



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20541



FORM TA-W 03015747

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NOTICE OF WITHDRAWAL FROM REGISTRATION AS TRANSFER AGENT

Pursuant To Section 17A of the Securities Exchange Act of 1934

Read all instructions on reverse side before preparing form. Please print or type.

1. Transfer Agent File No.: 2. Full name of registrant: 84-5486 National Deferred Compensation, Inc. THOMSON FINANCIAL 3. Name under which transfer agent activities are conducted, if different from above: 4. Address of registrants principal place of business: No. and street 5900 Parkwood Drive, Dublin, Ohio 43016 City State Zip Code 5. Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration. See Attachment 6. Furnish the last date registrant performed transfer agent functions... Does registrant have any intention of performing in the near future a transfer agent function for any such security? No 7. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims... 8. Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? 9. For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of any successor transfer agent(s) and state whether such transfer agent(s) is registered as a transfer agent pursuant to the Act. If there is no successor transfer agent(s), so state. 10. For each issue shown on Schedule B of registrants Form TA-I, as amended, and for any issues for which registrant assumed transfer agent functions since the last amendment to Schedule B, furnish the name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which registrant maintained in connection with its performance of transfer agent functions. N/A 11. Furnish the address(es), if different from Item 10, where such books and records will be located. N/A 12. EXECUTION. The registrant submitting this Form and its attachments and the person executing it represent hereby that it and all materials filed in connection therewith contain a true, correct and complete statement of all required information.

ATTENTION Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).)

Dated the 20th day of March, 2003 National Deferred Compensation, Inc. (Name of transfer agent) Frederick H. Genel (Printed name of principal officer or duly authorized principal) VP Finance and Treasurer 614-854-2931 (Title) (Telephone number)

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SEC 1669 (7-02)

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#5. The Registrant no longer has any business functions requiring the performance of a transfer agent registered under Section 3(a)(25) of the Securities Exchange Act of 1934.

#6 March 14, 2003