

FUELCELL ENERGY INC  
Form 305B2  
June 20, 2013

Filing pursuant to Registration No 333 164412

# **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)**

## **U.S. BANK NATIONAL ASSOCIATION**

**(Exact name of Trustee as specified in its charter)**

**31-0841368**

**I.R.S. Employer Identification No.**

**800 Nicollet Mall**

**Minneapolis, Minnesota**  
(Address of principal executive offices)

**55402**  
(Zip Code)

**William Diaz**

**U.S. Bank National Association**

**60 Livingston Avenue**

**St. Paul, MN 55107**

**(651) 466-6781**

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

**FuelCell Energy, Inc.**

(Issuer with respect to the Securities)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**06-0853042**  
(I.R.S. Employer  
Identification No.)

**3 Great Pasture Road**

**Danbury, Connecticut**  
(Address of Principal Executive Offices)

**06813**  
(Zip Code)

**FuelCell Energy, Inc.**

**Senior Convertible Notes**

(Title of the Indenture Securities)



**FORM T-1**

**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

Washington, D.C.

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

Yes

**Item 2. AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15** *Items 3-15 are not applicable because to the best of the Trustee's knowledge, the obligor is not in default under any Indenture for which the Trustee acts as Trustee.*

**Item 16. LIST OF EXHIBITS:** *List below all exhibits filed as a part of this statement of eligibility and qualification.*

1. A copy of the Articles of Association of the Trustee.\*
2. A copy of the certificate of authority of the Trustee to commence business, attached as Exhibit 2.
3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers, attached as Exhibit 3.
4. A copy of the existing bylaws of the Trustee.\*\*
5. A copy of each Indenture referred to in Item 4. Not applicable.
6. The consent of the Trustee required by Section 321(b) of the Trust Indenture Act of 1939, attached as Exhibit 6.
7. Report of Condition of the Trustee as of March 31, 2013 published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

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- \* Incorporated by reference to Exhibit 25.1 to Amendment No. 2 to registration statement on S-4, Registration Number 333-128217 filed on November 15, 2005.
- \*\* Incorporated by reference to Exhibit 25.1 to registration statement on S-4, Registration Number 333-166527 filed on May 5, 2010.

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, U.S. 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 and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of San Francisco, State of California on the 20<sup>th</sup> of June, 2013.

By: /s/ Andrew Fung  
Andrew Fung  
Vice President