

ZIONS BANCORPORATION /UT/
Form T-3
June 01, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM T-3

FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES

UNDER THE TRUST INDENTURE ACT OF 1939

Zions Bancorporation

(Name of Applicant)

One South Main, 15th Floor

Salt Lake Utah 84133

(Address of Principal Executive Offices)

**SECURITIES TO BE ISSUED UNDER THE
INDENTURE TO BE QUALIFIED**

Title of Class	Amount
2009 5.65% Subordinated Notes due 2014	up to \$300 million aggregate principal amount
2009 6.00% Subordinated Notes due 2015	up to \$500 million aggregate principal amount
2009 5.50% Subordinated Notes due 2015	up to \$600 million aggregate principal amount

Approximate date of proposed public offering:

As soon as practicable after the date of this Application for Qualification.

Thomas E. Laursen, Esq.

Executive Vice President and General Counsel

Zions Bancorporation

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One South Main Street, 15th Floor

Salt Lake City, Utah 84133

(801) 844-8503

With a copy to:

Patrick S. Brown, Esq.

Sullivan & Cromwell LLP

1888 Century Park East, Suite 2100

Los Angeles, CA 90067

(310) 712-6600

The obligor hereby amends this application for qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this amendment, or (ii) such date as the Commission, acting pursuant to Section 307(c) of the Trust Indenture Act of 1939, as amended, may determine upon the written request of the obligor.

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GENERAL

1. General Information

- (a) Zions Bancorporation (the Company) is a corporation.

- (b) The Company was organized under the laws of the State of Utah.

2. Securities Act Exemption Available

Upon the terms set forth in an Offering Circular dated June 1, 2009 (the Offering Circular), the Company is offering to exchange \$1,000 principal amount of our newly issued 2009 5.65% Subordinated Notes due 2014 (the New 5.65% notes), 2009 6.00% Subordinated Notes due 2015 (the New 6.00% notes) and 2009 5.50% Subordinated Notes due 2015 (the New 5.50% notes), and together with the New 5.65% Notes and the New 6.00% Notes, the New Notes), for each \$1,000 principal amount of validly tendered and accepted 5.65% Subordinated Notes due 2014 (the Outstanding 5.65% Notes), 6.00% Subordinated Notes due 2015 (the Outstanding 6.00% Notes) and 2009 5.50% Subordinated Notes due 2015 (the Outstanding 5.50% Notes), and together with the Outstanding 5.65% Notes and the Outstanding 6.00% Notes, the Outstanding Notes), respectively (collectively, the Exchange Offer). If the Exchange Offer is completed, the New Notes will be governed by the indenture (the Indenture) to be qualified under this Application for Qualification on Form T-3.

As the New Notes are proposed to be offered for exchange by the Company with its existing noteholders exclusively and solely for the Outstanding Notes of the Company, the transaction is exempt from registration under the Securities Act of 1933, as amended (the Securities Act), pursuant to the provisions of Section 3(a)(9) thereof. No sales of securities of the same class as the New Notes have been or are to be made by the Company by or through an underwriter at or about the same time as the Exchange Offer for which the exemption is claimed. No consideration has been, or is to be, given, directly or indirectly, to any person in connection with the transaction, except for customary payments to be made in respect of preparation, printing, and mailing of the Offering Circular and related documents; the engagement of Global Bondholder Services, as depositary and information agent for the Exchange Offer; payments of the fees and expenses of its legal advisors; and the engagement of a financial advisor solely with respect to advisory and consulting with the Company on the structure and terms of the Exchange Offer and preparation of various communications to holders of Outstanding Notes (in no event will the financial advisor engage in any communications with the holders of Outstanding Notes and will be paid a flat fee for its services regardless of the outcome of the Exchange Offer). No holder of the Outstanding Notes has made or will be requested to make any cash payment to the Company in connection with the Exchange Offer.

Table of Contents**AFFILIATIONS****3. Affiliates**

For purposes of this Application only, the Company's directors and executive officers may be deemed to be affiliates of the Company. See Item 4. Directors and Executive Officers for a list of the Company's directors and executive officers, which is incorporated herein by reference. The following is a list of all other affiliates of the Company as of June 1, 2009:

Affiliate Companies

Name	Jurisdiction of Incorporation / Organization
Zions First National Bank(1)	Federally chartered doing business in Utah and Idaho
California Bank & Trust(1)	California
Amegy Corporation(1)	Texas
National Bank of Arizona(1)	Federally chartered doing business in Arizona
Nevada State Bank(1)	Nevada
Vectra Bank Colorado(1)	Federally chartered doing business in Colorado and New Mexico
The Commerce Bank of Washington(1)	Federally chartered doing business in Washington
The Commerce Bank of Oregon(1)	Oregon
Cash Access, Inc.(1)	Utah
Great Western Financial Corporation(1)	Utah
MP Technology, Inc.(1)	Utah
NetDeposit, LLC(1)	Nevada
Stockmen's (AZ) Statutory Trust II (not consolidated)(1)	Connecticut
Stockmen's (AZ) Statutory Trust III (not consolidated)(1)	Connecticut
Welman Holdings, Inc.(1)	Utah
Zions Capital Trust B (not consolidated)(1)	Delaware
Zions Insurance Agency, Inc.(1)	Utah
Zions Management Services Company(1)	Utah
Zions Municipal Funding, Inc.(1)	Utah
Footnotes:	

(1) 100% owned, directly or indirectly, by Zions Bancorporation.

Table of Contents**MANAGEMENT AND CONTROL****4. Directors and Executive Officers**

The following table lists the names of all directors and executive officers of the Company as of June 1, 2009. The mailing address of each director and executive officer is: c/o Zions Bancorporation, One South Main Street, 15th Floor, Salt Lake City, Utah 84133 and the telephone number for each such person is: (801) 524-4787.

Name	Office
Harris H. Simmons	Director, President and Chief Executive Officer (Principal Executive Officer)
Bruce K. Alexander	Executive Vice President
A. Scott Anderson	Executive Vice President
Doyle L. Arnold	Vice Chairman and Chief Financial Officer (Principal Financial Officer)
Nolan Bellon	Senior Vice President and Controller (Principal Accounting Officer)
David E. Blackford	Executive Vice President
Danne L. Buchanan	Executive Vice President
Gerald J. Dent	Executive Vice President
George M. Feiger	Executive Vice President
Dallas E. Haun	Executive Vice President
W. David Hemingway	Executive Vice President
John T. Itokazu	Executive Vice President
Thomas E. Laursen	Executive Vice President, General Counsel and Secretary
Bruce K. Alexander	Executive Vice President
A. Scott Anderson	Executive Vice President

Board of Directors

Jerry C. Atkin	Director
R. Don Cash	Director
Patricia Frobos	Director
J. David Heaney	Director
Roger Blaine Porter	Director
Stephen D. Quinn	Director
Laurence E. Simmons	Director
Stephen C. Wheelwright	Director
Shelley Thomas Williams	Director

5. Principal Owners of Voting Securities

To the best knowledge of the Company, no person beneficially owns 10% or more of the Company's outstanding Common Stock as of June 1, 2009. The Company has no class of voting securities other than the Common Stock.

Table of Contents**UNDERWRITERS****6. Underwriters**

(a) The following chart sets forth the name and mailing address of each person who, within three years prior to the date of filing this Application, acted as an underwriter of the Company's securities and the title of each security underwritten:

Underwriter's Name and Mailing Address	Security Underwritten
Banc of America Securities LLC 9 W. 57th St., 47 th Floor New York, NY 10019 United States	Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock
Barclays Capital Inc. 745 Seventh Avenue New York, NY 10019	Floating Rate Senior Notes due June 21, 2012
Goldman, Sachs & Co. 85 Broad Street New York, NY 10004	Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock
Keefe, Bruyette & Woods The Equitable Building 787 Seventh Avenue, 4 th Floor New York, NY 10019	Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock
Lehman Brothers 745 Seventh Avenue New York, NY 10019	Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock
Merrill Lynch, Pierce, Fenner & Smith Incorporated 4 World Financial Center New York, NY 10080	Common Stock
Ryan Beck & Co. 220 South Orange Avenue Livingston, New Jersey 07039	Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock

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Zions Direct, Inc.	4.65% Senior Medium-Term Notes due April 14, 2009
One South Main Street, 15 th Floor	4.5% Senior Medium-Term Notes due May 28, 2009
Salt Lake City, Utah 84133	5.00% Senior Medium-Term Notes due June 24, 2009
	5.65% Senior Medium-Term Notes due August 4, 2009
	5.65% Senior Medium-Term Notes due August 18, 2009
	Floating Rate Senior Notes due December 10, 2009
	5.25% Senior Medium-Term Notes due May 14, 2010
	5.50% Senior Medium-Term Notes due May 17, 2010
	5.45% Senior Medium-Term Notes due June 10, 2010
	9.50% Series C Non-Cumulative Perpetual Preferred Stock
	Zions Bancorporation Employee Stock Option Appreciation Rights Securities Series 2008
	Zions Bancorporation Employee Stock Option Appreciation Rights Securities Series 2007
	Zions Bancorporation Employee Stock Option Appreciation Rights Securities Series 2006
(b) Not applicable.	

Table of Contents**CAPITAL SECURITIES****7. Capitalization**

(a) The authorized and outstanding capital stock and debt securities of the Company as of March 31, 2009 were as follows:

Title of Class	Amount Authorized	Amount Outstanding
Common Stock, without par value	350,000,000 shares	115,335,668 shares
Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock, without par value	240,000 shares	240,000 shares
9.50% Series C Non-Cumulative Perpetual Preferred Stock, without par value, without par value	150,000 shares	46,949,275 shares
Fixed Rate Cumulative Perpetual Preferred Stock, Series D	1,400,000 shares	1,400,000 shares
Warrant to Purchase Common Stock	5,789,909 shares(1)	5,789,909 shares(1)
Zions Bancorporation Employee Stock Option Appreciation Rights Securities Series 2008	180,000 units	180,000 units
Zions Bancorporation Employee Stock Option Appreciation Rights Securities Series 2007	99,418 units	99,418 units
Zions Bancorporation Employee Stock Option Appreciation Rights Securities Series 2006	93,610 units	93,610 units
4.65% Senior Medium-Term Notes due April 14, 2009	\$ 86,765,000	\$ 86,765,000
4.5% Senior Medium-Term Notes due May 28, 2009	\$ 25,133,000	\$ 25,133,000
5.00% Senior Medium-Term Notes due June 24, 2009	\$ 25,328,000	\$ 25,328,000
5.65% Senior Medium-Term Notes due August 4, 2009	\$ 11,941,000	\$ 11,941,000
5.65% Senior Medium-Term Notes due August 18, 2009	\$ 19,695,000	\$ 19,695,000
Floating Rate Senior Notes due December 10, 2009	\$ 295,630,000	\$ 295,630,000
5.25% Senior Medium-Term Notes due May 14, 2010	\$ 20,966,000	\$ 20,966,000
5.45% Senior Medium-Term Notes due June 10, 2010	\$ 7,996,000	\$ 7,996,000
Floating Rate Senior Notes due June 21, 2012	\$ 254,890,000	\$ 254,890,000
5.65% Subordinated Notes due 2014	\$ 300,000,000	\$ 300,000,000
6.00% Subordinated Notes due 2015	\$ 500,000,000	\$ 500,000,000
5.50% Subordinated Notes due 2015	\$ 600,000,000	\$ 600,000,000
Guarantee related to 8.00% Capital Securities of Zions Capital Trust B	\$ 285,000,000	\$ 285,000,000

Footnotes:

(1) The warrant is for the purchase of up to 5,789,909 shares of common stock.

(b) Each holder of common stock is entitled to one vote for each share of common stock held on all matters submitted to a vote of stockholders. Cumulative voting for the election of directors is not provided for, which means that the holders of a majority of the shares voted can elect all of the directors then standing for election. Holders of the Series A Floating-Rate Non-Cumulative Perpetual Preferred Stock and 9.50% Series C Non-Cumulative Perpetual Preferred Stock are not entitled to vote on any matter, except in certain limited circumstances and as specifically required under Utah law.

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INDENTURE SECURITIES

8. Analysis of Indenture Provisions

The New Notes will be issued under the Indenture, dated as of September 10, 2002 and entered into between the Company and The Bank of New York Mellon Trust Company, N.A. (successor to J.P. Morgan Trust Company, National Association), as trustee (the "Trustee"). The following analysis is not a complete description of the Indenture provisions discussed and is qualified in its entirety by reference to the terms of the Indenture, which is attached as Exhibit T3C-1 hereto, and the Form of 2009 5.65% Subordinated Notes due 2014, the Form of 2009 6.00% Subordinated Notes due 2015 and the Form of 2009 5.50% Subordinated Notes due 2015, which are attached as Exhibits T3C-2, T3C-3 and T3C-4 respectively, each of which is incorporated by reference herein. Capitalized terms used below but not defined herein have the meanings assigned to them in the Indenture.

(a) Events of Default; Withholding of Notice

The following will be an event of default under the Indenture:

our filing for bankruptcy or the occurrence of certain other events of bankruptcy, insolvency or reorganization relating to us or any major constituent bank.

The following will be a default under the Indenture:

failure to pay principal of or any premium on the New Notes when due;

failure to pay any interest on the New Notes when due and that default continues for 30 days;

failure to deposit any sinking fund payment, when and as due by the terms of the New Notes;

failure to perform any other covenant in the Indenture and that failure continues for 60 days after written notice to us by the Trustee or the holders of at least 25% in aggregate principal amount of the outstanding New Notes; and

any event of default.

If an event of default occurs and is continuing, either the Trustee or the holders of at least 25% in aggregate principal amount of the New Notes then outstanding may accelerate the maturity of the New Notes. After acceleration, but before a judgment or decree based on acceleration, the holders of a majority in aggregate principal amount of outstanding New Notes may, under circumstances set forth in the Indenture, rescind the acceleration if we have deposited monies on account of certain overdue amounts with the Trustee.

If a default occurs that is not also an event of default with respect to the New Notes, neither the Trustee nor the holders of the New Notes may act to accelerate the maturity of the New Notes. However, if a default occurs, the Trustee may proceed to enforce any covenant and other rights of the holders of the New Notes, and if the default relates to our failure to make any payment of interest when due and payable and such default continues for a period of 30 days or such default is made in the payment of the principal or any premium at its maturity, then the Trustee may demand payment of the amounts then due and payable and may proceed to prosecute any failure on our part to make such payments.

Subject to the provisions of the Indenture relating to the duties of the Trustee in case an event of default shall occur and be continuing, the Trustee will be under no obligation to exercise any of its rights or powers under the Indenture at the request or direction of any of the holders of the New Notes, unless the holders of the New Notes shall have offered to the Trustee reasonable indemnity. Subject to such provisions for the indemnification of the Trustee, the holders of a majority in aggregate principal amount of the New Notes will have the right to direct the time,

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method and place of conducting any proceeding for any remedy available to the Trustee or exercising any trust or power conferred on the Trustee.

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Before holders of the New Notes may take any action to institute any proceeding relating to the Indenture, or to appoint a receiver or a Trustee, or for any other remedy, each of the following must occur:

the holder must have given the Trustee written notice of a continuing event of default or defaults;

the holders of at least 25% of the aggregate principal amount of all New Notes must make a written request of the Trustee to take action because of the event of default or default, as the case may be, and must have offered reasonable indemnification to the Trustee against the cost, liabilities and expenses of taking such action;

the Trustee must not have taken action for 60 days after receipt of such notice and offer of indemnification; and

no contrary notice shall have been given to the Trustee during such 60-day period by the holders of a majority in aggregate principal amount of the New Notes.

These limitations do not apply to a suit for the enforcement of payment of the principal of or any premium or interest on a security on or after the due dates for such payments.

The Company will furnish to the Trustee annually a statement as to its performance of its obligations under the Indenture and as to any default in performance.

(b) Authentication and Delivery of New Notes; Use of Proceeds

The New Notes to be issued under the Indenture may be executed by manual or facsimile signature on behalf of the Company by the Chairman of the Board, the Chief Executive Officer, the Vice Chairman of the Board, the President or one of the Vice Presidents (each, an *Officer*) and attested by the manual or facsimile signature of the Secretary of the Company or one of its Assistant Secretaries, and delivered to the Trustee.

The Company may deliver New Notes executed by the Company to the Trustee for authentication, together with a Company Order for the authentication and delivery of the New Notes, and the Trustee in accordance with the Company Order shall authenticate and deliver the New Notes.

The Company will not receive any proceeds from the issuance of the New Notes because the New Notes are being issued in exchange for the Outstanding Notes.

(c) Release and Substitution of Property Subject to the Lien of the Indenture

The New Notes are unsecured obligations of the Company. As such, the New Notes are not secured by any lien on any property.

(d) Satisfaction and Discharge of the Indenture

The Company may discharge its obligations under the Indenture while New Notes remain outstanding if (i) either (a) all delivered and authenticated New Notes (other than those held in trust, destroyed, lost or stolen and which have been replaced or paid) have been delivered to the Trustee for cancellation or (b) all outstanding New Notes have or will become due and payable at their Stated Maturity within one year or are to be called for redemption within one year under arrangements satisfactory to the Trustee for the giving of notice of redemption by the Trustee in the name, and at the expense of the Company, and the Company has deposited or caused to be deposited with the Trustee an amount sufficient to pay and discharge all outstanding New Notes on the date of their scheduled maturity or redemption date, as the case may be, (ii) the Company has paid or caused to be paid all other sums payable by the Company under the Indenture and (iii) the Company has delivered to the Trustee an *Officers Certificate* and an *Opinion of Counsel*, each stating that all conditions precedent for discharge of the Indenture have been complied with.

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(e) Evidence Required to be Furnished by the Company to the Trustee as to Compliance with the Conditions and Covenants Provided for in the Indenture

The Company is required to deliver to the Trustee, within 120 days after the end of each fiscal year of the Company, an written statement signed by the Chairman of the Board, the Vice Chairman, the President or the Vice President and by the Treasurer or an Assistant Treasurer of the Company, stating, as to each signer thereof, that (1) a review of the activities of the Company during such year and of performance under this Indenture has been made under his supervision, and (2) to the best of his knowledge, based on such review, (a) the Company has fulfilled all its obligations under this Indenture throughout such year, or, if there has been a default in the fulfillment of any such obligation, specifying each such default known to him and the nature and status thereof, and (b) no event has occurred and is continuing which is, or after notice or lapse of time or both would become, an Event of Default, or a Default or, if such event has occurred and is continuing, specifying such event known to him and the nature and status thereof.

9. Other Obligors

None.

Contents of application for qualification. This application for qualification comprises:

(a) Pages numbered 1 to 10, consecutively.

(b) The statement of eligibility and qualification on Form T-1 of The Bank of New York Mellon Trust Company, N.A., Trustee under the Indenture to be qualified (included as Exhibit T3G hereto).

(c) The following Exhibits in addition to those filed as part of the Form T-1 statement of eligibility and qualification of the Trustee:

Exhibit T3A-1	Restated Articles of Incorporation of Zions Bancorporation dated November 8, 1993, incorporated by reference to Exhibit 3.1 of Form S-4 filed on November 22, 1993.
Exhibit T3A-2	Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation dated April 30, 1997, incorporated by reference to Exhibit 3.2 of Form 10-Q for the quarter ended March 31, 2008.
Exhibit T3A-3	Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation dated April 24, 1998, incorporated by reference to Exhibit 3.3 of Form 10-K for the year ended December 31, 2003.
Exhibit T3A-4	Articles of Amendment to Restated Articles of Incorporation of Zions Bancorporation dated April 25, 2001, incorporated by reference to Exhibit 3.6 of Form S-4 filed July 13, 2001.
Exhibit T3A-5	Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation, dated December 5, 2006, incorporated by reference to Exhibit 3.1 of Form 8-K filed December 7, 2006.
Exhibit T3A-6	Articles of Merger of The Stockmen s Bancorp, Inc. with and into Zions Bancorporation, effective January 17, 2007, incorporated by reference to Exhibit 3.6 of Form 10-K for the year ended December 31, 2006.
Exhibit T3A-7	Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation, dated July 7, 2008, incorporated by reference to Exhibit 3.1 of Form 8-K filed July 8, 2008.
Exhibit T3A-8	Articles of Amendment to the Restated Articles of Incorporation of Zions Bancorporation, dated November 12, 2008, incorporated by reference to Exhibit 3.1 of Form 8-K filed November 17, 2008.

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Exhibit T3B	Amended and Restated Bylaws of Zions Bancorporation dated May 4, 2007, incorporated by reference to Exhibit 3.2 of Form 8-K filed on May 9, 2007.
Exhibit T3C-1*	Indenture, dated as of September 10, 2002, between the Company and The Bank of New York Mellon Trust Company, N.A. (or successor to J.P. Morgan Trust Company, National Association), as Trustee.
Exhibit T3C-2*	Form of 2009 5.65% Subordinated Notes due 2014
Exhibit T3C-3*	Form of 2009 6.00% Subordinated Notes due 2015
Exhibit T3C-4*	Form of 2009 5.50% Subordinated Notes due 2015
Exhibit T3D	Not applicable.
Exhibit T3E-1*	Offering Circular, dated June 1, 2009.
Exhibit T3E-2*	Letter of Transmittal
Exhibit T3E-3	Current Report on Form 8-K, dated June 1, 2009, incorporated by reference to such Current Report filed with the SEC on June 1, 2009.
Exhibit T3E-4	Investor Presentation, dated June 1, 2009, incorporated by reference to Exhibit (a)(5)(C) of Schedule TO filed on June 1, 2009.
Exhibit T3F*	Cross-reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to Sections 310 through 318(a), inclusive, of the Trust Indenture Act of 1939 (included as part of Exhibit T3C-1 herewith).
Exhibit T3G*	Statement of eligibility and qualification of the Trustee on Form T-1.

* Filed herewith.

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SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, Zions Bancorporation, a corporation organized and existing under the laws of the State of Utah, 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 Salt Lake City and State of Utah, on the 1st day of June, 2009.

(Seal)

Zions Bancorporation

Attest: /s/ JENNIFER R. JOLLEY
Name: **Jennifer R. Jolley**
Title: **Assistant Secretary**

By: /s/ THOMAS E. LAURSEN
Name: **Thomas E. Laursen**
Title: **Executive Vice President and General Counsel**

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EXHIBIT INDEX

Exhibit No.	Description
Exhibit T3A-1	Restated Articles of Incorporation of Zions Bancorporation dated November 8, 1993, incorporated by reference to Exhibit 3.1 of Form S-4 filed on November 22, 1993.
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Exhibit T3C-2*	Form of 2009 5.65% Subordinated Notes due 2014
Exhibit T3C-3*	Form of 2009 6.00% Subordinated Notes due 2015
Exhibit T3C-4*	Form of 2009 5.50% Subordinated Notes due 2015
Exhibit T3D	Not applicable.
Exhibit T3E-1*	Offering Circular, dated June 1, 2009.
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Exhibit T3E-4	Investor Presentation, dated June 1, 2009, incorporated by reference to Exhibit (a)(5)(C) of Schedule TO filed on June 1, 2009.
Exhibit T3F*	Cross-reference sheet showing the location in the Indenture of the provisions inserted therein pursuant to Sections 310 through 318(a), inclusive, of the Trust Indenture Act of 1939 (included as part of Exhibit T3C-1 herewith).
Exhibit T3G*	Statement of eligibility and qualification of the Trustee on Form T-1.

* Filed herewith.