

SUPPORTING STATEMENT FOR FORM 8-A

A. Justification

1. Circumstances Making the Collection of Information Necessary

Form 8-A is used for registration of certain classes of securities pursuant to Section 12(b) or 12(g) of the Securities Exchange Act of 1934 (the “Exchange Act”). Section 12(a) requires securities traded on national securities exchanges to be registered. Section 12(b) authorizes the Securities and Exchange Commission (“the Commission”) to require issuers to include in such registration statements, in such detail as it deems necessary and appropriate for the protection of investors, specific kinds of information concerning the issuer, such as its organization, financial structure, business and securities. However, Section 12(b) applies only to issuers that list securities on an exchange. Section 12(g), and Rule 12g-1 promulgated thereunder, extend the Exchange Act registration requirements to issuers engaged in interstate commerce, or in a business affecting interstate commerce, and having total assets of \$10,000,000 or more and a class of equity security held of record by 500 or more persons.

Form 8-A is the special form for the registration of additional classes or series of securities by an issuer that is required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Form 8-A does not require as detailed disclosure as Form 10 concerning the issuer’s business because the use of Form 8-A by an issuer presupposes that more detailed information is or will be available through periodic reports pursuant to Section 13 or 15(d). The form requires disclosure of information concerning the particular class of securities being registered (such as dividend and voting rights in connection with common stock). This information may be provided by incorporation by reference to a comparable description contained in any other filing with the Commission. The Commission believes that this information is essential to a determination by an investor of the merits of the security. Form 8-A is used by an issuer to register a class of securities under the Exchange Act at the same time it is registering the securities under the Securities Act. By extending Section 12’s registration and related disclosure requirements in this manner Congress reaffirmed the importance of disclosure by issuers to the protection of investors.

2. Purpose and Use of the Information Collection

The information provided by Form 8-A is reproduced by private contractors directly from the Commission’s public files. The Commission provides this information to security holders, investors, brokers, dealers, investment banking firms, professional securities analysts and others in evaluating securities and making investment and voting decisions with respect to them. In addition, all investors benefit indirectly from the information filed on Form 8-A, as direct users effect transactions in securities on the basis of the current information included in such filings, thereby causing the market prices of the securities to reflect such information.

3. Consideration Given to Information Technology

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

4. Duplication of Information

The Commission is involved in an ongoing program designed to integrate the disclosure requirements of the Securities Act with the disclosure requirements of the Exchange Act.

5. Reducing the Burden on Small Entities

Small issuers exempt from registration are not subject to Form 8-A requirements. This includes the majority of small businesses.

6. Consequences of Not Conducting Collection

The legislative intent for this information collection could not be met by fewer collections. The protection of investors mandated by the Federal securities laws requires that issuers of securities to be registered on national securities exchanges and of certain other public-traded securities disclose basis information about their securities to be registered in order that potential investors may determine the merits thereof.

7. Special Circumstances

There are no special circumstances at this time.

8. Consultations with Persons Outside the Agency

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

9. Payment or Gift to Respondents

Not Applicable.

10. Confidentiality

Form 8-A is a public document.

11. Sensitive Questions

Not Applicable.

12. Estimate of Respondent Reporting Burden

Form 8-A takes approximately 3 hours to prepare and is filed by 1,170 respondents for a total of 3,510 burden hours. We believe Form 8-A would be prepared by the company. The estimated burden hours are made solely for the purposes of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

There is no annual burden cost.

14. Costs to Federal Government

Not applicable.

15. Explanation of Change in Burden

There is no change in the reporting burden or cost burden.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Display of OMB Approval Date

We request authorization to omit the expiration date on the electronic version of this form for design and scheduling reasons. The OMB control number will be displayed.

18. Exception to Certification for Paperwork Reduction Act Submissions

Not applicable.

B. Statistical Methods

Not applicable.