

ENVIRONMENTAL POWER CORP
Form 305B2
March 11, 2009

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)

WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

A National Banking Association
(Jurisdiction of incorporation or

organization if not a U.S. national bank)

94-1347393
(I.R.S. Employer

Identification No.)

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**101 North Phillips Avenue
Sioux Falls, South Dakota**
(Address of principal executive offices)

57104
(Zip code)

Wells Fargo & Company

Law Department, Trust Section

MAC N9305-175

Sixth Street and Marquette Avenue, 17th Floor

Minneapolis, Minnesota 55479

(612) 667-4608

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

Environmental Power Corporation, Inc.

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

75-3117389
(I.R.S. Employer
Identification No.)

**120 White Plains Road
6th floor
Tarrytown, New York**
(Address of principal executive offices)

10591
(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.
Comptroller of the Currency

Treasury Department

Washington, D.C.

Federal Deposit Insurance Corporation

Washington, D.C.

Federal Reserve Bank of San Francisco

San Francisco, California 94120

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

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None with respect to the trustee.

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.

Item 15. Foreign Trustee. Not applicable.

Item 16. List of Exhibits. List below all exhibits filed as a part of this Statement of Eligibility.

Exhibit 1. A copy of the Articles of Association of the trustee now in effect.*

Exhibit 2. A copy of the Comptroller of the Currency Certificate of Corporate Existence and Fiduciary Powers for Wells Fargo Bank, National Association, dated February 4, 2004.**

Exhibit 3. See Exhibit 2

Exhibit 4. Copy of By-laws of the trustee as now in effect.***

Exhibit 5. Not applicable.

Exhibit 6. The consent of the trustee required by Section 321(b) of the Act.

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

Exhibit 8. Not applicable.

Exhibit 9. Not applicable.

- * Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form S-4 dated December 30, 2005 of file number 333-130784-06.
- ** Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form T-3 dated March 3, 2004 of file number 022-28721.
- *** Incorporated by reference to the exhibit of the same number to the trustee s Form T-1 filed as exhibit 25 to the Form S-4 dated May 26, 2005 of file number 333-125274.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo Bank, National Association, a national 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 New York and State of New York on the 9th day of March, 2009.

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Martin G. Reed
Martin G. Reed
Vice President

EXHIBIT 6

March 9, 2009

Securities and Exchange Commission

Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

Very truly yours,

WELLS FARGO BANK, NATIONAL ASSOCIATION

/s/ Martin G. Reed
Martin G. Reed
Vice President

EXHIBIT 7

Consolidated Report of Condition of

Wells Fargo Bank National Association

of 101 North Phillips Avenue, Sioux Falls, SD 57104

And Foreign and Domestic Subsidiaries,

at the close of business September 30, 2008, filed in accordance with 12 U.S.C. §161 for National Banks.

	Dollar Amounts In Millions
ASSETS	
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	\$ 12,749
Interest-bearing balances	1,984
Securities:	
Held-to-maturity securities	0
Available-for-sale securities	76,317
Federal funds sold and securities purchased under agreements to resell:	
Federal funds sold in domestic offices	17,288
Securities purchased under agreements to resell	5,183
Loans and lease financing receivables:	
Loans and leases held for sale	11,992
Loans and leases, net of unearned income	320,888
LESS: Allowance for loan and lease losses	5,414
Loans and leases, net of unearned income and allowance	315,474
Trading Assets	6,980
Premises and fixed assets (including capitalized leases)	4,254
Other real estate owned	974
Investments in unconsolidated subsidiaries and associated companies	445
Intangible assets	
Goodwill	10,853
Other intangible assets	20,410
Other assets	29,950
 Total assets	 \$ 514,853
LIABILITIES	
Deposits:	
In domestic offices	\$ 296,059
Noninterest-bearing	72,132
Interest-bearing	223,927
In foreign offices, Edge and Agreement subsidiaries, and IBFs	60,178
Noninterest-bearing	1,122
Interest-bearing	59,056
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	2,107
Securities sold under agreements to repurchase	5,886

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	Dollar Amounts In Millions
Trading liabilities	8,921
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	70,870
Subordinated notes and debentures	11,059
Other liabilities	15,330
Total liabilities	\$ 470,410
Minority interest in consolidated subsidiaries	161
EQUITY CAPITAL	
Perpetual preferred stock and related surplus	0
Common stock	520
Surplus (exclude all surplus related to preferred stock)	27,993
Retained earnings	17,428
Accumulated other comprehensive income	(1,659)
Other equity capital components	0
Total equity capital	44,282
Total liabilities, minority interest, and equity capital	\$ 514,853

I, Howard I. Atkins, EVP & CFO 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.

Howard I. Atkins

EVP & CFO

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.

Michael Loughlin
John Stumpf
Carrie Tolsted

Directors