

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)

(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	
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.

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

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

EXHIBIT 7

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

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

	Dollar Amounts in Thousands
ASSETS	
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
Total assets	\$ 468,630

	Dollar Amounts in Thousands
LIABILITIES	
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
Total liabilities	\$ 113,964
Minority interest in consolidated subsidiaries	0
EQUITY CAPITAL	
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)
Total equity capital	\$ 354,666
Total liabilities, minority interest, and equity capital	\$ 468,630

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)