

COMERICA INC /NEW/  
Form 305B2  
May 20, 2014

Registration No. 333-185042

**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 MELLON**

**TRUST COMPANY, N.A.**

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

	<b>95-3571558</b>
<b>(Jurisdiction of incorporation if not a U.S. national bank)</b>	<b>(I.R.S. employer identification no.)</b>
<b>400 South Hope Street</b>	
<b>Suite 400</b>	
<b>Los Angeles, California</b>	<b>90071</b>
<b>(Address of principal executive offices)</b>	<b>(Zip code)</b>

**Comerica Incorporated**

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

<b>Delaware</b>	<b>38-1998421</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(I.R.S. employer identification no.)</b>
<b>Comerica Bank Tower</b>	
<b>1717 Main Street, MC 6404</b>	
<b>Dallas, Texas</b>	<b>75201</b>
<b>(Address of principal executive offices)</b>	<b>(Zip code)</b>

**Senior Debt Securities**

**(Title of the indenture 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	Washington, DC 20219
United States Department of the Treasury	
Federal Reserve Bank	San Francisco, CA 94105
Federal Deposit Insurance Corporation	Washington, DC 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.

**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 Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
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. 333-152875).

4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
  
6. The consent of the trustee required by Section 321(b) of the Act (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-152875).
  
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Mellon 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 Houston, and State of Texas, on the 16th day of May, 2014.

THE BANK OF NEW YORK MELLON

TRUST COMPANY, N.A.

By: /s/ Julie Hoffman-Ramos

Name: Julie Hoffman-Ramos

Title: Vice President