

RETAIL PROPERTIES OF AMERICA, INC.  
Form 305B2  
March 06, 2015

Filed Pursuant to Rule 305(b)(2)

File No. 333-184790

**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**

**Minneapolis, Minnesota**  
**(Address of principal executive offices)**

**55402**  
**(Zip Code)**

**Linda Garcia**

**U.S. Bank National Association**

**190 S. LaSalle Street**

**Chicago, IL 60603**

**(312) 332-6781**

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

**RETAIL PROPERTIES OF AMERICA, INC.**

**(Issuer with respect to the Securities)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**42-1579325**  
**(I.R.S. Employer**  
**Identification No.)**

**2021 Spring Road, Suite 200**

**Oak Brook, Illinois**  
**(Address of Principal Executive Offices)**

**60523**  
**(Zip Code)**

**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.
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.

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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 6th of March, 2015.

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

**Exhibit 2**

Office of the Comptroller of the Currency

Washington, DC 20219

**CERTIFICATE OF CORPORATE EXISTENCE**

I, Thomas J. Curry, Comptroller of the Currency, do hereby certify that:

1. The Comptroller of the Currency, pursuant to Revised Statutes 324, et seq, as amended, and 12 USC 1, et seq, as amended, has possession, custody, and control of all records pertaining to the chartering, regulation, and supervision of all national banking associations.
2. U.S. Bank National Association, Cincinnati, Ohio (Charter No. 24), is a national banking association formed under the laws of the United States and is authorized thereunder to transact the business of banking on the date of this certificate.

IN TESTIMONY WHEREOF, today, January 21, 2015, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the U.S. Department of the Treasury, in the City of Washington, District of Columbia.

Comptroller of the Currency

**Exhibit 3**

Office of the Comptroller of the Currency

Washington, DC 20219

**CERTIFICATION OF FIDUCIARY POWERS**

I, Thomas J. Curry, Comptroller of the Currency, do hereby certify that:

1. The Office of the Comptroller of the Currency, pursuant to Revised Statutes 324, et seq, as amended, and 12 USC 1, et seq, as amended, has possession, custody, and control of all records pertaining to the chartering, regulation, and supervision of all national banking associations.
2. U.S. Bank National Association, Cincinnati, Ohio (Charter No. 24), was granted, under the hand and seal of the Comptroller, the right to act in all fiduciary capacities authorized under the provisions of the Act of Congress approved September 28, 1962, 76 Stat. 668, 12 USC 92a, and that the authority so granted remains in full force and effect on the date of this certificate.

IN TESTIMONY WHEREOF, today, January 21, 2015, I have hereunto subscribed my name and caused my seal of office to be affixed to these presents at the U.S. Department of the Treasury, in the City of Washington, District of Columbia.

Comptroller of the Currency



**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: March 6, 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****(\$000 s)**

|  | <b>12/31/2014</b>     |
|--|-----------------------|
| <b>Assets</b>                                      |                       |
| 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            |
| <b>Total Assets</b>                                | <b>\$ 398,978,359</b> |
| <b>Liabilities</b>                                 |                       |
| 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            |
| <b>Total Liabilities</b>                           | <b>\$ 357,581,588</b> |
| <b>Equity</b>                                      |                       |
| Common and Preferred Stock                         | 18,200                |
| Surplus  | 14,266,400            |
| Undivided Profits                                  | 26,256,268            |
| Minority Interest in Subsidiaries                  | 855,903               |
| <b>Total Equity Capital</b>                        | <b>\$ 41,396,771</b>  |
| <b>Total Liabilities and Equity Capital</b>        | <b>\$ 398,978,359</b> |