

RADIAN GROUP INC
Form 305B2
November 09, 2010

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

55402

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Minneapolis, Minnesota
(Address of principal executive offices)

(Zip Code)

George J. Rayzis

U.S. Bank National Association

50 S. 16th St., Suite 2000

Philadelphia, PA 19102

(215) 761-9317

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

Radian Group Inc.

(Issuer with respect to the Securities)

Delaware
(State or other jurisdiction of
incorporation or organization)

23-2691170
(I.R.S. Employer
Identification No.)

1601 Market Street,
Philadelphia, PA
(Address of Principal Executive Offices)

19103
(Zip Code)

Senior Debt Securities

(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.**
3. A copy of the certificate of authority of the Trustee to exercise corporate trust powers.**
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 September 30, 2010 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 Philadelphia, State of Pennsylvania on the 9th of November, 2010.

By: /s/ George J. Rayzis
George J. Rayzis
Vice President

Exhibit 6

CONSENT

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

Dated: November 9, 2010

By: /s/ George J. Rayzis
George J. Rayzis
Vice President

Exhibit 7

U.S. Bank National Association

Statement of Financial Condition

Exhibit 7

As of 9/30/2010

U.S. Bank National Association

Legal Title of Bank

FFIEC 031

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Cincinnati

City

14

OH

State

45202

Zip Code

FDIC Certificate Number: 06548

Consolidated Report of Condition for Insured Commercial

and State-Chartered Savings Banks for September 30, 2010

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

Schedule RC Balance Sheet

| | Dollar Amounts in Thousands | RCFD | Tril Bil Mil Thou | |
|---|-----------------------------|------|-------------------------|-----|
| ASSETS | | | | |
| 1. Cash and balances due from depository institutions (from Schedule RC-A): | | | | |
| a. Noninterest-bearing balances and currency and coin (1) | | 0081 | 4,000,424 | 1.a |
| b. Interest-bearing balances (2) | | 0071 | 468,431 | 1.b |
| 2. Securities: | | | | |
| a. Held-to-maturity securities (from Schedule RC-B, column A) | | 1754 | 556,937 | 2.a |
| b. Available-for-sale securities (from Schedule RC-B, column D) | | 1773 | 46,791,187 | 2.b |
| 3. Federal funds sold and securities purchased under agreements to resell: | | | | |
| a. Federal funds sold in domestic offices | | RCON | | |
| | | B987 | 4,391,378 | 3.a |
| | | RCFD | | |

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| | | | | | |
|---|------|-------------|------|--------------------|------|
| b. Securities purchased under agreements to resell (3) | | | B989 | 0 | 3.b |
| 4. Loans and lease financing receivables (from Schedule RC-C): | | | | | |
| a. Loans and leases held for sale | | | 5369 | 8,437,998 | 4.a |
| b. Loans and leases, net of unearned income | B528 | 185,672,738 | | | 4.b |
| c. LESS: Allowance for loan and lease losses | 3123 | 5,084,088 | | | 4.c |
| d. Loans and leases, net of unearned income and allowance (item 4.b minus 4.c) | | | B529 | 180,588,650 | 4.d |
| 5. Trading assets (from Schedule RC-D) | | | 3545 | 1,644,586 | 5 |
| 6. Premises and fixed assets (including capitalized leases) | | | 2145 | 2,278,588 | 6 |
| 7. Other real estate owned (from Schedule RC-M) | | | 2150 | 1,752,045 | 7 |
| 8. Investments in unconsolidated subsidiaries and associated companies | | | 2130 | 59,089 | 8 |
| 9. Direct and indirect investments in real estate ventures | | | 3656 | 0 | 9 |
| 10. Intangible assets; | | | | | |
| a. Goodwill | | | 3163 | 9,011,961 | 10.a |
| b. Other Intangible assets (from Schedule RC-M) | | | 0426 | 3,780,076 | 10.b |
| 11. Other assets (from Schedule RC- F) | | | 2160 | 22,001,025 | 11 |
| 12. Total assets (sum of items 1 through 11) | | | 2170 | 285,762,375 | 12 |

- (1) Includes cash items in process of collection and unposted debits.
- (2) Includes time certificates of deposit not held for trading.
- (3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

U.S. Bank National Association

Legal Title of Bank
FDIC Certificate Number: 06548

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Schedule RC Continued

| | | Dollar Amounts in Thousands | | Tril Bil Mil Thou | | |
|---|------|-----------------------------|--|-------------------------|--------------------|------------------|
| LIABILITIES | | | | | | |
| 13. Deposits: | | | | RCON | | |
| a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part I) | | | | 2200 | 172,872,525 | 13.a |
| (1) Noninterest-bearing (1) | 6631 | 41,182,470 | | | | 13.a.1 |
| (2) Interest-bearing | 6636 | 131,690,055 | | | | |
| b. In foreign offices, Edge and Agreement subsidiaries, and IBFs (from Schedule RC-E, part II) | | | | RCFN | | 13.a.2 |
| (1) Noninterest-bearing | 6631 | 0 | | 2200 | 23,501,699 | 13.b |
| (2) Interest-bearing | 6636 | 23,501,699 | | | | 13.b.1 13.b.2 |
| 14. Federal funds purchased and securities sold under agreements to repurchase: | | | | RCON | | |
| a. Federal funds purchased in domestic offices (2) | | | | B993 | 2,066,407 | 14.a |
| b. Securities sold under agreements to repurchase (3) | | | | RCFD | | |
| | | | | B995 | 8,640,655 | 14.b |
| 15. Trading liabilities (from Schedule RC-D) | | | | 3548 | 476,735 | 15 |
| 16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M) | | | | 3190 | 33,801,510 | 16 |
| 17. and 18. Not applicable | | | | | | |
| 19. Subordinated notes and debentures (4) | | | | 3200 | 7,760,721 | 19 |
| 20. Other liabilities (from Schedule RC-G) | | | | 2930 | 7,649,489 | 20 |
| 21. Total liabilities (sum of items 13 through 20) | | | | 2948 | 256,769,741 | 21 |
| 22. Not applicable | | | | | | |
| EQUITY CAPITAL | | | | | | |
| Bank Equity Capital | | | | | | |
| 23. Perpetual preferred stock and related surplus | | | | 3838 | 0 | 23 |
| 24. Common stock | | | | 3230 | 18,200 | 24 |
| 25. Surplus (excludes all surplus related to preferred stock) | | | | 3839 | 12,636,872 | 25 |
| 26. a. Retained earnings | | | | 3632 | 15,331,282 | 26.a |
| b. Accumulated other comprehensive income (5) | | | | B530 | (719,106) | 26.b |
| c. Other equity capital components (6) | | | | A130 | 0 | 26.c |
| 27. a. Total bank equity capital (sum of items 23 through 26.c) | | | | 3210 | 27,267,248 | 27.a |
| b. Noncontrolling (minority) interests in consolidated subsidiaries | | | | 3000 | 1,725,386 | 27.b |
| 28. Total equity capital (sum of items 27.a and 27. b) | | | | G105 | 28,992,634 | 28 |
| 29. Total liabilities and equity capital (sum of items 21 and 28) | | | | 3300 | 285,762,375 | 29 |

Memoranda

To be reported with the March Report of Condition.

| 1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2009 | | RCFD | Number | |
|--|---|------|--------|-----|
| | | 6724 | N/A | M.1 |
| 1 = | Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank | | | |
| 2 = | Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately) | | | |
| 3 = | Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm. | | | |
| 4 = | Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority) | | | |

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- 5 = Directors examination of the bank performed by other external auditors (may be required by state chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

To be reported with the March Report of Condition.

| | RCON | MM/DD | |
|--|------|-------|-----|
| 2. Bank's fiscal year-end date | 8678 | N/A | M.2 |
| (1) Includes total demand deposits and noninterest-bearing time and savings deposits. | | | |
| (2) Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, Other borrowed money. | | | |
| (3) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity. | | | |
| (4) Includes limited-life preferred stock and related surplus. | | | |
| (5) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments. | | | |
| (6) Includes treasury stock and unearned Employee Stock Ownership Plan shares. | | | |