

File Number:
084-6035
For the reporting period ended December 31, 2003



04018831  
 UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL	
OMB Number	3235-0337
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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)

**SECURITIES AND EXCHANGE COMMISSION RECEIVED**

MAR 31 2004

**OFFICE OF COMPLIANCE INSPECTIONS AND EXAMINATIONS**

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

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-):

**PROCESSED**  
 APR 02 2004  
 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 requires, please complete and attach the Supplement to Form TA-2.)

Name of Transfer Agent(s):	File No. (beginning with 84- or 85-):
<i>Please see attached Supplement to Form TA-2</i>	

*CSA*

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:

During this calendar year of 2003, the Registrant went through an internal corporate change of control. The management structure changed and did not notify the area responsible for maintaining the Transfer Agency registration form in time. New controls have since been established to prevent this error in the future.

**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:..... 0
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:..... 0
- 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
0	0	0	0	0	0

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:	0	0	0	0	0	0
b. Receives items for transfer but does not maintain the master securityholder files:	0	0	864	0	0	0
c. Does not receive items for transfer but maintains the master securityholder files:	0	0	0	0	0	0

7. Scope of certain additional types of activities performed:

- a. Number of issues for which dividend reinvestment plan and/or direct purchase plan services were provided, as of December 31:..... 0
- b. Number of issues for which DRS services were provide, as of December 31:..... 0
- c. Dividend disbursement and interest paying agent activities conducted during the reporting period:
  - i. number of issues..... 0
  - ii. amount (in dollars)..... 0

8. a. Number and aggregate market value of securities aged record differences, existing for more that 30 days, as of December 31:

	Prior Transfer Agent(s) (if applicable)	Current Transfer Agent
i. Number of issues .....	0	0
ii. Market value (in dollars) .....	0	0

- b. Number of quarterly reports regarding buy-ins filed by the Registrant with its ARA (including the SEC) during the reporting period pursuant to Rule 17Ad-11(c)(2)..... 0

c. During the reporting period, did the Registrant file all quarterly reports regarding buy-ins with its ARA (including the SEC) required by Rule 17Ad-11(c)(2)?

Yes       No

d. If the answers to subsection (c) is no, provide an explanation for each failure to file:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

9. a. During the reporting period, has the Registrant always been in compliance with the turnaround time for routine items as set forth in Rule 17Ad-11(c)(2)?

Yes       No

**If the answer to subsection (a) is no, complete subsections (i) through (ii).**

- i. Provide the number of months during the reporting period in which the Registrant was **not** in compliance with the turnaround time for routine items according to Rule 17Ad-2:.....
- ii. Provide the number of written notices Registrant filed during the reporting period with the SEC and with its ARA that reported its noncompliance with turnaround time for routine items according to Rule 17Ad-2:.....

10. Number of open-end investment company securities purchases and redemptions (transactions) excluding dividend, interest and distribution postings, and address changes processed during the reporting period:

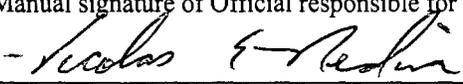
- a. Total number of transactions processed.....
- b. Number of transactions processed on a date other than date of receipt of order ("as ofs")..... 249,792

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 lot 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 Searches
<b>None</b>	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: <b>Compliance Manager</b>
Name of Official responsible for form: (First name, Middle name, Last name) <b>Nicolas E Medina</b>	Date executed (Month/Day/Year): <b>March 30, 2004</b>

File Number 084-6035	Supplement to Form TA-2:
For the reporting period ended December 31, 2003	Full Name of Registrant  <b>Mellon HR Solutions LLC</b>

Use this schedule to 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:

Name(s)	File No. (beginning with 84- or 85-):
ABN AMRO Funds	N/A
Aeltus Capital, Inc.	N/A
AIM Advisors	N/A
Alger & Co.	N/A
Alliance Global Investor Services, Inc.	N/A
Alpine Management & Research	N/A
American Century	N/A
American Express Trust	N/A
American Funds	N/A
AMR - American Aadvantage Funds	N/A
Ariel Distributors, Inc.	N/A
Artisan Partners LP b	N/A
Bankers Trust Company	N/A
Barclays Global Investors	N/A
Baron Capital, Inc.	N/A
Barr Rosenberg Series Trust	N/A
Boston Trust & Investment Management Company (formerly USTC)	N/A
Brandywine Funds	N/A
Brinson Partners Inc.	N/A
Calvert Securities Corporation	N/A
Capital Guardian Trust Company	N/A
Causeway Capital	N/A
Certus Asset Advisors	N/A
Crabbe Huson	N/A
Davis Selected Advisors L.P.	N/A
DFA Investment Dimensions Group	N/A
Diversified Investment Advisors	N/A
Dodge & Cox	N/A
Domini Social Investments	N/A
Eaton Vance	N/A
Federated Shareholder Services	N/A
Fidelity Investments Institutional Operations Company	N/A
Founders Asset Management	N/A
Franklin/Templeton	N/A
Gabelli & Company	N/A
Global Asset Management (GAM)	N/A
Goldman Sachs Trust	N/A
Harbor Capital Advisors, Inc.	N/A

Hartford Investor Services	N/A
Heartland Advisors	N/A
Hotchkis & Wiley	N/A
IDS Financial Corporation	N/A
Institutional Capital Corporation	N/A
INVESCO	N/A
J.P. Morgan Investment Mgmt	N/A
Janus Funds	N/A
John Hancock Funds	N/A
Kaufmann Fund, Inc.	N/A
KeyTrust Company	N/A
Legg Mason Wood Walker, Inc.	N/A
Liberty Funds Services	N/A
Loomis Sayles Distributors LP	N/A
Lord Abbett	N/A
Manager's Funds	N/A
Marisco Capital	N/A
Mellon Capital Mangement	N/A
Merrill Lynch, Pierce, Fenner & Smith, Inc.	N/A
Metropolitan West Asset Management	N/A
MFS Investment Management	N/A
Morgan Stanley Investments LP	N/A
Munder Funds	N/A
Neuberger Berman	N/A
Nicholas-Applegate	N/A
Northern Trust Company	N/A
Payden & Rygel Distributors	N/A
Pilgrim Funds	N/A
Pilgrim, Baxter & Associates	N/A
PIMCO Funds	N/A
Pioneer Funds Distributor, Inc.	N/A
Prudential Mutual Fund Services LLC	N/A
Putnam Fiduciary Trust	N/A
Royce Fund Services, Inc.	N/A
RS Investment Mangement	N/A
Rydex Distributors, Inc.	N/A
SAFECO Securities, Inc.	N/A
SEI Investments Distribution Company	N/A
Seligman Financial Services	N/A
Skyline Asset Management	N/A
Societe Generale Securities	N/A
SSgA Funds	N/A
Strong Funds	N/A
T. Rowe Price	N/A
TCW Brokerage Services	N/A
Thompson Plumb Associates	N/A
Touchstone Securities, Inc.	N/A
Towneley Capital	N/A
UAM Fund Services	N/A
Van Kampen	N/A
Vanguard Group	N/A

Waddell & Reed, Inc.	N/A
Wanger Asset Management	N/A
Warburg Pincus (Counsellors Securities/Credit Suisse)	N/A
Wasatch Funds	N/A
Wells Fargo	N/A
William Blair & Co	N/A
Whitehall Funds	N/A



Mellon HR Solutions

R.E. Schutz  
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March 30, 2004

Mr. John Greely  
Office of Compliance Inspections and Examinations  
U.S. Securities and Exchange Commission  
450 5<sup>th</sup> Street, NW  
Washington, DC 20549

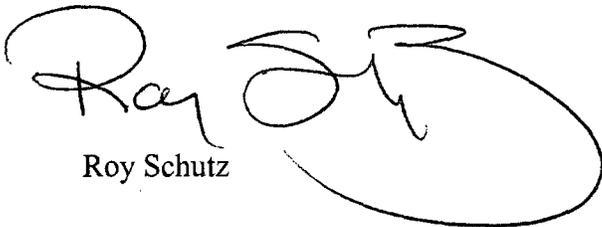
**Re: Mellon HR Solutions LLC - SEC File # 084-6035 - Form TA-2**

Dear Mr. Greely,

Attached please find the Form TA-2 for Mellon HR Solutions LLC reflecting the transfer agent activities for the 2003 calendar year.

If you have any questions, please call me at: (516) 338-3231

Very truly yours,

  
Roy Schutz

SECURITIES AND EXCHANGE COMMISSION  
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MAR 31 2004

OFFICE OF COMPLIANCE INSPECTIONS  
AND EXAMINATIONS