

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20459**

| OMB APPROVAL | |
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FORM T-4

(Name of applicant)

(Address of principal executive offices)

(Name and address of agent for service)

GENERAL INSTRUCTIONS

1. Rule as to use of Form T-4.

Form T-4 shall be used for applications for exemption filed pursuant to Section 304(c) of the Trust Indenture Act of 1939.

2. General Rules and Regulations

The General Rules and Regulations under the Act contain provisions governing applications on this Form. Attention is particularly directed to Rules 0-1 [17 CFR 260.0-1] and 0-2 [260.0-2], the rules under Section 304(c) of the Act, and article 2 of the rules under Section 307 of the Act.

3. Incorporation by reference.

Attention is directed to Rules 7a-28 [17 CFR 260.7a-28] to 7a-32 [17 CFR 260.7a-32], inclusive, regarding incorporation by reference. In addition to matter which may be incorporated by reference pursuant to Rules 7a-28 [17 CFR 260.7a-28] and 7a-29 [17 CFR 260.7a-29], the applicant may incorporate by reference, in answer to any item of the Form, any item or items of a registration statement, or application for qualification of an indenture, filed with the Commission.

FORM T-4

Items 1 to 6, inclusive, may be entirely omitted if exemption is not applied for pursuant to Section 304(c)(1).

1. Give the title of the securities the exemption of which is applied for pursuant to Section 304(c)(1) of the Act and identify the indenture or supplemental indenture under which issued or to be issued.

Instruction — Item 1. If the securities are to be issued under a supplemental indenture which has not yet been executed, a statement to that effect shall be made.

2. Indicate each provision of the Act from which the applicant applies for exemption of the securities referred to in Item 1.
3. Identify each indenture or agreement which would require the consent of the holders of securities outstanding thereunder to compliance with any provision or provisions of the Act and give the title of each class of securities issued and presently outstanding thereunder.
4. With respect to each provision of the Act indicated in item 2, outline briefly and concisely the provisions of each indenture or agreement identified in answer to item 3 which requires the consent of the holders of securities outstanding thereunder to compliance with such provision of the Act.
5. With respect to each provision of the Act indicated in item 2, cite and set forth the text of any provision of any applicable law which would require the consent of the holders of securities outstanding under any indenture or agreement of the applicant to compliance with such provision of the Act.
6. If the applicant does not desire an opportunity for a hearing it may include in the application, the waiver and request provide for in Rule 4c-4 [17 CFR 260.4c-4].

Items 7 to 11, inclusive, may be entirely omitted if exemption is not applied for pursuant to Section 304(c)(2).

7. Give the title and amount of securities exemption of which is applied for pursuant to Section 304(c)(2) of the Act.
8. Indicate each provision of the Act from which the applicant applies for exemption of the securities referred to in item 7.
9. Furnish the following information as to the indenture under which the securities specified in answer to item 7 were or are to be issued:
 - (a) The name and address of each trustee.
 - (b) The aggregate principal amount of securities authorized by the indenture.

- (c) The title, maturity date, and principal amount of each class (or, if serial, of each series) of securities outstanding under the indenture at the date of filing the application.
- (d) Give the title and amount, if any, of each class or series of securities specified in (c) which are proposed to be refunded, redeemed, or otherwise retired.

Instruction — Item 9. If the securities referred to in answer to Item 7 were or are to be issued under a supplemental indenture, the information is required by this item shall be given as to the original indenture and all indentures supplemental thereto.

- 10. State the approximate number of holders of each class (or, if serial, of each series) of securities specified in answer to item 9(c).
- 11. Give a statement of the material facts necessary to enable the Commission to determine whether or not compliance with the provisions of the Act indicated in answer to item 8 would impose an undue burden on the applicant, having due regard to the public interest and the interest of investors.

Instruction — Item 11. The information required by this item shall be given in such manner as to enable the Commission to make a separate determination with respect to each provision of the Act indicated in answer to item 8. **Contents of application.** This application comprises pages numbered _____ to _____, consecutively, and the following exhibits:

SIGNATURE

The applicant, _____, a corporation organized and existing under the laws of _____, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the city of _____ and State of _____, on the _____ day of _____, _____.

(SEAL)

(Applicant)

By _____
(Name)

Attest: _____
(Name)

(Title)

(Title)

Instruction as to signature. The name of each person signing the application shall be typed or printed beneath the signature. If the applicant is not a corporation, the necessary changes in the signature shall be made.

EXHIBITS

Instruction as to exhibits. Subject to Rule 7a-29 regarding incorporation of exhibits by reference, there shall be filed as a part of the application a copy of each indenture, supplemental indenture, or agreement referred to in answer to items 1, 3, or 9.