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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM T-2
STATEMENT OF ELIGIBILITY UNDER
THE TRUST INDENTURE ACT OF 1939 OF AN INDIVIDUAL
DESIGNATED TO ACT AS TRUSTEE**

SPECIAL INSTRUCTIONS FOR COMPLETING FORM T-2

Under Sections 304, 305, 307, 308, 309, 310, and 319 of the Trust Indenture Act of 1939, the Commission is authorized to solicit the information required to be supplied by this form for statements of eligibility of individuals designated to act as trustees.

Disclosure of the information specified in this form is mandatory prior to processing statements of eligibility. The information will be used for the primary purpose of determining eligibility of trustees. This statement will be made a matter of public record. Therefore, any information given will be available for inspection by any member of the public.

Because of the public nature of the information, the Commission can utilize it for a variety of purposes, including referral to other governmental authorities or securities self-regulatory organizations for investigatory purposes or in connection with litigation involving the Federal securities laws or other civil, criminal or regulatory statutes or provisions.

Failure to disclose the information requested by this form may result in enforcement action by the Commission to compel compliance with the Federal securities laws.

GENERAL INSTRUCTIONS

A. Rule as to Use of Form T-2.

Form T-2 shall be used for statements of eligibility of individuals designated to act as trustees under trust indentures to be qualified pursuant to Sections 305 or 307 of the Trust Indenture Act of 1939. Form T-2 shall be used for applications to determine the eligibility of an individual trustee pursuant to Section 305(b)(2) of the Act.

B. Obligations Deemed To Be in Default.

Item 9 requires disclosure of defaults by the obligor on securities issued under indentures under which the applicant is trustee.

If the obligor is not in default, the applicant is required to provide responses to Items I and II of Form T-2. If the obligor is in default, the applicant must respond to all of the Items in the Form T-2.

An obligation shall be deemed to be in default upon the occurrence of acts or conditions as defined in the indenture, but exclusive of any period of grace or requirement of notice.

C. Application of General Rules and Regulations.

The General Rules and Regulations under the Trust Indenture Act of 1939 are applicable to statements of eligibility on this form. Attention is particularly directed to Rules 0-1 and 0-2 as to the meaning of terms used in the rules and regulations. Attention is also directed to Rule 5a-3 regarding the filing of statements of eligibility and to Rule 7a-16 regarding the inclusion of items, the differentiation between items and answers, and the omission of instructions.

**Persons who respond to the collection of information contained in
this form are not required to respond unless the form displays a
currently valid OMB control number.**

D. Scope of Items and Instructions.

The items and instructions require information only as to the trustee, unless the context clearly shows otherwise.

E. Calculation of Percentages of Securities.

The percentages of securities required by this form are to be calculated in accordance with the provisions of Rule 10b-1.

F. Items Relating to Underwriters.

Wherever any item of the form requires information with respect to an underwriter for the obligor the information is to be given as to every person who, within one year prior to the date of filing the statement of eligibility and qualification, acted as an underwriter of any security of the obligor outstanding on the date of filing the statement and as to every proposed principal underwriter of the securities proposed to be offered. The term "principal underwriter" means an underwriter in privity of contract with the issuer of the securities as to which he is an underwriter.

G. Coordination with Delayed Offering Registration Statement

When the Form T-2 is used for applications to determine the eligibility of a trustee pursuant to Section 305(b)(2), the following provisions shall apply:

1. The file number under the Securities Act of 1933 for the delayed offering registration statement to which the application applies shall be placed in the upper right hand corner of the cover page of the Form T-2.
2. The description of the indenture securities included under "Title of Securities" should specify whether the application relates to a single tranche or to all of the securities registered pursuant to the delayed offering registration statement.

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**FORM T-2
STATEMENT OF ELIGIBILITY UNDER
THE TRUST INDENTURE ACT OF 1939 OF AN INDIVIDUAL
DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE
PURSUANT TO SECTION 305(b)(2) []**

(Name of trustee)

(Business address: street, city, state and zip code)

(Exact name of obligor as specified in its charter)

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

(Address of principal executive offices)

(Zip code)

(Title of indenture securities)

Item 1. Affiliations with obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

Instructions:

1. The term "affiliate" is defined in Rule 0-2 of the General Rules and Regulations under the Act. It should be noted that a corporation or other business entity may be an affiliate of an individual within the meaning of the definition. Attention is also directed to Rule 7a-26.
2. Include the name of each such affiliate and the names of all intermediary affiliates, if any. Indicate the respective percentage of voting securities or other bases of control giving rise to the affiliation.

Item 2. Trusteeships under other indentures.

If the trustee is trustee under another indenture under which any other securities, or certificates of interest or participation in any other securities, of the obligor are outstanding, file a copy of each such indenture as an exhibit and furnish the following information:

- (a) Title of the securities outstanding under each such other indenture.
- (b) A brief statement of the facts relied upon by the trustee as a basis for the claim that no conflicting interest within the meaning of Section 310(b)(1) of the Act arises as a result of the trusteeship under such other indenture, including a statement as to how the indenture securities will rank as compared with the securities issued under such other indenture.

Instruction: Attention is directed to Rule 7a-29 permitting incorporation of exhibits by reference.

Item 3. Certain relationships between the trustee and the obligor or an underwriter.

If the trustee is a director, officer, partner, employee, appointee or representative of the obligor or of any underwriter for the obligor, state the nature of each such connection.

Instructions:

- 1. Notwithstanding General Instruction F, the term “underwriter” as used in this item does not refer to any person who is not currently engaged in the business of underwriting.
- 2. The terms “employee,” “appointee,” and “representative,” as used in this item, do not include connections in the capacity of transfer agent, registrar, custodian, paying agent, fiscal agent, escrow agent, or depository or in any other similar capacity or connections in the capacity of trustee, whether under an indenture or otherwise.

Item 4. Securities of the obligor owned or held by the trustee.

Furnish the following information as to securities of the obligor owned beneficially by the trustee or held by the trustee as collateral security for obligations in default:

As of _____ (Insert date within 31 days).

| Col. A | Col. B | Col. C | Col. D |
|----------------|---|---|---|
| Title of Class | Whether the Securities are Voting or Nonvoting Securities | Amount Owned Beneficially or Held as Collateral Security for Obligations in Default | Percentage of Class Represented by Amount Given in Col. C |

Instructions:

- 1. As used in this item, the term “securities” includes only such securities as are generally known as corporate securities, but shall not include any note or other evidence of indebtedness issued to evidence an obligation to repay monies lent to a person by one or more banks, trust companies, or banking firms, or any certificate of interest or participation in any such note or evidence of indebtedness.
- 2. For the purposes of this item the trustee shall not be deemed the owner or holder of (a) any security which it holds as collateral security (as trustee or otherwise) for an obligation which is not in default, or (b) any security which it holds as collateral securities under the indenture to be qualified, irrespective of any default thereunder, or (c) any security which it holds as agent for collection or as custodian, escrow agent or depository, or in any similar representative capacity.
- 3. No information need be furnished under this item as to holdings by the trustee of securities already issued under the indenture to be qualified or securities issued under any other indenture under which the trustee is also trustee.
- 4. No information need be given with respect to any class of securities where the amount of securities of the class which the trustee owns beneficially or holds as collateral security for obligations in default does not exceed 1 percent of the outstanding securities of the class.

Item 5. Securities of underwriters owned or held by the trustee.

If the trustee owns beneficially or holds as collateral security for obligations in default any securities of an underwriter for the obligor, furnish the following information as to each class of securities of such underwriter any of which are so owned or held by the trustee:

As of _____ (Insert date within 31 days).

| Col. A | Col. B | Col. C | Col. D |
|-----------------------------------|--------------------|---|---|
| Name of Issuer and Title of Class | Amount Outstanding | Amount Owned Beneficially or Held as Collateral Security for Obligations in Default | Percentage of Voting Securities Represented by Amount Given in Col. C |

Instruction: Instructions 1, 2, and 4 to Item 4 shall be applicable to this item.

Item 6. Holdings by the trustee of voting securities of certain affiliates or principal holders of voting securities of the obligor.

If the trustee owns beneficially or holds as collateral security for obligations in default voting securities of a person who, to the knowledge of the trustee (1) owns 10 percent or more of the voting securities of the obligor or (2) is an affiliate, other than a subsidiary, of the obligor, furnish the following information as to the voting securities of such person:

As of _____ (Insert date within 31 days).

| Col. A | Col. B | Col. C | Col. D |
|-----------------------------------|--------------------|---|---|
| Name of Issuer and Title of Class | Amount Outstanding | Amount Owned Beneficially or Held as Collateral Security for Obligations in Default | Percentage of Class Represented by Amount Given in Col. C |

Instruction: Instructions 1, 2, and 4 to Item 4 shall be applicable to this item.

Item 7. Holdings by the trustee of any securities of a person owning 50 percent or more of the voting securities of the obligor.

If the trustee owns beneficially or holds as collateral security for obligations in default any securities of a person who, to the knowledge of the trustee, owns 50 percent or more of the voting securities of the obligor, furnish the following information as to each class of securities of such person any of which are so owned or held by the trustee:

As of _____ (Insert date within 31 days).

| Col. A | Col. B | Col. C | Col. D |
|-----------------------------------|--------------------|---|---|
| Name of Issuer and Title of Class | Amount Outstanding | Amount Owned Beneficially or Held as Collateral Security for Obligations in Default | Percentage of Class Represented by Amount Given in Col. C |

Instruction: Instructions 1, 2, and 4 to Item 4 shall be applicable to this item.

Item 8. Indebtedness of the Obligor to the Trustee.

Except as noted in the instructions, if the obligor is indebted to the trustee, furnish the following information:

As of _____ (Insert date within 31 days).

| Col. A Nature of Indebtedness | Col. B Amount Outstanding | Col. C Date Due |
|----------------------------------|------------------------------|--------------------|
|----------------------------------|------------------------------|--------------------|

Instructions:

1. No information need be provided as to:
 - (a) the ownership of securities issued under any indenture, or any security or securities having a maturity of more than one year at the time of acquisition by the indenture trustee;
 - (b) disbursements made in the ordinary course of business in the capacity of trustee of an indenture, transfer agent, registrar, custodian, paying agent, fiscal agent or depository, or other similar capacity;
 - (c) indebtedness created as a result of services rendered or premises rented; or indebtedness created as a result of goods or securities sold in a cash transaction;
 - (d) the ownership of stock or of other securities of a corporation organized under Section 25(a) of the Federal Reserve Act, as amended, which is directly or indirectly a creditor of an obligor upon the indenture securities; or
 - (e) the ownership of any drafts, bills of exchange, acceptances, or obligations which fall within the classification of self-liquidating paper.
2. Information should be given as to the general type of indebtedness, such as lines of credit, commercial paper, long-term notes, mortgages, *etc.*

Item 9. Defaults by the Obligor.

- (a) State whether there is or has been any default with respect to the securities under this indenture. Explain the nature of any such default.
- (b) If the trustee is a trustee under another indenture under which any other securities, or certificates of interest or participation in other securities, of the obligor are outstanding, or is trustee for more than one outstanding series of securities, state whether there has been a default under any such indenture or series, identify the indenture or series affected, and explain the nature of any such default.

Item 10. Affiliations with the Underwriters.

If any underwriter is an affiliate of the trustee, describe each such affiliation.

Instructions:

1. The term "affiliate" is defined in Rule 0-2 of the General Rules and Regulations under the Act. Attention is directed to Rule 7a-26.
2. Include the name of each affiliate and the names of all intermediate affiliates, if any. Indicate the respective percentage of voting securities other bases of control giving rise to the affiliation.

Item 11. List of exhibits.

List below all exhibits filed as a part of this statement of eligibility.

Instruction: Subject to Rule 7a-29 permitting incorporation of exhibits by reference, exhibits filed as a part of the statement of eligibility of the trustee shall be appropriately lettered or numbered for convenient reference. Exhibits incorporated by reference may be referred to by the designation given in the previous filing. Where exhibits are incorporated by reference, the reference shall be made in the list of exhibits called for under Item 11.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939 I, _____, have signed this statement of eligibility in the City of _____ and State of _____, on the _____ day of _____, _____.

(Year)

(Signature of trustee)

Instruction: The name of each person signing the statement of eligibility shall be typed or printed beneath the signature.