

PART IV: SCHEDULE OF TRANSACTIONS IN RESOURCE CAPITAL SERIES C PREFERRED STOCK

A. Purchases or other acquisitions, including by way of exchange or otherwise (from June 3, 2014 to August 4, 2015) of Series C preferred stock:

Trade Date (MMDDYY)	Number of Shares Purchased or Acquired	Purchase Price per Share	Total Purchase Price*	Transaction Type (P/R)**

*Excluding taxes, fees and commissions
 **P=Purchase, R=Receipt (transfer in)

B. Sales (from June 3, 2014 to August 4, 2015) of Series C preferred stock:

Trade Date (MMDDYY)	Number of Shares Sold or Delivered	Sale Price per Share	Total Sale Price*	Transaction Type (S/D)**

*Excluding taxes, fees and commissions
 **S=Sale, D=Delivery (transfer out)

C. Number of shares of Series C preferred stock held as of the close of trading on August 4, 2015:

PART V: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim and Release under the terms of the Stipulation and Agreement of Settlement, dated February 5, 2018 (“Stipulation”) described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York, with respect to my (our) claim as a Class Member (as defined in the Notice) and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Action. I (We) agree to furnish additional information to Lead Counsel to support this claim if required to do so. I (We) have not submitted any other claim covering the same purchases or sales of Resource Capital securities during the Class Period and know of no other Person having done so on my (our) behalf.

PART VI: RELEASE

1. I (We) hereby acknowledge, on behalf of myself (ourselves) and each of my (our) heirs, executors, administrators, predecessors, successors and assigns, and any other person claiming by, through or on behalf of me (us) that I (we): (a) fully, finally and forever settle, release, waive, relinquish, discharge and dismiss each and every of the Released Claims against the Released Parties; (b) am (are) forever enjoined from commencing, instituting or prosecuting any or all of the Released Claims against the Released Parties; and (c) am (are) forever enjoined from instituting, continuing, maintaining or asserting, either directly or indirectly, whether in the United States or elsewhere, on my (our) own behalf or on behalf of any class or any other person, any action, suit, cause of action, claim or demand against any person or entity who may claim any form of contribution or indemnity from any of the Released Parties in respect of any Released Claim or any matter related thereto.
2. “Released Claims” means any and all claims, debts, demands, rights or causes of action or liabilities whatsoever (including, but not limited to, any claims for damages, interest, attorneys’ fees, expert or consulting fees, and any other costs, penalties, expenses or liability whatsoever, whenever or wherever incurred), whether based on federal, state, local, foreign, statutory, or common law or any other law, rule or regulation, whether fixed or contingent, accrued or unaccrued, liquidated or unliquidated, at law or in equity, matured or unmatured, whether class, individual, or otherwise in nature, whether personal or subrogated, whether suspected or unsuspected, including both known claims and Unknown Claims: (1) that have been asserted in this Action against any of the Released Parties, or (2) that have been or could have been asserted in this Action or any forum by either Plaintiff or any Class Member (or any person or and/or entity claiming by, through, or on behalf of any Plaintiff or Class Member) against any of the Released Parties which in any way, directly or indirectly, arise out of or are related to (i) the Mezzanine Loan or any statement or omission related to the Mezzanine Loan by any Released Party, (ii) any of the factual allegations of the Complaints, (iii) any misrepresentation or omission or alleged misrepresentation or omission by any Released Party before or during the Class Period related to or in connection with Resource Capital or any of its subsidiaries or the purchase or sale of Common Shares, Series B Preferred Shares or Series C Preferred Shares or any other security issued by Resource Capital, or (iv) any loss sustained or allegedly sustained as a result of the purchase, sale, or holding of Common Shares, Series B Preferred Shares, or Series C Preferred Shares, or other security issued by Resource Capital during the Class Period. Notwithstanding the foregoing, “Released Claims” does not include (i) claims relating to the enforcement of the Settlement or its terms, or (ii) claims asserted derivatively on behalf of Resource Capital, including (without limitation) any of the derivative claims pending in *In re Resource Capital Corp. Shareholder Derivative Litigation Demand Futile Actions*, No. 1:17-cv-00253-LLS (S.D.N.Y.), *In re Resource Capital Corp. Shareholder Derivative Litigation Demand Refused Actions*, No. 1:17-cv-01381-LLS (S.D.N.Y.), or any other pending shareholder derivative action relating to the Mezzanine Loan.
3. “Unknown Claims” means any and all Released Claims that any Plaintiff or Class Member does not know or suspect to exist in his, her or its favor at the time of the release of the Released Parties, and any of the Settled Defendants’ Claims which Defendants do not know or suspect to exist in his, her or its favor, which if known by him, her or it might have affected his, her or its decision(s) with respect to the Settlement. With respect to any and all Released Claims and Settled Defendants’ Claims, Plaintiffs and Defendants stipulate and agree that upon the Effective Date, Plaintiffs and Defendants shall each, for themselves and all persons claiming by, through, or on behalf of them, expressly waive, and each Class Member shall be deemed to have waived, and by operation of the Judgment shall have expressly waived, any and all provisions, rights and benefits conferred by any law of any state or territory of the United States, or principle of common law, that is similar, comparable, or equivalent to Cal. Civ. Code §1542, which provides:

A general release does not extend to claims which the creditor does not know or suspect exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.

Plaintiffs and Defendants acknowledge, and all Class Members and any successors, assigns, and persons claiming through or on behalf of any of the foregoing, shall, by operation of law, be deemed to have acknowledged that the inclusion of "Unknown Claims" in the definitions of Released Claims and Settled Defendants' Claims were separately bargained for and constitute material elements of the Settlement.

4. "Released Parties" means (a) Defendants; (b) each of their respective current and former officers, directors, employees, agents, servants, representatives, parents, subsidiaries, affiliates, controlled persons, controlling persons, predecessors, assigns, assignees, counsel, members, managers, equity holders, trustees, accountants, advisors, insurers, family members and partners; (c) as to any person described in clause (b) that is not a natural person, each of their respective current and former officers, directors, employees, agents, servants, representatives, parents, subsidiaries, affiliates, controlled persons, controlling persons, predecessors, assigns, assignees, counsel, members, managers, equity holders, trustees, accountants, advisors, insurers, family members and partners; and (d) as to any of the foregoing, and each of their respective heirs, executors, administrators, legal representatives, successors and assigns.
5. This release shall be of no force or effect unless and until the Court approves the Settlement set forth in the Stipulation and it becomes effective on the Effective Date.
6. I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
7. I (We) hereby warrant and represent that I (we) have included information about all of my (our) transactions in Resource Capital securities that occurred during the Class Period as well as the number and type of Resource Capital securities held by me (us) at the opening of trading on October 31, 2012, and the close of trading on August 4, 2015.
8. I (We) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code.

Note: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

PART VII: CERTIFICATION

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Signature of Claimant

Print Name of Claimant

Date:

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Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date:

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PROOF OF CLAIM FORM INSTRUCTIONS

A. This Proof of Claim Form has been sent to you because you may be a member of the Class in this matter. To participate, you must complete and sign this Proof of Claim Form and provide supporting documents for any eligible transactions you claim. If you fail to file a properly addressed Proof of Claim Form and supporting documents, your claim may be rejected, and you may be determined to be ineligible for any payment from the Net Settlement Fund.

B. Submission of this Proof of Claim Form does not assure that you will share in the proceeds of the Net Settlement Fund created in this Action.

C. YOU MUST COMPLETE AND SUBMIT YOUR PROOF OF CLAIM FORM BY MAIL POSTMARKED ON OR BEFORE **JULY 23, 2018**, ADDRESSED TO THE CLAIMS ADMINISTRATOR AS LISTED BELOW:

Resource Capital Corp. Securities Litigation
Claims Administrator
P.O. Box 4850
Portland, OR 97208-4850

D. If you are NOT a member of the Class, as defined in the Notice of Pendency and Proposed Settlement of Class Action (“Notice”), DO NOT submit a Proof of Claim Form.

E. If you are a member of the Class and you do not timely request to be excluded from the Class, you are bound by the terms of any judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM FORM.

F. Use the section of this form entitled “Claimant Identification” to identify each owner of record. THIS CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL OWNER(S), OR THE LEGAL REPRESENTATIVE OF SUCH OWNER(S) OF SHARES UPON WHICH THIS CLAIM IS BASED.

G. Use Part II, III, and IV of the form to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

H. Complete a separate claim form for each account in which you qualify.

I. Provide all of the requested information with respect to the Resource Capital securities that you acquired at any time between October 31, 2012 and August 5, 2015 (the “Class Period”), whether such transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

J. List each transaction in the Class Period in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day and year of each transaction you list.

K. Documentation of your transactions in Resource Capital securities must be attached to your claim. Failure to provide this documentation could delay verification of your claim or result in rejection of your claim.

L. The above requests are designed to provide the minimum amount of information necessary to process the most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your losses.

Proof of Claim Forms must be postmarked no later than July 23, 2018 and mailed to Resource Capital Corp. Securities Litigation, Claims Administrator, P.O. Box 4850, Portland, OR 97208-4850.

ATTENTION NOMINEES AND BROKERAGE FIRMS: If you are filing claim(s) electronically on behalf of beneficial owners, detailed instructions are available on the Settlement website at www.ResourceCapitalSecuritiesLitigation.com along with the formatted electronic filing template. You may also send an email to info@ResourceCapitalSecuritiesLitigation.com requesting this information.

Reminder Checklist

1. Sign the Certification section of the Proof of Claim Form on page 6.
2. Remember to attach supporting documentation.
3. Do not send original documents.
4. Keep a copy of your Proof of Claim Form and all documents submitted for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim Form, send your Proof of Claim Form by certified mail, return receipt requested.
6. If you move, please send the Claims Administrator your new address.

ACCURATE CLAIMS PROCESSING CAN TAKE A SIGNIFICANT
AMOUNT OF TIME. THANK YOU FOR YOUR PATIENCE.