

SUPPORTING STATEMENT FOR RULE 12g3-2

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 exhibit:

- A. Statutory Authority
- B Rule 12g3-2

A. Justification

1. Necessity of Information Collection

The Securities Exchange Act of 1934 (the "Exchange Act") is intended to ensure that secondary markets for publicly traded securities are fair and honest. The principal means by which the Exchange Act carries out this purpose include regulation of broker-dealers, registration of exchange-traded and other securities, remedial provisions for fraud in securities transactions and manipulation of regulated securities markets, and limits on the extension of credit for securities purposes. In addition, they include issuer registration and periodic reporting requirements prescribed by the Securities and Exchange Commission (the "Commission") pursuant to its authority in Sections 12(b), 12(g), 13(a) and 15(d) of the Exchange Act.

The Commission has exercised its authority under Section 12(g)(3), which provides that the Commission may exempt from the registration requirements of Section 12(g)(1) any security of a foreign issuer if the Commission finds that such exemption is in the public interest and is consistent with the protection of investors, to provide an exemption from such requirements to foreign private issuers who provide certain information to the Commission that is publicly available in accordance with foreign jurisdiction or stock exchange law or rules or otherwise satisfy other certain conditions, as currently set forth in Rule 12g3-2 under the Exchange Act.

In 1992, the Commission received approval to use Forms 12-F and 12-FA to collect the information required by Rule 12g3-2. Those forms were never adopted, however. Therefore, the information required by Rule 12g3-2 currently is not submitted to the Commission on a prescribed form.

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 required to be filed with and submitted to 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 submitted information and provide it to private parties. Many other persons obtain information directly from the Commission's files located in the Public Reference Room. Security

holders, investors, broker-dealers, investment banking firms, professional securities analysts and others can use this information to evaluate securities and make investment decisions with respect to such securities.

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

The information required by Rule 12g3-2 is filed electronically using the EDGAR system.

4. Efforts to Identify Duplication

The information required by Rule 12g3-2 is designed to provide investors in foreign securities with information concerning such securities and the foreign issuer. This information is not otherwise readily available in the United States.

5. Effect on Small Entities

There are no qualifications for use of Rule 12g3-2 based on size of the applying foreign private issuer. Thus, the rules do not discriminate against small issuers.

6. Consequences of Less Frequent Collection

Persons in the United States considering investment in securities issued by foreign companies would find it more difficult and expensive to obtain the necessary information if not required by the Commission.

7. Inconsistencies with Guidelines in 5 CFR 1320.5

Not applicable.

8. Consultation Outside the Agency

Before being adopted, Rule 12g3-2 was proposed for public comment. No comments were received during the 60-day comment period prior to OMB's review.

9. Payments or Gift to Respondents

Not applicable.

10. Assurances of Confidentiality

Information submitted pursuant to Rule 12g3-2 is public.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

We estimate that 1,800 respondents make submissions pursuant to Rule 12g3-2 annually. We estimate that it takes approximately one hour to provide the information required under Rule 12g3-2 for a total annual reporting burden of 1,800 hours (1 hour per response x 1,800 responses) The burden of one hour per application was estimated based upon the amount of time necessary to compile information using the existing documents and material plus any additional information required by the Commission. The estimated 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 cost of Commission rules and forms.

13. Estimate of Total Annualized Cost Burden

We estimate that 100% of the burden is prepared by the filer.

14. Estimate of Cost to Federal Government

The estimated cost to the Commission of administering Rule 12g3-2 is \$540.00.

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. Collection of Information Employing Statistical Methods

Not applicable.