(iv). The Court or body taking the Action and its location

FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC") AND THE UTAH DEPARTMENT OF FINANC

10(d)(6)(v). Description of the Action

ON AUGUST 18, 2008, SALLIE MAE BANK, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY, ENTERED INTO A STIPULATION AND CONSENT TO THE ISSUANCE OF AN ORDER TO CEASE AND DESIST WITH THE FEDERAL DEPOSIT INSURANCE CORPORATION ("FDIC"), AND THE UTAH DEPARTMENT OF FINANCIAL INSTITUTIONS RELATED TO COMPLIANCE MANAGEMENT AND TO CERTAIN CO-BRANDED MARKETING PRACTICES, WHICH WERE DISCONTINUED IN AUGUST 2007. THE JOINT ORDER, WHICH IS EFFECTIVE AUGUST 19, 2008, IS FOR SPECIFIC COMPLIANCE-RELATED MATTERS ONLY, NOT SAFETY AND SOUNDNESS.

10(d)(6)(vi). The disposition of the proceeding

THE BANK WAS REQUIRED TO DEVELOP A CORPORATE COMPLIANCE PROGRAM TO FORMALLY REVIEW BANK-RELATED ADVERTISING.

10(e). Has any self-regulatory organization or commodities exchange ever:

10(e)(1). found the applicant or a control affiliate to have made a false statement or omission?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(e)(2). found the applicant or a control affiliate to have been involved in a violation of its rules?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(e)(3). found the applicant or a control affiliate to have been the cause of an investment-related business losing its authorization to do business?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(e)(4). disciplined the applicant or a control affiliate by expelling or suspending it from membership, by barring or suspending its association with other members, or by otherwise restricting its activities?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(f). Has any foreign government, court, regulatory agency, or exchange ever entered an order against the applicant or a control affiliate related to investments or fraud?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(g). Is the applicant or a control affiliate now the subject of any proceeding that could result in a yes answer to questions 10(a) - 10(F)?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(h). Has a bonding company denied, paid out on, or revoked a bond for the applicant or a control affiliate?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
10(i). Does the applicant or a control affiliate have any unsatisfied judgments or liens against it?	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a)

SIGNATURE: The registrant submitting this form, and as required, the SEC supplement and Schedules A-D, And the executing official hereby represent that all the information contained herein is true, correct and complete.

10(a). Signature of Official responsible for Form: G. ROBERT BRISTOW	10(b). Telephone number: 617-454-6400
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10(c). Title of Signing Officer: CHIEF COMPLIANCE OFFICER	10(d). Date signed (Month/Day/Year): 2013-01-11
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