

REALTY INCOME CORP
Form 305B2
June 17, 2010

Registration No. 333-158169

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 MELLON
TRUST COMPANY, N.A.
(Exact name of trustee as specified in its charter)

(State of incorporation 95-3571558
if not a U.S. national bank) (I.R.S.
employer
identification
no.)

700 South Flower Street
Suite 500
Los Angeles, California 90017
(Address of principal (Zip code)
executive offices)

REALTY INCOME CORPORATION
(Exact name of obligor as specified in its charter)

Maryland 33-0580106
(State or other jurisdiction of (I.R.S.
incorporation or employer
organization) identification
no.)

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600 La Terraza Boulevard
Escondido, California 92025-3873
(Address of principal executive offices) (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 |
|---|---------------------------------|
| Comptroller of the Currency United States Department of the Treasury | Washington, D.C. 20219 |
| Federal Reserve Bank | San Francisco, California 94105 |
| Federal Deposit Insurance Corporation | Washington, D.C. 20429 |

(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 articles of association of The Bank of New York Mellon Trust Company, N.A., formerly known as The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 and Exhibit 1 to Form T-1 filed with Registration Statement No. 333-152875).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
3. A copy of the authorization of the trustee to exercise corporate trust powers (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-152875).

4. A copy of the existing by-laws of the trustee (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-162713).
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. 333-152875).
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 Mellon Trust Company, N.A., a 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 Los Angeles, and State of California, on the 17th day of June, 2010.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A.

By: /S/ RAYMOND TORRES
Name: RAYMOND TORRES
Title: SENIOR ASSOCIATE

Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business March 31, 2010, published in accordance with Federal regulatory authority instructions.

| in Thousands | Dollar Amounts |
|--|--------------------|
| ASSETS | |
| Cash and balances due from depository institutions: | |
| Noninterest-bearing balances and currency and coin..... | 1,504 |
| Interest-bearing balances..... | 288 |
| Securities: | |
| Held-to-maturity securities..... | 12 |
| Available-for-sale securities..... | 581,259 |
| Federal funds sold and securities purchased under agreements to resell: | |
| Federal funds sold..... | 113,000 |
| Securities purchased under agreements to resell..... | 0 |
| Loans and lease financing receivables: | |
| Loans and leases held for sale..... | 0 |
| Loans and leases, net of unearned income..... | 0 |
| LESS: Allowance for loan and lease losses..... | 0 |
| Loans and leases, net of unearned income and allowance..... | 0 |
| Trading assets..... | 0 |
| Premises and fixed assets (including capitalized leases)..... | 10,486 |
| Other real estate owned..... | 0 |
| Investments in unconsolidated subsidiaries and associated companies..... | 2 |
| Direct and indirect investments in real estate ventures..... | 0 |
| Intangible assets: | |
| Goodwill..... | 856,313 |
| Other intangible assets..... | 237,642 |
| Other assets..... | 166,465 |
| Total assets..... | \$1,966,971 |

LIABILITIES

| | |
|---|---------|
| Deposits: | |
| In domestic offices | 533 |
| Noninterest-bearing | 533 |
| Interest-bearing | 0 |
| Not applicable | |
| Federal funds purchased and securities sold under agreements to repurchase: | |
| Federal funds purchased | 0 |
| Securities sold under agreements to repurchase..... | 0 |
| Trading liabilities..... | 0 |
| Other borrowed money: (includes mortgage indebtedness and obligations under capitalized leases)..... | 268,691 |
| Not applicable | |
| Not applicable | |
| Subordinated notes and debentures..... | 0 |
| Other liabilities..... | 210,010 |
| Total liabilities..... | 479,234 |
| Not applicable | |

EQUITY CAPITAL

| | |
|---|-----------|
| Perpetual preferred stock and related surplus..... | 0 |
| Common stock..... | 1,000 |
| Surplus (exclude all surplus related to preferred stock)..... | 1,121,520 |
| Not applicable | |
| Retained earnings..... | 364,077 |
| Accumulated other comprehensive income | 1,140 |
| Other equity capital components | 0 |
| Not available | |
| Total bank equity capital | 1,487,737 |
| Noncontrolling (minority) interests in consolidated subsidiaries..... | 0 |
| Total equity capital..... | 1,487,737 |
| Total liabilities and equity capital..... | 1,966,971 |

I, Karen Bayz, Managing Director of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date 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.

| | | |
|----------------------------|---|----------------------|
| Troy Kilpatrick, President |) | |
| Frank P. Sulzberger, MD |) | Directors (Trustees) |
| William D. Lindelof, MD |) | |