

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR FORM T-6

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

Under the Trust Indenture Act of 1939 (“Act”) a foreign corporation or other person proposing to serve as trustee under a qualified indenture must state its eligibility and qualification to serve as trustee on Form T-6 that is filed with the Securities and Exchange Commission (“Commission”).

As required by Section 310(a)(1) of the Act, the foreign trustee must provide evidence that it is authorized to exercise corporate trust powers, it is subject to supervision or examination by authority of the foreign government or a political subdivision thereof substantially equivalent to supervision or examination applicable to U.S. institutional trustees, and U.S. institutional investors are eligible to act as sole trustees under indentures in the foreign jurisdiction. In addition, the form requires the foreign trustee to file a report of condition and a written consent to service of process.

Additional information required by the form regards possible conflicts of interest, which would disqualify the trustee from serving. This information relates to affiliations with the issuer or its underwriters, the amount of voting securities of the trustee, any outstanding trusteeships under other indentures of the same issuer, interlocking directorates and similar relationships with the issuer or its underwriters, voting securities of the trustee owned by the issuer or its officials, voting securities of the trustee owned by underwriters of the issuer, securities of the issuer owned or held by the trustee, securities of the underwriters owned or held by the trustee, ownership or holdings by the trustee of voting securities of affiliates of the issuer, and ownership or holdings by the trustee of any securities of a person owning 50% or more of the voting securities of the issuer.

2. Purpose and Use of the Information Collection

The information in the Form T-6 provides a basis for deciding that a foreign trustee is qualified. If the information contained in the Form T-6 were collected, the basis for that decision would be unavailable.

3. Consideration Given to Information Technology

Form T-6 must be filed electronically using the Commission’s Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system.

4. Duplication of Information

Form T-6 contains information regarding an applicant's current relationships with a particular issuer and other specific entities. This information is not duplicated.

5. Reducing the Burden on Small Entities

Small entities do not file Form T-6.

6. Consequences of Not Conducting Collection

Form T-6 is filed only once and discloses information essential to determine the eligibility of foreign trustees under Section 310(a)(1) of the Act. Failure to collect this information would eliminate a basis for qualification of the indenture.

7. Special Circumstances

There are no special circumstances.

8. Consultations with Persons Outside the Agency

No comments were received 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 this collection of information. The information collection collects basic Personally Identifiable Information (PII) that may include name and job title. However, the agency has determined that the information collection does 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-6	3235-0391	1	4

For purposes of the Paperwork Reduction Act (“PRA”), we estimate that Form T-6 takes approximately 17 hours per response to comply with the collection of information requirements and is filed by approximately 1 respondent. We derived our burden hour estimates by estimating the average number of hours it would take the trustee to compile the necessary information to determine eligibility to serve as a trustee for qualified indenture. 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 further estimate that 25% (4.25 hours) of the collection of information burden is carried by the trustee internally and that 75% (12.75 hours) of the burden of preparation is carried by outside professionals retained by the trustee to assist in the preparation of the form. Based on our estimates, we calculated the total reporting burden to be 4 hours (4.25 hours per response x 1 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-6	3235-0391	1	\$5,100

We estimate that 75% of the 17 hours per response (12.75 burden hours) is prepared by the filer’s outside counsel. We estimate that it will cost \$400 per hour (\$400 x 12.75 hours x 1 response) for a total cost of \$5,100. We estimate an hourly cost of \$400 for outside legal and accounting services used in connection with a 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. 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

There is no change in burden.

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.

A. STATISTICAL METHODS

The information collection does not employ statistical methods.