

REALTY FINANCE CORPORATION

AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Realty Finance Corporation (the “Company”). Its primary functions are to:

- Identify individuals qualified to fill vacancies or newly created positions on the Board, and to recommend to the Board the persons it should nominate for election as directors at the annual meetings of the Company’s stockholders and to recommend directors to serve on all committees of the Board, and
- Develop and recommend to the Board corporate governance guidelines (“Corporate Governance Guidelines”) applicable to the Company.

Organization

- The Committee will consist of no fewer than three members. All members of the Committee will be, in the business judgment of the Board, “independent” under the independence requirements set forth, from time to time, in the listing standards of the New York Stock Exchange (“NYSE”) and any other applicable laws, rules or regulations, including, without limitation, any rules promulgated by the Securities and Exchange Commission (the “SEC”). The members will be elected annually for a term of one year and will serve at the pleasure of the Board.
- The members of the Committee will be appointed, removed and replaced by, and in the sole discretion of, the Board.
- The Board will designate a member of the Committee to be the chairman of the Committee.
- The Committee will create its own rules of procedure, including rules regarding notice of meetings, quorum and voting. Such rules will be consistent with the Articles of Incorporation, as amended (the “Charter”) and Bylaws (the “Bylaws”) of the Company and with this charter.
- The Committee may create subcommittees to perform particular functions, either generally or in specific instances.
- Minutes will be kept with regard to each meeting of the Committee, which will record all actions taken by the Committee. The minutes will be maintained with the books and records of the Company. Copies of the minutes of each meeting of the Committee will be sent promptly after the meeting to all members of the Board.
- The Committee will report to the Board at all regular meetings of the Board or at such other times as the Committee deems necessary or appropriate.
- The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its chairman.

- The Committee may request members of management or others to attend meetings and provide pertinent information as necessary. Actions of the committee may also be taken by unanimous written consent when deemed necessary or desirable by the committee of its chairperson. Actions of the committee may also be taken by unanimous written consent when deemed necessary or desirable by the committee of its chairperson.

Responsibilities and Powers

In order to carry out the purposes described above, the Committee will:

- Assist the Board in fulfilling its responsibilities to assure that the Company is governed in a manner consistent with the interests of the stockholders of the Company.
- Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.
- Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, the candidate's industry knowledge and experience, requirements of the NYSE to maintain a minimum number of independent directors, requirements of the SEC to have persons with financial expertise available to serve on the Company's audit committee, the ability of a nominee to devote sufficient time to the affairs of the Company, any actual or potential conflicts of interest, and the extent to which the candidate generally would be a desirable addition to the Board and any committees of the Board. The Committee may consider candidates proposed by management or stockholders, but it is not required to do so. In the event the Company is legally required, by contract or otherwise, to provide a third party with the ability to nominate a director, the selection and nomination of such director need not be subject to the Committee's review.
- In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.
- Identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee, the interplay of the candidate's experience with the experience of other committee members, requirements of the NYSE for independent members to serve on the Company's audit and compensation committees and the Committee, and requirements of the SEC to have persons with financial expertise available to serve on the Company's audit committee. In appropriate circumstances, the Committee, in its sole discretion, shall consider and may recommend the removal of a director for cause, in

accordance with the applicable provisions of the Charter, Bylaws and Corporate Governance Guidelines.

- To the extent the Committee deems appropriate, retain search firms to assist in searches by the Committee for persons to be added to the Board.
- Adopt criteria which the Committee will apply in its selection of new directors. Such criteria shall be approved by the Board.
- Develop and recommend to the Board standards to be applied in determining whether that director is “independent” under the rules of the NYSE and any other applicable laws, rules or regulations, including, without limitation, any rules promulgated by the SEC.
- Prepare any reports of the Committee to be included in the Company’s proxy statement as may be required by the SEC.
- At least annually, produce and provide to the Board, a performance review of each member of the Board, of each committee and that of senior management.
- Review the suitability of each Board member for continued service when his or her term expires and when he or she has a significant change in status.
- Review the Board’s annual evaluation of its own performance.
- Oversee the evaluation of the Board and management.
- Consult from time to time with the Chairman of the Board to obtain his views about whether new members should be added to the Board and about whether current members should be re-nominated or replaced.
- Recommend the Corporate Governance Guidelines, and any proposed changes to those Corporate Governance Guidelines, to the Board.
- Oversee and review the Company’s process for providing information to the Board, assessing the channels through which information is received, and the quality and timeliness of the information received.
- Develop, produce and provide to the Board, a periodical review (at least annually) of the Corporate Governance Guidelines relating to the membership and functioning of the Board and any other matters the Committee deems appropriate.
- In connection with its development and review of Corporate Governance Guidelines, consult with the Company’s general counsel, if any, and with outside legal counsel (which may be counsel to the Company) about relevant legal requirements and consult other experts about any other matters the Committee deems appropriate in connection with its development and review of Corporate Governance Guidelines.
- Review with the Company’s general counsel, if any, or outside counsel, at least annually the extent to which the Company and its Directors are complying with the Corporate Governance Guidelines, and, if necessary, recommend to the Board steps to improve compliance with the Corporate Governance Guidelines.

- Conduct and provide to the Board an annual evaluation of its own performance, which evaluation must compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year.
- Conduct and provide to the Board an annual review of this charter and recommend to the Board any changes the Committee deems appropriate.
- Prepare a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.
- Develop with management and monitor the process of orienting new directors and continuing education for existing directors.
- Fulfill any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

Any performance evaluation conducted by the Committee shall be performed in such manner as the Committee deems appropriate. Any report to the Board may take the form of an oral report by any designated member of the Committee. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee; provided that a charter is adopted for such subcommittee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants at the expense of the Company. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties.

Reliance Permitted

In carrying out its duties, the Committee will act in reliance on management, the independent public accountants, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.