

**RESOURCE CAPITAL CORP.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Purpose

The Nominating and Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Resource Capital Corp. (“Resource”) to (1) assist Resource and its Board in maintaining an effective and knowledgeable Board, including assisting the Board by identifying individuals qualified to become directors and recommending to the Board the director nominees for the next annual meeting of shareholders and the directors to be appointed to the Audit, Compensation and Nominating and Governance Committees, and (2) develop and recommend for the Board’s consideration governance guidelines for Resource.

Committee Membership

The Committee shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange or any other securities exchange or interdealer automated quotation system on which Resource’s securities are traded (the “Relevant Trading Market”) applicable to a member of the Committee.

Committee Authority and Responsibilities; Directors Qualifications

1. The Committee shall actively identify individuals qualified to become Board members, consistent with criteria approved by the Board, for recommendation to the Board as potential directors. The Committee also shall develop and recommend to the Board the criteria for selecting new director nominees. The Committee shall assist the Board in meeting the following goals with respect to the composition of the Board and the Audit, Compensation and Nominating and Governance Committees:
 - (a) the Board will have a majority of directors who meet the criteria for independence required by the Relevant Trading Market; and
 - (b) the membership of the Audit, Compensation and Nominating and Governance Committees shall meet the requirements set forth in such committee’s charter.

The Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new directors as well as the composition of the Board as a whole and of the Audit, Compensation and Nominating and Governance Committees. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. The Committee shall recommend to the Board the director nominees to stand for election to the Board at each annual meeting of Resource’s shareholders or otherwise and to comprise each of the Audit, Compensation and Nominating and Governance Committees. These recommendations will be made by the Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Committee and the Chairman of the Board. In cases where Resource is legally required by contract or

otherwise to provide third parties with the ability to nominate directors, the selection and nomination of such directors shall not be subject to the Committee process.

2. The Committee shall review and make recommendations to the Board regarding Resource's director nomination processes, including, without limitation:
 - (a) determining whether the Committee should have a policy with regard to the consideration of any director candidates recommended by security holders, including, without limitation, whether the Committee will consider director candidates recommended by security holders; and if the Committee determines not to have such a policy, report to the Board its basis for determining that it is appropriate for Resource not to have such a policy;
 - (b) if the Committee determines that it will consider candidates recommended by security holders, the Committee shall determine the procedures to be followed by security holders in submitting such recommendations and consider whether any changes should be made to such procedures;
 - (c) determining any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for a position on the Board, and describe any specific qualities or skills that the Committee believes are necessary for one or more of Resource's directors to possess;
 - (d) determining the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders, and any differences in the manner in which the Committee evaluates nominees for director based on whether the nominee is recommended by a security holder;
 - (e) with regard to each nominee approved by the Committee for inclusion on Resource's proxy card (other than nominees who are executive officers or who are directors standing for re-election), report to the Board which one or more of the following categories of persons or entities recommended that nominee: security holder, non-management director, chief executive officer, other executive officer, third-party search firm, or other, specified, source;
 - (f) if Resource pays a fee to any third party or parties to identify or evaluate or assist in identifying or evaluating potential nominees, report to the Board the function performed by each such third party; and
 - (g) if the Committee received, by a date not later than the 120th calendar day before the date of Resource's proxy statement released to security holders in connection with the previous year's annual meeting, a recommended nominee from a security holder that beneficially owned more than 5% of Resource's voting common stock for at least one year as of the date the recommendation was made, or from a group of security holders that beneficially owned, in the aggregate, more than 5% of Resource's voting common stock, with each of the securities used to calculate that ownership held for at least one year as of the date the recommendation was made, identify to the Board the candidate and the security holder or security holder group that recommended the candidate and disclose

whether the Committee chose to nominate the candidate, provided, however, that no such identification or disclosure is required without the written consent of both the security holder or security holder group and the candidate to be so identified.

3. The Committee shall have the sole authority to retain and terminate a search firm to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain professional advice from within Resource or elsewhere.
4. The Committee shall have oversight of the evaluation process of the Board, each committee of the Board and management with respect to the governance of Resource. The Committee shall receive comments from all directors and provide the Board, at or about the end of Resource's fiscal year, with an assessment of its performance.
5. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines applicable to Resource. Once adopted, the Committee shall review the adequacy of the Corporate Governance Guidelines of Resource annually and recommend any proposed change to the Board for approval.
6. The Committee may form and delegate authority to subcommittees when appropriate.
7. The Committee shall meet a least semi-annually and shall make regular reports to the Board.
8. The Chairman of the Board, in consultation with Resource's chief executive officer (the "CEO"), shall recommend to the Committee directors for consideration for appointment to the Audit, Compensation and Nominating and Governance Committees. The Committee shall consult with, and seek the recommendations of, the Chairman of the Board and the CEO with respect to any other matter within its scope.
9. The Committee shall review the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. The Committee shall annually review its own performance.