

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name RESOURCE CAPITAL CORP.		2 Issuer's employer identification number (EIN) 20-2287134	
3 Name of contact for additional information PURVI KAMDAR	4 Telephone No. of contact 212-506-3899	5 Email address of contact PKAMDAR@RESOURCEAMERICA.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 712 5TH AVENUE, 12TH FLOOR		7 City, town, or post office, state, and Zip code of contact NEW YORK, NY 10019	
8 Date of action 4/28/2011	9 Classification and description COMMON STOCK		
10 CUSIP number 76120W302	11 Serial number(s) N/A	12 Ticker symbol RSO	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **A CASH DISTRIBUTION OF \$0.25 PER COMMON SHARE WAS PAID TO SHAREHOLDERS ON APRIL 28, 2011 TO HOLDERS OF RECORD ON MARCH 31, 2011.**

THE TOTAL CASH DISTRIBUTIONS FOR THE TAX YEAR 2011 EXCEEDED THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS; THEREFORE, THE EXCESS IS A RETURN OF CAPITAL TO THE SHAREHOLDERS.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE TAX BASIS OF EACH COMMON SHARE DECREASES BY \$0.158 PER SHARE AS A RESULT OF THE ORGANIZATIONAL ACTION.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE REDUCTION IN TAX BASIS WAS CALCULATED BY THE DIFFERENCE BETWEEN TOTAL CASH DISTRIBUTIONS FOR THE TAX YEAR 2011 LESS THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS. BECAUSE THE CASH DISTRIBUTIONS EXCEEDED THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS, THIS DIFFERENCE IS A RETURN OF CAPITAL TO EACH SHAREHOLDER.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►
SECTION 301(c)(2)

18 Can any resulting loss be recognized? ► N/A

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►
THE ORGANIZATION ACTION IS REPORTABLE FOR TAX YEAR 2011.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ► David Bryant Date ► 1/13/2012
Print your name ► **DAVID BRYANT** Title ► **CHIEF FINANCIAL OFFICER**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	Firm's EIN ►			
	Firm's address ►	Phone no.			