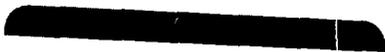


File Number:	84-1839
For the reporting period ended December 31, 2005	

SECURITIES AND EXCHANGE COMMISSION  
REGISTRATION

APR 08 2006

OMB APPROVAL	
OMB Number:	3235-0337
Expires:	September 30, 2006
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



06007727

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

**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.)

Fidelity Investments Institutional Operations Company, Inc.

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- ):
Fidelity Service Company, Inc.	84-5679
National Financial Services LLC	84-5888

PROCESSED  
APR 12 2006  
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- ):
Fidelity Service Company, Inc.	84-5679
Citibank, NA	85-10232

TH 4/15/06

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:
- Form TA-1 was not filed within 60 days of transfer agent updating its officer list.  
Officers were elected or resigned in July of 2005. Form TA-1 was amended in  
October of 2005.

**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: ..... 123,226
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: ..... 26,953,275
- b. Number of individual securityholder dividend reinvestment plan and/or direct purchase plan accounts as of December 31: ..... 26,727,647
- 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%	99.99%	0%	0%	00.01%

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	795	0	0	1
b. Receives items for transfer but does not maintain the master securityholder files:	0	0	0	0	0	0
c. Does not receive items for transfer but maintains the master securityholder files:	0	0	2	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: ..... 798
  - b. Number of issues for which DRS services were provided, as of December 31: ..... 0
  - c. Dividend disbursement and interest paying agent activities conducted during the reporting period:
    - i. number of issues ..... 666
    - ii. amount (in dollars) ..... 22,013,836,110.92

8. a. Number and aggregate market value of securities aged record differences, existing for more than 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-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: ..... 515,754,452
- b. Number of transactions processed on a date other than date of receipt of order (as ofs): ..... 2,665,819

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
SEE ATTACHED	SEE ATTACHED	SEE ATTACHED

- b. Number of lost securityholder accounts that have been remitted to states during the reporting period: ..... 95

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: Chief Compliance Officer  Telephone number: (617) 563-9886
Name of Official responsible for Form: (First name, Middle name, Last name)  Seth Hamilton Stewart	Date signed (Month/Day/Year):  March 31, 2006

**Fidelity Investments Institutional Operations Company, Inc.**  
**Form TA-2 Attachment**  
**File Number: 84-1839**  
**Reporting Period Ending: December 31, 2005**

<b>Form TA-2 Question 11.a</b>		
<b>Date of Database Search</b>	<b>Number of Lost Securityholder Accounts Submitted for Database Search</b>	<b>Number of Different Addresses Obtained from Database Search</b>
January 9, 2005	2,508	2,296
February 13, 2005	6,970	6,655
March 13, 2005	2,207	2,109
March 31, 2005	5,490	4,894
April 11, 2005	34,620	32,946
May 16, 2005	3,820	3,566
June 12, 2005	18,651	17,792
June 30, 2005	5,059	4,603
July 11, 2005	3,863	NA/Unable to verify "new"
August 15, 2005	2,192	1,994
September 12, 2005	12,445	11,932
September 30, 2005	4,866	4,421
October 11, 2005	12,819	12,177
November 14, 2005	3,789	3,517
December 12, 2005	14,757	13,988



SECURITIES AND EXCHANGE COMMISSION  
RECEIVED  
APR 03 2006  
DIVISION OF MARKET REGULATION

March 31, 2006

U. S. Securities & Exchange Commission  
Attention: Mr. Tom Etter, Division of Market Regulation  
100 F Street, NE  
Washington, DC 20549

**RE: Filing Pursuant to Rule 240.17Ac2-2  
File No. 84-1839  
Fidelity Investments Institutional Operations Company, Inc.**

Dear Sir or Madam:

Pursuant to Rule 240.17Ac2-2 of the Securities and Exchange Act of 1934, we enclose one original and two copies of Form TA-2 for Fidelity Institutional Operations Company, Inc. for calendar year 2005.

We hand delivered copies of the Form TA-2 to your Washington, DC and Boston offices today, March 31, 2006.

Kindly acknowledge receipt by time/date stamping the enclosed copy of this letter and returning it in the self-addressed envelope provided.

If you have any questions or require additional information, please contact our offices at (617) 563-9886. Thank you.

Very truly yours,

Seth H. Stewart  
Vice President & Chief Compliance Officer  
Fidelity Investments Institutional Operations Company, Inc.

cc: U.S. Securities and Exchange Commission  
Boston District Office  
33 Arch Street, 23rd Floor  
Boston, MA 02110-1424