

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR FORM T-3

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

An issuer of debt securities to be offered to the public in an offering that is not registered under the Securities Act of 1933 must qualify the indenture under the Trust Indenture Act of 1939 (“Act”) by filing a Form T-3 application with the Securities and Exchange Commission (“Commission”). Qualification of the indenture extends the protection of the Act to debt holders in offerings that exempt from Securities Act registration but deemed by Congress to merit the protections afforded by an indenture qualified under the Act. The form includes general information about the issuer of the debt securities to be offered, the basis for the exemption from Securities Act registration, a list of affiliates of the applicant, a list of underwriters for the issuer and of its principal security holders, a list of underwriters for the issuer and summary capitalization information and a description of the indenture to be qualified.

2. Purpose and Use of the Information Collection

Form T-3 is reviewed by the staff in deciding whether to qualify an indenture relating to securities offered to the public in an offering registered under the Securities Act of 1933. The information in the Form T-3 provides a basis for deciding that the trustee is qualified and that the proposed trustee is not disqualified because of a conflicting interest.

3. Consideration Given to Information Technology

The information required by Form T-3 is filed electronically using the Electronic Data Gathering, Analysis, and Retrieval System (EDGAR) with the Commission.

4. Duplication of Information

Form T-3 contains information unavailable from other sources.

5. Reducing the Burden on Small Entities

Small entities do not file Form T-3.

6. Consequences of Not Conducting Collection

Form T-3 is filed only once. Furthermore, fewer collections would eliminate a basis for the decision to qualify an indenture.

7. Special Circumstances

Not applicable.

8. Consultations with Persons Outside the Agency

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

No information of a sensitive nature, including social security numbers, will be required under these collections of information. The information collections collect basic Personally Identifiable Information (PII) that may include name and job title. However, the agency has determined that the information collections do not constitute a system of record for purposes of the Privacy Act. Information is not retrieved by a personal identifier. In accordance with Section 208 of the E-Government Act of 2002, the agency has conducted a Privacy Impact Assessment (PIA) of the EDGAR system, in connection with this collection of information. The EDGAR PIA, published on January 29, 2016, is provided as a supplemental document and is also available at <https://www.sec.gov/privacy>.

12. Estimate of Respondent Reporting Burden

Table 1. Estimated paperwork burden hours and Cost Burden for Form T-3

	Number of responses (A)	Internal Burden hours/form (B) = 0.25%	Total burden hours (C)=(A)*(B)	Professional issuer time (D) = (.75%)	External professional time per response (E) = (D) x 400	Professional costs (F)=(E)*(A)
Form T-3	16	11	176	32	\$12,800	\$204,800
Total	16	11	176	32	\$12,800	\$204,800

For purposes of the Paperwork Reduction Act ("PRA"), we estimate that Form T-3 takes approximately 43 hours per response to comply with the collection of information requirements and is filed by approximately 16 respondents. We derived our burden hour estimates by estimating the average number of hours it would take the filer to compile the necessary information and data, prepare and review disclosure, file documents and retain records. In connection with rule amendments to the form, we occasionally receive PRA estimates from

public commenters about incremental burdens that are used in our burden estimates. We believe that the actual burdens will likely vary among individual companies based on the size and complexity of their organization and the nature of their operations. We further estimate that 25% of the collection of information burden is carried by the filer internally and that 75% of the burden of preparation is carried by outside professionals retained by the filer. Based on our estimates, we calculated that 25% of the 43 hours per response (11 hours) is prepared by the filer for a total annual reporting burden of 176 hours (11 hours per response x 16 responses). For administrative convenience, the presentation of the totals related to the paperwork burden hours have been rounded to the nearest whole number. The estimated burden hours are made solely for the purpose of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

We estimate that 75% of the 43 hours per response (32 hours) is prepared by the filer's outside counsel. We estimate an hourly cost of \$400 for outside legal and accounting services used in connection with public company reporting. This estimate is based on our consultations with registrants and professional firms who regularly assist registrants in preparing and filing disclosure documents with the Commission. Our estimates reflect average burdens and therefore, some companies may experience costs in excess of our estimates and some companies may experience costs that are lower than our estimates. Based on our estimate, we calculated the total annual cost to be \$204,800 (\$400 x 32 hours per response x 16 responses). For administrative convenience, the presentation of the totals related to the paperwork the cost totals have been rounded to the nearest dollar. The cost estimate is made solely for the purpose of the Paperwork Reduction Act. See Table 1.

14. Costs to Federal Government

The estimated cost to the government is approximately \$5,000 a year to administer Form T-3. 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 the cost of Commission rules and forms.

15. Reason for Change in Burden

Table 2. Summary of the Change in Burden Hours and Cost Burden

IC Title	Annual No. of Responses			Annual Time Burden (Hours)			Annual Burden Cost Burden (\$)		
	Previously Approved	Requested	Change	Previously Approved	Requested	Change	Previously Approved	Request	Change
Form T-3	12	16	4	132	176	44	\$153,600	\$204,800	\$51,200

The increase in burden of 44 hours and the increase in cost burden of \$51,200 are due to increase in the number of Forms T-3 filed with the Commission.

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.