

SUPPORTING STATEMENT FOR FORM 10

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Sections 12(a) and 12(b) and 13 of the Securities and Exchange Act of 1934 (“Exchange Act”) help ensure that investors receive sufficient issuer-oriented information to make informed investment decisions. Section 12(a) prohibits any broker or dealer from trading a security on a national securities exchange unless the security is registered under the Exchange Act. Section 12(b) authorizes the Securities and Exchange Commission (“the Commission”) to require disclosure of specific kinds of information, in such detail as it deems necessary and appropriate for the protection of investors about the issuer, such as information about the issuer’s organization, financial structure, business and securities. Section 13 requires every issuer of a security registered pursuant to Section 12 to file periodic and current reports with the Commission.

Section 12(g) requires issuers engaged in interstate commerce, or in a business affecting interstate commerce that are not banks or bank holding companies, and that have total assets exceeding \$10,000,000 and a class of equity security held of record by either 2,000 persons or 500 persons who are not accredited investors. Section 12(g) registration is also required of such issuers if they are banks or bank holding companies with total assets exceeding \$10,000,000 and a class of equity security held of record by 2,000 or more persons.

Form 10 is the general form adopted by the Commission for the registration of securities pursuant to Section 12(b) or 12(g) of the Exchange Act. Form 10 requires financial and other information about such matters as the registrant’s business, properties, identity and remuneration of management, outstanding securities and securities to be registered and financial condition.

2. Purpose and Use of the Information Collection

The information collected is intended to ensure the adequacy of information available to investors about the company.

3. Consideration Given to Information Technology

All Form 10s filed with the Commission are required to be filed electronically on the Electronic Data Gathering, Analysis, and Retrieval (EDGAR) System.

4. Duplication of Information

There is no other source for the required information on Form 10.

5. Reducing the Burden on Small Entities

All issuers, including small entities that list securities on a national securities exchange, or that satisfy the registration thresholds in Section 12(g) are required to register with the Commission. The Commission has promulgated scaled disclosure requirements available to smaller reporting companies to reduce the disclosure burden on these companies.

6. Consequences of Not Conducting Collection

Not applicable.

7. Special Circumstances

Not applicable.

8. Consultations with Persons Outside the Agency

Before it was adopted, Form 10 was proposed for public comment. No comments were received during the 60 day comment period prior to OMB's review of this extension request.

9. Payment of Gift to Respondents

Not applicable.

10. Confidentiality

Form 10 is a public document.

11. Sensitive Questions

No information of a sensitive nature is required under this collection of information. Basic Personally Identifiable Information (PII) is required that may include name, business address, and residential address (for sole proprietor only), telephone/cellular/facsimile number, email address, and Tax ID Number (TIN). Records of Notice may be found at the following link:

<http://www.sec.gov/about/privacy/sorn/secsorn1.pdf>. The Privacy Impact Assessment (PIA) is provided as a supplementary document.

12. Estimate of Respondent Reporting Burden

Form 10 takes approximately 215.21 hours per response to prepare and is filed by approximately 238 respondents. We estimate that 25% of the 215.21 hours per response (53.803 hours) is prepared by the issuer for a total annual reporting burden of 12,805 hours (53.803 hours per response x 238 responses). The estimated burden hours are 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 75% of the 215.21 hours per response (161.408 hours) is prepared by outside counsel. We estimate that it will cost \$400 per hour (\$400 per hour x 161.408 hours per response x 238 responses) for an estimated total annual cost of \$15,366,042. The cost estimate is made solely for the purposes 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.

14. Costs to Federal Government

We estimate that the cost to federal government is \$350,000 to review and process Form 10.

15. Reason for Change in Burden

The decrease of \$1,958 in cost burden is due to an adjustment in the estimate of the number of hours used to calculate the cost burden.

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 the 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 application's scheduled version release dates. The OMB control number will be displayed.

18. Exception to Certification for Paperwork Reduction Act Submissions

Not applicable.

B. STATISTICAL METHODS

Not applicable.