

**SUPPORTING STATEMENT FOR “SECURITIES OWNERSHIP -
REGULATION 13D (COMMISSION RULES 13D-1 THROUGH 13D-7
AND SCHEDULES 13D AND 13G)” (OMB CONTROL NO. 3235-0145)**

This supporting statement is part of a submission under the Paperwork Reduction Act of 1995, 44 U.S.C. §3501, et seq.

A. JUSTIFICATION

1. NECESSITY OF INFORMATION COLLECTION

Regulation 13D (Commission Rules 13d-1 through 13d-7 and Schedules 13D and 13G) (OMB Control No. 3235-0145) governs the information required to be included in Schedules 13D and 13G. These schedules provide disclosure requirements for securities beneficial ownership reports filed by investors to help investors make informed voting or investing decisions.

2. PURPOSE OF THE INFORMATION COLLECTION

The beneficial ownership reporting requirements in Sections 13(d) and 13(g) of the Exchange Act, and corresponding Regulations 13D and 13G and Schedules 13D and 13G, provide investors and the issuer with information about accumulations of securities that may have the potential to change or influence control of the issuer. This statutory and regulatory framework establishes a comprehensive reporting system for gathering and disseminating information about the ownership of equity securities. The beneficial ownership reporting provisions require, subject to exceptions, that any person who acquires more than 5% of a class of equity securities registered under Section 12 of the Exchange Act, and other specified equity securities, report the acquisition on Schedule 13D within 10 days. Certain persons holding more than 5% of a class of such securities may file a short-form Schedule 13G in lieu of Schedule 13D provided that certain conditions are met. The time period in which a Schedule 13G must be filed depends upon which provision of Rule 13d-1 the filer relies upon.

In Securities Act Release 8917,¹ the Commission proposes amendments to expand and enhance the utility of the cross-border tender offer, exchange offer and business combination rules, as well as the beneficial ownership reporting rules, for certain foreign institutions. Among other things, the amendments would revise Rule 13d-1 to include foreign institutions that are substantially comparable to the US institutions listed in the rule.

**3. ROLE OF IMPROVED TECHNOLOGY AND OBSTACLES TO
REDUCING BURDEN**

Schedules 13D and 13G are filed electronically with the Commission using the Commission’s Electronic Data Gathering and Retrieval (EDGAR) system.

4. EFFORTS TO IDENTIFY DUPLICATION

¹ Release No. 33-8917 (May 6, 2008).

We are not aware of any rules that conflict with or completely duplicate the proposed rules.

5. EFFECT ON SMALL ENTITIES

The amendments would affect foreign institutions and therefore will not have on effect on small entities.

6. CONSEQUENCES OF LESS FREQUENT COLLECTION

Less frequent collection would frustrate the statutory intent of Section 13(d) of the Exchange Act.

7. INCONSISTENCIES WITH GUIDELINES IN 5 C.F.R. 1320.5(d)(2)

None.

8. CONSULTATION OUTSIDE THE AGENCY

The Commission has issued a release soliciting comment on the new “collection of information” requirements and the associated paperwork burdens. A copy of this release is attached. Comments on Commission releases are generally received from registrants, investors and other market participants. In addition, the Commission and staff of the Division of Corporation Finance participate in an ongoing dialogue with representatives of various market participants through public conferences, meetings, and informal exchanges. The Commission will consider all comments received.

9. PAYMENT OR GIFT TO RESPONDENTS

Not applicable.

10. ASSURANCE OF CONFIDENTIALITY

The information in Schedules 13D and 13G is made publicly available.

11. SENSITIVE QUESTIONS

Not applicable.

12. and 13. ESTIMATES OF HOUR AND COST BURDENS

The paperwork burden estimates associated with the proposal include the time and cost of preparing and reviewing disclosure, filing documents or otherwise publicizing information, and retaining records. These estimates represent the average burden for all companies, both large and small.

The proposed amendment to Rule 13d-1 would expand the availability of Schedule 13G to foreign institutions governed by a regulatory system substantially

comparable to the U.S. regulatory system for domestic institutions. The amendment would allow specified foreign institutions to report beneficial ownership of more than 5% of a subject class of securities on Schedule 13G instead of Schedule 13D. We estimate that 25% of the burden of preparation is carried by the company internally and that 75% of the burden is carried by outside professionals retained by the company at an average cost of \$400 per hour. The portion of the burden carried by outside professionals is reflected as a cost, while the portion of the burden carried by the company internally is reflected in hours. The burden was calculated by multiplying the estimated number of additional annual responses we believe will be generated by the estimated average number of hours each entity will spend complying with the requirements of the rules.

We estimate that the proposed amendments to Schedule 13G would add an average incremental burden of 2 hours per response for 3 filers. Approximately .5 hours would be reflected as internal burden which we would add to the existing Schedule 13D/13G burden. This results in a total burden of 1.5 hours for those 3 filers. Each of the 3 additional filers also would incur costs of \$600 for the services of outside professionals (75% of the total burden) for a total cost burden of \$1800. Due to an adjustment in our estimate of the cost of outside law firm time from \$300 to \$400 per hour, we also would increase the total Schedule 13D/G cost burden by \$10,676,200.

14. ESTIMATE OF COST TO FEDERAL GOVERNMENT

The estimated cost of preparing the proposed amendments is approximately \$50,000.

15. EXPLANATION OF CHANGES IN BURDEN

As stated in Items 12-13, the proposed amendments would increase the Schedule 13G reporting burden by approximately 2 hours and would increase the cost by approximately \$1800. We further adjusted the outside cost estimate for all filers from \$300 to \$400 per hour for a total cost increase of \$10,676,200.

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.