

SUPPORTING STATEMENT FOR REGISTRATION FORM F-80

A. JUSTIFICATION

1. Circumstances Making the Collection of Information

The Securities Act of 1933 ("Securities Act") was enacted in order to provide full and fair disclosure with respect to publicly offered securities and to prevent frauds 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 and containing remedial provisions for fraud. 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 (the "Commission").

Form F-80 is a Securities Act registration forms pertaining to Canadian issuers under the multijurisdictional disclosure system with Canada. Form F-80 is used for the registration of securities to be issued in an exchange offer by a Canadian issuer that has (1) less than forty percent of the class of securities subject to the offer held by U.S. shareholders (other than U.S. affiliates of the issuer); (2) a class of securities listed on a designated Canadian securities exchange for at least three calendar months; and (3) the market value of its common stock held by non-affiliates ("public float") is at least C\$75 million.

Form F-80 can also be used by certain Canadian issuers to register securities issued in connection with business combinations, provided that certain participants meet similar listing history, public float and U.S. security holder criteria. Form F-80, along with the other forms and schedules adopted by the Commission is designed to facilitate cross-border offerings by eligible Canadian issuers. Although Form F-80 creates burden hours, its cost should be measured against the overall savings resulting from the multijurisdictional disclosure system.

2. Purposes and Use of the Information Collection

The principal function of the Commission's forms, schedules and rules under the securities laws' disclosure provisions is to make information available to investors. The information 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. Private contractors reproduce much of the filed information and provide it to private parties. Security holders, investors, broker-dealers, investment banking firms, professional securities analysts and others use the Form F-80 information in evaluating securities and making investment decisions with respect to such securities. In addition, all investors benefit indirectly from submissions on Form F-80, 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. Consideration Given to Information Technology

Form F-80 is filed using the Commission's Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system.

4. Duplication of Information

Form F-80 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. Reducing the Burden on Small Entities

All exchange offer filings on Form F-80 will be made by Canadian issuers of securities with a public float of at least C\$75 million. These issuers should have the resources available to prepare the necessary information for the Commission. Some small entities will not be eligible to use Form F-80. However, those that are will be relieved of the burden of filing a Form S-1, a Form F-1, or other registration statement with the Commission.

6. Consequences of Not Conducting 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 issuers were not required to file the prospectus and other necessary information with the Commission. Also, less frequent reporting by foreign issuers would discriminate against domestic issuers.

7. Special Circumstances

Not applicable.

8. Consultations with Persons Outside the Agency

Form F-80 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. Confidentially

Form F-80 is a public document.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

Form F-80 takes approximately 2 hours to prepare and is filed by approximately 4 issuers for a total annual burden of 8 hours. The estimate of two hours of burden is based upon the amount of time necessary to compile the registration statement using the existing Canadian prospectus plus any additional information required by the Commission. The estimate of burden hours is made solely for the purpose of the Paperwork Reduction Act. It is 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 100% of the 8 total burden hours would be prepared by an outside law firm hired by the company. We estimate that it will cost \$400 per hour (\$400 cost per hour x 2 hours per response x 4 responses) for a total cost of \$3,200. The cost estimate is made solely for the purpose of the Paperwork Reduction Act.

14. Costs to Federal Government

Regarding the cost to the Federal Government, the Commission costs associated with the multijurisdictional disclosure system are approximately \$1,500.

15. Reason for Changes in Burden

Not applicable.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Approval to Omit Expiration 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. Exceptions to Certification for Paperwork Reduction Act Submissions

Not applicable.

B. STATISTICAL METHODS

Not applicable.