

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 (EDGAR) system 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

There are no special circumstances.

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

No payment or gift has been provided to any respondents.

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 February 5, 2020, is provided as a supplemental document and is also available at <https://www.sec.gov/privacy>.

12. Estimate of Respondent Reporting Burden

**Estimated Reporting Burden**

Information Collection Title	OMB Control Number	Number of Responses	Burden Hours
Form T-3	3235-0105	11	121

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 11 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 121 hours (11 hours per response x 11 responses). For administrative convenience, the paperwork burden hours has been rounded to the nearest whole number. The burden estimate for the hours is made solely for the purpose of the Paperwork Reduction Act.

13. Estimate of Total Annualized Cost Burden

**Estimated Cost Burden**

Information Collection Title	OMB Control Number	Number of Responses	Cost Burden
Form T-3	3235-0105	11	\$140,800

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 \$140,800 (\$400 x 32 hours per response x 11 responses). For administrative convenience, the paperwork cost burden has been rounded to the nearest dollar. The cost burden estimate is made solely for the purpose of the Paperwork Reduction Act.

14. Costs to Federal Government

The annual cost of reviewing and processing disclosure documents, including registration statements, post-effective amendments, proxy statements, annual reports and other filings of operating companies amounted to approximately \$119,447,840 in fiscal year 2020, based on the Commission's computation of the value of staff time devoted to this activity and related overhead.

15. Reason for Change in Burden**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	Decrease In Responses	Previously Approved	Requested	Decrease In Burden	Previously Approved	Request	Decrease In Cost Burden
Form T-3	16	11	5	176	121	-55	\$204,800	\$140,800	(\$64,000)

The decrease in burden of 55 hours and the decrease in cost burden of \$64,000 are due to decrease in the number of Forms T-3 filed with the Commission.

16. Information Collection Planned for Statistical Purposes

The information collection is not planned for statistical purposes.

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

There are no exceptions to certification for Paperwork Reduction Act submissions.

B. STATISTICAL METHODS

The information collection does not employ statistical methods.