

SUPPORTING STATEMENT FOR NOTICE OF EXEMPT PRELIMINARY
ROLL-UP COMMUNICATION

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Rule 14a-2(b)(4) under the Securities Exchange Act of 1934 (“Exchange Act”) provides an exemption from Exchange Act Rules 14a-3 to 14a-6 (except Rules 14a-6(g) and 14a-6(p)), Rule 14a-8, Rule 14a-10, and Rules 14a-12 to 14a-15 for any solicitation in connection with a “roll-up transaction” (defined in Item 901(c) of Regulation S-K) in which the holder of a security that is the subject of a proposed roll-up transaction engages in preliminary communications with other holders of securities that are the subject of the same roll-up transaction for the purpose of determining whether to solicit proxies, consents, or authorizations in opposition to the proposed roll-up transaction. The exemption does not apply to a holder of 5% or more of the securities of a class that is the subject of the proposed roll-up transaction who engages in the business of buying and selling limited partnership interests in the secondary market unless that holder discloses such ownership interest and any relations to the parties of the transaction or to the transaction itself, to security holders to whom the communications are made as required by Rule 14a-6(n)(1) and as specified in the Notice of Exempt Preliminary Roll-Up Communication (“Notice”). Whether the communication is written or oral, the Notice must be furnished to the Commission.

2. Purpose and Use of the Information Collection

The purpose of the Notice is to provide the public information regarding ownership interests and any potential conflicts of interest of the person engaging in the solicitation.

3. Consideration Given to Information Technology

The Notice is filed electronically with the Commission using EDGAR.

4. Duplication of Information

Not applicable.

5. Reducing the Burden on Small Entities

Many small businesses are not subject to the proxy rule requirements because they do not have a class of securities registered under Section 12 of the Exchange Act. The Notice imposes a minimal burden on filers and must be filed only by holders of more than five percent of a class of securities that is the subject of the proposed roll-up transaction.

6. Consequences of Not Conducting Collection

The Notice is only filed once in connection with a proposed limited partnership roll-up transaction. Less frequent collection could result in failure to transmit useful information to the public markets.

7. Special Circumstances

Not applicable.

8. Consultations with Persons Outside the Agency

The request for extension of the Notice of Exempt Preliminary Roll-Up Communication was proposed for public comment. No public 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

The Notice is a public document.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Time Burden

We estimate that four respondents file the Notice annually at an estimated 0.25 hours per response for a total annual burden of one hour. 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 the filer prepares 100% of the filed information. There are no additional costs associated with the information collection.

14. Costs to Federal Government

There is minimal cost to the federal government.

15. Change in Burden

Not applicable.

16. Information Collection Planned for Statistical Purposes

Not applicable.

17. Approval to Omit OMB Expiration Date

We request authorization to omit the expiration date on the electronic version of this form. Including the expiration date on the electronic version of the form will result in increased costs, because the need to make changes to the form may not follow the EDGAR application's scheduled version release dates.

18. Exceptions to Certification for Paperwork Reduction Act Submissions

Not applicable.

B. STATISTICAL METHODS

Not applicable.