



05035049

PROCESSED  
APR 12 2005  
THOMSON  
FINANCIAL

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



OMB APPROVAL	
OMB Number:	3235-0151
Expires:	August 31, 2005
Estimated average burden hours per response.....	0.5
OFFICIAL USE	
FILE NO.	84-1714
DOC. SEQ. NO.	
EFFECTIVE DATE	

FORM TA-W

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.

- Transfer Agent File No.: 84-1714      2. Full name of registrant: **Heinold Asset Management, Inc.**
- Name under which transfer agent activities are conducted, if different from above: **Not Applicable**
- Address of registrants principal place of business: **440 S. LaSalle St., 20th Floor, Chicago, IL 60605**  
*No. and street      City      State      Zip Code*
- Furnish registrants reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration. **See Attached Exhibit**
- Furnish the last date registrant performed transfer agent functions as defined by Section 3(a)(25) of the Act for any security, including debt and equity, registered under Section 12 of the Act or which would be required to be registered except for the exemption from registration provided by subsection (g)(2)(B) or (g)(2)(G) of that section. **1/31/2005**  
Does registrant have any intention of performing in the near future a transfer agent function for any such security? **No**
- Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims (including out-of-proof conditions) against it in connection with its performance of transfer agent functions for any security? If so, furnish complete information with respect to each.  
 Yes  No
- Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security? If so, furnish complete information regarding each judgment or lien.  
 Yes  No
- 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.  
**See Attached Exhibit**
- 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.  
**See Attached Exhibit**
- Furnish the address(es), if different from Item 10, where such books and records will be located. **See response to Item Number 4**
- 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. Registrant also consents hereby to make the books and records it is required to preserve by Rules 17A d-6 and 7 under the Securities Exchange Act of 1934 (17 CFR 240.17A d-6 and 7) available for examination by authorized representatives of the Securities and Exchange Commission during the period the rules require registrant to preserve such books and records and hereby authorizes the person having custody of such books and records to make them available to such representatives.

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 7th day of February, 2005

**Heinold Asset Management, Inc.**  
*(Name of transfer agent)*  
  
*(Manual signature of principal officer or duly authorized principal)*  
**Judith A. Villarreal**  
*(Printed name of principal officer or duly authorized principal)*  
**Vice President**      **312-663-7900**  
*(Title)*      *(Telephone number)*

CM  
2/23

Name of Registrant: Heinold Asset Management, Inc.  
Registrant's File No.: 84-1714

Answer to Item 5.

The Registrant requests withdrawal of its registration as it no longer performs the functions of a transfer agent with respect to any security registered under Section 12 of the Securities Act of 1934.

Answer to Item 9.

There is no successor transfer agent. As of February 1, 2005, none of the issues shown on Schedule B of Registrant's Form TA-1, as amended, or any issues for which Registrant assumed transfer agent functions since the last amendment to Schedule B are currently registered or required to be registered under Section 12 of the Securities Act of 1934.

Answer to Item 10.

The Registrant, as the general partner of the issues, will continue to have custody of the books and records which it maintained in connection with its performance of transfer agent functions.