

Change Justification for Form 5

We are adjusting this information collection consistent with the repeal of PUHCA in section 1263 of the Energy Policy Act of 2005. The staff is re-estimating the number of responses to this form to make it consistent with the EDGAR filing record. No substantive or material changes are being made to this information collection. The SEC received approximately 4,600 Form 5 filings in calendar year 2010, a decrease of 4,400 responses, resulting in a decrease of 4,400 annual burden hours.