

SUPPORTING STATEMENT FOR FORM F-8

A. Justification

1. Necessity of Information Collection

Form F-8 is one of four Securities Act registration forms pertaining to Canadian issuers under the multijurisdictional disclosure system. Form F-8 is used for the registration of securities to be issued in an exchange offer by Canadian issuers with at least thirty-six calendar months of reporting history with a securities commission in Canada, a class of securities listed on a designated Canadian securities exchange and a market value of common stock held by non-affiliates of at least \$75 million (Canadian). Form F-8, along with the other multijurisdictional forms and schedules, is designed to facilitate cross-border offerings by specified Canadian issuers.

The disclosure items of Form F-8 combined with the disclosure that has already been approved by a Canadian securities commission reflect the Commission's experience and best judgment as to information regarding an issuer and the offering that should be required to be disclosed to prospective investors.

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

The information collected required to be filed with the Commission permits verification of compliance with securities law requirements and assures the public availability and dissemination of such information. The information on Form F-8 can be used by security holders, investors, broker-dealers, investment banking firms, professional securities analysts and others in evaluating securities and when making investment decision with respect to such securities. Also, all investors benefit indirectly from submissions on Form F-8, as direct users effect transactions in securities on the basis of current information about the issuer's business and operations included in such filings, thereby causing the market prices of the securities to reflect such information.

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

Form F-8 is filed electronically using the Commission's Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

4. Efforts to Identify Duplication

Form F-8 is a document designed to provide investors in Canadian securities with information concerning the registered securities and the Canadian issuer. This information is not otherwise readily available in the United States.

5. Effect on Small Entities

All filings on Form F-8 are made by Canadian issuers of securities with a market value for their securities held by non-affiliates of at least \$75 million (Canadian).

6. Consequences of Less Frequent Collection

Persons in the United States considering investment in securities issued by Canadian companies would find it more difficult and expensive to obtain the necessary information if the issuer were not required to file the prospectus and other necessary information with the Commission. Also, to require less frequent reporting by foreign issuers would discriminate against domestic issuers.

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

Not applicable.

8. Consultation Outside the Agency

Form F-8 was proposed for public comment. No comments were received during the 60-day comments period prior to OMB's review this submission.

9. Payment or Gift to Respondent

Not applicable.

10. Assurance of Confidentiality

Form F-8 is public document.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

Form F-8 takes approximately one hour per response to prepared and is filed by 10 respondents. We estimate that 25% of the one hour per response (15 minutes) is prepared by the company for a total annual reporting burden of 3 hours (15minutes/60minutes x 10 responses = 2.5 hours rounded to 3 hours). The estimated burden hours are made solely for the 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 75% of the one hour per response (45 minutes) is prepared by the company's outside counsel. We estimate that it will cost \$400 per hour ($\$400 \times 75\%$ of the one hour (45minutes/60minutes) $\times 10$) for a total cost of \$3,000. The estimated cost burden is made solely for the purposes of the Paperwork Reduction Act and is not derived from a comprehensive or even a representative survey or study of the cost of Commission rules and forms.

14. Estimate Cost to the Federal Government

The estimated cost of preparing the proposal was approximately \$60,000. This estimate has been computed based on the. The figure is based upon the computation of staff time devoted to this activity and the related overhead cost, valued at 35 percent of 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.