

SUPPORTING STATEMENT FOR FORM 5

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Under Section 16(a) of the Securities Exchange Act of 1934 (“Exchange Act”) every person who is directly or indirectly the beneficial owner of more than 10 percent of any class of any equity security (other than an exempted security) which registered pursuant to Section 12 of the Exchange Act, or who is a director or an officer of the issuer of such security (collectively “reporting persons”), must file statements setting forth their security holdings in the issuer with the Commission. Form 5 is used by reporting persons as an annual statement of beneficial ownership of securities and must be filed on or before the 45th day after the end of the issuer’s fiscal year end.

Congress enacted Section 16 in 1934 to combat the many abuses of insider trading. Congress also updated the Section 16 reporting requirements through the Sarbanes-Oxley Act of 2002. Section 16 was updated because Congress found evidence of officers, directors, and major shareholders who manipulated stock prices and profited from information at their disposal. The section was intended to be a defense to curb such abuses through disclosure and short-swing profit recovery.

2. Purpose and Use of the Information Collection

The principal function of the Commission’s forms and rules under the disclosure provisions of the federal securities laws is to make information available to the securities market. Moreover, the information required by the Commission permits verification of compliance with securities law requirements and assures the public availability and dissemination of such information. The Commission uses little of the collected information itself (except on an occasional basis in the enforcement of the securities laws). In this respect, these information collections differ significantly from most other federal information collections that are primarily used for the benefit of the collecting agency.

3. Consideration Given to Information Technology

The Commission requires the electronic filing of Form 5 through the Electronic Data Gathering, Analysis and Retrieval (EDGAR) computerized filing system.

4. Duplication of Information

Although some of the Form 5 disclosure requirements may overlap with Form 144 and Schedule 13D and G reporting requirements; such requirements typically serve different purposes and affect different classes of filers.

5. Reducing the Burden on Small Entities

Only reporting persons of small entities that have securities registered under Exchange Act Section 12 are subject to the information collection requirements of Form 5.

6. Consequences of Not Conducting Collection

The legislative intent behind this information collection could not be met by fewer collections. The protection of investors as mandated by the federal securities laws requires insiders of companies with securities registered under Section 12 to disclose basic information about their securities ownership and transactions.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

Form 5 was proposed for public comment. No comments were received on this request during the 60-days comment period prior to OMB's review of this submission.

9. Payment or Gift to Respondents

Not applicable.

10. Confidentiality

Form 5 information is available to the public upon request.

11. Sensitive Questions

No information of a sensitive nature is required under this collection of information. The information collection collects basic Personally Identifiable Information (PII) that may include name, residential address, telephone/cellular/facsimile number, email address, and Tax ID Number (TIN). Records Notice may be found at the following link: <http://www.sec.gov/about/privacy/sorn/secorn5.pdf>. The Privacy Impact Assessment (PIA) for EDGAR is attached to this submission as a supplementary document.

12. Estimate of Respondent Reporting Burden

Form 5 is filed by approximately 4,600 reporting persons annually and we estimate that it takes approximately one hour to prepare the form for a total of 4,600 annual burden hours. The estimated burden hours are solely for the purpose of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

Form 5 is prepared by the filer or by corporate counsel as opposed to outside counsel.

14. Costs to Federal Government

The estimated cost to the Commission to administer Form 5 is approximately \$25,000.

15. Reason for Change in Burden

There is no change in burden.

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.