

Resource Capital Corp.
Form 305B2
October 17, 2013

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 **(I.R.S. Employer**
organization if not a U.S. national bank) **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)

RESOURCE CAPITAL CORP.

(Exact name of registrant as specified in its charter)

Maryland **20-2287134**
(State or other jurisdiction of **(I.R.S. Employer**
incorporation or organization) **Identification No.)**
712 Fifth Avenue, 10th Floor
New York, NY **10019**
(Address of principal executive offices) **(Zip code)**

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 June 27, 2012.** |
| Exhibit
3. | A copy of the Comptroller of the Currency Certification of Fiduciary Powers for Wells Fargo Bank, National Association, dated December 21, 2011.** |
| Exhibit
4. | Copy of By-laws of the trustee as now in effect.*** |
| Exhibit
5. | Not applicable. |
| Exhibit
6. | The consent of the trustee required by Section 321(b) of the Act. |

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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.

* 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 25 to the Form S-3 dated January 23, 2013 of file number 333-186155.
- *** 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 May 26, 2005 of file number 333-125274.

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 New York and State of New York on the 10th day of October, 2013.

WELLS FARGO BANK, NATIONAL
ASSOCIATION

/s/ Yana Kislenko
Yana Kislenko
Vice President