

SUPPORTING STATEMENT FOR SECURITIES ACT RULE 433

This submission, pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. Section 3501 et seq., consists of this supporting statement and Securities Act Rule 433.

A. Justification

1 and 2. Necessity of Information Collection/Purpose of and, Consequences of Not Requiring, the Information Collection

The Commission adopted Rule 433 on July 19, 2005 in Release 33-8591 (“Securities Offering Reform”). The rule was designed to reduce current restrictions on communications that companies can make to investors during a registered offering. Specifically, it governs the use and filing of free writing prospectus. Rule 433 applies to any free writing prospectuses with respect to securities of any issuer (except as set forth in Rule 164), that are the subject of a registration statement that has been filed under the Act. Such a free writing prospectus may include information, the substance of which is not included in the registration statement. A free writing prospectus that satisfies the conditions of Rule 433 will be a prospectus permitted under Section 10(b) of the Securities Act for purposes of Sections 2(a)(10), 5(b)(1), and 5(b)(2) of that Act and will, for purposes of considering it a prospectus, be deemed to be public, without regard to its method of use or distribution, because it is related to the public offering of securities that are the subject of a filed registration statement. Rule 433 sets forth conditions that issuers must meet to use a free-writing prospectus.

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

Rule 433 communications are filed electronically on EDGAR, except under limited conditions set forth in Rule 433(d).

4. Efforts to Identify Duplication

There are no other filing requirements that duplicate this information.

5. Effect on Small Entities

All issuers, including small business issuers have discretion as to whether or not they want to disseminate written communications in the form of a free-writing prospectus. Furthermore, Rule 433 was adopted in connection with other revisions, all of which were intended to decrease costs and burdens for all issuers, including small business issuers, and enhance communications between issuers and investors.

6. Consequences of Less Frequent Collection

Rule 433 requires filing of written communications only when issuers choose to disseminate them in a free-writing prospectus. Less frequent collection could compromise investor protection.

7. Inconsistencies with Guidelines in 5 CFR 1320.6

Not applicable.

8. Consultations Outside the Agency

Rule 433 was proposed for public comment. No comments were received on this request during the 60-day comment period prior to OMB's review of this submission.

9. Payment or Gift to Respondents

Not applicable.

10. Assurance of Confidentiality

Not applicable.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

We estimate that it takes approximately 1.3 burden hours per response to prepare a free writing prospectus and that the information is filed by 2,906 companies approximately 1.25 times a year for a total of approximately 3,633 responses. We estimate that 25% of the 1.3 burden hours per response (.32 hours) is prepared by the company for a total annual reporting burden of approximately 1,163 hours (.32 x 3,633 responses).

13. Estimate of total annualized cost burden

We estimated that 75% of the 1.3 hours per response (.98 hours) is prepared by the issuer's outside counsel. We estimate that Rule 433 compliance will cost \$400 per hour (\$400 x .98 hours per response x 3,633 responses) for a total cost of \$1,424,136. The estimated cost is made solely for the purpose of the Paperwork Reduction Act. The cost is not derived from a comprehensive or even representative survey or study of the cost of Commission rules and forms.

14. Estimate of Cost to Federal Government

Not applicable.

15. Explanation of Changes in Burden

The decrease of 10 burden hours is due to an adjustment. The change in burden hours is due to rounding. The increase of \$396,136 in cost burden is due an adjustment. The increase in cost burden reflects a change in the hourly cost from \$300 to \$400 per hour and an adjustment in how the Commission calculates cost burdens.

16. Information Collections Planned for Statistical Purposes

Not applicable.

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

Not applicable.

B. Collection of Information Employing Statistical Methods

Not applicable.