

SUPPORTING STATEMENT FOR RULE 12d1-3

A. Justification

1. Necessity of Information Collection

Rule 12d1-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) is one of a series of regulations related to the procedures to be followed in the process of listing securities for trading on a national securities exchange. The Rule requires the governing committee or other corresponding authority of the exchange to certify to the Commission that a particular series of an issuer’s securities has been approved for listing by the exchange. The exchange is to provide the Commission with the following information: (1) the approval of the exchange for listing and registration; (2) the title of the security so approved; (3) the date of filing with the exchange of the application for registration and of any amendments thereto; and (4) any conditions imposed on such certification. The certification process works in conjunction with the Commission’s review of the issuer’s registration under Section 12 of the Exchange Act in order that the issuer’s Exchange Act registration statement may be declared effective by the Commission at the same time that the security in question is admitted to trading on a national security exchange.

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

Certification pursuant to Rule 12d1-3 are filed with the Commission by national securities exchanges. The certification permit the Commission’s staff to be aware of the fact that the issue of securities covered by the certification has been admitted to trading on an exchange and to be aware of any conditions imposed on the listing.

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

The Commission will consider whether to collect information required by Rule 12d1-3 electronically as a part of the EDGAR system. The EDGAR system is designed to reduce both the time and expense of companies and individuals required to submit information to the Commission.

4. Efforts to Identify Duplication

Duplication does not occur, since the specific information required by Rule 12d1-3 regarding certifying that a security has been approved by an exchange for listing is not required by any other rule administered by the Commission.

5. Effect on Small Entities

The national securities exchange filing certifications under Rule 12d1-3 are not small businesses.

6. Consequences of Less Frequent Collection

The legislative intent for this information collection could not be met by fewer collections.

7. Inconsistencies with Guidelines in 5 C.F.R. 1320.5

Not applicable.

8. Consultation Outside the Agency

Rule 12d1-3 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 Respondent

Not applicable.

10. Assurance of Confidentiality

All documents filed with the Commission are public documents.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

We estimated that it takes approximately one-half hour per response to provide the information required under Rule 12d1-3. The information is filed by 688 respondents for a total annual reporting burden of 344 hours (.5 hours per response x 688 responses). The estimated burden hours are made solely for the purposes of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

We estimate that 100% of the 344 total annual reporting burden hours is prepared by the filer and there is no additional cost associated with the information collection. It is therefore estimated that the cost is zero.

14. Estimate Cost to the Federal Government

The estimated cost to the federal government is approximately \$10,000 a year to review and process filings associated with Rule 12d1-3. This estimate is based on computation of the staff time devoted on this activity and the related overhead cost, value at 35% of the value of the staff time.

15. Explanation of Change in Burden

Not applicable.

16. Information Collection 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 Data

Not applicable.