

SUPPORTING STATEMENT FOR FORM 10-K

A. JUSTIFICATION

1. CIRCUMSTANCES MAKING THE COLLECTION OF INFORMATION NECESSARY

Form 10-K is used for annual reports filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”). The annual report on Form 10-K provides a comprehensive overview of a company’s business and financial condition and includes audited financial statements.

The Commission adopted amendments to its rules and forms to conform them to Section 404(c) of the Sarbanes-Oxley Act, as added by Section 989G of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”). Section 404(c) provides that Section 404(b) of the Sarbanes-Oxley Act shall not apply with respect to any audit report prepared for an issuer that is neither an accelerated filer nor a large accelerated filer as defined in Rule 12b-2 under the Exchange Act. These filers are sometimes referred to as “non-accelerated filers.” Prior to enactment of the Dodd-Frank Act, a non-accelerated filer would have been required to include an attestation report of its registered public accounting firm on internal control over financial reporting in the filer’s annual report filed with the Commission for fiscal years ending on or after June 15, 2010.

2. PURPOSE AND USE OF THE INFORMATION COLLECTION

The annual report on Form 10-K provides a comprehensive overview of a company’s business and financial condition and includes audited financial statements.

3. CONSIDERATION GIVEN TO INFORMATION TECHNOLOGY

Form 10-K 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 OF SMALL ENTITIES

Not applicable.

6. CONSEQUENCES OF NOT CONDUCTING COLLECTION

Investors would not have timely information if less frequent collections are conducted.

7. SPECIAL CIRCUMSTANCES

Not applicable.

8. CONSULTATION WITH PERSONS OUTSIDE THE AGENCY

Not applicable.

9. PAYMENT OR GIFT TO RESPONDENTS

Not applicable.

10. CONFIDENTIALITY

Not applicable.

11. SENSITIVE QUESTIONS

Not applicable.

12. ESTIMATE OF RESPONDENT REPORTING BURDEN

Based on the number of non-accelerated filers that filed an annual report in 2009, we estimate that approximately 4,400 non-accelerated filers file Form 10-K annually. The current burden estimates for Form 10-K attribute 0.5 burden hours per issuer for filing the auditor attestation report, including the burden attributed to the related disclosure in the annual report, and do not include any burden attributed to the audit work.

Form 10-K is filed by approximately 13,545 filers annually. As result of the amendments adopted by the Commission Form 10-K takes 2,102.807726 hours per response to prepare. We estimate that 75% of the 2,102.807726 hours per response (1,577.105795 hours) is prepared by the filer for a total annual reporting burden of 21,361,898 hours (1,577.105795 hours per response x 13,545 responses).

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 10-K does not directly impose any cost on respondents aside from the reporting burden.

Form 10-K is filed by 13, 545 filers. As result of the amendments adopted by the Commission, we estimate that the cost per response is \$210,280.76781 for an annual cost burden of \$2,848,253,000 ($\$210,280.76781 \times 13,545$ responses).

The estimated cost burden is made solely for purposes of the Paperwork Reduction Act. The cost is not derived from a comprehensive or even a representative survey or study of the cost by the Commission.

14. COSTS TO FEDERAL GOVERNMENT

Any reduction in staff review cost is minimal.

15. REASON FOR CHANGE IN BURDEN

The Commission had previously estimated the burden of complying with Section 404(b) of the Sarbanes-Oxley Act assuming that all filers of Form 10-K would file an auditor's attestation report. The filers that were included in the estimate but are no longer subject to the 404(b) requirement are sometimes referred to as "non-accelerated filers."

We estimate that approximately 4,400 non-accelerated filers file Form 10-K annually. The current burden estimates for Form 10-K attribute 0.5 burden hours per issuer for filing the auditor attestation report, including the burden attributed to the related disclosure in the annual report, and do not include any burden attributed to the audit work.

Consistent with the burden estimates for Form 10-K, that estimate is then split 75% and 25% between internal staff and external professionals for Form 10-K. The estimate assumes an hourly rate of \$400 for external professionals. Accordingly, we are reducing the aggregate burden estimate by 1,650 hours of internal staff time and \$220,000 for external professional services.

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.

16. INFORMATION COLLECTION PLANNED FOR STATISTICAL PURPOSES

Not applicable.

17. DISPLAY OF OMB APPROVAL DATE

We request authorization to omit the expiration date on the electronic version of this form for design and scheduling reasons. The OMB control number will be displayed.

18. EXCEPTIONS TO CERTIFICATION FOR PAPERWORK REDUCTION ACT SUBMISSIONS

Not applicable.

B. STATISTICAL METHODS

Not applicable.