



## INSTRUCTIONS FOR USE OF FORM TA-W

- 1  Form TA-W is to be used by those transfer agents registered with the Commission to withdraw from registration as a transfer agent

In accordance with the rules adopted by the Securities and Exchange 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

- 2  Before registrations may be withdrawn, transfer agents are required to file three completed copies of Form TA-W with the Securities and Exchange Commission, Washington, D.C. 20549  An exact copy of Form TA-W should be retained for your records
- 3  Copies of Form TA-W may be duplicated and are acceptable for filing provided they are legible, of type size identical to that in the Form and on good quality, unglazed, white paper, 8 1/2 x 11 1/2 inches in size
- 4  All copies of the Form filed shall be executed with an original, manual signature at Item 12  If Form TA-W is filed by a corporation, it shall be signed in the name of the corporation by a duly authorized principal officer; if it is filed other than by a corporation, it shall be signed by a duly authorized principal of the organization filing the Form
- 5  Individuals' names, except the executing signature, must be given in full, and all other items must be answered in full
- 6  If the space provided for any answer is insufficient, the complete answer must be prepared on an additional page under a heading that includes "Answer to Item  Each such page shall contain the name and file number of the registrant and shall be attached to the Form  Reference thereto must be made on Form TA-W under the item
- 7  A Form TA-W which is not completed and signed properly may be returned 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
- 8  Definitions  Unless the context clearly indicates otherwise, all terms used in this Form have the same meanings as in the Securities Exchange Act of 1934 and in the General Rules and Regulations of the Commission thereunder (*17 Code of Federal Regulations 240*), and the term "registrant" means the entity on whose behalf Form TA-W is filed
- 9  Under Sections 17, 17A(c) and (23)(a) of the Act and the rules and regulations thereunder, the Securities and Exchange 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

KENILWORTH FUND, INC.

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December 23, 2002

**RE: Kenilworth Fund, Inc. Filing of TA-W; File Number: 84-5410**

Answer to Item 5: The Kenilworth Fund, Inc. is ceasing to act as a Transfer Agent because it has been acquired by the AHA Diversified Equity Fund.

Answer to Items 9, 10 & 11: The successor Transfer Agent is U.S. Bancorp Fund Services, LLC., 615 East Michigan Street, Milwaukee WI 53202, Attention: Mike Peck. We are unaware of whether this transfer agent is registered pursuant to the Act.