

SUPPORTING STATEMENT

for the Paperwork Reduction Act Current Information Collection Submission for “Rule 17Ab2-1 and Form CA-1”

A. JUSTIFICATION

1. Necessity of Information Collection

As a result of the paperwork crisis that occurred in the late 1960s, during which the number of securities transactions exceeded the securities industry's capacity to process those transactions, Congress enacted the Securities Acts Amendments of 1975.¹ The laws directed the Commission to facilitate “a national system for the prompt and accurate clearance and settlement of transactions in securities” and authorized the Commission to oversee the U.S. clearance and settlement system.

As part of this directive, Section 17A(b)(1) of the Securities Exchange Act (“Act”) requires any clearing agency operating in interstate commerce to register with the Commission and Section 17A(b)(2) of the Act authorizes the Commission to establish rules to establish the process for clearing agencies to submit their registration application for consideration by the Commission that would include an applicant’s rules and any other information that the Commission deems necessary or appropriate. Section 17A(b)(3) of the Act prohibits the Commission from registering a clearing agency unless the clearing agency meets certain standards specified in that section including the ability to safeguard securities and the ability to enforce the clearing agency’s rules.

To implement Section 17A(b) of the Act, the Commission adopted Rule 17Ab2-1 and Form CA-1 on November 3, 1975. The rule provides that Form CA-1 must be submitted to the Commission by any entity applying to be a registered clearing agency. Furthermore, Rule 17Ab2-1 provides for temporary and permanent exemptions from registration, and temporary exemption from the standards for registration enumerated in Section 17A(b)(3) of the Act. In addition, the rule requires that certain portions of Form CA-1 be kept up-to-date.

The Commission adopted Rule 17Ab2-1 and Form CA-1 pursuant to authority found in Sections 2, 17, 17A, 19, and 23(a) of the Act (15 U.S.C. Sections 78b, 78q, 78q-1, 78s, and 78w, respectively).

2. Purpose and Use of the Information Collection

The Commission uses the information disclosed on Form CA-1 to (a) determine whether an applicant meets the standards for registration set forth in the Act, (b) enforce compliance with the Act’s registration requirements, and (c) provide information about specific registered clearing agencies for compliance and investigatory purposes. Without Rule 17Ab2-1, the Commission

¹ Pub. L. No. 94-29, 89 Stat. 97 (June 4, 1975).

could not perform these duties as statutorily required.

3. Consideration Given to Information Technology

Form CA-1 is officially submitted to the Commission as a paper (hardcopy) document. In the future, the Commission may consider the feasibility of permitting applicants to file Form CA-1 through the Commission's EDGAR system. Nonetheless, applicant's utilize various computer information systems to compile information sought by Form CA-1 such as financial statements and account statements.

4. Duplication

There is no duplication of the information that the Commission through Form CA-1.

5. Effect on Small Entities

Clearing agencies are generally sophisticated entities that are owned by their participants, namely banks and broker-dealers. Therefore, no information is requested from small businesses.

6. Consequences of Not Conducting Collection

The information collected by Form CA-1 is generally a one-time activity unless any material information previously submitted becomes inaccurate. In such case, the clearing agency would be required to update the form as soon as practicable by submitting an amended form to the Commission. Thus, the timing of the collection of information is as minimal as possible.

7. Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)

There are no special circumstances. This collection is consistent with the guidelines in 5 CFR 1320.8(d).

8. Consultations Outside the Agency

The required Federal Register notice with a 60-day comment period soliciting comments on this collection of information was published. No public comments were received.

9. Payment or Gift

No payments or gifts have been or will be made to respondents.

10. Confidentiality

Form CA-1 does not generally require applicants to reveal confidential information. Furthermore, the Commission generally makes completed Forms CA-1 available for public review or comment. However, some applicants request that some material that is especially sensitive for competitive reasons submitted on Form CA-1 be given confidential treatment (and

therefore not revealed to the public) by the Commission.

11. Sensitive Questions

While certain information may be kept confidential by the staff for competitive reasons (see Question 10, above), no sensitive information is collected pursuant to Rule 17Ab2-1 or Form CA-1.

12. Burden of Information Collection

The Commission receives approximately one Form CA-1 per year pursuant to Rule 17Ab2-1. The Commission staff estimates that the average Form CA-1 requires approximately 130 hours to complete and submit for approval. This burden is composed primarily of a one-time reporting burden that reflects the applicant's staff time (i.e. internal labor costs) to prepare and submit the form to the Commission. This estimate includes the burden associated with filing amendments to Form CA-1, which is required whenever the information contained in an applicant's or registrant's Form CA-1 becomes materially inaccurate. (The time burden related to preparing and submitting an amendment widely varies depending on the nature of the information that needs to be updated.) Since the Commission only receives an average of one submission per year and rarely receives amendments, the aggregate annual burden associated with compliance with Rule 17Ab2-1 and Form CA-1 is 130 hours.

13. Cost to Respondents

As noted in Question 12, the Commission receives approximately one Form CA-1 filing per year. The main cost to respondents is associated with generating, maintaining, and providing the information sought by Form CA-1. The external costs associated with such activities include fees charged by outside lawyers and accountants to assist the registrant collect and prepare the information sought by the form (though such consultations are not required by the Commission) and are estimated to be approximately \$18,000.

14. Costs to Federal Government

There are no material costs associated with this rule.

15. Changes in Burden

There are no changes in the burden.

16. Information Collection Planned for Statistical Purposes

The collections of information statistics for Rule 17Ab2-1 will not be published.

17. Display of OMB Approval Date

The Commission is not seeking approval to not display the expiration date for OMB approval.

18. Exceptions to Certification for Paperwork Reduction Act Submissions

This collection complies with the requirements in 5 CFR 1320.9.

B. COLLECTIONS OF INFORMATION EMPLOYING STATISTICAL METHODS

This collection does not involve statistical methods.