

SUPPORTING STATEMENT FOR RULE 12d1-3

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Rule 12d1-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) is one of a series of regulations that sets forth 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 class of an issuer’s securities has been approved for listing by the exchange. The certification provided to the Commission must contain 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 class of securities in question is approved for listing on a national securities exchange.

2. Purpose and Use of the Information Collection

Certifications pursuant to Rule 12d1-3 are filed with the Commission by national securities exchanges. The certification notifies the Commission’s staff that the class of securities covered by the certification has been approved for listing on an exchange and indicates any conditions imposed on the listing.

3. Consideration Given to Information Technology

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. Duplication of Information

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

5. Reducing the Burden on Small Entities

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

6. Consequences of Not Conducting Collection

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

7. Special Circumstances

Not applicable.

8. Consultations with Persons 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 Respondents

Not applicable.

10. Confidentiality

All documents filed with the Commission are public documents.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

We estimate 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 (0.5 hours per response x 688 responses). 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 there is no cost associated with this information collection because 100% of the burden is prepared by the issuer.

14. Costs to 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.

15. Reason for Change 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.