

REALTY FINANCE CORPORATION

AMENDED AND RESTATED CORPORATE GOVERNANCE GUIDELINES

The business and affairs of Realty Finance Corporation (“the Company”) shall be managed under the direction of the Board of Directors (the “Board”) in accordance with Maryland law. The Board will have the responsibility for the overall stewardship of the Company, including establishing the overall policies and standards for the Company in the operation of its business, and reviewing and approving financial and business plans. In addition, the Board will monitor and assess the overall performance and progress of the Company. To this end, the Board has adopted the following guidelines to assist it in its corporate governance responsibilities.

Director Qualification Standards

- Each director of the Board must have the following qualifications:
 - a. Education and experience that provides knowledge of business, financial, governmental or legal matters that are relevant to the Company’s business or to its status as a publicly owned company.
 - b. An unblemished reputation for integrity.
 - c. A reputation for exercising good business judgment.
 - d. Sufficient available time to be able to fulfill his or her responsibilities as a member of the Board and of any committees to which he or she may be appointed.
- The Company’s Bylaws provide that the Board will be not less than the minimum number of directors permitted by Maryland law (which is currently one) nor more than 15 directors. The Board, together with the Company’s Nominating and Corporate Governance Committee, will periodically review the appropriate size of the Board. A majority of the Board may increase or decrease the size of the Board within the limits specified in the Company’s Bylaws.
- The Board anticipates that the Company’s chief executive officer (the “CEO”) will be nominated annually to serve on the Board. The Board may also appoint or nominate other members of the Company’s management whose experience and role at the Company are expected to help the Board fulfill its responsibilities.
- The Board will periodically appoint a Chairman (the “Chairman”). Both independent and management directors, including the CEO, are eligible for appointment as the Chairman. The Chairman, or if the Chairman is not an independent director, the chairman of the Nominating and Corporate Governance Committee, shall serve as the lead independent director. The lead independent director is responsible for coordinating the activities of the other independent directors, including scheduling and conducting separate meetings of the independent directors and for such other duties as are assigned from time to time by the Board.
- A majority of the directors must meet 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”). Because it is not possible to anticipate or explicitly provide for all

circumstances that might signal potential conflicts of interest, the Board when making “independence” determinations will broadly consider all relevant facts and circumstances. No director will qualify as “independent” unless the Board affirmatively determines that each independent director has no other material relationship, either directly or indirectly, with the Company or its affiliates.

Director Responsibilities

- The directors will direct the management of the business and affairs of the Company with the goal of optimizing the Company’s long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations.
- Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each committee on which he or she serves.
- The directors will consider the impact of the Company’s actions on the Company’s stockholders, customers, tenants, employees, suppliers, partners, lenders, brokers and communities where it operates.
- Each director will attend substantially all the meetings of the Board and substantially all the meetings of each committee on which the director serves, and are strongly encouraged to attend the Company’s annual meetings of stockholders.
- Each director will review, before attending meetings of the Board or committees, all materials provided by the Company relating to matters to be considered at the meetings.
- Each member of the Board is expected to ensure that other existing and planned future commitments do not materially interfere with the member’s service as a director. These other commitments will be considered by the Nominating and Corporate Governance Committee and the Board when reviewing Board candidates and in connection with the Board’s annual evaluation process.
- The non-management directors will meet at least once a year without the presence of any directors or other persons who are part of the Company’s management.

Director Access to Management and Independent Advisors

Directors will have access to management and, as necessary and appropriate, to the Company’s independent advisors, in order to keep themselves fully informed of the Company’s affairs and to enable them to make sound business judgements.

Director Compensation

In fixing the compensation to be paid to directors who are not employees of the Company for serving on the Board and on committees, the Board will consider the following:

- The compensation that is paid to directors of other companies which are comparable in size to the Company.

- The amount of time it is likely directors will be required to devote to preparing for and attending meetings of the Board and the committees on which they serve.
- The success of the Company (which may be reflected in stock options or other compensation related to the price of the Company's shares).
- If a committee on which a director serves undertakes a special assignment, the importance of that special assignment to the Company and its stockholders.
- The risks involved in serving as a director and a member of Board committees.

Director Orientation and Continuing Education

- The Company will make available to each new director an opportunity to discuss the Company and its business with senior executives and inform each new director of Company policies which affect directors, including these Corporate Governance Guidelines.
- The Company will make available to directors, at the Company's cost, professionally conducted programs regarding director responsibilities and other matters related to service on the Board of Directors.

Selection of Board Members

- All members of the Board are elected annually by the Company's stockholders, except for Board action to fill vacancies arising between stockholder elections. The Board will be responsible for the selection of nominees for election or appointment to the Board. The Nominating and Corporate Governance Committee shall recommend candidates for election to the Board. The Nominating and Corporate Governance Committee may consider nominees recommended by management and stockholders using the criteria approved by the Board to evaluate all candidates. The Nominating and Corporate Governance Committee reviews each candidate's qualifications, including whether a candidate possesses any of the specific qualities and skills desirable for members of the Board. Evaluations of candidates generally involve a review of background materials, internal discussions and interviews with selected candidates as appropriate. Upon selection of a qualified candidate, the Nominating and Corporate Governance Committee will recommend the candidate for consideration by the full Board.
- The Nominating and Corporate Governance Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees.
- To recommend a prospective nominee for the Nominating and Corporate Governance Committee's consideration, the candidate's name and qualifications must be submitted to the Company's Secretary in writing to the following address: Realty Finance Corporation, Attn: Secretary, 1 City Place, 185 Asylum Street, 31st Floor, Hartford, CT 06103. When submitting candidates for nomination to be elected at the Company's annual meeting of stockholders, stockholders must follow the notice procedures and provide the information required by the Company's Bylaws.

Term Limits

- Because of the value the Board places on having directors who are knowledgeable about the Company, its business and operations and its industry, the Board does not believe that arbitrary term limits on directors' service are appropriate. The Board believes that, as an alternative to term limits,

it can ensure that the Board continues to evolve and adopt new viewpoints through the evaluation and nomination process described in these guidelines.

Limitation on Board Service

- The Board does not believe that it is advisable to arbitrarily limit the number of boards of other public companies on which a director may serve. A director shall notify the Chairman prior to becoming a director or director of another public company in order to avoid potential conflicts of interest and to address whether the aggregate number of directorships or directorships held by such director would interfere with his or her ability to carry out his or her responsibilities as a director of the Company.
- In the event that the Board determines that such additional directorship or directorship constitutes a conflict of interest or interferes with such director's ability to carry out his or her responsibilities as a director of the Company, such director, upon the request of the Board, shall offer his or her resignation or not accept the other directorship or directorship.

Directors Who Change Job Responsibility; Retirement

- The Board does not believe that directors who retire or change their principal occupation or business association should necessarily leave the Board; however, there should be an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under these circumstances.
- The Board does not believe that a fixed retirement age for directors is appropriate.

Management Succession

- As part of their role in directing the management of the business and affairs of the Company, the directors will be responsible for (a) ensuring that the Company's management has the capabilities to cause the Company to operate in an efficient and businesslike fashion, and (b) reviewing the qualifications of persons proposed as additional members of the Company's management or replacements for members of the Company's management.
- If there is a vacancy in a senior management position, other than that of chief executive officer, the Board will receive and review the recommendation of the chief executive officer for filling that vacancy.
- If it is anticipated that the chief executive officer will leave the Company at a specified future date, the Board will ensure that the process of selecting a successor chief executive officer will take place in a manner that is likely to create a smooth transition between chief executive officers.
- If there is an unanticipated departure of the chief executive officer, the Board will oversee (a) selection of a temporary chief executive officer to serve until a permanent replacement is selected, and (b) selection of the permanent replacement for the chief executive officer.
- The Board believe that management has the primary responsibility to communicate with investors, the press, employees and other constituencies that are involved with the Company, and to set policies for those communications.

Annual Performance Evaluation of the Board

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively.

Independent Directors Discussions

- To promote open discussions among the independent directors, it is the policy of the Board that the independent members of the Board meet separately without management directors at least twice per year during regularly scheduled Board meetings to discuss such matters as the independent directors consider appropriate. The lead independent director will assume the responsibility of chairing the meetings of independent directors and shall bear such further responsibilities which the independent directors as a whole or the Board might designate from time to time. The Company's independent auditors, finance staff, other employees and other outside advisors may be invited to attend these meetings.

Management Responsibilities

- Management is responsible for operating the Company in an effective, ethical and legal manner designed to produce value for the Company's stockholders consistent with the Company's policies and standards. Management is responsible for understanding the Company's activities and the material risks incurred by the Company as well as avoiding conflicts of interest with the Company and its stockholders.
- Management, under the oversight of the Board and audit committee of the Board, is responsible for producing financial statements that fairly present the Company's financial condition, results of operation, cash flows and related risks in a clear and understandable manner, for making timely and complete disclosures to investors and the public and for keeping the Board well-informed on a timely basis as to all significant matters of the Company.
- Senior management is responsible for developing and presenting to the Board for approval the Company's strategic plans and annual operating plans and budget.
- Senior management is responsible for selecting qualified members of management and for implementing an effective and ethical organizational structure.
- Senior management is responsible for developing, implementing and monitoring an effective system of (x) internal controls and procedures to provide reasonable assurance that transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported and (y) disclosure controls and procedures that are designed to ensure information is properly and timely reported to ensure compliance with applicable securities laws, listing requirements and current contracts.

Meeting Procedures

- Management shall be responsible for assuring that, where feasible, all information and data important to the understanding of the Company's business and matters to be considered by the Board shall be distributed in writing sufficiently in advance of each meeting to provide directors with a reasonable amount of time to review and evaluate such information and data.

- Directors are entitled to rely in good faith on (1) corporate records, officers or employees and on reports of Board committees and/or (2) any other person selected with reasonable cause as to matters reasonably believed to be within the person's professional or expert competence.
- The Board will generally hold at least four regularly scheduled meetings per year and hold additional special meetings as necessary. Each director is expected to attend both scheduled and special meetings, except if unusual circumstances make attendance impractical. The Board may also take action from time to time by unanimous written consent.
- The Board encourages the presentation at meetings by members of the Company's management who can provide additional insight into matters being discussed or who have potential issues that the CEO believes should be given exposure to the Board. The Board encourages management to arrange presentations at Board meetings and to provide other reports that will enhance the flow of meaningful financial and business information to the Board. Each Board member will have complete access to management for relevant information.

Disclosure

This policy, the Company's charter and bylaws, each Board committee charter and the Company's code of business conduct and ethics will be posted on the Company's website and also will be available in print to any stockholder requesting it.