

UNITRIN INC
Form 305B2
May 04, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY UNDER THE TRUST INDENTURE ACT OF 1939

OF A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE

ELIGIBILITY OF A TRUSTEE PURSUANT TO SECTION 305(B)(2) XI

THE BANK OF NEW YORK TRUST COMPANY, N.A.

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation or organization

if not a U.S. national bank)

95-3571558
(I.R.S. Employer

Identification Number)

700 South Flower Street

Suite 500

Los Angeles, California
(Address of principal executive offices)

90017
(Zip code)

UNITRIN, INC.

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

95-425545
(I.R.S. employer

identification no.)

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One East Wacker Drive
(Address of principal executive offices)

60601
(Zip code)

Senior Debt Securities

(Title of the indenture securities)

Item 1. **General information.** Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

| NAME | ADDRESS |
|--|---------------------------------|
| Comptroller of the Currency United States Department of the Treasury | Washington, D.C. 20219 |
| Federal Reserve Bank | San Francisco, California 94105 |
| Federal Deposit Insurance Corporation | Washington, D.C. 20429 |

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. **Affiliations with the obligor.** If the obligor is an affiliate of the trustee, describe each such affiliation.
None.

Item 16. **List of Exhibits.**

1. A copy of the articles of association of The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers. (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-121948).
4. A copy of the existing by-laws of the trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121948).
5. Not applicable.
6. The consent of the trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-121948).

7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

8. Not applicable.

9. Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the trustee, The Bank of New York Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, on the 3rd day of May, 2007.

THE BANK OF NEW YORK TRUST COMPANY,

N.A.

By: /s/ M. Callahan

Name: Mary Callahan

Title: Vice President

EXHIBIT 7

CONSOLIDATED REPORT OF CONDITION
 OF
 THE BANK OF NEW YORK TRUST COMPANY, N.A.
 700 S. Flower Street, 2nd Floor
 Los Angeles, California 90017

At the close of business December 31, 2006, published in accordance with Federal regulatory authority instructions.

| ASSETS | THOUSANDS OF DOLLARS |
|---|-------------------------|
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | 10,020 |
| Interest-bearing balances | - 0 - |
| Securities: | |
| Held-to-maturity securities | 56 |
| Available-for-sale securities | 64,801 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold | 49,000 |
| Securities purchased under agreements to resell | 40,000 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | - 0 - |
| Loans and leases, net of unearned income | - 0 - |
| LESS: Allowance for loan and lease losses | - 0 - |
| Loans and leases, net of unearned income and allowance | - 0 - |
| Trading assets | - 0 - |
| Premises and fixed assets (including capitalized leases) | 5,051 |
| Other real estate owned | - 0 - |

| ASSETS | THOUSANDS OF DOLLARS |
|---|-------------------------|
| Investments in unconsolidated subsidiaries and associated companies | - 0 - |
| Customers liability to this bank on acceptances outstanding | - 0 - |
| Intangible assets: | |
| Goodwill | 889,415 |
| Other Intangible Assets | 277,086 |
| Other assets | 113,348 |
| TOTAL ASSETS | \$ 1,449,677 |

CONSOLIDATED REPORT OF CONDITION

OF

THE BANK OF NEW YORK TRUST COMPANY, N.A.

700 S. Flower Street, 2nd Floor

Los Angeles, California 90017

| LIABILITIES | THOUSANDS OF DOLLARS |
|---|-------------------------|
| Deposits: | |
| In domestic offices | 2,517 |
| Noninterest-bearing | 2,517 |
| Interest-bearing | - 0 - |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased | - 0 - |
| Securities sold under agreements to repurchase | - 0 - |
| Trading liabilities | - 0 - |
| Other borrowed money: | |
| (includes mortgage indebtedness and obligations under capitalized leases) | 58,000 |
| Not applicable | |
| Bank's liability on acceptances executed and outstanding | - 0 - |
| Subordinated notes and debentures | - 0 - |
| Other liabilities | 127,233 |
| TOTAL LIABILITIES | \$187,750 |
| Minority interest in consolidated subsidiaries | - 0 - |

| EQUITY CAPITAL | THOUSANDS OF DOLLARS |
|--|-------------------------|
| Perpetual preferred stock and related surplus | - 0 - |
| Common stock | 1,000 |
| Surplus | 1,121,520 |
| Retained earnings | 139,524 |
| Accumulated other comprehensive income | (117) |
| Other equity capital components | - 0 - |
| Total equity capital | \$ 1,261,927 |
| TOTAL LIABILITIES, MINORITY INTEREST, AND EQUITY CAPITAL | \$ 1,449,677 |

We, the undersigned directors, attest to the correctness of this statement of resources and liabilities. We declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions and is true and correct.

I, Karen Bayz, Vice President _____

(Name, Title)

of the above named bank do hereby declare that this Report of Condition is true and correct to the best of my knowledge and belief.

Director #1 Micahel Klugman, President

Director #2 Frank Sulzberger, MD

Director #3 Michael McFadden, MD