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TRANS LUX CORP
Form T-3/A
April 16, 2004

As filed with the Securities and Exchange Commission on April 16, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM T-3/A
(Amendment No. 1)

APPLICATION FOR QUALIFICATION OF INDENTURE
UNDER THE TRUST INDENTURE ACT OF 1939

TRANS-LUX CORPORATION
(Name of Applicant)

110 Richards Avenue
Norwalk, Connecticut 06856-5090
(Address of Principal Executive Offices)

Securities to be Issued Under the Indenture to be Qualified:

| Title of Class | Amount |
|---|--|
| 8 1/4% Limited Convertible Senior Subordinated Notes due 2012 | Up to a maximum aggregate principal amount of \$30,177,000 |

Approximate date of proposed public offering: March 2, 2004

Angela D. Toppi
Executive Vice President and Chief Financial Officer
Trans-Lux Corporation
110 Richards Avenue
Norwalk, Connecticut 06856-5090

(Name and Address of Agent for Service)

With a copy to:

Gerald Gordon, Esq.
Weisman Celler Spett & Modlin, P.C.
445 Park Avenue
New York, New York 10022

Form T-3

GENERAL

ITEM 2: SECURITIES ACT EXEMPTION APPLICABLE.

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Upon the terms set forth in an Offering Memorandum dated March 1, 2004, the related Letter of Transmittal and Supplement dated April 12, 2004 (which together constitute the "Exchange Offer"), the Company offered to exchange its 8 1/4% Limited Convertible Senior Subordinated Notes due 2012 (the "New Notes") for its outstanding 7 1/2% Convertible Subordinated Notes due 2006 (the "Old Notes"). The Company extended the Exchange Offer to all Holders of its outstanding Old Notes. Each Holder of Old Notes that participated in the Exchange Offer will receive, for each \$1,000 principal amount of Old Notes properly tendered and not withdrawn, \$1,000 principal amount of New Notes. The offering expired on April 14, 2004 at which time \$16,710,000 of Old Notes had been tendered and not withdrawn.

No tenders of the Old Notes will be accepted before the effective date of this Application.

Contents of Application for Qualification. This Application for Qualification comprises:

- (a) Pages numbered 1 to 3 consecutively (including an attached Exhibit Index).
- (c) The following additional exhibit:

Exhibit T3E-6 Supplement dated April 12, 2004, (incorporated by reference to Exhibit (a) (1) (F) to Form T-0, Amendment No. 3

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, the Applicant, Trans-Lux Corporation, a corporation organized and existing under the laws of Delaware, has duly caused this Application for Qualification to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Norwalk, State of Connecticut, on the 16th day of April, 2004.

TRANS-LUX CORPORATION

By: /s/ Angela D. Toppi

Name: Angela D. Toppi
Title: Executive Vice President

Attest: /s/ Todd Dupee

Name: Todd Dupee

Title: Assistant Vice President

EXHIBIT INDEX

Exhibit T3E-6 Supplement, dated April 12, 2004 (incorporated by reference to Exhibit (a) (1) (F) to Form T-0 Amendment No. 3).