U.S. Securities and Exchange Commission

PAPERWORK REDUCTION ACT SUPPORTING STATEMENT

for the Extension of

Rules 8b-1 to 8b-5; 8b-10 to 8b-22; and 8b-25 to 8b-31

OMB Control Number 3235-0176

The U.S. Securities and Exchange Commission ("Commission" or SEC) submits this information collection request (ICR) pursuant to the Paperwork Reduction Act of 1995 (PRA), 44 U.S.C. Section 3501 et seq., with the following justification.

1. Necessity of Information Collection

The Investment Company Act of 1940 ("Investment Company Act")[1] requires every registered investment company to file a registration statement.[2] The Commission adopted rules 8b-1 to 8b-5; 8b-10 to 8b-22; and 8b-25 to 8b-31 ("rules under Section 8(b)") under Section 8(b) of the Investment Company Act to standardize the mechanics of registration under the Investment Company Act and to provide more specific guidance than provided by the statute for persons registering under the Investment Company Act.[3] Generally, the rules under Section 8(b) do not specify the information to be set forth in the registration statement, but rather set forth the procedures to be followed by a registrant in preparing and filing a registration statement with the Commission. The specific requirements applicable to registration under Section 8(b) generally relate to such matters as: interpretations of filing requirements; requirements for proper form, paper, printing, and language; riders and inserts; amendments to registration statements; omission of documents; and the time for filing registration statements. The rules under Section 8(b) of the Investment Company Act generally do not require the reporting of information. Rather, they describe procedures to assist respondents in preparing and filing registration statements.[4]

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1 15 U.S.C. 80a-1 *et seq.*

2 *See* Investment Company Act Section 8(b), 15 U.S.C. 80a-8(b).

3 17 CFR 270.8b-1 to 270.8b-5; 17 CFR 270.8b-10 to 8b-22; and 17 CFR 270.8b-25 to 8b-31. *See* Investment Company Act Release No. 26747 (Feb. 8, 2005) [70 FR 6556 (Feb. 8, 2005)]; Investment Company Act Release No. 1931 (Dec. 15, 1953) [18 FR 8575 (Dec. 19, 1953)].

4 Although the rules under Section 8(b) of the Investment Company Act are generally procedural in nature, two of the rules require respondents to disclose some limited information. Rule 8b-3 (17 CFR 270.8b-3) provides that whenever a registration form requires the title of securities to be stated, the registrant must indicate the type and general character of the securities to be issued. Rule 8b-22 (17 CFR 270.8b-22) provides that if the existence of control is open to reasonable doubt, the registrant may disclaim the existence of control, but it must state the material facts pertinent to the possible existence of control. The information required by both of these rules is necessary to ensure that investors have clear and complete information upon which to base an investment decision.

2. Purpose and Use of Information Collection

The rules under Section 8(b) set forth the procedures for preparing and filing a registration statement under the Investment Company Act. These procedures are intended to facilitate the registration process. As noted above, these rules generally do not require respondents to report information. However, to the extent that they do require respondents to report information, the purpose and use of the information reported on the various forms designated for use by investment companies is discussed in the Paperwork Reduction Act submissions for the individual registration forms.

3. Use and Consideration of Information Technology

The Commission's Electronic Data Gathering, Analysis, and Retrieval System ("EDGAR") automates the filing, processing, and dissemination of full disclosure filings. This automation has increased the speed, accuracy, and availability of information, generating benefits to investors and financial markets. Any information required to be reported by rules under Section 8(b) of the Investment Company Act is required to be filed electronically on EDGAR.[5]

4. Identifying and Minimizing Duplication

The Commission periodically evaluates rule-based reporting and recordkeeping requirements for duplication and reevaluates them whenever it proposes a rule or a change in a rule. The rules under Section 8(b) set forth procedures, which are not duplicative of any other rule, and there is no other rule that requires registered investment companies to provide the Commission with the same information.

5. Effect on Small Entities

The Commission reviews all rules periodically, as required by the Regulatory Flexibility Act,[6] to identify methods to minimize recordkeeping or reporting requirements affecting small businesses. The requirements of the rules under Section 8(b) do not distinguish between small entities and other funds. Although the burden on smaller funds to prepare and file registration statements may be greater than for larger funds, the Commission believes that imposing different requirements on smaller investment companies would not be consistent with investor protection and the purposes of the registration statements.

6. Consequences of Not Conducting Collection and Obstacles to Reducing Burden

Registration statements are filed once initially and then updated as appropriate. Less frequent updating would result in misleading information being presented to the public.

7. Inconsistencies with Guidelines in 5 CFR 1320.5(d)(2)

This collection is not inconsistent with 5 CFR 1320.5(d)(2).

8. Public Comment and Consultations Outside the Agency

The Commission and the staff of the Division of Investment Management participate in an ongoing dialogue with representatives of the investment company industry through public conferences, meetings, and informal exchanges. These various forums provide the Commission and staff with a means of ascertaining and acting upon the paperwork burdens confronting the industry. The Commission

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[5] *See* rule 101(a)(1)(v) of Regulation S-T, 17 CFR 232.101(a)(1)(v).

[6] 5 U.S.C. 601 *et seq.*

requested public comment on the collection of information requirements of the rules under Section 8(b) before it submitted this request for extension and approval to the Office of Management and Budget. The SEC did not receive public comment during the 60-day notice and comment period.

9. Payment or Gift to Respondents

Not applicable.

10. Assurance of Confidentiality and Privacy

No assurance of confidentiality was provided.

11. Collection Questions of a Sensitive Nature

Not applicable.

12. Estimated Time Burden and its Cost Equivalent

The Commission believes that it is appropriate to estimate the total respondent burden associated with preparing each registration statement form rather than attempt to isolate the impact of the procedural instructions under Section 8(b) of the Investment Company Act, which impose burdens only in the context of the preparation of the various registration statement forms. Accordingly, the Commission is not submitting a separate burden estimate for the rules under Section 8(b), but instead will include the hour burden for these rules in its estimates of hour burden for each of the registration forms under the Investment Company Act. The Commission is, however, submitting an hourly burden estimate of one hour for administrative purposes.

ICR Estimated Time Burden and its Cost Equivalent

Information Collections (ICs)	Requirement Type	Number of Respondents	Frequency of Response (Number of Responses per Respondent per Time Period)	Time per Response	Equivalent Cost per Response	Total Annual Time Burden (Hours)	Total Annual Cost Burden Equiv-alent ($)
Rules Under Section 8(b)	Reporting	1	1 annually	1 hour	$0	1 hour	$0
TOTAL ICs:		1			**ICR TOTAL:**	**1 Hour**	**$0**

13. Estimated Additional Cost Burden

The Commission believes that it is appropriate to estimate the total annual cost burden associated with the preparation of each registration form rather than attempt to isolate the impact of the procedural instructions under Section 8(b), which impose burdens only in the context of the preparation of the various registration statement forms. Accordingly, the Commission is not submitting a separate estimate of the cost burden of the rules under Section 8(b), but instead will include the cost burden for these rules in its estimates of cost burden for each registration form under the Investment Company Act.

14. Annual Cost to the Federal Government

The SEC is in the process of revising its methodologies to estimate annualized costs to the Federal government for all its relevant collections of information. The SEC anticipates that future extensions of this collection of information will reflect the revised methodologies

15. Reasons for Changes in Burden Estimates

There has been no change in estimated burden hours or cost burden.

16. Plans for Publishing Results

The results of any information collected will not be published.

17. Approval to Omit Display of OMB Expiration Date

The Commission is not seeking approval to not display the expiration date for OMB approval.

18. Exceptions to the Certification for Paperwork Reduction Act Submissions

The Commission is not seeking an exception to the certification statement.