

SUPPORTING STATEMENT FOR FORM 144

This submission, pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. Section 3501 et seq., consists of this supporting statement and the following exhibits;

- A. Statutory Authority
- B. Registration Statement

A. Justification

Rule 144 is designed to prohibit the creation of public markets in securities of issuers concerning which adequate current information is not available to the public. At the same time, where adequate current information concerning the issuer is available to the public, the rule permits the public sale in ordinary trading transactions of limited amounts of securities owned by persons controlling, controlled by, or under common control with, the issuer and by persons who have acquired restricted securities of the issuer.

Rule 144 therefore provides that a person who sells restricted securities or who sells securities on behalf of a control person should not be deemed to be engaged in a distribution of such securities, and not to be an underwriter thereof, if all of the conditions of the rule are met.

If the amount of securities to be sold in reliance on the rule during any three month period exceeds 500 shares or other units or has an aggregate sales price in excess of \$10,000, three copies of a notice on Form 144 must be filed with the Commission, and if such securities are admitted to trading on a national securities exchange, a copy of the notice also shall be transmitted to the exchange.

2. Purposes of, and Consequences of not Requiring, the Information Collection

Form 144 operates in conjunction with Rule 144. If the information collection was not required, the objectives of the rule could be frustrated.

3. Role of Improved Information Technology and Obstacles to Reducing Burden

Form 144 is permitted, but not required, to be filed electronically on the Commission's EDGAR electronic filing system since many individuals do not have access to EDGAR filing equipment.

4. Efforts to Identify Duplication

There is no other public source for the information required on Form 144.

5. Effect on Small Entities

The rule is designed to provide a means by which control persons of issuers and persons who have acquired restricted securities of the issuer can publicly sell those securities without

being deemed to be underwriters. Therefore, the rule provides a benefit to those persons who are considered to be small entities.

6. Consequences of Less Frequent Collection

The objectives of Rule 144 could not be met with less frequent collection of Form 144; the Form is filed only under specified conditions.

7. Inconsistencies with Guidelines in 5 C.F.R. 1320.5

Not applicable.

8. Consultation Outside the Agency

Before being adopted, Form 144 was proposed for public comment. No comments were received on this request during the 60-day comment period prior to OMB's review.

9. Payment or Gift to Respondent

Not applicable.

10. Assurance of Confidentiality

All documents filed with the Commission are public documents.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

Form 144 takes approximately 2 hours to prepare and is filed by 60,500 respondents for total of 121,000 annual burden hours. We estimate that the entire reporting burden is prepared by the filers. The estimated burden hours are made solely for the purposes of the Paperwork Reduction Act. They are not derived from a comprehensive or even a representative survey or study of the cost of Commission rules and forms.

13. Estimate of Total Annualized Cost Burden

We estimate that 100% of the 121,000 total burden hours are prepared by the filers and there is no additional cost associated with the information collection.

14. Estimate Cost to the Federal Government

Not applicable.

15. Explanation of Change in Burden

The increase of 84,808 burden hours is due to an adjustment. The change in burden hours is due to an increase in the number of Forms 144 filed annually with the Commission.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Explanation as to Why Expiration Date Will Not Be Displayed

Not applicable.

18. Exception to Certification

Not applicable.

B. Collection of Information Employing Statistical Data

Not applicable.