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*Dec. 3-28-07*

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

<b>OMB Approval</b>
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**FORM TA-W**

**NOTICE OF WITHDRAWAL FROM REGISTRATION  
AS TRANSFER AGENT  
PURSUANT TO SECTION 17A OF THE SECURITIES EXCHANGE ACT OF  
1934**

Form Version: 1.0.0

Check to show blank box for  
printing

1(a). Filer CIK: 1011737  
1(b). Filer CCC: #sugp6qs

1(c). Live/Test Filing?  Live  Test

1(d). Return Copy?  Yes

**PROCESSED**

*B* JUL 19 2007  
THOMSON  
FINANCIAL

The registrant may provide a single e-mail address for contact purposes.

1(e)(i). Contact Name: W. Garth Sprecher 1(e)(ii). Contact phone Number: 717-738-8304 1(e)(iii). Contact E-mail Address: gsprecher@decommunications.com

The registrant may provide additional e-mail addresses for those persons the filer would like to receive notification e-mails regarding the filing.

1(f). Notification E-mail Address:

[Empty box for notification e-mail address]

2. Transfer Agent File No.: 084 - 5510

3. Full name of registrant:  
**D&E Communications, Inc**

4. Name under which transfer agent activities are conducted, if different from above:

SEC 1669 (12-06)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

*AS* *[Signature]*

[Empty box]

**5. Address of registrants principle place of business:**

5(a).Address1

**124 East Main Street**

5(b).Address2

**PO Box 458**

5(c).City

**Ephrata**

5(d).State or Country

**PA**

5(e).Postal Code

**17522**

**6. Furnish registrant's reasons for ceasing the performance of transfer agent functions or for otherwise requesting withdrawal of its registration:**

**Transfer function appointed to another provider**

**7. 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 paragraph (g)(2)(B) or (g)(2)(G) of that section.**

**2/9/07**

**7(a). Does registrant have any intention of performing in the near future a transfer agent function for any such security?**

Yes     No

**8. Is registrant directly or indirectly involved in any legal actions or proceedings or aware of any potential claims against it in connection with its performance of transfer agent functions for any security?**

Yes     No

**8(a). If so, furnish complete information with respect to each:**

**8(a)(i). Individual named in the action or claim:**

[Empty box]

**8(a)(ii). Title of the action or claim:**

**8(a)(iii).Action date:**

[Empty box]

**8(a)(iv).Court or body name and location:**

[Empty box]

[Empty box]

**8(a)(v).** Description of the action or claim:

[Empty box]

**8(a)(vi).**Disposition of action or claim:

[Empty box]

**9.** Are there any unsatisfied judgments or liens against registrant arising out of its performance of transfer agent functions for any security?

Yes  No

**9(a).** If so, furnish complete information regarding each judgment or lien.

**9(a)(i).** Individual named in the action or claim:

[Empty box]

**9(a)(ii).** Title of the action or claim:

**9(a)(iii).**Action date:

[Empty box]

**9(a)(iv).**Court or body name and location:

[Empty box]

**9(a)(v).** Description of the action or claim:

[Empty box]

**9(a)(vi).**Disposition of action or claim:

[Empty box]

**10.** For each issue for which registrant acted as transfer agent and for any issues for which registrant assumed transfer agent functions since the last amendment to Form TA-1, furnish:

**10(a).** Is there a successor transfer agent?

Yes  No

**10(b).** Name of successor transfer agents:

**Mellon Investor Services LLC**

**10(c).** Address:

**10(c)(i).**Address 1

**480 Washington Boulevard**

**10(c)(ii).**Address 2

[Empty box]

**10(c)(iii).**City

**Jersey City**

10(c)(iv).State or Country

NJ

10(c)(v).Postal Code

07310

10(d). Is the successor transfer agent registered as a transfer agent pursuant to the Act?

Yes       No

11. For each issue for which registrant acted as transfer agent and for any issues for which registrant assumed transfer agent functions since the last amendment to Form TA-1, furnish: name(s) and address(es) of the person(s) who has or will have custody or possession of the books and records which the registrant maintained in connection with its performance of transfer agent functions.

11(a). Name of Custodian

W. Garth Sprecher - D&E Communications, Inc

11(b). Address:

11(b)(i).Address 1

124 East Main St

11(b)(ii).Address 2

PO Box 458

11(b)(iii).City

Ephrata

11(b)(iv).State or Country

PA

11(b)(v).Postal Code

17522

12. Furnish the name(s) and address(es), if different from Item 11, where such books and records will be located.

12(a). Name of Custodian

12(b). Address:

12(b)(i).Address 1

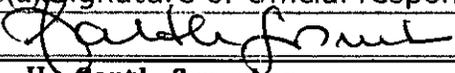
12(b)(ii).Address 2

12(b)(iii).City

12(b)(iv).State or Country

12(b)(v).Postal Code

**SIGNATURE:** The registrant submitting this Form and its attachments and the person executing it represent that it and all materials filed in connection with it contain a true, correct and complete statement of all required information. Registrant also consents to make the books and records it is required to preserve by Rules 17Ad-6 and 17Ad-7 under the Securities Exchange Act of 1934 (17 CFR 240.17Ad-6 and 240.17Ad-7) available for examination by authorized representatives of the Commission during the period the rules require registrant to preserve such books and records and authorizes the person having custody of such books and records to make them available to such representatives.

13(a).Signature of Official responsible for Form: 	13(b).Telephone number: 717-738-8304
13(c).Title of Signing Officer: Sr. V.P. and Corporate Secretary	13(d).Date signed (Month/Day/Year): 3/26/07

**END**