

## SUPPORTING STATEMENT FOR SCHEDULE 13E-4F

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

- A. Statutory Authority
- B. Schedule 13E-4F

### A. Justification

#### 1. Necessity of Information Collection

The disclosure requirements for persons engaging in corporate control transactions are designed to make material facts concerning the nature of the transaction and the participants known so that security holders have the opportunity to make informed investment decisions. Disclosure of this information is required primarily by the rules adopted under the William's Act amendments to the Securities Exchange Act of 1934 ("Exchange Act") and the proxy rules promulgated under Section 14(a) of the Exchange Act.

Section 13(e) was added to the Exchange Act in 1968 as a part of the William's Act amendments. Section 13(e) makes it unlawful for an issuer which has a class of equity securities registered pursuant to Section 12 of the Exchange Act or which is a closed-end investment company registered under the Investment Company Act of 1940, to purchase any equity security issued by it if such purchase is in contravention of any rule or regulation which the Commission, in the public interest or for the protection of investors, may adopt to: (a) define acts or practices which are fraudulent, deceptive or manipulative; and (b) to prescribe means reasonably designed to prevent such acts and practices. In order to facilitate compliance with Section 13(e), the Commission adopted Rule 13e-4 which governs tender offers by issuers of the securities subject to the offer. The rule provides that no issuer subject to Section 13(e) shall purchase any of its equity securities unless a statement with respect to the proposed purchase has been filed by it with the Commission and the substance of the information therein has been sent or given to its security holders. This rule is needed by the Commission to fulfill its statutory responsibility to prescribe rules and regulations necessary for the protection of investors.

Schedule 13E-4F may be used by any foreign private if: (1) the issuer is incorporated or organized under the laws of Canada; (2) the issuer is making a cash tender or exchange offer for the issuer's own securities; and (3) less than 40 percent of the class of such issuer's securities outstanding that is subject to the tender offer is held by U.S. holders (other than U.S. affiliates of the issuer). The disclosure items of Schedule 13E-4F, which incorporate the disclosure documents filed with one or more Canadian securities commissions, reflect the Commission's experience and best judgment as to the information regarding an issuer and its tender offers that should be required to be disclosed to its shareholders.

Schedule 13E-4F, along with the other forms and schedules under the multi-jurisdictional disclosure system, are designed to facilitate cross-border transactions in securities of Canadian issuers.

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

The principal function of the Commission's forms, schedules and rules under the securities laws' disclosure provisions is to make information available to investors. The information filed with the Commission permits verification of compliance with securities law requirements and assures the public availability and dissemination of such information. Private contractors reproduce much of the filed information and provide it to private parties. Many other persons obtain information directly from the Commission's files located in the Public Reference Room. The information filed on Schedule 13E-4F can be used by security holders, investors, broker-dealers, investment banking firms, professional securities analysts and others in evaluating securities and making investment decisions with respect to such securities. In addition, all investors benefit indirectly from submissions on Schedule 13E-4F, as direct users effect transactions in securities on the basis of current information about the issuer's business and operations included in such filings, thereby causing the market prices of the securities to reflect such information.

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

Schedule 13E-4F is filed electronically using the Electronic Data Gathering Analysis and Retrieval (EDGAR) system.

4. Efforts to Identify Duplication

Schedule 13E-4F is a document designed to provide investors in the securities of Canadian issuers with information concerning an issuer tender offer, the registered securities and the Canadian issuer. This information is not otherwise readily available in the United States.

5. Effect on Small Entities

All filings on Schedule 13E-4F are by specified Canadian issuers, including small Canadian issuers. These issuers should have the resources available to prepare the necessary information for the Commission.

6. Consequences of Less Frequent Collection

Issuers considering conducting tender offers for their own securities would find it more difficult and expensive to comply with the Commission's rules and regulations in the absence of a schedule permitting such issuers to provide U.S. investors with the information required in Canada.

7. Inconsistencies with Guidelines in 5 CFR 1320

Not applicable.

8. Consultations Outside the Agency

Before being adopted, Schedule 13E-4F was proposed for public comment. No comments were received during the 60-day comment period prior to OMB's review.

9. Payment or Gift to Respondents

Not applicable.

10. Assurance of Confidentiality

Schedule 13E-4F is a public document. The information disclosed pursuant to the forms, schedules and regulations is designed specifically to be used by the public to evaluate transactions and to make investment decisions. However, confidential treatment is available in limited circumstances.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

We estimate that it takes approximately 2 hours to prepare Schedule 13E-4F and that the information is filed by 3 respondents for a total of 6 burden hours. The burden of 2 hours per application was estimated based upon the amount of time necessary to compile the information contained in the Schedule using the existing Canadian prospectus plus any additional information required by the Commission. The estimated average burden hours are made solely for purposes of the Paperwork Reduction Act. They are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules or forms.

13. Estimate of Total Annualized Cost Burden

The filer prepares a 100% of the reporting burden and there is no additional cost associated with the information collection.

14. Estimate of Cost to the Federal Government

Regarding the costs to the federal government, the Commission costs associated with the multi-jurisdictional disclosure system are approximately \$200,000. This figure is based upon the computation of staff time devoted to the activity and the related overhead costs, valued at 35 percent of staff time.

15. Explanation of Changes in Burden

Not applicable.

16. Information Collections Planned for Statistical Purposes

Not applicable.

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

Not applicable.

18. Exceptions to Certification

Not applicable.

B. Collections of Information Employing Statistical Methods

Not applicable.