

Echo Global Logistics, Inc.
Form 305B2
April 28, 2015

Registration No.333-202317

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) ☒ x

U.S. BANK NATIONAL ASSOCIATION

(Exact name of Trustee as specified in its charter)

31-0841368

I.R.S. Employer Identification No.

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800 Nicollet Mall

Minneapolis, Minnesota
(Address of principal executive offices)

55402
(Zip Code)

Linda E. Garcia

U.S. Bank National Association

190 S. LaSalle Street 10th Floor

Chicago, IL 60603

(312) 332-6781

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

ECHO GLOBAL LOGISTICS, INC.

(Issuer with respect to the Securities)

Delaware
(State or other jurisdiction of incorporation or organization)

20-5001120
(I.R.S. Employer Identification No.)

600 West Chicago Avenue, Suite 725

Chicago, Illinois
(Address of Principal Executive Offices)

60654
(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, attached as Exhibit 2.

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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 December 31, 2014 published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.

* 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 form S-3ASR, Registration Number 333-199863 filed on November 5, 2014.

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 Chicago, State of Illinois on the 28th of April, 2015.

By: /s/ Linda E. Garcia
Linda E. Garcia
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: April 28, 2015

By: /s/ Linda E. Garcia
Linda E. Garcia
Vice President

Exhibit 7

U.S. Bank National Association

Statement of Financial Condition

As of 12/31/2014

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		12/31/2014
Assets		
Cash and Balances Due From Depository Institutions	\$	10,622,022
Securities		100,557,832
Federal Funds		79,987
Loans & Lease Financing Receivables		247,427,720
Fixed Assets		4,246,071
Intangible Assets		13,078,376
Other Assets		22,967,351
Total Assets	\$	398,978,359
Liabilities		
Deposits	\$	294,158,985
Fed Funds		1,722,932
Treasury Demand Notes		0
Trading Liabilities		734,026
Other Borrowed Money		45,457,856
Acceptances		0
Subordinated Notes and Debentures		3,650,000
Other Liabilities		11,857,789
Total Liabilities	\$	357,581,588
Equity		
Common and Preferred Stock		18,200
Surplus		14,266,400
Undivided Profits		26,256,268
Minority Interest in Subsidiaries		855,903
Total Equity Capital	\$	41,396,771
Total Liabilities and Equity Capital	\$	398,978,359