

SUPPORTING STATEMENT FOR FORM 15

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Section 12(g)(4) of the Securities Exchange Act of 1934 (the “1934 Act”) provides that registration of a class of equity security shall be terminated in 90 days (or less as determined by the Commission) after the issuer files a certification stating that the number of holders of record of such class is fewer than 300 persons, or in the case of a bank or a bank holding company 1,200 persons. Similarly, Section 15(d) of the 1934 Act states that the duty to file reports under that section is automatically suspended if, at the beginning of the relevant fiscal year, the class of securities in question is held of record by fewer than 300 persons, or in the case of a bank or a bank holding company 1,200 persons. In order to facilitate compliance with these sections, the Commission adopted Form 15. In addition, Form 15 enables the Commission to expedite the processing of the certification requirements under Section 12(g)(4) of the Exchange Act. Also, it informs the public of those issuers whose duty to file reports pursuant to Section 15 has been suspended.

2. Purpose and Use of the Information Collection

The reported information on Form 15 is needed by the Commission to fulfill its statutory responsibility of determining whether to accelerate the effective date of the termination of registration and to apprise investors that periodic reports concerning the affected issuer will no longer be filed with the Commission.

3. Consideration Given to Information Technology

Form 15 is electronically filed using the Commission’s Electronic Data Gathering, Analysis and Retrieval (EDGAR) system.

4. Duplication of Information

No similar data is available and no other sources of this information are currently identified.

5. Reducing the Burden on Small Entities

This collection of information should not unduly burden small entities. Form 15 only requires companies to check the applicable boxes.

6. Consequences of Not Conducting Collection

The Commission would not have adequate grounds to accelerate the effective date of a termination of registration of a class of securities if less frequent collections are conducted. Furthermore, the public would not be informed that the registrant does not file periodic reports.

7. Special Circumstances

Not applicable.

8. Consultations with Person Outside the Agency

Form 15 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

Not applicable.

11. Sensitive Questions

No information of a sensitive nature would be required under this collection of information. The information collection collects basic Personally Identifiable Information (PII) that may include name, business address, and residential address (for sole proprietor only), telephone/cellular/facsimile number, email address, and Tax ID Number (TIN). The information collection is covered under the System of Records Notices (SORN), which may be found at the following link: <http://www.sec.gov/about/privacy/sorn/secsorn6.pdf>. The Privacy Impact Assessment (PIA) is provided as a supplemental document.

12. Estimated of Respondent Reporting Burden

We estimate that approximately 811 issuers file Form 15 annually and it takes approximately 1.5 hours per response to prepared for a total of 1,217 annual burden hours. The estimated burden hours are solely for the purpose 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

Form 15 does not directly impose any cost on respondents aside from the reporting burden.

14. Costs to Federal Government

The cost to review Form 15 is less than a \$1,000.

15. Reason for Change in Burden

The decrease in burden of 2,157 is due to an adjustment. The burden hour decrease is due to a decrease in the number of Form 15 filed with the Commission.

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 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. Exceptions to Certification for Paperwork Reduction Act Submissions

Not applicable.

B. STATISTICAL METHODS

Not applicable.