

XL GROUP PLC
Form 305B2
March 19, 2015

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)

WELLS FARGO BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

| | |
|--|---|
| A National Banking Association | 94-1347393 |
| (Jurisdiction of incorporation or organization if not a U.S. national bank) | (I.R.S. Employer Identification No.) |
| 101 North Phillips Avenue | |
| Sioux Falls, South Dakota | 57104 |
| (Address of principal executive offices) | (Zip code) |

**Wells Fargo & Company
Law Department, Trust Section**

MAC N9305-175

Sixth Street and Marquette Avenue, 17th Floor

Minneapolis, Minnesota 55479

(612) 667-4608

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

XL GROUP

Public Limited Company

(Exact name of obligor as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

98-0665416
(I.R.S. Employer Identification No.)

XL House

8 St. Stephen's Green

2

Dublin

Ireland
(Address of principal executive offices) (Zip code)

XLIT LTD.

(Exact name of obligor as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

98-0191089

(I.R.S. Employer Identification No.)

XL House

8 St. Stephen's Green

2

Dublin

Ireland

(Address of principal executive offices) (Zip code)

Subordinated Debt Securities

And Guarantees of Subordinated Debt Securities

(Title of the indenture securities)

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
Treasury Department
Washington, D.C.

Federal Deposit Insurance Corporation
Washington, D.C.

Federal Reserve Bank of San Francisco
San Francisco, California 94120

(b) Whether it is authorized to exercise corporate trust powers.

The trustee is authorized to exercise corporate trust powers.

Item 2. Affiliations with Obligor. If the obligor is an affiliate of the trustee, describe each such affiliation.

None with respect to the trustee.

No responses are included for Items 3-14 of this Form T-1 because the obligor is not in default as provided under Item 13.

Item 15. Foreign Trustee. Not applicable.

Item 16. List of Exhibits. List below all exhibits filed as a part of this Statement of Eligibility.

Exhibit
1. A copy of the Articles of Association of the trustee now in effect.*

Exhibit
2. A copy of the Comptroller of the Currency Certificate of Corporate Existence for Wells Fargo Bank, National Association, dated January 14, 2015.**

Exhibit
3. A copy of the Comptroller of the Currency Certification of Fiduciary Powers for Wells Fargo Bank, National Association, dated January 6, 2014.**

Copy of By-laws of the trustee as now in effect.**

Exhibit
4.

Exhibit
5. Not applicable.

Exhibit
6. The consent of the trustee required by Section 321(b) of the Act.

Exhibit
7. A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority.

Exhibit
8. Not applicable.

Exhibit
9. Not applicable.

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* Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit 25 to the Form S-4 dated December 30, 2005 of file number 333-130784.

** Incorporated by reference to the exhibit of the same number to the trustee's Form T-1 filed as exhibit to the Filing 305B2 dated March 13, 2015 of file number 333-190926.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, Wells Fargo 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 to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Dallas and State of Texas on the 17th of March, 2015.

WELLS FARGO
BANK,
NATIONAL
ASSOCIATION

Patrick T.
Giordano
Vice President

EXHIBIT 6

March 17, 2015

Securities and Exchange Commission
Washington, D.C. 20549

Gentlemen:

In accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, the undersigned hereby consents that reports of examination of the undersigned made by Federal, State, Territorial, or District authorities authorized to make such examination may be furnished by such authorities to the Securities and Exchange Commission upon its request thereof.

Very truly yours,

WELLS FARGO
BANK,
NATIONAL
ASSOCIATION

Patrick T.
Giordano
Vice President

Exhibit 7

Consolidated Report of Condition of

Wells Fargo Bank National Association
of 101 North Phillips Avenue, Sioux Falls, SD 57104
And Foreign and Domestic Subsidiaries,
at the close of business December 31, 2014, filed in accordance with 12 U.S.C. §161 for National Banks.

| | Dollar Amounts In Millions |
|---|-------------------------------|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin | \$ 18,743 |
| Interest-bearing balances | 222,900 |
| Securities: | |
| Held-to-maturity securities | 55,483 |
| Available-for-sale securities | 226,470 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold in domestic offices | 1,968 |
| Securities purchased under agreements to resell | 23,309 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale | 14,634 |
| Loans and leases, net of unearned income | 821,207 |
| LESS: Allowance for loan and lease losses | 10,844 |
| Loans and leases, net of unearned income and allowance | 810,363 |
| Trading Assets | 46,228 |
| Premises and fixed assets (including capitalized leases) | 7,491 |
| Other real estate owned | 2,492 |
| Investments in unconsolidated subsidiaries and associated companies | 856 |
| Direct and indirect investments in real estate ventures | 1 |
| Intangible assets | |
| Goodwill | 21,627 |
| Other intangible assets | 18,578 |
| Other assets | 61,641 |
| Total assets | \$1,532,784 |
| LIABILITIES | |
| Deposits: | |
| In domestic offices | \$1,062,122 |
| Noninterest-bearing | 322,290 |
| Interest-bearing | 739,832 |
| In foreign offices, Edge and Agreement subsidiaries, and IBFs | 151,034 |
| Noninterest-bearing | 928 |
| Interest-bearing | 150,106 |
| Federal funds purchased and securities sold under agreements to repurchase: | |

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| | |
|--|--------|
| Federal funds purchased in domestic offices | 946 |
| Securities sold under agreements to repurchase | 12,563 |

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| | Dollar Amounts In Millions |
|---|----------------------------------|
| Trading liabilities | 25,409 |
| Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) | 83,997 |
| Subordinated notes and debentures | 18,701 |
| Other liabilities | 32,601 |
| Total liabilities | \$1,387,373 |
| EQUITY CAPITAL | |
| Perpetual preferred stock and related surplus | 0 |
| Common stock | 519 |
| Surplus (exclude all surplus related to preferred stock) | 106,158 |
| Retained earnings | 34,288 |
| Accumulated other comprehensive income | 4,019 |
| Other equity capital components | 0 |
| Total bank equity capital | 144,984 |
| Noncontrolling (minority) interests in consolidated subsidiaries | 427 |
| Total equity capital | 145,411 |
| Total liabilities, and equity capital | \$1,532,784 |

I, John R. Shrewsberry, Sr. EVP & CFO of the above-named bank do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

John R. Shrewsberry

Sr. EVP & CFO

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 appropriate Federal regulatory authority and is true and correct.

John Stumpf Directors
James Quigley
Enrique Hernandez, Jr.