

File Number: 85-383
For the reporting period ended December 31, 2001



SECURITIES AND EXCHANGE COMMISSION
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DIVISION OF MARKET REGULATION

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

OMB APPROVAL	
OMB Number:	3235-0337
Expires:	July 31, 2003
Estimated average burden hours per full response:	6.00
Estimated average burden hours per intermediate response:	1.50
Estimated average burden hours per minimum response:	.50

FORM TA-2

FORM FOR REPORTING ACTIVITIES OF TRANSFER AGENTS REGISTERED PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF 1934

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

1. Full name of Registrant as stated in Question 3 of Form TA-1:
(Do not use Form TA-2 to change name or address.)

CHITTENDEN TRUST COMPANY

2. a. During the reporting period, has the Registrant engaged a service company to perform any of its transfer agent functions?
(Check appropriate box.)

All Some None

b. If the answer to subsection (a) is all or some, provide the name(s) and transfer agent file number(s) of all service company(ies) engaged:

Name of Transfer Agent(s):	File No. (beginning with 84- or 85-):

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THOMSON FINANCIAL

c. During the reporting period, has the Registrant been engaged as a service company by a named transfer agent to perform transfer agent functions?

Yes No

d. If the answer to subsection (c) is yes, provide the name(s) and file number(s) of the named transfer agent(s) for which the Registrant has been engaged as a service company to perform transfer agent functions: (If more room is required, please complete and attach the Supplement to Form TA-2.)

Name of Transfer Agent(s):	File No. (beginning with 84- or 85-):

Handwritten initials

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

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OMB APPROVAL	
2025-0337	July 31, 2003
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Estimated average burden	
hours per full response	6.00
Estimated average burden	
hours per intermediate	
response	1.50
Estimated average burden	
hours per minimum	
response	.50

INSTRUCTIONS FOR USE OF FORM TA-2

Form TA-2 is to be used by transfer agents registered pursuant to Section 17A of the Securities Exchange Act of 1934 for the annual report of transfer agent activities.

ATTENTION: Certain sections of the Securities Exchange Act of 1934 applicable to transfer agents are referenced below. Transfer agents 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 and Amending Form TA-2.

A. Terms and Abbreviations. The following terms and abbreviations are used throughout these instructions:

1. "Act" means the Securities Exchange Act of 1934, 15 U.S.C. 78a *et seq.*
2. "Aged record difference," as defined in Rule 17Ad-11(a)(2), 17 CFR 240.17Ad-11(a)(2), means a record difference that has existed for more than 30 calendar days.
3. "ARA," as defined in Section 3(a)(34)(B) of the Act, 15 U.S.C. 78c(a)(34)(B), means the appropriate regulatory agency.
4. "Direct Registration System" (DRS) means the system, as administered by The Depository Trust Company, that allows investors to hold their securities in electronic book-entry form directly on the books of the issuer or its transfer agent.
5. "Form TA-2" includes the Form TA-2 itself and any attachments.
6. "Lost securityholder," as defined in Rule 17Ad-17, 17 CFR 240.17Ad-17, means a securityholder: (i) to whom an item of correspondence that was sent to the securityholder at the address contained in the transfer agent's master securityholder file has been returned as undeliverable; provided, however, that if such item is re-sent within one month to the lost securityholder, the transfer agent may deem the securityholder to be a lost securityholder as of the day the re-sent item is returned as undeliverable; and (ii) for whom the transfer agent has not received information regarding the securityholder's new address.
7. "Named transfer agent," as defined in Rule 17Ad-9(j), 17 CFR 240.17Ad-9(j), means a registered transfer agent that has been engaged by an issuer to perform transfer agent functions for an issue of securities but has engaged a service company (another registered transfer agent) to perform some or all of those functions.
8. "Record difference" means any of the imbalances described in Rule 17Ad-9(g), 17 CFR 240.17Ad-9(g).
9. "Registrant" means the transfer agent on whose behalf the Form TA-2 is filed.
10. "Reporting period" means the calendar year ending December 31 of the year for which Form TA-2 is being filed.
11. "SEC" means the United States Securities and Exchange Commission.
12. "Service company," as defined in Rule 17Ad-9(k), 17 CFR 240.17Ad-9(k), means the registered transfer agent engaged by a named transfer agent to perform transfer agent functions for that named transfer agent.

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.

3. a. Registrant's appropriate regulatory agency (ARA): (Check one box only.)
- Comptroller of the Currency
 - Federal Deposit Insurance Corporation
 - Board of Governors of the Federal Reserve System
 - Securities and Exchange Commission
- b. During the reporting period, has the Registrant amended Form TA-1 within 60 calendar days following the date on which information reported therein became inaccurate, incomplete, or misleading? (Check appropriate box.)
- Yes, filed amendment(s)
 - No, failed to file amendment(s)
 - Not applicable
- c. If the answer to subsection (b) is no, provide an explanation:

If the response to any of questions 4-11 below is none or zero, enter "0."

4. Number of items received for transfer during the reporting period: 29
5. a. Total number of individual securityholder accounts, including accounts in the Direct Registration System (DRS), dividend reinvestment plans and/or direct purchase plans as of December 31: 340
- b. Number of individual securityholder dividend reinvestment plan and/or direct purchase plan accounts as of December 31: 0
- c. Number of individual securityholder DRS accounts as of December 31: 0
- d. Approximate percentage of individual securityholder accounts from subsection (a) in the following categories as of December 31:

Corporate Equity Securities	Corporate Debt Securities	Open-End Investment Company Securities	Limited Partnership Securities	Municipal Debt Securities	Other Securities
				200	

6. Number of securities issues for which Registrant acted in the following capacities, as of December 31:

	Corporate Securities		Open-End Investment Company Securities	Limited Partnership Securities	Municipal Debt Securities	Other Securities
	Equity	Debt				
a. Receives items for transfer and maintains the master securityholder files:						
b. Receives items for transfer but does not maintain the master securityholder files:						
c. Does not receive items for transfer but maintains the master securityholder files:						

11. a. During the reporting period, provide the date of all database searches conducted for lost securityholder accounts listed on the transfer agent's master securityholder files, the number of lost securityholder accounts for which a database search has been conducted, and the number of lost securityholder accounts for which a different address has been obtained as a result of a database search:

Date of Database Search	Number of Lost Securityholder Accounts Submitted for Database Search	Number of Different Addresses Obtained from Database Search
N.A.	0	0

- b. Number of lost securityholder accounts that have been remitted to states during the reporting period: 0

SIGNATURE: The Registrant submitting this Form, and the person signing the Form, hereby represent that all the information contained in the Form is true, correct, and complete.

Manual signature of Official responsible for Form: 	Title: Banking Officer Telephone number: (802) 660-1503
Name of Official responsible for Form: (First name, Middle name, Last name) MICHAEL PAUL MONAHAN	Date signed (Month/Day/Year): 01/28/2002

In replying please quote
85- 383



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549-1001

January 10, 2002

SECURITIES AND EXCHANGE COMMISSION
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DIVISION OF MARKET REGULATION

Chittenden Trust Company
Corporate Trust Department
2 Burlington Square
Burlington, VT 05401

Dear Transfer Agent:

The enclosed Form TA-2 is being sent to you because you are registered as a transfer agent with the Federal Deposit Insurance Corporation in the above name. Rule 17Ac2-2 under the Securities Exchange Act of 1934, requires you to file Form TA-2 annually by March 31. There is no exemption to this requirement.

In order to comply with Rule 17Ac2-2, filings covering the previous calendar year must be received at the Commission by March 31. The date on which the Commission receives any filing is its filing date. In addition, to assist you with the timely and accurate filing of your Form, I direct your attention to the following items:

- 1) Your transfer agent file number appears in the upper right hand corner of this letter. Please enter your file number in the top of the box at the upper left hand corner of the front page of the Form. Your file number is 85- 383. In the lower portion of the box, enter "2001," the year of the current filing period;
- 2) In question number 1, please use the name printed above. This is the name in which your registration is listed in our records. If you are known by another name, please obtain a Form TA-1 from your regulator and file an amended Form TA-1;
- 3) In answering questions 4 through 8, use the actual number of transactions, accounts, dollars, etc. Do not round off any answers; and
- 4) Mutual funds and serial bonds should be counted as one issue per CUSIP number.

If you have any questions, please feel free to contact me or my staff in the Division of Market Regulation at (202) 942-4187.

Sincerely,

Jerry W. Carpenter
Assistant Director

Form TAZ

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Securities + Exchange
Commission
450 5th Street N.W.
Washington, DC 20549-0013

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery

C. Signature

X

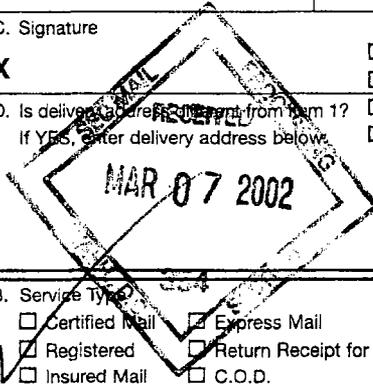
- Agent
- Addressee

D. Is delivery restricted from item 1? Yes
If YES, enter delivery address below. No

3. Service Type

- Certified Mail
- Express Mail
- Registered
- Return Receipt for Merchandise
- Insured Mail
- C.O.D.

4. Restricted Delivery? (Extra Fee) Yes



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