

AFFILIATED COMPUTER SERVICES INC

Form 305B2

May 31, 2005

**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)**

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

(Exact name of trustee as specified in its charter)

(State of incorporation  
if not a U.S. national bank)

**95-3571558**  
(I.R.S. employer  
identification no.)

**700 South Flower Street  
Suite 500  
Los Angeles, California**  
(Address of principal executive offices)

**90017**  
(Zip code)

\_\_\_\_\_  
The Bank of New York Trust Company, N.A.  
600 North Pearl Street, Suite 420  
Dallas, Texas 75201  
Attn: Mr. John C. Stohlmann  
(214) 880-8238

(Name, Address and telephone number of agent for service)

**AFFILIATED COMPUTER SERVICES, INC.**

(Exact name of obligor as specified in its charter)

**Delaware**  
(State or other jurisdiction of

**51-0310342**  
(I.R.S. employer

incorporation or organization)

identification no.)

**2828 North Haskell, Dallas, Texas**  
(Address of principal executive offices)

**75204**  
(Zip code)

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(Senior Debt Securities)

**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<br>United States Department of the Treasury<br>Federal Reserve Bank<br>Federal Deposit Insurance Corporation | Washington, D.C. 20219<br>San Francisco, California 94105<br>Washington, D.C. 20429 |

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

Yes.

**2. Affiliations with Obligor.**

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

None.

**3-15. Not applicable.**

**16. List of Exhibits.**

**Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the Act ) and 17 C.F.R. 229.10(d).**

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).
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SIGNATURE

Pursuant to the requirements of the Act, 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, all in The City of Dallas, and State of Texas, on the 19th day of May, 2005.

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

By: /s/ Patrick T Giordano  
Name: Patrick T Giordano  
Title: Vice President

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**EXHIBIT 6**

**CONSENT OF THE TRUSTEE**

Pursuant to the requirements of Section 321 (b) of the Trust Indenture Act of 1939, and in connection with the proposed issue of Affiliated Computer Services, Inc. Senior Debt Securities, The Bank of New York Trust Company, N.A. hereby consents that reports of examinations by Federal, State, Territorial or District authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

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

By: /s/ Patrick T Giordano  
Name: Patrick T Giordano  
Title: Vice President

Dallas, Texas  
May 19, 2005

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**EXHIBIT 7**

Consolidated Report of Condition of  
**THE BANK OF NEW YORK TRUST COMPANY, N.A.**  
of 700 S. Flower Street, 2<sup>nd</sup> Floor, Los Angeles, CA 90017

At the close of business December 31, 2004, published in accordance with Federal regulatory authority instructions.

|                                                                         | Dollar<br>Amounts<br>in Thousands |
|-------------------------------------------------------------------------|-----------------------------------|
| <b>ASSETS</b>                                                           |                                   |
| Cash and balances due from depository institutions:                     |                                   |
| Noninterest-bearing balances and currency and coin                      | 5,975                             |
| Interest-bearing balances                                               | 0                                 |
| Securities:                                                             |                                   |
| Held-to-maturity securities                                             | 79                                |
| Available-for-sale securities                                           | 27,506                            |
| Federal funds sold and securities purchased under agreements to resell: |                                   |
| Federal funds sold                                                      | 31,000                            |
| Securities purchased under agreements to resell                         | 111,000                           |
| 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)                | 2,365                             |
| Other real estate owned                                                 | 0                                 |
| Investments in unconsolidated subsidiaries and associated companies     | 0                                 |
| Customers liability to this bank on acceptances outstanding             | 0                                 |
| Intangible assets:                                                      |                                   |
| Goodwill                                                                | 237,448                           |
| Other Intangible Assets                                                 | 17,376                            |
| Other assets                                                            | 35,890                            |
| <b>Total assets</b>                                                     | <b>\$ 468,630</b>                 |

|                                                                             | Dollar<br>Amounts<br>in Thousands |
|-----------------------------------------------------------------------------|-----------------------------------|
| <b>LIABILITIES</b>                                                          |                                   |
| Deposits:                                                                   |                                   |
| In domestic offices                                                         |                                   |
| Noninterest bearing                                                         | 9,060                             |
| Interest-bearing                                                            | 0                                 |
| Not applicable                                                              |                                   |
| 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                                                           | 46,904                            |
| <b>Total liabilities</b>                                                    | <b>\$ 113,964</b>                 |
| Minority interest in consolidated subsidiaries                              | 0                                 |
| <b>EQUITY CAPITAL</b>                                                       |                                   |
| Perpetual preferred stock and related surplus                               | 0                                 |
| Common stock                                                                | 1,000                             |
| Surplus                                                                     | 294,040                           |
| Retained earnings                                                           | 59,681                            |
| Accumulated other comprehensive income                                      |                                   |
| Other equity capital components                                             | (55)                              |
| <b>Total equity capital</b>                                                 | <b>\$ 354,666</b>                 |
| <b>Total liabilities, minority interest, and equity capital</b>             | <b>\$ 468,630</b>                 |

I, Thomas J. Mastro, Comptroller of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

Thomas J. Mastro ) Comptroller

We, the undersigned directors, attest to the correctness of this Report of Condition and 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 issued by the appropriate Federal regulatory authority and is true and correct.



Richard G. Jackson )  
Nicholas C. English ) Directors  
Karen B. Shupenko )