

## Supporting Statement for Form F-9

### A. Justification

#### 1. Necessity of Information Collection

The Securities Act of 1933 (the “Securities Act”) was enacted in order to provide full and fair disclosure with respect to publicly offered securities and to prevent fraud in connection with such offerings. The Securities Act carries out this purpose by requiring the filing of a registration statement in connection with public distributions of securities by issuers and their control persons. Schedule A of the Securities Act specifies the general types of information that must be disclosed in registration statements filed with the Securities and Exchange Commission (“Commission”). The Commission has authority, under Section 19 of the Securities Act, to promulgate rules to carry out the provisions of the Securities Act. Registration statements are available for public inspection at the Commission and part of the registration statement, referred to as the statutory prospectus, and are required to be delivered to purchasers.

Form F-9 is a form used by Canadian issuers to register an offering of investment grade debt or investment grade preferred securities that are offered for cash or in connection with an exchange offer under the Securities Act. The securities must be either non-convertible or not convertible for a period of at least one year from the date of issuance, and are thereafter only convertible into a security of another class of the issuer.

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

The principal function of the Commission’s forms 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 on Form F-9 can be used by investors and others in evaluating securities and making investment decisions with respect to such securities.

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

Form F-9 is filed electronically using the Commission’s Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

4. Effort to Identify Duplication

Form F-9 is a document designed to provide investors in Canadian securities with information concerning the registered securities and the Canadian issuer. This information is not readily available in the United States. Also, the disclosure regulations of various countries differ greatly and annual or similar reports may not contain all of the information mandated by Schedule A of the Securities Act as necessary for U.S. investors.

5. Methods Used to Minimize Burden on Small Entities

All filings on Form F-9 are made by certain Canadian “substantial issuers” (issuers of securities with a market value for their securities of at least C\$75 million). We believe these issuers have the resources available to prepare the necessary information for the Commission. However, those small entities that meet the definition of a “substantial issuer” are eligible to use Form F-9.

6. Description of Consequences of Less Frequent Collection

Persons considering investment in securities issued by Canadian companies would find it more difficult and expensive to obtain the necessary information without regulatory requirements imposed by the Commission. Also, to require less frequent reporting by foreign issuers would discriminate against domestic issuers.

7. Inconsistencies with Guidelines in 5 CFR 1320.6

Not applicable.

8. Consultation Outside the Agency

Form F-9 was proposed for public comment. No comments were received 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

Form F-9 is available to the public for review.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

Form F-9 takes approximately 25 hours per response to prepare and is filed by 18 respondents. We estimate that 25% of the 25 hours per response (6.25 hours) filer for annual reporting burden of 113 hours (6.25 hours per response x 18 responses). The estimated burden hours are made solely for the purposes of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

The remaining 75% of the 25 hours per response (18.75 hours) is prepared by outside counsel. We estimate the cost of outside counsel to be \$400 per hour for a total cost burden of \$135,000 (\$400 per hour x 18.75 hours per response x 18 responses). This estimate is made solely for the purposes of the Paperwork Reduction Act.

14. Estimated Cost To The Federal Government

Regarding the costs to the federal government, the Commission costs associated with the multi-jurisdictional registration system are approximately \$12,000. This figure is based upon the computation of staff time devoted to this project and the related overhead cost, valued at 35 percent of staff time.

15. Explanation of Changes In Burden

The increase in cost burden is due to an adjustment. The cost burden increased by \$34,000 due to the Commission increasing its cost estimate from \$300 per hour to \$400 per hour for outside counselors.

16. Information Collections 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 Methods

Not applicable.