

These recordkeeping requirements ensure that all registered transfer agents are maintaining the records necessary to monitor and keep adequate control over their own performance and to examine registered transfer agents on an historical basis for compliance with applicable rules.

It is estimated that approximately 1,248 registered transfer agents will spend a total of 142,272 hours per year complying with Rule 17Ad-7. Based on average cost per hour of \$50, the total cost of compliance with Rule 17Ad-7 is \$7,113,600.

The retention period for the recordkeeping requirement under Rule 17Ad-7 is six months to one year. In addition, such records must be retained for a total of two to six years or for one year after termination of the transfer agency, depending on the particular record or document. The recordkeeping requirement under Rule 17Ad-7 is mandatory to assist the Commission and other regulatory agencies with monitoring transfer agents and ensuring compliance with the rule. This rule does not involve the collection of confidential information.

Please note that an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

General Comments regarding the estimated burden hours should be directed to the following persons: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10102, New Executive Office Building, Washington, D.C. 20503; and (ii) Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 5th Street, N.W. Washington, D.C. 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: August 11, 1998.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Submission for OMB Review; Comment Request

Upon Written Request, Copies Available
From: Securities and Exchange
Commission, Office of Filings,
Information and Consumer Services, 450
Fifth Street, N.W., Washington, DC
20549

Extension:

Rule 53, SEC File No. 270-376, OMB
Control No. 3235-0426
Rule 54, SEC File No. 270-376, OMB
Control No. 3235-0427
Rule 55, SEC File No. 270-376, OMB
Control No. 3235-0430
Rule 57(a) and Form U-57, SEC File No.
270-376, OMB Control No. 3235-0428
Rule 57(b) and Form U-33-S, SEC File No.
270-376, OMB Control No. 3235-0429
Rule 1(c) and Form U5S, SEC File No. 270-
168, OMB Control No. 3235-0164
Rule 2 and Form U-3A-2, SEC File No.
270-83, OMB Control No. 3235-0161

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501, *et seq.*), the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget requests for extension of the previously approved collections of information discussed below.

Sections 32 and 33 of the Public Utility Holding Company Act of 1935, as amended ("Act"), and rules 53, 54, 55 and 57 thereunder, permit holding companies registered under the Act to make direct or indirect investments in exempt wholesale generators ("EWGs") and foreign utility companies ("FUCOs"), as defined in sections 32 and 33 of the Act, respectively, without the prior approval of the Commission, if certain conditions are met. Rules 53, 54 and 55 do not create a reporting burden for respondents. These rules, do, however, contain a recordkeeping and retention requirement. The purpose of requiring the availability of books and records identifying investments in and earning from any subsidiary EWG or FUCO is to allow the Commission to monitor the extent and the effect of registered holding companies' investments in these new entities. This criterion was specifically cited by Congress as an appropriate item for inclusion in the Commission's rulemaking. The Commission estimates that the total annual reporting and recordkeeping burden of collections under each of rules 53, 54 and 55 is 110 hours per rule (e.g., 11 responses per rule \times 10 hours per rule = 110 burden hours per rule).

Rule 57 imposes two reporting requirements, First, and pursuant to rule

57(a), companies seeking FUCO (status must file a notification on Form U-57 on the occasion of each transaction involving the acquisition of a FUCO. In instances where non-utility entities acquire a FUCO, Form U-57 is the Commission's sole source of information regarding such projects. Even when public-utility companies make the acquisition, Form U-57 may provide the only prospective data available to the Commission with respect to such acquisition. The Commission estimates that the total reporting and recordkeeping burden of collections under rule 57(a) is 144 hours (e.g., 48 responses \times 3 hours = 144 burden hours).

The second reporting requirement of Rule 57 is the filing of Form U-33-S, which imposes an annual reporting requirement on any public-utility company that acquires one or more FUCOs. The information form Form U-33-S allows the Commission to monitor overseas investments by public-utility companies. The Commission estimates that the total reporting and recordkeeping burden of collections under rule 57(b) is 267 hours (e.g., 89 responses \times 3 hours = 267 burden hours).

Section 3 of the Act and rule 2 under the Act require the Commission to monitor exempt holding companies to make sure that exemptions are not detrimental to the public interest or the interest of investors or consumers. Form U-3A-2 is the single uniform periodic submission which allows the staff to effectively accomplish this task. The Commission estimates that the total reporting and recordkeeping burden of collections under rule 2 is 319 hours (e.g., 91 responses \times 3.5 hours = 319 burden hours).

Section 5 of the Act imposes similar duties on the Commission with respect to registered holding companies. The Form U5S allows the staff to gather an annual "snapshot" of each registered system for review and comparison with other systems. Relying on the fragmented information submitted with applications on Form U-1 for Commission approval of certain transactions, or other submissions by registered holding companies or their subsidiaries, would not be an appropriate substitute for the comprehensive and timely information provided on Form U5S. The Commission estimates that the total reporting and recordkeeping burden of collections under Form U5S is 4,142 hours (e.g., 19 responses \times 218 hours = 4,142 burden hours).

These estimates of average burden hours are made solely for the purposes

of the Paperwork Reduction Act and are not derived from a comprehensive or even a representative survey or study of the costs of SEC rules and forms.

Rules 1(c), 2, 53, 54, 55, 57(a) and 57(b) each impose a mandatory recordkeeping requirement of this information collection. It is mandatory that qualifying companies provide the information required by rules 2, 53, 54, 55, 57(a) and 57(b), and it is mandatory that registered holding companies provide the information required by rule 1(c). There is no requirement to keep the information in the forms confidential because it is public information.

Written comments regrading the above information should be directed to the following persons: (i) Desk officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget ("OMB"), (Project Numbers 3235-0426 [Rule 53], 3235-0427 [Rule 54], 3235-0430 [Rule 55], 3235-0428 [Form U-57], 3235-0429 [Form U-33-S], 3235-0168 [Form U5S], and 3235-0161 [Form U-3A-2], Room 10202, New Executive Office Building, Washington, D.C. 20503; and (ii) Michael E. Bartell, Associate Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: August 17, 1998.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Submission for OMB Review; Comment Request

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extension:

Rule 45, SEC File No. 270-164, OMB Control No. 3235-0154
Rule 52, SEC File No. 270-326, OMB Control No. 3235-0369

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*) The Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget requests for extension of the previously approved collections of information discussed below.

Rule 45 under the Public Utility Holding Company Act of 1935 (15 U.S.C. 79A, *et seq.*) ("Act") imposes a filing requirement on registered holding companies and their subsidiaries under section 12(b) of the Act. Under the requirement, the companies must file a declaration seeking authority to make loans or otherwise extend credit to other companies in the same holding company system. Among others, the rule excepts from the filing requirement the performance of payment obligations under consolidated tax agreements. The purpose of the rule is to ensure that registered holding companies and their subsidiaries do not engage in activities that are a detriment to interests the Act is designed to protect (*i.e.*, cross-subsidization). The Commission estimates that the total annual reporting and recordkeeping burden is 46 hours. (*e.g.*, 14 recordkeepers \times approximately 3.3 hours = approximately 46 hours).

It is mandatory that qualifying companies provide the information required by rule 45. There is no requirement to keep the information confidential because it is public information.

Rule 52 permits public utility subsidiary companies of registered holding companies to issue and sell certain securities without filing a declaration if certain conditions are met. The Commission estimates that the total annual reporting and recordkeeping burden of collections under rule 52 is 33 hours (*e.g.*, 33 responses \times one hour = 33 burden hours).

There is no recordkeeping requirement of this information collection. It is mandatory that qualifying companies provide the information required by rule 52. There is no requirement to keep the information confidential because it is public information.

The estimates of average burden hours are made for the purposes of the Paperwork Reduction Act and are not derived from a comprehensive or even a representative survey or study of the costs of Commission rules and forms. It should be noted that "an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number."

General comments regarding the above information should be directed to the following persons: (i) Desk officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget ("OMB"), Room 10202, New Executive Office Building, Washington, D.C. 20503; and (ii) Michael E. Bartell, Associate

Executive Director, Office of Information Technology, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Comments must be submitted to OMB within 30 days of this notice.

Dated: August 19, 1998.

Margaret H. McFarland,

Deputy Secretary.

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SECURITIES AND EXCHANGE COMMISSION

Requests Under Review by Office of Management and Budget

Upon Written Request, Copies Available From: Securities and Exchange Commission, Office of Filings and Information Services, Washington, DC 20549.

Extensions:

Reg. D, SEC File No. 270-72, OMB Control No. 3235-0076

Reg. A, SEC File No. 270-110, OMB Control No. 3235-0286

Notice is hereby given that pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") has submitted to the Office of Management and Budget requests for approval of extension on the following:

Regulations A and D provide exemptions from the registration requirements of the Securities Act of 1933 ("Securities Act"). Regulation A provides a conditional small issues exemption and Regulation D sets forth rules governing the limited offer and sale of securities without Securities Act registration. Those relying on Regulation A must file a Form 1-A and those relying on Regulation D file a Form D. Issuers of securities are the likely respondents. Approximately 186 respondents file Regulation A annually for a total annual burden of 115,506 hours. Approximately 8,605 respondents file Regulation D annually for a total annual burden of 137,680 hours.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

Written comments regarding the above information should be directed to the following persons: (i) Desk Officer for the Securities and Exchange Commission, Office of Information and Regulatory Affairs, Office of Management and Budget, Room 10202, New Executive Office Building,