

FORM T-1

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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/

THE BANK OF NEW YORK
(Exact name of trustee as specified in its charter)

| | |
|--|---|
| New York (State of incorporation if not a U.S. national bank) | 13-5160382 (I.R.S. employer identification no.) |
| 48 Wall Street, New York, N.Y. (Address of principal executive offices) | 10286 (Zip code) |

OWENS-ILLINOIS, INC.
(Exact name of obligor as specified in its charter)

| | |
|---|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 22-2781933 (I.R.S. employer identification no.) |
| One Sea Gate Toledo, Ohio (Address of principal executive offices) | 43666 (Zip code) |

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

Superintendent of Banks of the State of
New York

2 Rector Street, New York,
N.Y. 10006, and Albany, N.Y.
12203

Federal Reserve Bank of New York

33 Liberty Plaza, New York,
N.Y. 10045

Federal Deposit Insurance Corporation

Washington, D.C. 20429

New York Clearing House Association

New York, New York 10005

(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 Organization Certificate of The Bank of New York (formerly Irving Trust Company) as now in effect, which contains the authority to commence business and a grant of powers to exercise corporate trust powers. (Exhibit 1 to Amendment No. 1 to Form T-1 filed with Registration Statement No. 33-6215, Exhibits 1a and 1b to Form T-1 filed with Registration Statement No. 33-21672 and Exhibit 1 to Form T-1 filed with Registration Statement No. 33-29637.)

4. A copy of the existing By-laws of the Trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 33-31019.)

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.
33-44051.)
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, a corporation organized and existing under the laws of the State of New York, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of New York, and State of New York, on the 6th day of May, 1998.

THE BANK OF NEW YORK

By: /s/ James W.P. Hall

Name: James W.P. Hall
Title: Vice President

Consolidated Report of Condition of

THE BANK OF NEW YORK

of 48 Wall Street, New York, N.Y. 10286

And Foreign and Domestic Subsidiaries, a member of the Federal Reserve System, at the close of business December 31, 1997, published in accordance with a call made by the Federal Reserve Bank of this District pursuant to the provisions of the Federal Reserve Act.

| ASSETS | Dollar Amounts in Thousands |
|---|--------------------------------|
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and | |
| currency and coin | \$ 5,742,986 |
| Interest-bearing balances | 1,342,769 |
| Securities: | |
| Held-to-maturity securities | 1,099,736 |
| Available-for-sale securities | 3,882,686 |
| Federal funds sold and Securities purchased | |
| under agreements to resell | 2,568,530 |
| Loans and lease financing receivables: | |
| Loans and leases, net of unearned | |
| income | 35,019,608 |
| LESS: Allowance for loan and | |
| lease losses | 627,350 |
| LESS: Allocated transfer risk | |
| reserve | 0 |
| Loans and leases, net of unearned | |
| income, allowance, and reserve | 34,392,258 |
| Assets held in trading accounts | 2,521,451 |
| Premises and fixed assets (including | |
| capitalized leases) | 659,209 |
| Other real estate owned | 11,992 |
| Investments in unconsolidated | |
| subsidiaries and associated | |
| companies | 226,263 |
| Customers' liability to this bank on | |
| acceptances outstanding | 1,187,449 |
| Intangible assets | 781,684 |
| Other assets | 1,736,574 |
| | ----- |
| Total assets | \$ 56,153,587 |
| | ----- |
| | ----- |
| LIABILITIES | |
| Deposits: | |
| In domestic offices | \$ 27,031,362 |
| Noninterest-bearing | 11,899,507 |
| Interest-bearing | 15,131,855 |
| In foreign offices, Edge and | |
| Agreement subsidiaries, and IBFs | 13,794,449 |
| Noninterest-bearing | 590,999 |
| Interest-bearing | 13,203,450 |
| Federal funds purchased and Securities | |
| sold under agreements to repurchase | 2,338,881 |
| Demand notes issued to the U.S. | |
| Treasury | 173,851 |
| Trading liabilities | 1,695,216 |
| Other borrowed money: | |
| With remaining maturity of one year | |
| or less | 1,905,330 |
| With remaining maturity of more than | |
| one year through three years | 0 |
| With remaining maturity of more than | |
| three years | 25,664 |
| Bank's liability on acceptances executed | |
| and outstanding | 1,195,923 |
| Subordinated notes and debentures | 1,012,940 |
| Other liabilities | 2,018,960 |

| | |
|--|---------------|
| Total liabilities | 51,192,576 |
| <hr/> | |
| EQUITY CAPITAL | |
| Common stock | 1,135,284 |
| Surplus | 731,319 |
| Undivided profits and capital reserves | 3,093,726 |
| Net unrealized holding gains (losses) on available-for-sale securities | 36,866 |
| Cumulative foreign currency translation adjustments | (36,184) |
| <hr/> | |
| Total equity capital | 4,961,011 |
| <hr/> | |
| Total liabilities and equity capital | \$ 56,153,587 |
| <hr/> | |

I, Robert E. Keilman, Senior Vice President and 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 Board of Governors of the Federal Reserve System and is true to the best of my knowledge and belief.

Robert E. Keilman

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 Board of Governors of the Federal Reserve System and is true and correct.

| | | |
|------------------|---|-----------|
| Thomas A. Renyi |) | |
| Alan R. Griffith |) | Directors |
| J. Carter Bacot |) | |
| |) | |
