

SUPPORTING STATEMENT
FOR THE PAPERWORK REDUCTION ACT INFORMATION COLLECTION
SUBMISSION FOR FORM T-1

A. JUSTIFICATION

1. Circumstances Making the Collection of Information Necessary

A corporation proposing to serve as trustee under an indenture to be qualified under the Trust Indenture Act of 1939 (“Act”) must state its eligibility and qualification on a Form T-1 (17 CFR 269.1) filed with the Securities and Exchange Commission (“Commission”). The information called for relates to a potential trustee’s eligibility to serve. The form requires the potential trustee to show that it has the authority to exercise trust powers and to include a copy of a call sheet filed with the banking authorities disclosing summary financial information. Other information discloses possible conflicts of interest, which would disqualify the trustee from serving. An independent trustee is necessary to protect the debt holders and to enforce the terms of the indenture. This information relates to affiliations with the issuer and its underwriters, the amount of voting securities of the trustee, 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 underwriters owned or held by the trustee ownership or holdings by the trustee of voting securities of affiliates of the issuer and ownership by the trustee of any person owning 50% or more of the voting securities of the issuer.

2. Purpose and Use of the Information Collection

Form T-1 is reviewed by the staff in deciding whether to qualify an indenture relating to debt 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-1 provides a basis for deciding that the corporate trustee is qualified. If the information contained in Form T-1 was not collected, the basis for that decision would be unavailable.

3. Consideration Given to Information Technology

The information required by Form T-1 (Exhibit 25) is filed electronically with the Commission on the Electronic Data Gathering, Analysis, and Retrieval (EDGAR) system as a part of a company’s registration statement.

4. Duplication of Information

Form T-1 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

Few entities file Form T-1 and the information in Form T-1 is needed to form a basis to decide whether a corporate trustee is qualified under the Trust Indenture Act of 1939.

6. Consequences of Not Conducting Collection

The information provided by Form T-1 is used to determine if the trustee is qualified under the Trust Indenture Act of 1939. Without the information collected in Form T-1, the basis for that decision would be unavailable.

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

Form T-1 is a public document.

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, work address, and job title. However, the agency has determined that the information collection does not constitute a system of records 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 18, 2025, 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-1	3235-0110	2	8

For purposes of the Paperwork Reduction Act (“PRA”), we estimate that Form T-1 takes approximately 15 hours per response to comply with the collection of information requirements and there is an average of 2 responses annually.

We derived our burden hour estimates by estimating the average number of hours it would take a trustee 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 respondent internally and that 75% of the burden of preparation is carried by outside professionals retained by the trustee to assist in the preparation of the form to reflect the fact that trustees rely more heavily on outside professionals. Based on our estimates, we calculated the total reporting burden to be 8 hours ((0.25×15) hours per response $\times$ 2 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 PRA.

13. Estimate of Total Annualized Cost Burden

Estimated Cost Burden

Information Collection Title	OMB Control Number	Number of Responses	Cost Burden
Form T-1	3235-0110	2	\$13,200

We estimate that 75% of the 15 hours per response (11 hours) is prepared by outside professionals. We estimate an hourly cost of \$600 for outside professionals 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 estimates, we calculated the total annual cost to be \$13,200 ($\600 per hour $\times$ 11 hours per response $\times$ 2 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 PRA.

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 \$131,724,880 in fiscal year 2023, 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

		Annual No. of Responses			Annual Time Burden (Hours)			Annual Burden Cost Burden (\$)	
IC Title	Previously Approved	Requested	No change in No. of responses	Previously Approved	Requested	No change In Burden	Previously Approved	Request Cost burden	Increase In Cost Burden
Form T-1	2	2	0	8	8	0	\$8,800	\$13,200	\$4,400

The increase of \$4,400 in cost burden is due to an adjustment. The Commission increased the cost burden per hour estimate from \$400 per hour to \$600 per hour for outside professionals.

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.