

SUPPORTING STATEMENT FOR FORM T-2

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

An individual proposing to serve as a trustee under an indenture to be qualified under the Trust Indenture Act of 1939 (“Act”) must state his eligibility and qualification on Form a T-2 filed with the Securities and Exchange Commission (“Commission”). Form T-2 requires a potential trustee to disclose affiliations with the issuer and its underwriters, trusteeships under other indentures of the same issuer, certain relationships between the trustee and the issuer or an underwriter for the issuer including a directorship, partnership, office holding or employment, the amount of securities of the issuer or any of its underwriters held by the trustee, and holdings by the trustee of any securities of a person owning 50% or more of the voting securities of the issuer.

2. Purposes and Use of the Information Collection

Form T-2 is reviewed by the staff in deciding whether to qualify an indenture relating to securities offered to the public in an offering registered with the Commission under the Securities Act of 1933 or, if the offering is not registered, upon application for qualification under the Form T-3 pursuant to the Act. The information in the Form T-2 provides a basis for deciding that the trustee is qualified. The basis for that decision would be unavailable without the information disclosed in Form T-2.

3. Consideration Given to Information Technology

The information required by Form T-2 (Exhibit 25) is filed electronically with the Commission on the EDGAR system as a part of a company’s registration statement.

4. Duplication of Information

Form T-2 contains information regarding an applicant’s current relationships with a particular issuer and other specific entities. The form is filed only once. There is no possibility of duplication and similar information does not exist.

5. Reducing the Burden on Small Entities

Not applicable.

6. Consequences of Not Conducting Collection

Form T-2 is filed only once and similar information is non-existent. Furthermore, fewer collections would eliminate a basis for qualification of the indenture.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

Form T-2 was proposed for public comment. No comments were received on this request during the 60-day comment period prior to OMB's review of this submission.

9. Payment or Gift to Respondents

Not applicable.

10. Confidentiality

All documents filed with the Commission are public documents.

11. Sensitive Questions

Not applicable.

12. Estimate of Respondent Reporting Burden

Form T-2 takes approximately 9 hours per response to prepare and is filed by 36 respondents. We estimate that 25% of 9 hours per response (2 hours) is prepared by the company for a total annual reporting burden of 72 hours (2 hours per response x 36 responses). The estimate of burden hours is made solely for the purpose of the Paperwork Reduction Act. It is 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

We estimate that 75% of the 9 hours per response (7 outside hours) is prepared by the filer's outside counsel. We estimate that it will cost \$400 per hour (\$400 x 7 hours per response x 36 responses) for a total cost of \$100,800. The cost estimate is made solely for the purpose of the Paperwork Reduction Act.

14. Costs to Federal Government

The estimated cost to the government is approximately \$1,800 a year to administer Form T-2. This estimate is solely for the purpose of the Paperwork Reduction Act and is not derived from a comprehensive or even a representative survey or study of costs of SEC rules and forms.

15. Reason for Change in Burden

Not applicable.

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 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.