

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 1-32733

**RESOURCE CAPITAL CORP.**  
(Exact name of registrant as specified in its charter)

<u>Maryland</u> (State or other jurisdiction of incorporation or organization)	<u>20-2287134</u> (I.R.S. Employer Identification No.)
<u>712 5<sup>th</sup> Avenue, 10<sup>th</sup> Floor</u> <u>New York, NY</u> (Address of principal executive offices)	<u>10019</u> (Zip Code)
Registrant's telephone number, including area code:	<u>212-506-3870</u>

Title of each class	Securities registered pursuant to Section 12(b) of the Act:	Name of each exchange on which registered
<u>Common Stock, \$.001 par value</u>		<u>New York Stock Exchange (NYSE)</u>

Securities registered pursuant to Section 12(g) of the Act:  
**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes x No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes x No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. x Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes x No

The aggregate market value of the voting common equity held by non-affiliates of the registrant, based on the closing price of such stock on the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2008) was approximately \$125,340,291.

The number of outstanding shares of the registrant's common stock on March 2, 2009 was 24,819,046 shares.

DOCUMENTS INCORPORATED BY REFERENCE  
[None]

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## FORWARD-LOOKING STATEMENTS

*This report contains certain forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as “anticipate,” “believe,” “could,” “estimate,” “expects,” “intend,” “may,” “plan,” “potential,” “project,” “should,” “will” and “would” or the negative of these terms or other comparable terminology.*

Forward-looking statements contained in this report are based on our beliefs, assumptions and expectations of our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Forward-looking statements we make in this report are subject to various risks and uncertainties that could cause actual results to vary from our forward-looking statements, including:

- the factors described in this report, including those set forth under the sections captioned “Risk Factors” and “Business;”
- changes in our industry, interest rates, the debt securities markets, real estate markets or the general economy;
- increased rates of default and/or decreased recovery rates on our investments;
- availability, terms and deployment of capital;
- availability of qualified personnel;
- changes in governmental regulations, tax rates and similar matters;
- changes in our business strategy;
- availability of investment opportunities in commercial real estate-related and commercial finance assets;
- the degree and nature of our competition;
- the adequacy of our cash reserves and working capital; and
- the timing of cash flows, if any, from our investments.

We caution you not to place undue reliance on these forward-looking statements which speak only as of the date of this report. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this filing or to reflect the occurrence of unanticipated events.

## PART I

### ITEM 1. BUSINESS

#### General

We are a specialty finance company that focuses primarily on commercial real estate and commercial finance. We are organized and conduct our operations to qualify as a real estate investment trust, or REIT, for federal income tax purposes. Our objective is to provide our stockholders with total returns over time, including quarterly distributions and capital appreciation, while seeking to manage the risks associated with our investment strategy. We invest in a combination of commercial real estate debt and other real estate-related assets and, to a lesser extent, higher-yielding commercial finance assets. We have financed a substantial portion of our portfolio investments through borrowing strategies seeking to match the maturities and repricing dates of our financings with the maturities and repricing dates of those investments, and to mitigate interest rate risk through derivative instruments.

We are externally managed by Resource Capital Manager, Inc., which we refer to as the Manager, a wholly-owned indirect subsidiary of Resource America, Inc. (NASDAQ: REXI), a specialized asset management company that uses industry specific expertise to generate and administer investment opportunities for its own account and for outside investors in the commercial finance, real estate, and financial fund management sectors. As of December 31, 2008, Resource America managed approximately \$17.5 billion of assets in these sectors. To provide its services, the Manager draws upon Resource America, its management team and their collective investment experience.

Our investments target the following asset classes:

<u>Asset Class</u>	<u>Principal Investments</u>
Commercial real estate-related assets	<ul style="list-style-type: none"><li>· First mortgage loans, which we refer to as whole loans</li><li>· First priority interests in first mortgage real estate loans, which we refer to as A notes</li><li>· Subordinated interests in first mortgage real estate loans, which we refer to as B notes</li><li>· Mezzanine debt related to commercial real estate that is senior to the borrower's equity position but subordinated to other third-party financing</li><li>· Commercial mortgage-backed securities, which we refer to as CMBS</li></ul>
Commercial finance assets	<ul style="list-style-type: none"><li>· Senior secured corporate loans, which we refer to as bank loans</li><li>· Other asset-backed securities, which we refer to as other ABS,</li><li>· Equipment leases and notes, principally small- and middle-ticket commercial direct financing leases and notes</li><li>· Debt tranches of collateralized debt obligations, which we refer to as CDOs</li></ul>

Beginning in the second half of 2007, there have been unprecedented disruptions in the credit markets, abrupt and significant devaluations of assets directly or indirectly linked to the U.S. real estate finance markets, and the attendant removal of liquidity, both long and short term, from the capital markets. These conditions have had, and we expect will continue to have, an adverse effect on us and companies we finance. During the years ended December 31, 2008 and 2007, we recorded provisions for loan and lease losses of \$46.2 million and \$6.2 million, respectively. We also recorded \$26.3 million in asset impairments during the year ended December 31, 2007. In addition, we recorded losses through other comprehensive income of \$46.9 million and \$22.6 million on our CMBS-private placement portfolio as of December 31, 2008 and 2007, respectively, all as a result of the unprecedented disruptions in the credit markets.

The events occurring in the credit markets have impacted our financing strategies. The market for securities issued by new securitizations collateralized by assets similar to those in our investment portfolio has largely disappeared. While we were able to sponsor two new securitizations in 2007, we expect our ability to sponsor new securitizations will be severely limited, if not gone for the foreseeable future. The availability of short-term financing through warehouse lines of credit and repurchase agreements has contracted severely as a result of the increased volatility in the valuation of assets similar to those we originate. These events have impacted (and we expect will continue to impact) our ability to grow and finance our business on a long-term, match-funded basis and our ability to build our investment portfolio securities.

Beginning in the second half of 2007 and continuing throughout 2008, we have focused on managing our exposure to liquidity risks primarily by reducing our exposure to possible margin calls under repurchase agreements and seeking to conserve our liquidity. As a result, we have substantially reduced our repurchase agreement debt to \$17.1 million at December 31, 2008 from \$116.4 million at December 31, 2007. We have continued to manage our liquidity and originate new assets primarily through capital recycling as payoffs occur and through existing capacities within our completed securitizations. While we recorded significant allowances for loan and lease loss reserves as a result of the developments in the credit markets resulting in a net loss during 2008, we declared common dividends of \$1.60 per share on estimated REIT taxable income of \$1.57 per share.

We calculate our distributions to our shareholders based on our estimate of our REIT taxable income, which may vary greatly from our net income calculated in accordance with U.S. generally accepted accounting principles, or GAAP. We expect that our REIT taxable income will be comprised primarily of our net investment income and our fee income. We expect that our REIT taxable income will be greater than our GAAP net income primarily because asset impairments and provisions for loan and lease losses are not deductible until realized for tax purposes as well as net book to tax adjustments for our taxable foreign REIT subsidiaries and fee income received by our taxable REIT subsidiaries, or TRSs, that is dividended to us and included in our REIT taxable income but deferred or eliminated for GAAP purposes. For further discussion, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

## **Our Business Strategy**

The core components of our business strategy are:

**Managing our investment portfolio.** As of December 31, 2008, we managed \$1.9 billion of assets, including \$1.7 billion of assets held in CDOs. The core of our management process is credit analysis which we use to actively monitor our existing investments and as a basis for evaluating new investments. Senior management of our Manager and Resource America has extensive experience in underwriting the credit risk associated with our targeted asset classes, and conducts detailed due diligence on all credit-sensitive investments, including the use of proprietary credit stratifications and collateral stresses. After making an investment, the Manager and Resource America engage in active monitoring of our investments for early detection of troubled and deteriorating securities. If a default occurs, we will use our senior management team’s asset management skills to mitigate the severity of any losses, and we will seek to optimize the recovery from assets if we foreclose upon them.

**Managing our interest rate and liquidity risk.** We generally seek to manage interest rate and liquidity risk so as to reduce the effects of interest rate changes on us. On our long-term financing we seek to match the maturity and repricing dates of our investments with the maturities and repricing dates of our financing. Historically, we have used CDO vehicles structured for us by our Manager to achieve this goal. Currently, we finance new investments through existing capacity in our CDOs or through cash available from principal repayments on or payoffs of existing investments. We also seek to mitigate interest rate risk through derivative instruments.

Historically, we have managed our interest rate and liquidity risk on our short-term financing, principally repurchase agreements, by limiting the amount of our financial exposure under the facilities to either a stated investment amount or a fixed guaranty amount. During the past 18 months, we have managed these risks by substantially reducing the amount of our short-term financing. As of December 31, 2008, we had \$17.1 million of outstanding short term debt.

**Investment in real estate and commercial finance assets.** We expect to continue to invest in commercial real estate whole loans, B notes, mezzanine debt, CMBS rated below AAA by Standard & Poors, or S&P, commercial finance assets, including bank loans, and to a lesser extent, direct financing leases and notes, subject to the availability of investment funds and financing. Our equity at December 31, 2008 was invested 72% in commercial real estate loans, 25% in commercial bank loans and 3% in direct financing lease and notes. In 2009, we expect to recycle capital within our CDO structures to make a limited amount of new investments to replace loans that have been paid down or paid off and to replace loans that may be sold.

**Diversification of investments.** We seek to manage our investment risk by maintaining a diversified portfolio of real estate-related and commercial finance assets. As funds become available for investment or reinvestment, we seek to maintain that diversification while allocating our capital to those sectors that we believe are the most economically attractive. The percentage of assets that we may invest in certain of our targeted asset classes is subject to the federal income tax requirements for REIT qualification and the requirements for exclusion from Investment Company Act regulation.

## **Our Operating Policies and Strategies**

**Investment guidelines.** We have established investment policies, procedures and guidelines that are reviewed and approved by our investment committee and board of directors. The investment committee meets regularly to monitor the execution of our investment strategies and our progress in achieving our investment objectives. As a result of our investment strategies and targeted asset classes, we acquire our investments primarily for income. We do not have a policy that requires us to focus our investments in one or more particular geographic areas.

**Financing policies.** We have used leverage in order to increase potential returns to our stockholders and for financing our portfolio. We do not speculate on changes in interest rates. While we have identified our leverage targets for each of our targeted asset classes, our investment policies require no minimum or maximum leverage and our investment committee has the discretion, without the need for further approval by our board of directors, to increase the amount of leverage we incur above our targeted range for individual asset classes.

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We have historically used borrowing and securitization strategies, substantially through CDOs, to accomplish our long-term match funding, financing strategy. However, the developments in the credit markets, particularly since the second half of 2007, have significantly limited our ability to execute our long term financing strategy. In the foreseeable future, we will seek to finance our investments through investing restricted cash and reinvesting loan repayments received under our current securitized financings, and to a lesser extent, bank lines of credit and other methods that preserve our capital.

**Hedging and interest rate management strategy.** We use derivative financial instruments to hedge a portion of the interest rate risk associated with our borrowings. Under the federal income tax laws applicable to REITs, we generally will be able to enter into certain transactions to hedge indebtedness that we may incur, or plan to incur, to acquire or carry real estate assets, provided that our total gross income from such hedges and other non-qualifying sources must not exceed 25% of our total gross income. These hedging transactions may include interest rate swaps, collars, caps or floors, puts and calls and options.

**Credit and risk management policies.** Our Manager focuses its attention on credit and risk assessment from the earliest stage of the investment selection process. In addition, the Manager screens and monitors all potential investments to determine their impact on maintaining our REIT qualification under federal income tax laws and our exclusion from investment company status under the Investment Company Act of 1940. Risks related to portfolio management, including the management of risks related to credit losses, interest rate volatility, liquidity and counterparty credit are generally managed on a portfolio-by-portfolio basis by each of Resource America's asset management divisions, although there is often interaction and cooperation between divisions in this process.

### Our Investment Strategy

The following table describes certain characteristics of our commercial real estate loans, bank loans, CMBS, other ABS and direct financing leases and notes as of December 31, 2008 (dollars in thousands):

	<u>Amortized cost</u>	<u>Estimated fair value (1)</u>	<u>Percent of portfolio</u>	<u>Weighted average coupon</u>
<b>Loans Held for Investment</b>				
Commercial real estate loans:				
Mezzanine loans	\$ 210,733	\$ 197,458	13.0%	5.46%
B notes	89,069	88,529	5.8%	6.21%
Whole loans	519,337	519,524	34.2%	7.25%
Bank loans	937,507	582,416	38.3%	5.13%
	<u>1,756,646</u>	<u>1,387,927</u>	<u>91.3%</u>	
<b>Investments in Available-for-Sale Securities</b>				
CMBS	70,458	29,215	1.9%	4.36%
Other ABS	5,665	45	0.0%	—%
	<u>76,123</u>	<u>29,260</u>	<u>1.9%</u>	
Investments in direct financing leases and notes	105,116	104,015	6.8%	9.35%
Total portfolio/weighted average	<u>\$ 1,937,885</u>	<u>\$ 1,521,202</u>	<u>100.0%</u>	<u>6.21%</u>

(1) The fair value of our investments represents our management's estimate of the price that a market participant would pay seller for such assets. Management bases this estimate on the underlying interest rates and credit spreads for fixed-rate securities and, to the extent available, quoted market prices.

### Commercial Real Estate-Related Investments

**Whole loans.** We originate first mortgage loans, or whole loans, directly to borrowers. The direct origination of whole loans enables us to better control the structure of the loans and to maintain direct lending relationships with the borrowers. We may create senior tranches of a loan, consisting of an A note (described below), B notes (described below), mezzanine loans or other participations, which we may hold or sell to third parties. We do not obtain ratings on these investments. Our whole loan investments have loan to value, or LTV, ratios of up to 80%. We expect to hold our whole loans to their maturity.

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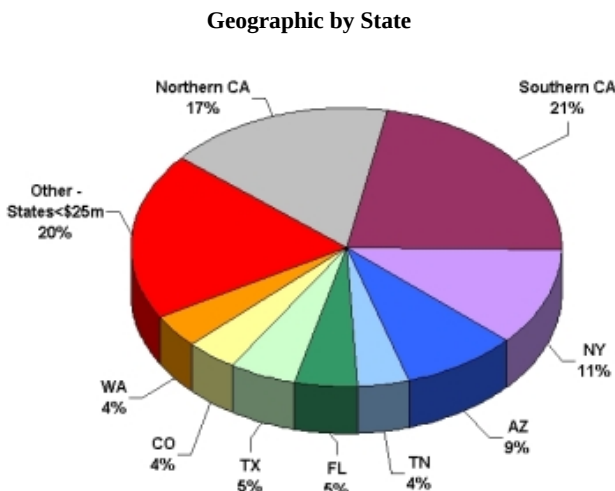
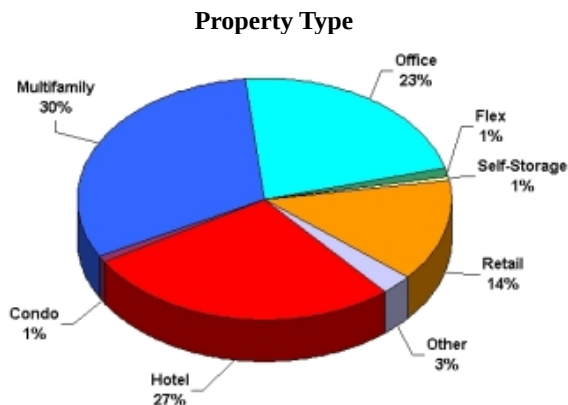
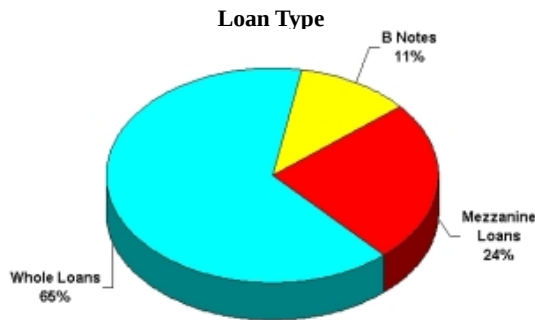
**Senior interests in whole loans (A notes).** We invest in senior interests in whole loans, referred to as A notes, either directly originated or purchased from third parties. A notes are loans that, generally, consist of senior participations in, or a senior tranche within a first mortgage. We do not obtain ratings on these investments. Our A note investments have LTV ratios of up to 70%. We expect to hold our A note investments to their maturity.

**Subordinate interests in whole loans (B notes).** We invest in subordinate interests in whole loans, referred to as B notes, which we either directly originate or purchase from third parties. B notes are loans secured by a first mortgage and subordinated to an A note. The subordination of a B note is generally evidenced by an intercreditor or participation agreement between the holders of the A note and the B note. In some instances, the B note lender may require a security interest in the stock or partnership interests of the borrower as part of the transaction. B note lenders have the same obligations, collateral and borrower as the A note lender, but typically are subordinated in recovery upon a default to the A note lender. B notes share certain credit characteristics with second mortgages in that both are subject to greater credit risk with respect to the underlying mortgage collateral than the corresponding first mortgage or A note. We do not obtain ratings on these investments. Our B note investments have LTV ratios of between 55% and 80%. Typical B note investments will have terms of three years to five years, and are generally structured with an original term of up to three years, with one year extensions that bring the loan to a maximum term of five years. We expect to hold our B note investments to their maturity.

In addition to the interest payable on the B note, we may earn fees charged to the borrower under the note or additional income by receiving principal payments in excess of the discounted price (below par value) we paid to acquire the note. Our ownership of a B note with controlling class rights may, in the event the financing fails to perform according to its terms, cause us to elect to pursue our remedies as owner of the B note, which may include foreclosure on, or modification of, the note. In some cases, the owner of the A note may be able to foreclose or modify the note against our wishes as owner of the B note. As a result, our economic and business interests may diverge from the interests of the owner of the A note.

**Mezzanine financing.** We invest in mezzanine loans that are senior to the borrower's equity in, and subordinate to a first mortgage loan on, a property. These loans are secured by pledges of ownership interests, in whole or in part, in entities that directly own the real property. In addition, we may require other collateral to secure mezzanine loans, including letters of credit, personal guarantees of the principals of the borrower, or collateral unrelated to the property. We may structure our mezzanine loans so that we receive a stated fixed or variable interest rate on the loan as well as a percentage of gross revenues and a percentage of the increase in the fair market value of the property securing the loan, payable upon maturity, refinancing or sale of the property. Our mezzanine loans may also have prepayment lockouts, penalties, minimum profit hurdles and other mechanisms to protect and enhance returns in the event of premature repayment. Our mezzanine investments have LTV ratios between 65% and 90%. We expect the stated maturity of our mezzanine financings to range from three to five years. Mezzanine loans may have maturities that match the maturity of the related mortgage loan but may have shorter or longer terms. We expect to hold these investments to maturity.

The following charts describe the loan type, property type and the geographic breakdown of our commercial real estate loan portfolio as of December 31, 2008 (based on par value):



As these charts demonstrate, our portfolio contains a diversified mix of property types with approximately 94% of the portfolio focus on four types, Multifamily 30%, Office 23%, Hotel 27% and Retail 14%.

Our geographic mix includes approximately 38% in California, or CA, which we split into Southern (21%) and Northern (17%) regions. Within the Southern CA region, we have 84% of our portfolio in whole loans and 83% in four property types, Hotel 48%, Office 16%, Retail 12% and Multifamily 7%. Within the Northern CA region, we have 89% of our portfolio in whole loans and 89% in two property types, Multifamily 73% and Retail 16%. As noted in these statistics, this portfolio is made up primarily of whole loans where we are able to better control the structure of the loan and maintain a direct lending relationship with the borrower. We view the investment and credit strategy as being adequately diversified across property type and loan type across both the Southern and Northern CA regions.

**CMBS.** We invest in CMBS, which are securities that are secured by or evidence interests in a pool of mortgage loans secured by commercial properties. These securities may be senior or subordinate and may be either investment grade or non-investment grade. The majority of our CMBS investments have been rated by at least one nationally recognized rating agency.



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The yields on CMBS depend on the timely payment of interest and principal due on the underlying mortgage loans and defaults by the borrowers on such loans may ultimately result in deficiencies and defaults on the CMBS. In the event of a default, the trustee for the benefit of the holders of CMBS has recourse only to the underlying pool of mortgage loans and, if a loan is in default, to the mortgaged property securing such mortgage loan. After the trustee has exercised all of the rights of a lender under a defaulted mortgage loan and the related mortgaged property has been liquidated, no further remedy will be available. However, holders of relatively senior classes of CMBS will be protected to a certain degree by the structural features of the securitization transaction within which such CMBS were issued, such as the subordination of the relatively more junior classes of the CMBS.

### ***Residential Real Estate-Related Investments***

Historically, we had invested in agency RMBS and non-agency ABS-RMBS portfolios. We sold our agency RMBS portfolio in September 2006. We sold 10% of the equity invested in an ABS-RMBS portfolio in November 2007 and wrote down the investment materially in September 2007. As a result of the sale, we deconsolidated the variable interest entity that owned the portfolio in the quarter ended December 31, 2007 and recovered the balance of our remaining investment in 2008. We do not anticipate investing in agency RMBS or non-agency RMBS for the foreseeable future.

### ***Commercial Finance Investments***

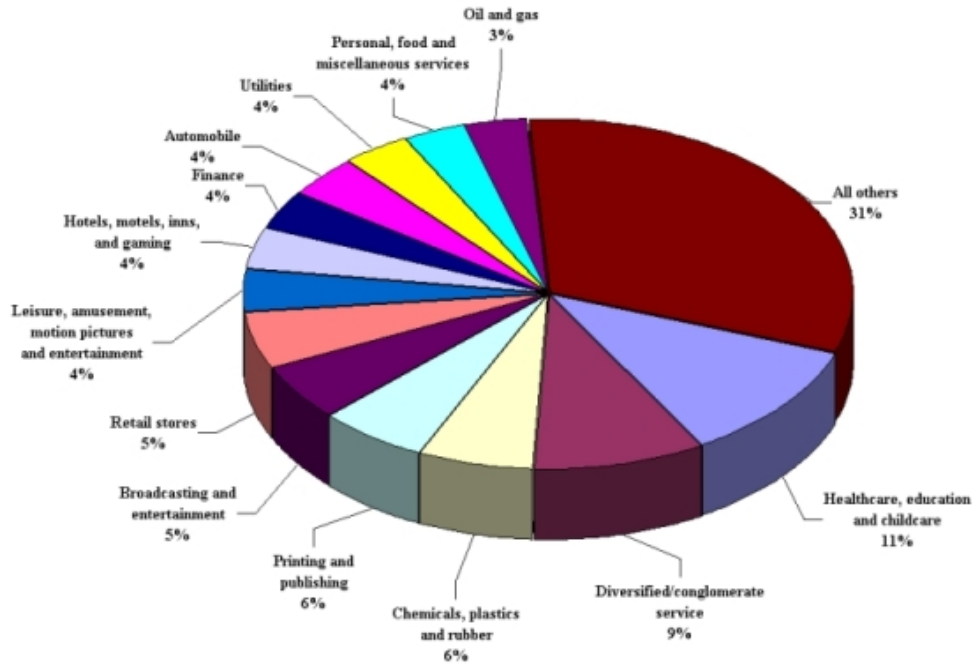
Subject to limitations imposed by REIT qualification standards and requirements for exclusion from regulation under the Investment Company Act of 1940, which we refer to as the Investment Company Act, we may invest in the following commercial finance assets:

**Bank loans.** We acquire senior and subordinated, secured and unsecured loans made by banks or other financial entities. Bank loans may also include revolving credit facilities, under which the lender is obligated to advance funds to the borrower under the credit facility as requested by the borrower from time to time. We expect that some amount of these loans will be secured by mortgages and liens on the assets of the borrowers. Certain of these loans may have an interest-only payment schedule, with the principal amount remaining outstanding and at risk until the maturity of the loan. These loans may include restrictive financial and operating covenants. We also have invested, to a lesser extent, in bonds which pay holders a coupon periodically until maturity of the bonds, when the face value is due.

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The following chart describes the industry breakdown of our bank loans as of December 31, 2008 (based on par value):

**Bank Loans by Industry**



(1) All other is made up of the following industries (by percentage):

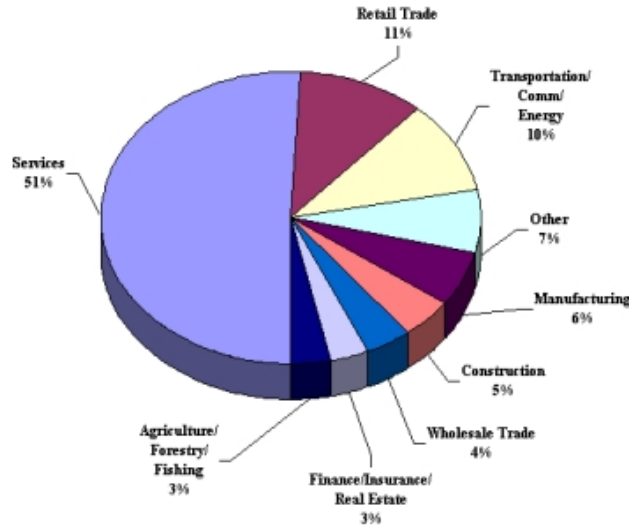
CDO	3.1%
Telecommunications	3.0%
Beverage, food and tobacco	2.9%
Diversified/conglomerate manufacturing	2.8%
Aerospace and defense	2.6%
Personal and nondurable consumer products	2.4%
Buildings and real estate	2.2%
Containers, packaging and glass	2.2%
Personal transportation	2.2%
Electronics	2.0%
Ecological	2.0%
Cargo transport	0.7%
Personal and nondurable consumer products	0.7%
Textiles and leather	0.6%
Mining, steel, iron and non-precious metals	0.6%
Machinery (non-agriculture, non-construction, non-electronic)	0.5%
Insurance	0.3%
Farming and agriculture	0.3%
Home and office furnishings, housewares and durable consumer products	0.2%
Diversified natural resources, precious metals and minerals	0.3%

**Equipment leases and notes.** We invest in small- and middle-ticket full payout equipment leases and notes. Under full payout leases and notes, the payments we receive over the term of the financing will return our invested capital plus an appropriate return without consideration of the value of the leased equipment at the end of the lease or note term, known as the residual, and the obligor will acquire the equipment at the end of the payment term. We focus on equipment and other assets that are essential for businesses to conduct their operations so that end users will be highly motivated to make required monthly payments. We focus on equipment in the following areas:

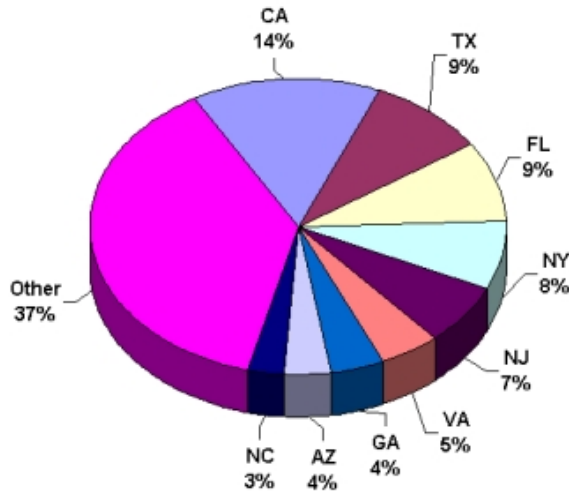
- general office equipment, such as office machinery, furniture and telephone and computer systems;
- medical and dental practices and equipment for diagnostic and treatment use;
- energy and climate control systems;
- industrial equipment, including manufacturing, material handling and electronic diagnostic systems; and
- agricultural equipment and facilities.

The following charts describe the industry and the geographic breakdown of our equipment leases and notes as of December 31, 2008 (based on par value):

### Equipment Lease and Notes by Industry



### Geographic by State



**Trust preferred securities and other ABS.** We have one investment (less than 0.1% of our total assets) in trust preferred securities. Trust preferred securities are issued by a special purpose trust that holds a subordinated debenture or other debt obligation issued by a company to the trust. We hold the equity interest in the trust, with the preferred securities of the trust being sold to investors. The trust invests the proceeds of the preferred securities in the sponsoring company through the purchase of the debenture issued by us. Issuers of trust preferred securities are generally affiliated with financial institutions because, under current regulatory and tax structures, unlike the proceeds from debt securities the proceeds from trust preferred securities may be treated as primary regulatory capital by the financial institution, while it may deduct the interest it pays on the debt obligation held by the trust from its income for federal income tax purposes.

### Competition

See "Risk Factors" - "Risks Relating to Our Business"

## Management Agreement

We have a management agreement with the Manager and Resource America under which the Manager provides the day-to-day management of our operations. The management agreement requires the Manager to manage our business affairs in conformity with the policies and the investment guidelines established by our board of directors. The Manager's role as manager is under the supervision and direction of our board of directors. The Manager is responsible for the selection, purchase and sale of our portfolio investments, our financing activities, and providing us with investment advisory services. The Manager receives fees and is reimbursed for its expenses as follows:

- A monthly base management fee equal to 1/12th of the amount of our equity multiplied by 1.50%. Under the management agreement, "equity" is equal to the net proceeds from any issuance of shares of common stock less offering related costs, plus or minus our retained earnings (excluding non-cash equity compensation incurred in current or prior periods) less any amounts we have paid for common stock repurchases. The calculation is adjusted for one-time events due to changes in accounting principles generally accepted in the United States, which we refer to as GAAP, as well as other non-cash charges, upon approval of our independent directors.
- Incentive compensation calculated as follows: (i) twenty-five percent (25%) of the dollar amount by which (A) our Adjusted Operating Earnings (before Incentive Compensation but after the Base Management Fee) for such quarter per Common Share (based on the weighted average number of Common Shares outstanding for such quarter) exceeds (B) an amount equal to (1) the weighted average of the price per share of the Common Shares in the initial offering by us and the prices per share of the Common Shares in any subsequent offerings by us, in each case at the time of issuance thereof, multiplied by (2) the greater of (a) 2.00% and (b) 0.50% plus one-fourth of the Ten Year Treasury Rate for such quarter, multiplied by (ii) the weighted average number of Common Shares outstanding during such quarter subject to adjustment; to exclude events pursuant to changes in GAAP or the application of GAAP, as well as non-recurring or unusual transactions or events, after discussion between the Manager and the Independent Directors and approval by a majority of the Independent Directors in the case of non-recurring or unusual transactions or events.
- Reimbursement of out-of-pocket expenses and certain other costs incurred by the Manager that relate directly to us and our operations.

Incentive compensation will be paid quarterly. Up to seventy-five percent (75%) of the incentive compensation will be paid in cash and at least twenty-five percent (25%) will be paid in the form of a stock award. The Manager may elect to receive more than 25% of its incentive compensation in stock. All shares are fully vested upon issuance. However, the Manager may not sell such shares for one year after the incentive compensation becomes due and payable unless the management agreement is terminated. Shares payable as incentive compensation are valued as follows:

- if such shares are traded on a securities exchange, at the average of the closing prices of the shares on such exchange over the thirty day period ending three days prior to the issuance of such shares;
- if such shares are actively traded over-the-counter, at the average of the closing bid or sales price as applicable over the thirty day period ending three days prior to the issuance of such shares; and
- if there is no active market for such shares, at the fair market value as reasonably determined in good faith by our board of directors.

The current term of the management agreement expires on March 31, 2009. The management agreement will automatically renew for a one-year term on that date and each anniversary date thereafter. Our board of directors will review the Manager's performance annually. The management agreement may be terminated annually upon the affirmative vote of at least two-thirds of our independent directors, or by the affirmative vote of the holders of at least a majority of the outstanding shares of our common stock, based upon unsatisfactory performance that is materially detrimental to us or a determination by our independent directors that the management fees payable to the Manager are not fair, subject to the Manager's right to prevent such a compensation termination by accepting a mutually acceptable reduction of management fees. Our board of directors must provide 180 days' prior notice of any such termination. The Manager will be paid a termination fee equal to four times the sum of the average annual base management fee and the average annual incentive compensation earned by the Manager during the two 12-month periods immediately preceding the date of termination, calculated as of the end of the most recently completed fiscal quarter before the date of termination.

We may also terminate the management agreement for cause with 30 days' prior written notice from our board of directors. No termination fee is payable with respect to a termination for cause. The management agreement defines cause as:

- the Manager's continued material breach of any provision of the management agreement following a period of 30 days after written notice thereof;
- the Manager's fraud, misappropriation of funds, or embezzlement against us;

- the Manager's gross negligence in the performance of its duties under the management agreement;
- the bankruptcy or insolvency of the Manager, or the filing of a voluntary bankruptcy petition by the Manager;
- the dissolution of the Manager; and
- a change of control (as defined in the management agreement) of the Manager if a majority of our independent directors determines, at any point during the 18 months following the change of control, that the change of control was detrimental to the ability of the Manager to perform its duties in substantially the same manner conducted before the change of control.

Cause does not include unsatisfactory performance that is materially detrimental to our business.

The management agreement will terminate at the Manager's option, without payment of the termination fee, in the event we become regulated as an investment company under the Investment Company Act, with such termination deemed to occur immediately before such event.

#### **Regulatory Aspects of Our Investment Strategy: Exclusion from Regulation Under the Investment Company Act.**

We operate our business so as to be excluded from regulation under the Investment Company Act. Because we conduct our business through wholly-owned subsidiaries, we must ensure not only that we qualify for an exclusion from regulation under the Investment Company Act, but also that each of our subsidiaries so qualifies.

We believe that RCC Real Estate, Inc., the subsidiary that as of December 31, 2008 held all of our commercial real estate loan assets, is excluded from Investment Company Act regulation under Sections 3(c)(5)(C) and 3(c)(6), provisions designed for companies that do not issue redeemable securities and are primarily engaged in the business of purchasing or otherwise acquiring mortgages and other liens on and interests in real estate. To qualify for this exclusion, at least 55% of RCC Real Estate's assets must consist of mortgage loans and other assets that are considered the functional equivalent of mortgage loans for purposes of the Investment Company Act, which we refer to as "qualifying real estate assets." Moreover, 80% of RCC Real Estate's assets must consist of qualifying real estate assets and other real estate-related assets. RCC Real Estate has not issued, and does not intend to issue, redeemable securities.

We treat our investments in whole mortgage loans, specific types of B notes and specific types of mezzanine loans as qualifying real estate assets for purposes of determining our eligibility for the exclusion provided by Section 3(c)(5)(C) to the extent such treatment is consistent with guidance provided by the SEC or its staff. We believe that SEC staff guidance allows us to treat B notes as qualifying real estate assets where we have unilateral rights to instruct the servicer to foreclose upon a defaulted mortgage loan, replace the servicer in the event the servicer, in its discretion, elects not to foreclose on such a loan, and purchase the A note in the event of a default on the mortgage loan. We believe, based upon an analysis of existing SEC staff guidance, that we may treat mezzanine loans as qualifying real estate assets where (i) the borrower is a special purpose bankruptcy-remote entity whose sole purpose is to hold all of the ownership interests in another special purpose entity that owns commercial real property, (ii) both entities are organized as limited liability companies or limited partnerships, (iii) under their organizational documents and the loan documents, neither entity may engage in any other business, (iv) the ownership interests of either entity have no value apart from the underlying real property which is essentially the only asset held by the property-owning entity, (v) the value of the underlying property in excess of the amount of senior obligations is in excess of the amount of the mezzanine loan, (vi) the borrower pledges its entire interest in the property-owning entity to the lender which obtains a perfected security interest in the collateral, and (vii) the relative rights and priorities between the mezzanine lender and the senior lenders with respect to claims on the underlying property is set forth in an intercreditor agreement between the parties which gives the mezzanine lender certain cure and purchase rights in case there is a default on the senior loan. If the SEC staff provides guidance that these investments are not qualifying real estate assets, we will treat them, for purposes of determining our eligibility for the exclusion provided by Section 3(c)(5)(C), as real estate-related assets or miscellaneous assets, as appropriate. Historically, we have held "whole pool certificates" in mortgage loans, although, at December 31, 2008, we had no whole pool certificates in our portfolios. We consider whole pool certificates to be qualifying real estate assets. A whole pool certificate is a certificate that represents the entire beneficial interest in an underlying pool of mortgage loans. By contrast, a certificate that represents less than the entire beneficial interest in the underlying mortgage loans is not considered to be a qualifying real estate asset for purposes of the 55% test, but constitutes a real estate-related asset for purposes of the 80% test. We do not expect that investments in CDOs, other ABS, bank loans, equipment leases and notes, trust preferred securities and private equity will constitute qualifying real estate assets. Moreover, to the extent that these investments are not backed by mortgage loans or other interests in real estate, they will not constitute real estate-related assets. Instead, they will constitute miscellaneous assets, which can constitute no more than 20% of RCC Real Estate's assets.

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To the extent RCC Real Estate holds its commercial real estate loan assets through wholly-owned CDO subsidiaries, RCC Real Estate also intends to conduct its operations so that it will not come within the definition of an investment company set forth in Section 3(a)(1)(C) of the Investment Company Act because less than 40% of the value of its total assets on an unconsolidated basis will consist of “investment securities,” which we refer to as the 40% test. “Investment securities” exclude U.S. government securities and securities of majority-owned subsidiaries that are not themselves investment companies and are not relying on the exception from the definition of investment company under Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act. Certain of the wholly-owned CDO subsidiaries of RCC Real Estate rely on Section 3(c)(5)(C) for their Investment Company Act exemption, with the result that RCC Real Estate’s interests in the CDO subsidiaries do not constitute “investment securities” for the purpose of the 40% test.

Our other subsidiaries, RCC Commercial, Inc. and Resource TRS, Inc. do not qualify for the Section 3(c)(5)(C) exclusion. However, we believe they qualify for exclusion under either Section 3(c)(1) or 3(c)(7). As required by these exclusions, we will not allow either entity to make, or propose to make, a public offering of its securities. In addition, with respect to those subsidiaries for which we rely upon the Section 3(c)(1) exclusion, and as required thereby, we limit the number of holders of their securities to not more than 100 persons calculated in accordance with the attribution rules of Section 3(c)(1) and, with respect to those subsidiaries for which we rely on the Section 3(c)(7) exclusion, and as required thereby, we limit ownership of their securities to “qualified purchasers.” If we form other subsidiaries, we must ensure that they qualify for an exemption or exclusion from regulation under the Investment Company Act.

Moreover, we must ensure that Resource Capital Corp. itself qualifies for an exclusion from regulation under the Investment Company Act. We will do so by monitoring the value of our interests in our subsidiaries. At all times, we must ensure that Resource Capital Corp. meets the 40% test. Our interest in RCC Real Estate does not constitute an “investment security” for purposes of the 40% test, but our interest in RCC Commercial does, and our interest in Resource TRS may in the future, constitute “investment securities.” Accordingly, we must monitor the value of our interest in these two subsidiaries to ensure that the value of our interests in them never exceeds 40% of the value of our total assets.

We have not received, nor have we sought, a no-action letter from the SEC regarding how our investment strategy fits within the exclusions from regulation under the Investment Company Act. To the extent that the SEC provides more specific or different guidance regarding the treatment of assets as qualifying real estate assets or real estate-related assets, we may have to adjust our investment strategy. Any additional guidance from the SEC could further inhibit our ability to pursue our investment strategy.

## **Employees**

We have no direct employees. Under our management agreement, the Manager provides us with all management and support personnel and services necessary for our day-to-day operations. We depend upon the Manager and Resource America for personnel and administrative infrastructure. To provide its services, the Manager draws upon the expertise and experience of Resource America. As of December 31, 2008, 808 employees were involved in asset management, including 144 asset management professionals and 664 asset management support personnel, respectively.

## **Corporate Governance and Internet Address**

We emphasize the importance of professional business conduct and ethics through our corporate governance initiatives. Our board of directors consists of a majority of independent directors; the audit, compensation and nominating/corporate governance committees of our board of directors are composed exclusively of independent directors. We have adopted corporate governance guidelines and a code of business conduct and ethics, which delineate our standards for our officers and directors, and employees of our manager.

Our internet address is [www.resourcecapitalcorp.com](http://www.resourcecapitalcorp.com). We make available, free of charge through a link on our site, all reports filed with the SEC as soon as reasonably practicable after such filing. Our site also contains our code of business conduct and ethics, corporate governance guidelines and the charters of the audit committee, nominating and governance committee and compensation committee of our board of directors.

The New York Stock Exchange, or NYSE, requires the chief executive officer of each listed company to certify annually that he is not aware of any violation by the company of the NYSE corporate governance listing standards as of the date of the certification, qualifying the certification to the extent necessary. The Chief Executive Officer provided such certification to the NYSE in 2008 without qualification. In addition, the certifications of the Chief Executive Officer and Chief Financial Officer required by Sections 302 and 906 of the Sarbanes-Oxley Act have been included as exhibits to this report.

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## RISK FACTORS

This section describes material risks affecting our business. In connection with the forward-looking statements that appear in this annual report, you should carefully review the factors discussed below and the cautionary statements referred to in “Forward-Looking Statements.”

### Impact of Current Economic Conditions

***Continuance of current economic conditions could further harm our financial condition, income and ability to make distributions to our stockholders.***

Beginning in mid-2007 and continuing through the date of this report, the financial system in the United States, including credit markets and markets for real estate and real estate-related assets, has been subject to unprecedented turmoil. This turmoil has resulted in severe limitations on the availability of credit, significant declines in the value of real estate and real estate related assets, impairment of the ability of many borrowers to repay their obligations and illiquidity in the markets for real estate and real estate-related assets. These events have had significant adverse effects on us including incurrence of impairment charges with respect to investments we hold, significant increases in our provision for loan losses and the unavailability of financing to support new investments. As a result, our income, our ability to make distributions and the price of our common stock have declined significantly. Continuation of current economic conditions could further harm our financial condition, income and ability to make distributions to our stockholders.

***Actions taken by the U.S. government and governmental agencies may not reverse, or even stabilize, current economic conditions.***

In response to current economic and market conditions, the U.S. government and a number of governmental agencies have established or proposed a series of programs designed to stabilize the financial system and credit markets, including programs established pursuant to the Emergency Economic Stabilization Act of 2008 and the American Recovery and Reinvestment Tax Act of 2009. We cannot predict whether these programs will have their intended effect, or, if they do, whether they will have a beneficial impact upon our financial condition, income or ability to make distributions to our stockholders.

### Risks Related to Our Financing

***Our portfolio has been financed in material part through the use of leverage, which may reduce the return on our investments and cash available for distribution.***

Our portfolio has been financed in material part through the use of leverage. Using leverage subjects us to risks associated with debt financing, including the risks that:

- the cash provided by our operating activities will not be sufficient to meet required payments of principal and interest,
- the cost of financing will increase relative to the income from the assets financed, reducing the income we have available to pay distributions, and
- our investments may have maturities that differ from the maturities of the related financing and, consequently, the risk that the terms of any refinancing we obtain will not be as favorable as the terms of existing financing.

If we are unable to secure refinancing of our currently outstanding financing, when due, on acceptable terms, we may be forced to dispose of some of our assets upon disadvantageous terms or to obtain financing at unfavorable terms, either of which may result in losses to us or reduce the cash flow available to meet our debt service obligations or to pay distributions.

Financing that we may obtain and financing we have obtained through CDOs, does require us to maintain a specified ratio of the amount of the financing to the value of the assets financed. A decrease in the value of these assets may lead to margin calls or calls for the pledge of additional assets which we will have to satisfy. We may not have sufficient funds or unpledged assets to satisfy any such calls.

***Under current economic and market conditions we are significantly constrained in our ability to obtain the capital and financing necessary for growth. As a result, our profitability, ability to make distributions and the market price of our common stock have been harmed. Continuation or further deterioration of current conditions could further harm our profitability, ability to make distributions and the market price of our common stock.***

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We depend upon the availability of adequate funding and capital for our operations. Our ability to obtain financing or capital has been significantly constrained as a result of current economic and market conditions, which has impaired our profitability, our ability to make distributions and the market price of our common stock. Moreover, as a REIT, we must distribute annually at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gain, to our stockholders and are therefore not able to retain significant amounts of our earnings for new investments. While the newly-promulgated Rev. Proc. 2008-68, allows us to satisfy this requirement by distributing common shares for up to 90% of the amount of a required distribution, such regulatory relief is currently only available for 2009. Moreover, although Resource TRS, our TRS, may retain earnings as new capital, we are subject to REIT qualification requirements which limit the relative value of TRS stock and securities to the other assets owned by a REIT. Consequently, we depend upon the availability of financing and additional capital to provide us with the funding necessary to permit growth. Continuation or further deterioration of current economic and market conditions could further impair our profitability, ability to make distributions and the market price of our common shares. Moreover, even if funding or capital were availability, we cannot assure you that it would be on acceptable terms.

***Historically, we have financed most of our investments through CDOs and have retained the equity. CDO equity receives distributions from the CDO only if the CDO generates enough income to first pay the holders of its debt securities and its expenses.***

We have financed most of our investments through CDOs in which we retained the equity interest. Depending on market conditions, credit availability, and resolution of current credit market conditions, we may seek to use CDOs to finance our investments in the future. The equity interests of a CDO are subordinate in right of payment to all other securities issued by the CDO. The equity is usually entitled to all of the income generated by the CDO after the CDO pays all of the interest due on the debt securities and other expenses. However, there will be little or no income available to the CDO equity if there are excessive defaults by the issuers of the underlying collateral which would significantly reduce the value of that interest. Reductions in the value of the equity interests we have in a CDO, if we determine that they are other than temporary, will reduce our earnings. In addition, the equity securities of CDOs are generally illiquid, and because they represent a leveraged investment in the CDO's assets, the value of the equity securities will generally have greater fluctuations than the value of the underlying collateral.

***If our CDO financings fail to meet their performance tests, including over-collateralization requirements, our net income and cash flow from these CDOs will be eliminated.***

Our CDOs generally provide that the principal amount of their assets must exceed the principal balance of the related securities issued by them by a certain amount, commonly referred to as "over-collateralization." The CDO terms provide that, if delinquencies and/or losses exceed specified levels based on the analysis by the rating agencies (or any financial guaranty insurer) of the characteristics of the assets collateralizing the securities issued by the CDO issuer, the required level of over-collateralization may be increased or may be prevented from decreasing as would otherwise be permitted if losses or delinquencies did not exceed those levels. In addition, a failure by a CDO to satisfy an over-collateralization test typically results in accelerated distributions to the holders of the senior debt securities issued by the CDO entity. Our equity holdings and, when we acquire debt interests in CDOs, our debt interests, if any, are subordinate in right of payment to the other classes of debt securities issued by the CDO entity. Accordingly, if overcollateralization tests are not met, distributions on the subordinated debt and equity we hold in these CDOs will cease, resulting in a substantial reduction in our cash flow. Other tests (based on delinquency levels or other criteria) may restrict our ability to receive cash distributions from assets collateralizing the securities issued by the CDO entity. Although at December 31, 2008, all of our CDOs met their performance tests, we cannot assure you that our CDOs will satisfy the performance tests in the future.

If any of our CDOs fails to meet collateralization tests relevant to the most senior debt issued and outstanding by the CDO issuer, an event of default may occur under that CDO. If that occurs, our Manager's ability to manage the CDO likely would be terminated and our ability to attempt to cure any defaults in the CDO would be limited, which would increase the likelihood of a reduction or elimination of cash flow and returns to us in those CDOs for an indefinite time.

***If we issue debt securities, the terms may restrict our ability to make cash distributions, require us to obtain approval to sell our assets or otherwise restrict our operations in ways which could make it difficult to execute our investment strategy and achieve our investment objectives.***

Any debt securities we may issue in the future will likely be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Holders of senior securities may be granted the right to hold a perfected security interest in certain of our assets, to accelerate payments due under the indenture if we breach financial or other covenants, to restrict distributions, and to require approval to sell assets. These covenants could limit our ability to operate our business or manage our assets effectively. Additionally, any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common stock. We, and indirectly our stockholders, will bear the cost of issuing and servicing such securities.

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**Depending upon market conditions, we may in the future seek financing through CDOs, which would expose us to risks relating to the accumulation of assets for use in the CDOs.**

Historically, we have financed a significant portion of our assets through the use of CDOs, and have accumulated assets for these financings through short-term credit facilities, typically repurchase agreement facilities. Depending upon market conditions, we may seek similar financing arrangements in the future. These arrangements could expose us to a number of credit risks, including the following:

- If we accumulate assets for a CDO on a short-term credit facility and do not complete the CDO financing, or if a default occurs under the facility, the short-term lender will sell the assets and we would be responsible for the amount by which the original purchase price of the assets exceeds their sale price, up to the amount of our investment or guaranty.
- An event of default under one short-term facility may constitute a default under other credit facilities we may have, potentially resulting in asset sales and losses to us, as well as increasing our financing costs or reducing the amount of investable funds available to us.
- We may be unable to acquire a sufficient amount of eligible assets to maximize the efficiency of a CDO issuance, which would require us to seek other forms of term financing or liquidate the assets. We may not be able to obtain term financing on acceptable terms, or at all, and liquidation of the assets may be at prices less than those we paid, resulting in losses to us.
- Using short-term financing to accumulate assets for a CDO issuance may require us to obtain new financing as the short-term financing matures. Residual financing may not be available on acceptable terms, or at all. Moreover, an increase in short-term interest rates at the time that we seek to enter into new borrowings would reduce the spread between the income on our assets and the cost of our borrowings. This would reduce returns on our assets, which would reduce earnings and, in turn, cash available for distribution to our stockholders.
- We will lose money on our repurchase transactions if the counterparty to the transaction defaults on its obligation to resell the underlying security back to us at the end of the transaction term, or if the value of the underlying security has declined as of the end of the term or if we default on our obligations under the repurchase agreements.

***Our hedging transactions may not completely insulate us from interest rate risk and may result in poorer overall investment performance than if we had not engaged in any hedging transactions.***

Subject to maintaining our qualification as a REIT, we pursue various hedging strategies to seek to reduce our exposure to losses from adverse changes in interest rates. Our interest rate hedging activity varies in scope depending upon market conditions relating to, among other factors, the level and volatility of interest rates and the type of assets we hold. There are practical limitations on our ability to insulate our portfolio from all of the negative consequences associated with changes in short-term interest rates, including:

- Available interest rate hedges may not correspond directly with the interest rate risk against which we seek protection.
- The duration of the hedge may not match the duration of the related liability.
- Interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates. Hedging costs may include structuring and legal fees and fees payable to hedge counterparties to execute the hedge transaction.
- Losses on a hedge position may reduce the cash available to make distributions to stockholders, and may exceed the amounts invested in the hedge position.
- The amount of income that a REIT may earn from hedging transactions, other than through a TRS, is limited by federal tax provisions governing REITs.
- The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction.
- The party owing money in the hedging transaction may default on its obligation to pay.

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We have adopted written policies and procedures governing our hedging activities. Under these policies and procedures, our board of directors is responsible for approving the types of hedging instruments we may use, absolute limits on the notional amount and term of a hedging instrument and parameters for the credit-worthiness of hedge counterparties. The senior managers responsible for each of our targeted asset classes are responsible for executing transactions using the services of independent interest rate risk management consultants, documenting the transactions, monitoring the valuation and effectiveness of the hedges, and providing reports concerning our hedging activities and the valuation and effectiveness of our hedges, to the audit committee of our board of directors no less often than quarterly. Our guidelines also require us to engage one or more experienced third party advisors to provide us with assistance in the identification of interest rate risks, the analysis, selection and timing of risk protection strategies, the administration and negotiation of hedge documentation, settlement or disposition of hedges, compliance with hedge accounting requirements and measurement of hedge effectiveness and valuation.

Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of the positions or prevent losses if the values of the positions decline. Hedging transactions may also limit the opportunity for gain if the values of the portfolio positions should increase. Moreover, we may not be able to hedge against an interest rate fluctuation that is generally anticipated by the market.

The success of our hedging transactions will depend on the Manager's ability to correctly predict movements of interest rates. Therefore, unanticipated changes in interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss.

***Hedging instruments often are not traded on regulated exchanges, guaranteed by an exchange or its clearing house, or regulated by any U.S. or foreign governmental authorities and involve risks of default by the hedging counterparty and illiquidity.***

Subject to maintaining our qualification as a REIT, part of our investment strategy involves entering into puts and calls on securities or indices of securities, interest rate swaps, caps and collars, including options and forward contracts, and interest rate lock agreements, principally Treasury lock agreements, to seek to hedge against mismatches between the cash flows from our assets and the interest payments on our liabilities. Hedging instruments often are not traded on regulated exchanges, guaranteed by an exchange or its clearing house, or regulated by any U.S. or foreign governmental authorities. Consequently, there are no requirements with respect to record keeping, financial responsibility or segregation of customer funds and positions. Furthermore, the enforceability of agreements underlying derivative transactions may depend on compliance with applicable statutory and commodity and other regulatory requirements and, depending on the identity of the counterparty, applicable international requirements. The business failure of a counterparty with whom we enter into a hedging transaction will most likely result in a default. Default by a party with whom we entered into a hedging transaction may result in the loss of unrealized profits and force us to cover our resale commitments, if any, at the then current market price. Although generally we seek to reserve the right to terminate our hedging positions, we may not always be able to dispose of or close out a hedging position without the consent of the hedging counterparty, and we may not be able to enter into an offsetting contract in order to cover our risk. A liquid secondary market may not exist for hedging instruments purchased or sold, and we may have to maintain a position until exercise or expiration, which could result in losses.

***We may enter into hedging instruments that could expose us to unexpected losses in the future.***

We have entered and may in the future enter into hedging instruments that require us to fund cash payments under certain circumstances, for example, upon the early termination of the instrument caused by an event of default or other early termination event, or the decision by a counterparty to request additional collateral for margin it is contractually owed under the terms of the instrument. The amount due would be equal to the unrealized loss of the open positions with the counterparty and could also include other fees and charges. These liabilities will be reflected in our consolidated balance sheet, and our ability to fund these obligations will depend on the liquidity of our assets and access to capital at the time, and the need to fund these obligations could adversely impact our financial condition.

***Approximately 74% of our hedging arrangements are with a single counterparty and, as a consequence, our hedging strategy may fail if that counterparty defaults in its obligations.***

As of December 31, 2008, approximately 74% of our outstanding hedges, with a notional amount of \$239.1 million, were with Credit Suisse International, or CS. Were CS to default in its obligations under these hedging arrangements, we would lose the hedge protection for which we had contracted which, depending upon market conditions, could result in significant losses to us. We cannot assure you that we could replace the defaulted hedges or that the terms of any replacement hedges we could obtain would be on similar terms, or as to the cost to us of obtaining replacement hedges.

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## Risks Related to Our Operations

***We may change our investment strategy without stockholder consent, which may result in riskier investments than those currently targeted.***

Subject to maintaining our qualification as a REIT and our exclusion from regulation under the Investment Company Act, we may change our investment strategy, including the percentage of assets that may be invested in each class, or in the case of securities, in a single issuer, at any time without the consent of our stockholders, which could result in our making investments that are different from, and possibly riskier than, the investments described in this report. A change in our investment strategy may increase our exposure to interest rate and real estate market fluctuations, all of which may reduce the market price of our common stock and impair our ability to make distributions to you. Furthermore, a change in our asset allocation could result in our making investments in asset categories different from those described in this report.

***We depend upon information systems to conduction our operations. Systems failures could significantly disrupt our business.***

Our business depends on communications and information systems. Any failure or interruption of our systems could cause delays or other problems in our activities which could harm our operating results, cause the market price of our common stock to decline and reduce our ability to make distributions.

***Terrorist attacks and other acts of violence or war may affect the market for our common stock, the industry in which we conduct our operations and our profitability.***

Terrorist attacks may harm our results of operations and your investment. We cannot assure you that there will not be further terrorist attacks against the United States or U.S. businesses. These attacks or armed conflicts may directly impact the property underlying our ABS or the securities markets in general. Losses resulting from these types of events are uninsurable.

More generally, any of these events could cause consumer confidence and spending to decrease or result in increased volatility in the United States and worldwide financial markets and economy. Adverse economic conditions could harm the value of some or all of the investments in our portfolio or the securities markets in general which could harm our operating results and revenues and may result in the volatility of the value of our securities.

***If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.***

If we fail to maintain an effective system of internal controls, fail to correct any issues in the design or operating effectiveness of internal controls over financial reporting, or fail to prevent fraud, our shareholders could lose confidence in our financial reporting, which could harm our business and the trading price of our common stock.

***Some of our investments may be illiquid, which may result in our realizing less than their recorded value should we need to sell such investments quickly.***

We have made investments, and expect to make additional investments, in securities that are not publicly traded. A portion of these securities may be subject to legal and other restrictions on resale or will otherwise be less liquid than publicly traded securities. If we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a business entity to the extent that we, the Manager or Resource America has or could be attributed with material non-public information regarding such business entity.

***We may have to repurchase assets that we have sold in connection with CDOs and other securitizations.***

If any of the assets that we originate or acquire and sell or securitize do not comply with representations and warranties that we make about their characteristics, the borrowers and the underlying assets, we may have to purchase these assets from the CDO or securitization vehicle, or replace them with substitute loans or securities. In addition, in the case of loans or securities that we have sold instead of retained, we may have to indemnify purchasers for losses or expenses incurred as a result of a breach of a representation or warranty. Any significant repurchases or indemnification payments could materially reduce our liquidity, earnings and ability to make distributions.

***We may be exposed to environmental liabilities with respect to properties to which we take title.***

In the course of our business, we may take title to real estate through foreclosure on collateral underlying real estate investments. If we do take title to any property, we could be subject to environmental liabilities with respect to it. In such a circumstance, we may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation, and clean-up costs they incur as a result of environmental contamination, or may have to investigate or clean up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial and could reduce our income and ability to make distributions.

***If our allowance for loan and lease losses is not adequate to cover actual or estimated future loan and lease losses, our earnings may decline.***

We maintain an allowance for loan and lease losses to provide for loan defaults and non-performance by borrowers of their obligations. Our allowance for loan and lease losses may not be adequate to cover actual or estimated future loan and lease losses and future provisions for loan and lease losses could materially and adversely affect our operating results. Our allowance for loan and lease losses is based on prior experience, as well as an evaluation of risks in the current portfolio. However, losses may exceed our current estimates. The amount of future losses is susceptible to changes in economic, operating and other conditions that may be beyond our control, including changes in interest rates, changes in borrowers' creditworthiness and the value of collateral securing loans and leases. Additionally, if we seek to expand our loan and lease portfolios, we may need to make provisions for loan and lease losses to ensure that the allowance remains at levels deemed appropriate by our management for the size and quality of portfolio. While we believe that our allowance for loan and lease losses is adequate to cover our anticipated losses, we cannot assure you that will continue to be the case or that we will not further increase the allowance for loan and lease losses. This occurrence could materially affect our earnings.

***Our due diligence may not reveal all of an entity's liabilities and other weaknesses in its business.***

Before investing in the securities of any issuer, we will assess the strength and skills of the issuer's management, the value of any collateral securing debt securities, the ability of the issuer and the collateral to service the debt and other factors that we believe are material to the performance of the investment. In making the assessment and otherwise conducting customary due diligence, we will rely on the resources available to us and, in some cases, an investigation by third parties. This process is particularly important and subjective with respect to newly-organized entities because there may be little or no information publicly available about the entities or, with respect to debt securities, any underlying collateral. Our due diligence processes, however, may not uncover all facts that may be relevant to an investment decision.

**Risks Related to Our Investments**

***Declines in the market values of our investments may reduce periodic reported results, credit availability and our ability to make distributions.***

We classify a substantial portion of our assets for accounting purposes as "available-for-sale." As a result, changes in the market values of those assets are directly charged or credited to stockholders' equity. A decline in these values will reduce the book value of our assets. Moreover, if the decline in value of an available-for-sale asset is other than temporary, we must record the decline as an asset impairment which will reduce our earnings. As a result of market conditions, our "available-for-sale" investments have declined \$36.2 million in value, since December 31, 2007. All of that decline has been deemed temporary.

A decline in the market value of our assets may also adversely affect us in instances where we have borrowed money based on the market value of those assets. If the market value of those assets declines, the lender may require us to post additional collateral to support the loan. If we were unable to post the additional collateral, we would have to sell the assets under adverse market conditions, which would reduce our earnings and, in turn, cash available to make distributions.

***Increases in interest rates and other factors could reduce the value of our investments, result in reduced earnings or losses and reduce our ability to pay distributions.***

A significant risk associated with our investment in commercial real estate-related loans, CMBS and other debt instruments is the risk that either or both of long-term and short-term interest rates increase significantly. If long-term rates increase, the market value of our assets would decline. Even if assets underlying investments we may own in the future are guaranteed by one or more persons, including government or government-sponsored agencies, those guarantees do not protect against declines in market value of the related assets caused by interest rate changes. At the same time, because of the short-term nature of the financing we have historically used to acquire our investments, an increase in short-term interest rates would increase our interest expense, reducing our net interest spread. This could result in reduced profitability and distributions.

***Investing in mezzanine debt and mezzanine or other subordinated tranches of CMBS, bank loans and other ABS involves greater risks of loss than senior secured debt investments.***

Subject to maintaining our qualification as a REIT and exclusion from regulation under the Investment Company Act, we invest in mezzanine debt and expect to invest in mezzanine or other subordinated tranches of CMBS, bank loans and other ABS. These types of investments carry a higher degree of risk of loss than senior secured debt investments such as our whole loan investments because, in the event of default and foreclosure, holders of senior liens will be paid in full before mezzanine investors and, depending on the value of the underlying collateral at the time of foreclosure, there may not be sufficient assets to pay all or any part of amounts owed to mezzanine investors. Moreover, our mezzanine and other subordinate debt investments may have higher LTV ratios than conventional senior lien financing, resulting in less equity in the collateral and increasing the risk of loss of principal. If a borrower defaults or declares bankruptcy, we may be subject to agreements restricting or eliminating our rights as a creditor, including rights to call a default, foreclose on collateral, accelerate maturity or control decisions made in bankruptcy proceedings. In addition, the prices of lower credit quality securities are generally less sensitive to interest rate changes than more highly rated investments, but more sensitive to economic downturns or individual issuer developments because the ability of obligors of instruments underlying the securities to make principal and interest payments may be impaired. In such event, existing credit support relating to the securities' structure may not be sufficient to protect us against loss of our principal.

***We have historically invested in small- and middle-ticket equipment leases and notes to small- and mid-size businesses which may have greater risks of default than leases or loans to larger businesses.***

We have historically invested in small- and middle-ticket equipment leases and notes. Many of the obligors are small- to mid-size businesses. As a result, we may be subject to higher risks of lease default than if our obligors were larger businesses. While we will seek to repossess and re-lease or sell the equipment subject to a defaulted lease or note, we may not be able to do so on advantageous terms. If an obligor files for protection under the bankruptcy laws, we may experience difficulties and delays in recovering the equipment. Moreover, the equipment may be returned in poor condition and we may be unable to enforce important lease provisions against an insolvent obligor, including the contract provisions that require the obligor to return the equipment in good condition. In some cases, an obligor's deteriorating financial condition may make trying to recover what the obligor owes impractical. The costs of recovering equipment upon an obligor's default, enforcing the obligor's obligations under the lease, and transporting, storing, repairing and finding a new obligor or purchaser for the equipment may be high. Higher than expected lease defaults will result in a loss of anticipated revenues. These losses may impair our ability to make distributions and reduce the market price of our common stock.

***Private equity investments involve a greater risk of loss than traditional debt financing.***

On occasion, we have made private equity investments. Typically, these investments are subordinate to debt financing and are not secured. Should the issuer default on our investment, we would only be able to proceed against the entity that issued the private equity in accordance with the terms of the security, and not any property owned by the entity. In the event of bankruptcy or foreclosure, we would only be able to recoup our investment after any lenders to the entity are paid. As a result, we may not recover some or all of our investment, which could result in losses. Moreover, depending upon the existence of a market for the issuer's securities, the length of time we have held the investment and any rights we may have to require registration under the Securities Act, these investments may be highly illiquid so that we may not be able to sell these investments at times we would like to do so or at prices that reflect our cost or the value of the investment on our financial statements.

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**We record some of our portfolio investments at fair value as estimated by our management and, as a result, there will be uncertainty as to the value of these investments.**

We currently hold, and expect that we will hold in the future, portfolio investments that are not publicly traded, including the securities of Resource TRS. The fair value of securities and other investments that are not publicly traded may not be readily determinable. We value these investments quarterly at fair value as determined under policies approved by our board of directors. Because such valuations are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have obtained if a ready market for them existed. The value of our common stock will likely decrease if our determinations regarding the fair value of these investments are materially higher than the values that we ultimately realize upon their disposal.

**Our assets include bank loans and other ABS which will carry higher risks of loss than our real estate-related portfolio.**

Subject to maintaining our qualification as a REIT and exclusion from regulation under the Investment Company Act, we invest in bank loans and other ABS. Our bank loan investments or our other ABS investments, which are principally backed by small business and bank loans, may not be secured by mortgages or other liens on assets or may involve higher LTV ratios than our real estate-related investments. Our bank loan investments, and our ABS backed by loans, involve loans with a par amount of \$178.1 million that have an interest-only payment schedule or a schedule that does not fully amortize principal over the term of the loan, which will make repayment of the loan depend upon the borrower's liquidity or ability to refinance the loan at maturity. Numerous factors affect a borrower's ability to repay or refinance loans at maturity, including national and local economic conditions, a downturn in a borrower's industry, loss of one or more principal customers and conditions in the credit markets. A deterioration in a company's financial condition or prospects may be accompanied by a deterioration in the collateral for the bank loan or any ABS backed by such company's loans.

#### **Risks Related to Our Manager**

**We depend on the Manager and Resource America and may not find suitable replacements if the management agreement terminates.**

We have no employees. Our officers, portfolio managers, administrative personnel and support personnel are employees of Resource America. We have no separate facilities and completely rely on the Manager and, because the Manager has no direct employees, Resource America, which has significant discretion as to the implementation of our operating policies and investment strategies. If our management agreement terminates, we may be unable to find a suitable replacement for them. Moreover, we believe that our success depends to a significant extent upon the experience of the Manager's and Resource America's executive officers and senior portfolio managers, and in particular Edward E. Cohen, Jonathan Z. Cohen, Steven J. Kessler, Jeffrey D. Blomstrom, Joan Sapinsley, David J. Bryant, Thomas C. Elliott, Christopher D. Allen, Gretchen Bergstresser, David Bloom, Crit DeMent and Alan F. Feldman, whose continued service is not guaranteed. The departure of any of the executive officers or senior portfolio managers could harm our investment performance.

**We must pay the Manager the base management fee regardless of the performance of our portfolio.**

The Manager is entitled to receive a monthly base management fee equal to 1/12 of our equity, as defined in the management agreement, times 1.50%, regardless of the performance of our portfolio. The Manager's entitlement to substantial non-performance based compensation might reduce its incentive to devote its time and effort to seeking profitable opportunities for our portfolio. This in turn could hurt our ability to make distributions to our stockholders.

**The incentive fee we pay the Manager may induce it to make riskier investments.**

In addition to its base management fee, the Manager will receive incentive compensation, payable quarterly, equal to 25% of the amount by which our net income, as defined in the management agreement, exceeds the weighted average prices for our common stock in all of our offerings multiplied by the greater of 2.00% or 0.50% plus one-fourth of the average 10-year treasury rate for such quarter, multiplied by the weighted average number of common shares outstanding during the quarter. In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on net income may lead the Manager to place undue emphasis on the maximization of net income at the expense of other criteria, such as preservation of capital, in order to achieve higher incentive compensation. Investments with higher yields generally have higher risk of loss than investments with lower yields.

***The Manager manages our portfolio pursuant to very broad investment guidelines and our board does not approve each investment decision, which may result in our making riskier investments.***

The Manager is authorized to follow very broad investment guidelines. While our directors periodically review our investment guidelines and our investment portfolio, they do not review all of our proposed investments. In addition, in conducting periodic reviews, the directors may rely primarily on information provided to them by the Manager. Furthermore, the Manager may use complex strategies, and transactions entered into by the Manager may be difficult or impossible to unwind by the time they are reviewed by the directors. The Manager has great latitude within the broad investment guidelines in determining the types of investments it makes for us. Poor investment decisions could impair our ability to make distributions to our stockholders.

***Our management agreement was not negotiated at arm's-length and, as a result, may not be as favorable to us as if it had been negotiated with a third party.***

Our officers and two of our directors, Edward E. Cohen and Jonathan Z. Cohen, are officers or directors of the Manager and Resource America. As a consequence, our management agreement was not the result of arm's-length negotiations and its terms, including fees payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third party.

***Termination of the management agreement by us without cause is difficult and could be costly.***

Termination of our management agreement without cause is difficult and could be costly. We may terminate the management agreement without cause only annually following its initial term upon the affirmative vote of at least two-thirds of our independent directors or by a vote of the holders of at least a majority of our outstanding common stock, based upon unsatisfactory performance by the Manager that is materially detrimental to us or a determination that the management fee payable to the Manager is not fair. Moreover, with respect to a determination that the management fee is not fair, the Manager may prevent termination by accepting a mutually acceptable reduction of management fees. We must give not less than 180 days' prior notice of any termination. Upon any termination without cause, the Manager will be paid a termination fee equal to four times the sum of the average annual base management fee and the average annual incentive compensation earned by it during the two 12-month periods immediately preceding the date of termination, calculated as of the end of the most recently completed fiscal quarter before the date of termination.

***The Manager and Resource America may engage in activities that compete with us.***

Our management agreement does not prohibit the Manager or Resource America from investing in or managing entities that invest in asset classes that are the same as or similar to our targeted asset classes, except that they may not raise funds for, sponsor or advise any new publicly-traded REIT that invests primarily in MBS in the United States. The Manager's policies regarding resolution of conflicts of interest may be varied by it if economic, market, regulatory or other conditions make their application economically inefficient or otherwise impractical. Moreover, our officers, other than our chief financial officer, and the officers, directors and employees of Resource America who provide services to us are not required to work full time on our affairs, and devote significant time to the affairs of Resource America. As a result, there may be significant conflicts between us, on the one hand, and the Manager and Resource America on the other, regarding allocation of the Manager's and Resource America's resources to the management of our investment portfolio.

***Our Manager's liability is limited under the management agreement, and we have agreed to indemnify our Manager against certain liabilities.***

Our Manager does not assume any responsibility under the management agreement other than to render the services called for under it, and will not be responsible for any action of our board of directors in following or declining to follow its advice or recommendations. Resource America, the Manager, their directors, managers, officers, employees and affiliates will not be liable to us, any subsidiary of ours, our directors, our stockholders or any subsidiary's stockholders for acts performed in accordance with and pursuant to the management agreement, except by reason of acts constituting bad faith, willful misconduct, gross negligence, or reckless disregard of their duties under the management agreement. We have agreed to indemnify the parties for all damages and claims arising from acts not constituting bad faith, willful misconduct, gross negligence, or reckless disregard of duties, performed in good faith in accordance with and pursuant to the management agreement.



## Risks Related to Real Estate Investments

***The B notes in which we invest may be subject to additional risks relating to the privately negotiated structure and terms of the transaction, which may result in losses to us.***

A B note is a loan typically secured by a first mortgage on a single large commercial property or group of related properties and subordinated to a senior note secured by the same first mortgage on the same collateral. As a result, if a borrower defaults, there may not be sufficient funds remaining for B note owners after payment to the senior note owners. Since each transaction is privately negotiated, B notes can vary in their structural characteristics and risks. For example, the rights of holders of B notes to control the process following a borrower default may be limited in certain investments. We cannot predict the terms of each B note investment we will make. Further, B notes typically are secured by a single property, and so reflect the increased risks associated with a single property compared to a pool of properties. B notes also are less liquid than other forms of commercial real estate debt investments, such as CMBS, and, as a result we may be unable to dispose of underperforming or non-performing investments. The higher risks associated with the subordinate position of our B note investments could subject us to increased risk of loss.

***Our real estate debt investments will be subject to the risks inherent in the real estate securing or underlying those investments which could result in losses to us.***

Commercial mortgage loans are secured by, and mezzanine loans depend on, the performance of the underlying, multifamily or commercial property and are subject to risks of delinquency and foreclosure, and risks of loss, that are greater than similar risks associated with loans made on the security of single-family residential property. The ability of a borrower to repay a loan secured by or dependent upon an income-producing property typically depends primarily upon the successful operation of the property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be damaged. Net operating income of an income producing property can be affected by, among other things:

- tenant mix, success of tenant businesses and property management decisions,
- property location and condition,
- competition from comparable types of properties,
- changes in laws that increase operating expense or limit rents that may be charged,
- any need to address environmental contamination at the property,
- the occurrence of any uninsured casualty at the property,
- changes in national, regional or local economic conditions and/or specific industry segments,
- declines in regional or local real estate values,
- declines in regional or local rental or occupancy rates,
- increases in interest rates, real estate tax rates and other operating expenses,
- transitional nature of a property being converted to an alternate use;
- increases in costs of construction material;
- changes in governmental rules, regulations and fiscal policies, including environmental legislation, and
- acts of God, terrorism, social unrest and civil disturbances.

Although we currently hold no residential mortgage loans in our portfolio, in the past our portfolio has included substantial residential mortgage investments. Residential mortgage loans are subject to risks of delinquency and foreclosure, and risks of loss. The ability of a borrower to repay these loans depends upon the borrower's income or assets. A number of factors, including a national, regional or local economic downturn, acts of God, terrorism, social unrest and civil disturbances, may impair borrowers' abilities to repay their loans. Economic problems specific to a borrower, such as loss of a job or medical problems, may also impair a borrower's ability to repay his or her loan.

We risk loss of principal on defaulted mortgage loans we hold to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the mortgage loan, which would reduce our cash flow from operations. Foreclosure of a mortgage loan can be an expensive and lengthy process which could reduce our return on the foreclosed mortgage loan. In a bankruptcy of a mortgage loan borrower, the mortgage loan will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy as determined by the bankruptcy court, and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law.



For a discussion of other risks associated with mezzanine loans, see “-Investing in mezzanine debt or mezzanine or other subordinated tranches of CMBS, bank loans and other ABS involves greater risks of loss than senior secured debt instruments.”

**Risks Related to Our Organization and Structure**

***Our charter and bylaws contain provisions that may inhibit potential acquisition bids that you and other stockholders may consider favorable, and the market price of our common stock may be lower as a result.***

Our charter and bylaws contain provisions that may have an anti-takeover effect and inhibit a change in our board of directors. These provisions include the following:

- *There are ownership limits and restrictions on transferability and ownership in our charter.* For purposes of assisting us in maintaining our REIT qualification under the Internal Revenue Code, our charter generally prohibits any person from beneficially or constructively owning more than 9.8% in value or number of shares, whichever is more restrictive, of any class or series of our outstanding capital stock. This restriction may:
  - discourage a tender offer or other transactions or a change in the composition of our board of directors or control that might involve a premium price for our shares or otherwise be in the best interests of our stockholders; or
  - result in shares issued or transferred in violation of such restrictions being automatically transferred to a trust for a charitable beneficiary, resulting in the forfeiture of those shares.
- *Our charter permits our board of directors to issue stock with terms that may discourage a third party from acquiring us.* Our board of directors may amend our charter without stockholder approval to increase the total number of authorized shares of stock or the number of shares of any class or series and issue common or preferred stock having preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications, or terms or conditions of redemption as determined by our board. Thus, our board could authorize the issuance of stock with terms and conditions that could have the effect of discouraging a takeover or other transaction in which holders of some or a majority of our shares might receive a premium for their shares over the then-prevailing market price.
- *Our charter and bylaws contain other possible anti-takeover provisions.* Our charter and bylaws contain other provisions that may have the effect of delaying or preventing a change in control of us or the removal of existing directors and, as a result, could prevent our stockholders from being paid a premium for their common stock over the then-prevailing market price.

***Maryland takeover statutes may prevent a change in control of us, and the market price of our common stock may be lower as a result.***

*Maryland Control Share Acquisition Act.* Maryland law provides that “control shares” of a corporation acquired in a “control share acquisition” will have no voting rights except to the extent approved by a vote of two-thirds of the votes eligible to be cast on the matter under the Maryland Control Share Acquisition Act. The act defines “control shares” as voting shares of stock that, if aggregated with all other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within one of the following ranges of voting power: one-tenth or more but less than one-third, one-third or more but less than a majority, or a majority or more of all voting power. A “control share acquisition” means the acquisition of control shares, subject to specific exceptions.

If voting rights or control shares acquired in a control share acquisition are not approved at a stockholders’ meeting or if the acquiring person does not deliver an acquiring person statement as required by the Maryland Control Share Acquisition Act then, subject to specific conditions and limitations, the issuer may redeem any or all of the control shares for fair value. If voting rights of such control shares are approved at a stockholders’ meeting and the acquiror becomes entitled to vote a majority of the shares entitled to vote, all other stockholders may exercise appraisal rights. Our bylaws contain a provision exempting acquisitions of our shares from the Maryland Control Share Acquisition Act. However, our board of directors may amend our bylaws in the future to repeal this exemption.

**Business combinations.** Under Maryland law, “business combinations” between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include a merger, consolidation, share exchange or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested stockholder is defined as:

- any person who beneficially owns ten percent or more of the voting power of the corporation’s shares; or
- an affiliate or associate of the corporation who, at any time within the two-year period before the date in question, was the beneficial owner of ten percent or more of the voting power of the then outstanding voting stock of the corporation.

A person is not an interested stockholder under the statute if the board of directors approved in advance the transaction by which such person otherwise would have become an interested stockholder. However, in approving a transaction, the board of directors may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the board.

After the five-year prohibition, any business combination between the Maryland corporation and an interested stockholder generally must be recommended by the board of directors of the corporation and approved by the affirmative vote of at least:

- 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation; and
- two-thirds of the votes entitled to be cast by holders of voting stock of the corporation other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder.

These super-majority vote requirements do not apply if the corporation’s common stockholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares.

The statute permits exemptions from its provisions, including business combinations that are exempted by the board of directors before the time that the interested stockholder becomes an interested stockholder.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions not in your best interests.***

Our charter limits the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- a final judgment based upon a finding of active and deliberate dishonesty by the director or officer that was material to the cause of action adjudicated.

In addition, our charter authorizes us to indemnify our present and former directors and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each present or former director or officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to fund the defense costs incurred by our directors and officers.

***Our right to take action against the Manager is limited.***

The obligation of the Manager under the management agreement is to render its services in good faith. It will not be responsible for any action taken by our board of directors or investment committee in following or declining to follow its advice and recommendations. Furthermore, as discussed above under “– Risks Related to Our Business,” it will be difficult and costly for us to terminate the management agreement without cause. In addition, we will indemnify the Manager, Resource America and their officers and affiliates for any actions taken by them in good faith.

***We have not established a minimum distribution payment level and we cannot assure you of our ability to make distributions in the future. We may in the future use uninvested offering proceeds or borrowed funds to make distributions.***

We expect to make quarterly distributions to our stockholders in amounts such that we distribute all or substantially all of our taxable income in each year, subject to certain adjustments. We have not established a minimum distribution payment level, and our ability to make distributions may be impaired by the risk factors described in this report. All distributions will be made at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our REIT qualification and other factors as our board of directors may deem relevant from time to time. We may not be able to make distributions in the future. In addition, some of our distributions may include a return of capital. To the extent that we decide to make distributions in excess of our current and accumulated taxable earnings and profits, such distributions would generally be considered a return of capital for federal income tax purposes. A return of capital is not taxable, but it has the effect of reducing the holder's tax basis in its investment. Although we currently do not expect that we will do so, we have in the past and may in the future also use proceeds from any offering of our securities that we have not invested or borrowed funds to make distributions. If we use uninvested offering proceeds to pay distributions in the future, we will have less funds available for investment and, as a result, our earnings and cash available for distribution would be less than we might otherwise have realized had such funds been invested. Similarly, if we borrow to fund distributions, our future interest costs would increase, thereby reducing our future earnings and cash available for distribution from what they otherwise would have been.

***Loss of our exclusion from regulation under the Investment Company Act would require significant changes in our operations and could reduce the market price of our common stock and our ability to make distributions.***

In order to be excluded from regulation under the Investment Company Act, we must comply with the requirements of one or more of the exclusions from the definition of investment company. Because we conduct our business through wholly-owned subsidiaries, we must ensure not only that we qualify for an exclusion from regulation under the Investment Company Act, but also that each of our subsidiaries so qualifies. If we fail to qualify for an exclusion, we could be required to restructure our activities or register as an investment company. Either alternative would require significant changes in our operations and could reduce the market price of our common stock. For example, if the market value of our investments in assets other than qualifying real estate assets or real estate-related assets were to increase beyond the levels permitted under the Investment Company Act exclusion upon which we rely or if assets in our portfolio were deemed not to be qualifying real estate assets as a result of SEC staff guidance, we might have to sell those assets or acquire additional qualifying real estate assets in order to maintain our exclusion. Any such sale or acquisition could occur under adverse market conditions. If we were required to register as an investment company, our use of leverage to fund our investment strategies would be significantly limited, which would limit our profitability and ability to make distributions, and we would become subject to substantial regulation concerning management, operations, transactions with affiliated persons, portfolio composition, including restrictions with respect to diversification and industry concentration, and other matters.

***Rapid changes in the values of our real-estate related investments may make it more difficult for us to maintain our qualification as a REIT or exclusion from regulation under the Investment Company Act.***

If the market value or income potential of our real estate-related investments declines as a result of increased interest rates, prepayment rates or other factors, we may need to increase our real estate-related investments and income and/or liquidate our non-qualifying assets in order to maintain our REIT qualification or exclusion from the Investment Company Act. If the decline in real estate asset values and/or income occurs quickly, this may be especially difficult to accomplish. This difficulty may be exacerbated by the illiquid nature of many of our non-real estate assets. We may have to make investment decisions that we otherwise would not make absent REIT qualification and Investment Company Act considerations.

## **Tax Risks**

***Complying with REIT requirements may cause us to forego otherwise attractive opportunities.***

To qualify as a REIT for federal income tax purposes, we must continually satisfy various tests regarding the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our common stock. In order to meet these tests, we may be required to forego investments we might otherwise make. Thus, compliance with the REIT requirements may hinder our investment performance.

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In particular, at least 75% of our assets at the end of each calendar quarter must consist of real estate assets, government securities, cash and cash items. For this purpose, “real estate assets” generally include interests in real property, such as land, buildings, leasehold interests in real property, stock of other entities that qualify as REITs, interests in mortgage loans secured by real property, investments in stock or debt instruments during the one-year period following the receipt of new capital and regular or residual interests in a real estate mortgage investment conduit, or REMIC. In addition, the amount of securities of a single issuer, other than a TRS, that we hold must generally not exceed either 5% of the value of our gross assets or 10% of the vote or value of such issuer’s outstanding securities.

Certain of the assets that we hold or intend to hold, including interests in CDOs or corporate leveraged loans, are not qualified and will not be qualified real estate assets for purposes of the REIT asset tests. ABS-RMBS and CMBS securities should generally qualify as real estate assets. However, to the extent that we own non-REMIC collateralized mortgage obligations or other debt instruments secured by mortgage loans (rather than by real property) or secured by non-real estate assets, or debt securities that are not secured by mortgages on real property, those securities are likely not qualifying real estate assets for purposes of the REIT asset test, and will not produce qualifying real estate income. Further, whether securities held by warehouse lenders or financed using repurchase agreements are treated as qualifying assets or as generating qualifying real estate income for purposes of the REIT asset and income tests depends on the terms of the warehouse or repurchase financing arrangement.

We generally will be treated as the owner of any assets that collateralize CDO transactions to the extent that we retain all of the equity of the securitization vehicle and do not make an election to treat such securitization vehicle as a TRS, as described in further detail below. It may be possible to reduce the impact of the REIT asset and gross income requirements by holding certain assets through our TRSs, subject to certain limitations as described below.

***Our qualification as a REIT and exemption from U.S. federal income tax with respect to certain assets may depend on the accuracy of legal opinions or advice rendered or given or statements by the issuers of securities in which we invest, and the inaccuracy of any such opinions, advice or statements may adversely affect our REIT qualification and result in significant corporate level tax.***

When purchasing securities, we have relied and may rely on opinions or advice of counsel for the issuer of such securities, or statements, made in related offering documents, for purposes of determining whether such securities represent debt or equity securities for U.S. federal income tax purposes, and also to what extent those securities constitute REIT real estate assets for purposes of the REIT asset tests and produce income which qualifies under the 75% REIT gross income test. In addition, when purchasing CDO equity, we have relied and may rely on opinions or advice of counsel regarding the qualification of interests in the debt of such CDOs for U.S. federal income tax purposes. The inaccuracy of any such opinions, advice or statements may adversely affect our REIT qualification and result in significant corporate-level tax.

***We may realize excess inclusion income that would increase our tax liability and that of our stockholders.***

If we realize excess inclusion income and allocate it to stockholders, this income cannot be offset by net operating losses of the stockholders. If the stockholder is a tax-exempt entity, then this income would be fully taxable as unrelated business taxable income under Section 512 of the Internal Revenue Code. If the stockholder is a foreign person, it would be subject to federal income tax withholding on this income without reduction or exemption pursuant to any otherwise applicable income tax treaty.

Excess inclusion income could result if we hold a residual interest in a REMIC. Excess inclusion income also could be generated if we issue debt obligations, such as certain CDOs, with two or more maturities and the terms of the payments on these obligations bore a relationship to the payments that we received on our mortgage related securities securing those debt obligations, i.e., if we were to own an interest in a taxable mortgage pool. While we do not expect to acquire significant amounts of residual interests in REMICs, we do own residual interests in taxable mortgage pools, which means that we will likely generate significant amounts of excess inclusion income.

If we realize excess inclusion income, we will be taxed at the highest corporate income tax rate on a portion of such income that is allocable to the percentage of our stock held in record name by “disqualified organizations,” which are generally cooperatives, governmental entities and tax-exempt organizations that are exempt from unrelated business taxable income. To the extent that our stock owned by “disqualified organizations” is held in record name by a broker/dealer or other nominee, the broker/dealer or other nominee would be liable for the corporate level tax on the portion of our excess inclusion income allocable to the stock held by the broker/dealer or other nominee on behalf of “disqualified organizations.” We expect that disqualified organizations will own our stock. Because this tax would be imposed on us, all of our investors, including investors that are not disqualified organizations, would bear a portion of the tax cost associated with the classification of us or a portion of our assets as a taxable mortgage pool. A regulated investment company or other pass through entity owning stock in record name will be subject to tax at the highest corporate rate on any excess inclusion income allocated to its owners that are disqualified organizations. Finally, if we fail to qualify as a REIT, our taxable mortgage pool securitizations will be treated as separate corporations, for federal income tax purposes that cannot be included in any consolidated corporate tax return.

***Failure to qualify as a REIT would subject us to federal income tax, which would reduce the cash available for distribution to our stockholders.***

We believe that we have been organized and operated in a manner that has enabled us to qualify as a REIT for federal income tax purposes commencing with our taxable years ended on December 31, 2005 and 2006. However, the federal income tax laws governing REITs are extremely complex, and interpretations of the federal income tax laws governing qualification as a REIT are limited. Qualifying as a REIT requires us to meet various tests regarding the nature of our assets and our income, the ownership of our outstanding stock, and the amount of our distributions on an ongoing basis.

If we fail to qualify as a REIT in any calendar year and we do not qualify for certain statutory relief provisions, we will be subject to federal income tax, including any applicable alternative minimum tax on our taxable income, at regular corporate rates. Distributions to stockholders would not be deductible in computing our taxable income. Corporate tax liability would reduce the amount of cash available for distribution to our stockholders. Under some circumstances, we might need to borrow money or sell assets in order to pay that tax. Furthermore, if we fail to maintain our qualification as a REIT and we do not qualify for the statutory relief provisions, we no longer would be required to distribute substantially all of our REIT taxable income, determined without regard to the dividends paid deduction and not including net capital gains, to our stockholders. Unless our failure to qualify as a REIT were excused under federal tax laws, we could not re-elect to qualify as a REIT until the fifth calendar year following the year in which we failed to qualify. In addition, if we fail to qualify as a REIT, our taxable mortgage pool securitizations will be treated as separate corporations for U.S. federal income tax purposes.

***Failure to make required distributions would subject us to tax, which would reduce the cash available for distribution to our stockholders.***

In order to qualify as a REIT, in each calendar year we must distribute to our stockholders at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gain. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any calendar year are less than the sum of:

- 85% of our ordinary income for that year;
- 95% of our capital gain net income for that year; and
- 100% our undistributed taxable income from prior years.

We intend to make distributions to our stockholders in a manner intended to satisfy the 90% distribution requirement and to distribute all or substantially all of our net taxable income to avoid both corporate income tax and the 4% nondeductible excise tax. There is no requirement that a domestic TRS distribute its after-tax net income to its parent REIT or their stockholders and Resource TRS may determine not to make any distributions to us. However, non-U.S. TRSs, such as Apidos CDO I, Apidos CDO III and Apidos Cinco CDO, which we discuss in "Management's Discussion and Analysis of Financial Conditions and Results of Operations," will generally be deemed to distribute their earnings to us on an annual basis for federal income tax purposes, regardless of whether such TRSs actually distribute their earnings.

Generally, dividends payable in stock are not treated as dividends for purposes of the deduction for dividends, or as taxable dividends to the recipient. A complex set of rules applies when a distribution is made partially in stock and partially in cash and different shareholders receive different proportions of each. The Internal Revenue Service, in Revenue Procedure 2009-15, has given guidance with respect to certain stock distributions by publicly traded REITS (and RICs). That Revenue Procedure applies to distributions made on or after January 1, 2008 and declared with respect to a taxable year ending on or before December 31, 2009. It provides that publicly-traded REITS can distribute stock (common shares in our case) to satisfy their REIT distribution requirements if stated conditions are met. These conditions include that at least 10% of the aggregate declared distributions be paid in cash and the shareholders be permitted to elect whether to receive cash or stock, subject to the limit set by the REIT on the cash to be distributed in the aggregate to all shareholders. We did not use this Revenue Procedure with respect to any distributions for our 2008 taxable year, but may do so for distributions with respect to 2009.

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Our taxable income may substantially exceed our net income as determined by GAAP because, for example, realized capital losses will be deducted in determining our GAAP net income but may not be deductible in computing our taxable income. In addition, we may invest in assets that generate taxable income in excess of economic income or in advance of the corresponding cash flow from the assets, referred to as phantom income. Although some types of phantom income are excluded to the extent they exceed 5% of our REIT taxable income in determining the 90% distribution requirement, we will incur corporate income tax and the 4% nondeductible excise tax with respect to any phantom income items if we do not distribute those items on an annual basis. As a result, we may generate less cash flow than taxable income in a particular year. In that event, we may be required to use cash reserves, incur debt, or liquidate non-cash assets at rates or times that we regard as unfavorable in order to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in that year.

***If we make distributions in excess of our current and accumulated earnings and profits, they will be treated as a return of capital, which will reduce the adjusted basis of your stock. To the extent such distributions exceed your adjusted basis, you may recognize a capital gain.***

Unless you are a tax-exempt entity, distributions that we make to you generally will be subject to tax as ordinary income to the extent of our current and accumulated earnings and profits as determined for federal income tax purposes. If the amount we distribute to you exceeds your allocable share of our current and accumulated earnings and profits, the excess will be treated as a return of capital to the extent of your adjusted basis in your stock, which will reduce your basis in your stock but will not be subject to tax. To the extent the amount we distribute to you exceeds both your allocable share of our current and accumulated earnings and profits and your adjusted basis, this excess amount will be treated as a gain from the sale or exchange of a capital asset. For risks related to the use of uninvested offering proceeds or borrowings to fund distributions to stockholders, see “ – Risks Related to Our Organization and Structure – We have not established a minimum distribution payment level and we cannot assure you of our ability to make distributions in the future.”

***Our ownership of and relationship with our TRSs will be limited and a failure to comply with the limits would jeopardize our REIT qualification and may result in the application of a 100% excise tax.***

A REIT may own up to 100% of the securities of one or more TRSs. A TRS may earn specified types of income or hold specified assets that would not be qualifying income or assets if earned or held directly by the parent REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 20% of the value of a REIT’s assets may consist of stock or securities of one or more TRSs. A TRS will pay federal, state and local income tax at regular corporate rates on any income that it earns, whether or not it distributes that income to us. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm’s-length basis.

Resource TRS will pay federal, state and local income tax on its taxable income, and its after-tax net income is available for distribution to us but is not required to be distributed to us. Income that is not distributed to us by Resource TRS will not be subject to the REIT 90% distribution requirement and therefore will not be available for distributions to our stockholders. We anticipate that the aggregate value of the securities of Resource TRS, together with the securities we hold in our other TRSs, including Apidos CDO I, Apidos CDO III and Apidos Cinco CDO, will be less than 20% of the value of our total assets, including our TRS securities. We will monitor the compliance of our investments in TRSs with the rules relating to value of assets and transactions not on an arm’s-length basis. We cannot assure you, however, that we will be able to comply with such rules.

***Complying with REIT requirements may limit our ability to hedge effectively.***

The REIT provisions of the Internal Revenue Code substantially limit our ability to hedge mortgage-backed securities and related borrowings. Under these provisions, our annual gross income from qualifying and non-qualifying hedges of our borrowings, together with any other income not generated from qualifying real estate assets, cannot exceed 25% of our gross income. In addition, our aggregate gross income from non-qualifying hedges, fees and certain other non-qualifying sources cannot exceed 5% of our annual gross income determined without regard to income from qualifying hedges. As a result, we might have to limit our use of advantageous hedging techniques or implement those hedges through Resource TRS. This could increase the cost of our hedging activities or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear.

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**The tax on prohibited transactions will limit our ability to engage in transactions, including certain methods of securitizing mortgage loans, that would be treated as sales for federal income tax purposes.**

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, but including mortgage loans, held primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we were able to sell or securitize loans in a manner that was treated as a sale of the loans for federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales of loans and may limit the structures we utilize for our securitization transactions even though such sales or structures might otherwise be beneficial to us.

**Tax law changes could depress the market price of our common stock.**

The federal income tax laws governing REITs or the administrative interpretations of those laws may be amended at any time. We cannot predict when or if any new federal income tax law or administrative interpretation, or any amendment to any existing federal income tax law or administrative interpretation, will become effective and any such law or interpretation may take effect retroactively. Tax law changes could depress our stock price or restrict our operations.

**Dividends paid by REITs do not qualify for the reduced tax rates provided for under current law.**

Dividends paid by REITs are generally not eligible for the reduced 15% maximum tax rate for dividends paid to individuals under recently enacted tax legislation. The more favorable rates applicable to regular corporate dividends could cause stockholders who are individuals to perceive investments in REITs to be relatively less attractive than investments in the stock of non-REIT corporations that pay dividends to which more favorable rates apply, which could reduce the value of the stocks of REITs.

**We may lose our REIT qualification or be subject to a penalty tax if the Internal Revenue Service successfully challenges our characterization of income inclusions from our foreign TRSs.**

We likely will be required to include in our income, even without the receipt of actual distributions, earnings from our foreign TRSs, including from our current and contemplated equity investments in CDOs, such as our investment in Apidos CDO I, Apidos CDO III and Apidos Cinco CDO. We intend to treat certain of these income inclusions as qualifying income for purposes of the 95% gross income test applicable to REITs but not for purposes of the REIT 75% gross income test. The provisions that set forth what income is qualifying income for purposes of the 95% gross income test provide that gross income derived from dividends, interest and other enumerated classes of passive income qualify for purposes of the 95% gross income test. Income inclusions from equity investments in our foreign TRSs are technically neither dividends nor any of the other enumerated categories of income specified in the 95% gross income test for U.S. federal income tax purposes, and there is no clear precedent with respect to the qualification of such income for purposes of the REIT gross income tests. However, based on advice of counsel, we intend to treat such income inclusions, to the extent distributed by a foreign TRS in the year accrued, as qualifying income for purposes of the 95% gross income test. Nevertheless, because this income does not meet the literal requirements of the REIT provisions, it is possible that the IRS could successfully take the position that it is not qualifying income. In the event that it was determined not to qualify for the 95% gross income test, we would be subject to a penalty tax with respect to the income to the extent it and other nonqualifying income exceeds 5% of our gross income and/or we could fail to qualify as a REIT. See "Federal Income Tax Consequences of Our Qualification as a REIT." In addition, if such income was determined not to qualify for the 95% gross income test, we would need to invest in sufficient qualifying assets, or sell some of our interests in our foreign TRSs to ensure that the income recognized by us from our foreign TRSs or such other corporations does not exceed 5% of our gross income, or cease to qualify as a REIT.

**The failure of a loan subject to a repurchase agreement or a mezzanine loan to qualify as a real estate asset would adversely affect our ability to qualify as a REIT.**

We have entered into and we intend to continue to enter into sale and repurchase agreements under which we nominally sell certain of our loan assets to a counterparty and simultaneously enter into an agreement to repurchase the sold assets. We believe that we have been and will be treated for U.S. federal income tax purposes as the owner of the loan assets that are the subject of any such agreement notwithstanding that the agreement may transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could assert that we did not own the loan assets during the term of the sale and repurchase agreement, in which case we could fail to qualify as a REIT.



In addition, we have acquired and will continue to acquire mezzanine loans, which are loans secured by equity interest in a partnership or limited liability company that directly or indirectly owns real property. In Revenue Procedure 2003-65, the IRS provided a safe harbor pursuant to which a mezzanine loan, if it meets each of the requirements contained in the Revenue Procedure, will be treated by the IRS as a real estate asset for purposes of the REIT asset tests, and interest derived from the mezzanine loan will be treated as qualifying mortgage interest for purposes of the REIT 75% income test. Although the Revenue Procedure provides a safe harbor on which taxpayers may rely, it does not prescribe rules of substantive tax law. We have acquired and will continue to acquire mezzanine loans that may not meet all of the requirements for reliance on this safe harbor. In the event we own a mezzanine loan that does not meet the safe harbor, the IRS could challenge the loan's treatment as a real estate asset for purposes of the REIT asset and income tests, and if the challenge were sustained, we could fail to qualify as a REIT.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

**Philadelphia, Pennsylvania:**

We maintain offices through our Manager. Our Manager maintains executive and corporate offices at One Crescent Drive in the Philadelphia Navy Yard under a lease for 13,484 square feet that expires in May 2019. Certain of its financial fund management and real estate operations are also located in these offices. It also leases 21,554 square feet for additional executive office space and for certain of our real estate operations at 1845 Walnut Street, Philadelphia, Pennsylvania. The Manager sublet a portion of this space to Atlas America, Inc., its former energy subsidiary. This lease, which expired in May 2008, contains extension options through 2033 and is in an office building in which it owns a 5% equity interest. The Manager intends to stay in this space and is currently negotiating terms with the landlord. Our Manager's commercial finance operations are located in another office building at One Commerce Square, 2005 Market Street, 15<sup>th</sup> Floor, Philadelphia, Pennsylvania under a lease for 59,448 square feet that expires in August 2013.

**New York, New York:**

Our Manager maintains additional executive offices in a 19,590 square foot location (of which a portion is sublet to Atlas America) at 712 5<sup>th</sup> Avenue, New York, New York under a lease agreement that expires in March 2010.

**Other Locations:**

Our Manager's commercial finance operations owns a 29,500 square foot building at 1720A Crete Street, Moberly, Missouri. In addition, it maintains various office leases in the following cities: Omaha, Nebraska; Los Angeles and Santa Ana, California; Denver, Colorado and Columbia, South Carolina. The Manager also leases office space in London, England for our European operations.

**ITEM 3. LEGAL PROCEEDINGS**

We are not a party to any material legal proceedings.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

No matter was submitted to a vote of our security holders during the fourth quarter of 2008.



## PART II

**ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

Our common stock has been listed on the New York Stock Exchange under the symbol "RSO" since our initial public offering in February 2006. The following table sets forth for the indicated periods the high and low prices for our common stock, as reported on the New York Stock Exchange, and the dividends declared and paid during our past two fiscal years:

	<u>High</u>	<u>Low</u>	<u>Dividends Declared</u>
<b><u>Fiscal 2008</u></b>			
Fourth Quarter	\$ 6.09	\$ 1.74	\$ 0.39(1)
Third Quarter	\$ 7.63	\$ 4.84	\$ 0.39
Second Quarter	\$ 9.78	\$ 7.21	\$ 0.41
First Quarter	\$ 10.28	\$ 6.00	\$ 0.41
<b><u>Fiscal 2007</u></b>			
Fourth Quarter	\$ 12.49	\$ 8.14	\$ 0.41
Third Quarter	\$ 14.20	\$ 7.50	\$ 0.41
Second Quarter	\$ 16.85	\$ 13.98	\$ 0.41
First Quarter	\$ 18.78	\$ 14.67	\$ 0.39

(1) We distributed a regular dividend \$0.39 payable on January 28, 2009, for stockholders of record as of December 30, 2008.

We are organized and conduct our operations to qualify as a real estate investment trust, or a REIT, which requires that we distribute at least 90% of our REIT taxable income. Therefore, we intend to continue to declare quarterly distributions on our common stock. No assurance, however, can be given as to the amounts or timing of future distributions as such distributions are subject to our earnings, financial condition, capital requirements and such other factors as our board of directors seems relevant.

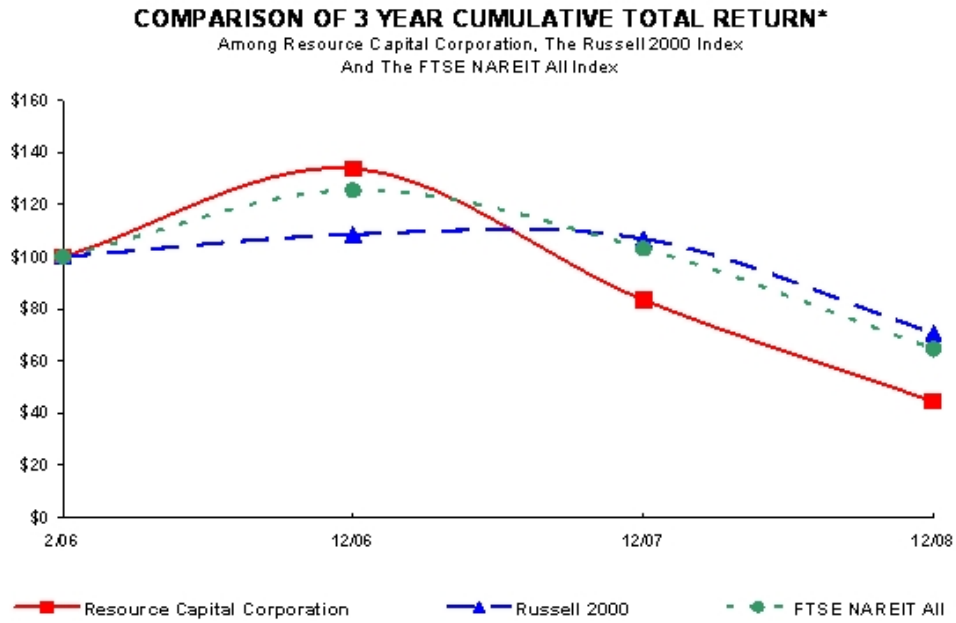
As of March 2, 2009, there were 24,819,046 common shares outstanding held by 136 persons of record.

**Recent Sales of Unregistered Securities; Use of Proceeds from Registered Securities**

In accordance with the provisions of the management agreement, on April 30, 2008 and October 31, 2008 we issued 17,839 and 42,239 shares of common stock, respectively, to the Manager. These shares represented 25% of the Manager's quarterly incentive compensation fee that accrued for the three months ended March 31, 2008 and for the three months ended September 30, 2008, respectively. The issuance of these shares was exempt from the registration requirements of the Securities Act pursuant to Section 4(2) thereof.

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The following line graph presentation compares cumulative total shareholder returns of our common stock with the Russell 2000 Index and the NAREIT All REIT Index for the period from February 10, 2006 to December 31, 2008. The graph and table assume that \$100 was invested in each of our common stock, the Russell 2000 Index and the NAREIT All REIT Index on February 10, 2006, and that all dividends were reinvested. This data was furnished by the Research Data Group.



\*\$100 invested on 2/7/06 in stock or 1/31/06 in index-including reinvestment of dividends.  
Fiscal year ending December 31.

For information concerning securities authorized for issuance under our equity compensation plans, see Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters."

## SELECTED FINANCIAL DATA

SELECTED CONSOLIDATED FINANCIAL INFORMATION OF  
RESOURCE CAPITAL CORP AND SUBSIDIARIES

The following selected financial and operating information should be read in conjunction with Item 7 – “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our financial statements, including the notes, included elsewhere herein (in thousands, except share data).

	As of and for the years ended			As of and for
	December 31,			the Period
	2008	2007	2006	from March 8,
				2005 (date
				operations
				commenced)
				to
				December 31,
				2005
<b>Consolidated Statement of Operations Data</b>				
<b>REVENUES</b>				
Net interest income:				
Interest income	\$ 134,341	\$ 176,995	\$ 137,075	\$ 61,387
Interest expense	79,619	121,564	101,851	43,062
Net interest income	54,722	55,431	35,224	18,325
<b>OPERATING EXPENSES</b>				
Management fees – related party	6,301	6,554	4,838	3,012
Equity compensation – related party	540	1,565	2,432	2,709
Professional services	3,349	2,911	1,881	580
Insurance	641	466	498	395
General and administrative	1,848	1,581	1,428	1,032
Income tax expense	(241)	338	67	–
Total operating expenses	12,438	13,415	11,144	7,728
<b>NET OPERATING INCOME</b>	<b>42,284</b>	<b>42,016</b>	<b>24,080</b>	<b>10,597</b>
<b>OTHER (EXPENSES) REVENUES</b>				
Net realized (losses) gains on investments	(1,637)	(15,098)	(8,627)	311
Gain on deconsolidation	–	14,259	–	–
Provision for loan and lease losses	(46,160)	(6,211)	–	–
Asset impairments	–	(26,277)	–	–
Gain on the extinguishment of debt	1,750	–	–	–
Gain on the settlement of loan	574	–	–	–
Other income	115	201	153	–
Total other (loss) revenue	(45,358)	(33,126)	(8,474)	311
<b>NET INCOME (LOSS)</b>	<b>\$ (3,074)</b>	<b>\$ 8,890</b>	<b>\$ 15,606</b>	<b>\$ 10,908</b>
<b>Consolidated Balance Sheet Data:</b>				
Cash and cash equivalents	\$ 14,583	\$ 6,029	\$ 5,354	\$ 17,729
Restricted cash	60,394	119,482	30,721	23,592
Investment securities available-for-sale, pledged as collateral, at fair value	22,466	65,464	420,997	1,362,392
Investment securities available-for-sale, at fair value	6,794	–	–	28,285
Loans, net of allowances of \$43.9 million, \$5.9 million, \$0 and \$0	1,712,779	1,766,639	1,240,288	569,873
Direct financing leases and notes, net of allowances of \$450,000, \$0 and \$0 and net of unearned income	104,015	95,030	88,970	23,317
Total assets	1,936,031	2,072,148	1,802,829	2,045,547
Borrowings	1,699,763	1,760,969	1,463,853	1,833,645
Total liabilities	1,749,726	1,800,542	1,485,278	1,850,214
Total stockholders’ equity	186,305	271,606	317,551	195,333
<b>Per Share Data:</b>				
Dividends declared per common share	\$ 1.60	\$ 1.62	\$ 1.49	\$ 0.86
Net (loss) income per share – basic	\$ (0.12)	\$ 0.36	\$ 0.89	\$ 0.71
Net (loss) income per share – diluted	\$ (0.12)	\$ 0.36	\$ 0.87	\$ 0.71
Weighted average number of shares outstanding – basic	24,757,386	24,610,468	17,538,273	15,333,334
Weighted average number of shares outstanding – diluted	24,757,386	24,860,184	17,881,355	15,405,714

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion provides information to assist you in understanding our financial condition and results of operations. This discussion should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this report. This discussion contains forward-looking statements. Actual results could differ materially from those expressed in or implied by those forward looking statements. Please see "Forward-Looking Statements" and "Risk Factors" for a discussion of certain risks, uncertainties and assumptions associated with those statements.

### Overview

We are a specialty finance company that focuses primarily on commercial real estate and commercial finance. We are organized and conduct our operations to qualify as a REIT under Subchapter M of the Internal Revenue Code of 1986, as amended. Our objective is to provide our stockholders with total returns over time, including quarterly distributions and capital appreciation, while seeking to manage the risks associated with our investment strategy. We invest in a combination of real estate-related assets and, to a lesser extent, higher-yielding commercial finance assets. We have financed a substantial portion of our portfolio investments through borrowing strategies seeking to match the maturities and repricing dates of our financings with the maturities and repricing dates of those investments, and to mitigate interest rate risk through derivative instruments.

We are externally managed by Resource Capital Manager, Inc., which we refer to as the Manager, a wholly-owned indirect subsidiary of Resource America, Inc. (NASDAQ: REXI), a specialized asset management company that uses industry specific expertise to generate and administer investment opportunities for its own account and for outside investors in the commercial finance, real estate, and financial fund management sectors. As of December 31, 2008, Resource America managed approximately \$17.5 billion of assets in these sectors. To provide its services, the Manager draws upon Resource America, its management team and their collective investment experience.

We generate our income primarily from the spread between the revenues we receive from our assets and the cost to finance the purchase of those assets and hedge interest rate risks. We generate revenues from the interest we earn on our whole loans, A notes, B notes, mezzanine debt, CMBS, bank loans, payments on equipment leases and notes and other ABS. Historically, we have used a substantial amount of leverage to enhance our returns and we have financed each of our different asset classes with different degrees of leverage. The cost of borrowings to finance our investments comprises a significant part of our expenses. Our net income depends on our ability to control these expenses relative to our revenue. In our bank loans, CMBS, equipment leases and notes and other ABS, we have used warehouse facilities as a short-term financing source and CDOs, and, to a lesser extent, other term financing as a long-term financing source. In our commercial real estate loan portfolio, we have used repurchase agreements as a short-term financing source, and CDOs and have used, to a lesser extent, other term financing as a long-term financing source. Our other term financing has consisted of long-term match-funded financing provided through long-term bank financing and asset-backed financing programs, depending upon market conditions and credit availability.

Ongoing problems in real estate and credit markets continue to impact our operations, particularly our ability to generate capital and financing to execute our investment strategies. These ongoing problems have affected our earnings on a GAAP basis as we have increased our provision for loan and lease losses to reflect these conditions. We have also determined that the market valuation for CMBS and other ABS in our investment portfolio has been temporarily impaired. While we believe we have appropriately valued the assets in our investment portfolio at December 31, 2008, we cannot assure you that further impairment will not occur or that our assets will otherwise not be adversely effected by market conditions.

The events occurring in the credit markets have impacted our financing and investing strategies. The market for securities issued by new securitizations collateralized by assets similar to those in our investment portfolio has largely disappeared. Since our sponsorship in June 2007 of Resource Real Estate Funding CDO 2007-1, or RREF CDO 2007-1, we have not sponsored any new securitizations and we do not expect to be able to sponsor new securitizations for the foreseeable future. As a result, our ability to originate and finance new investments has been significantly diminished. Short-term financing through warehouse lines of credit and repurchase agreements has become less available and reliable as increasing volatility in the valuation of assets similar to those we originate has increased the risk of margin calls. To reduce our exposure to margin calls or facility terminations, we have paid down repurchase agreement borrowings that finance commercial real estate loans and other securities that we hold. In addition, we have funded margin calls related to our interest rate derivatives of \$3.7 million and \$605,000 during the three months and year ended December 31, 2008, respectively.

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Beginning in the second half of 2007, we have focused on managing our exposure to liquidity risks primarily by reducing our exposure to possible margin calls under repurchase agreements, seeking to conserve our liquidity. We have continued to manage our liquidity and originate new assets primarily through capital recycling as loan payoffs and paydowns occur and through existing capacities within our completed securitizations. As a result of commercial real estate loan repayments for the year ended December 31, 2008, we were able to shift loans, available-for-sale securities, and commercial real estate CDO notes from our commercial real estate term facility and short term repurchase agreements into our CDO structures, which resulted in the following transfers by category:

- \$130.7 million of commercial real estate loans into our commercial real estate CDO structures from our commercial real estate term facility
- \$17.3 million of commercial real estate CDO notes we owned into RREF CDO 2006-1
- \$5.0 million of available-for-sale securities into our CDO structures

The transfer of assets into our CDOs was offset by the transfer of assets from our CDOs to our commercial real estate term facility, as follows:

- \$11.5 million of commercial real estate loans
- \$12.0 million of available-for-sale securities

These transfers into and out of our CDO structures totaling \$176.5 million, resulted in proceeds of \$130.3 million, of which a net \$74.6 million was used to pay down our commercial real estate term facility, \$22.6 million was used to fund purchases of assets from our CDO structures, and the remainder of \$33.1 million represented unrestricted cash to us.

In addition to the above transfer activity, during the year ended December 31, 2008 we sold a CMBS security that provided proceeds of \$8.0 million. The combined transfer to/from our CDOs and commercial real estate term facility and sale of the CMBS security resulted in a total of \$41.1 million net unrestricted cash to us during the year ended December 31, 2008.

As of December 31, 2008, we had \$17.1 million of outstanding repurchase agreements with pledged collateral of \$3.9 million of CRE CDO notes and \$35.8 million of CRE loans, which was reduced from \$116.4 million of outstanding repurchase agreements with pledged collateral of \$20.5 million CRE CDO notes, available-for-sale securities of \$13.6 million and CRE loans of \$156.8 million at December 31, 2007.

We expect to continue to generate net investment income from our current investment portfolio and generate dividends for our shareholders. We continue to seek additional sources of financing, including expanded bank financing, and use of co-investment, participations and joint venture strategies that will enable us to originate investments and generate fee income while preserving capital.

We consolidate variable interest entities, or VIEs, if we determine we are the primary beneficiary, in accordance with Financial Accounting Standards Board, or FASB, Interpretation 46, "Consolidation of Variable Interest Entities," as revised, or FIN 46-R. During the year ended December 31, 2007, we sold ten percent of our equity investment in one of our CDOs, Ischus CDO II, to an independent third party at market value. The sale was deemed to be a reconsideration event under FIN 46-R and we determined we were no longer the primary beneficiary based on a discounted cash flow analysis of expected losses and expected residual returns. Therefore, we deconsolidated Ischus CDO II and recognized income in our investment in Ischus CDO II using the cost recovery method. At the date of deconsolidation, the value of our investment in Ischus CDO II was \$722,000. From the date of deconsolidation through December 31, 2007, we received \$465,000 of distributions leaving a balance of \$257,000 at December 31, 2007. For the three months ended March 31, 2008, \$1.3 million of cash receipts were collected and we recognized \$997,000 of interest income on this investment which we record on our income statement as interest income – other. No additional cash has been collected since March 31, 2008.

As of December 31, 2008, we had invested 72% of our portfolio in commercial real estate-related assets 25% in commercial bank loans and 3% in direct financing leases and notes. As of December 31, 2007, we had invested 75% of our portfolio in commercial real estate-related assets, 24% in commercial bank loans and 1% in direct financing leases and notes.

## Results of Operations

Our net loss for the year ended December 31, 2008 was \$3.1 million, or (\$0.12) per weighted average common share as compared to net income of \$8.9 million, or \$0.36 per weighted average common share (basic and diluted) for the year ended December 31, 2007 and compared to net income of \$15.6 million, or \$0.89 per weighted average common share (basic and diluted), for the year ended December 31, 2006.

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The following tables set forth information relating to our interest income recognized for the periods presented (in thousands, except percentages):

	As of and for the Years Ended December 31,		
	2008	2007	2006
<b>Interest income:</b>			
Interest income from loans:			
Bank loans	\$ 55,106	\$ 70,183	\$ 42,526
Commercial real estate loans	63,936	67,895	28,062
Total interest income from loans	<u>119,042</u>	<u>138,078</u>	<u>70,588</u>
Interest income from securities available-for-sale:			
Agency RMBS	-	-	28,825
Non-agency RMBS	-	21,837	24,102
CMBS	-	1,395	1,590
CMBS-private placement	4,425	4,082	87
Other	19	1,496	1,414
Private equity	-	-	30
Total interest income from securities available-for-sale	<u>4,444</u>	<u>28,810</u>	<u>56,048</u>
Leasing	8,180	7,553	5,259
Interest income – other:			
Interest rate swap agreements	-	-	3,755
Interest income – other <sup>(1)</sup>	997	-	-
Temporary investment in over-night repurchase agreements	1,678	2,554	1,424
Total interest income – other	<u>2,675</u>	<u>2,554</u>	<u>5,180</u>
<b>Total interest income</b>	<u>\$ 134,341</u>	<u>\$ 176,995</u>	<u>\$ 137,075</u>

(1) Represents cash received on our 90% equity investment in Ischus CDO II in excess of our investment. Income on this investment is recognized using the cost recovery method.

	Weighted Average		Weighted Average		Weighted Average	
	Rate	Balance	Rate	Balance	Rate	Balance
	Year Ended December 31,		Period Ended December 31,		Period Ended December 31,	
	2008 <sup>(1)</sup>	2008	2007 <sup>(1)</sup>	2007	2006 <sup>(1)</sup>	2006
<b>Interest income:</b>						
Interest income from loans:						
Bank loans	5.63%	\$ 947,753	7.42%	\$ 911,514	7.41%	\$ 565,414
Commercial real estate loans	7.48%	\$ 840,874	8.58%	\$ 781,954	8.55%	\$ 325,301
Interest income from securities available-for-sale:						
Agency RMBS	N/A	N/A	N/A	N/A	4.60%	\$ 621,299
Non-agency RMBS	N/A	N/A	7.09%	\$ 303,960	6.76%	\$ 344,969
CMBS	N/A	N/A	5.67%	\$ 24,549	5.65%	\$ 27,274
CMBS-private placement	5.76%	\$ 76,216	6.45%	\$ 61,952	5.46%	\$ 1,564
Other	0.32%	\$ 6,000	6.96%	\$ 21,094	6.69%	\$ 21,232
Private equity	N/A	N/A	N/A	N/A	16.42%	\$ 170
Leasing	8.68%	\$ 94,864	8.71%	\$ 85,092	8.57%	\$ 62,612
Interest income-other:						
Interest rate swap agreements	N/A	N/A	N/A	N/A	0.78%	\$ 511,639
Temporary investment in over-night repurchase agreements	N/A	N/A	N/A	N/A	N/A	N/A

(1) Certain one-time items reflected in interest income have been excluded in calculating the weighted average rate, since they are not indicative of expected future results.

**Year Ended December 31, 2008 as compared to Year Ended December 31, 2007**

Interest income decreased \$42.7 million (24%) to \$134.3 million for the year ended December 31, 2008, from \$177.0 million for the year ended December 31, 2007. We attribute this decrease to the following:

*Interest Income from Loans*

Interest income from loans decreased \$19.0 million (14%) to \$119.0 million for the year ended December 31, 2008 from \$138.1 million for the year ended December 31, 2007.

Bank loans generated \$55.1 million of interest income for the year ended December 31, 2008 as compared to \$70.2 million for the year ended December 31, 2007, a decrease of \$15.1 million (21%). This decrease resulted primarily from a decrease in the weighted average rate earned by our bank loans to 5.63% for the year ended December 31, 2008 from 7.42% for the year ended December 31, 2007. This was principally a result of the decrease in LIBOR which is a reference index for the rates payable on these loans. The effects of the decrease in the weighted average rate were partially offset by an increase of \$36.2 million in the weighted average balance of assets to \$947.8 million for the year ended December 31, 2008 from \$911.5 million for the year ended December 31, 2007 as a result of the acquisition of investments for our third bank loan CDO, Apidos Cinco CDO which closed in May 2007. The year ended December 31, 2008 includes a full year of income on the increased asset base.

Commercial real estate loans produced \$63.9 million of interest income for the year ended December 31, 2008 as compared to \$67.9 million for the year ended December 31, 2007, a decrease of \$4.0 million (6%). This decrease resulted primarily from a decrease in the interest rate on these loans to 7.48% for the year ended December 31, 2008 from 8.58% for the year ended December 31, 2007, primarily due to the decrease in LIBOR which is a reference index for the rates payable on some of these loans. The effects of the decrease in the weighted average rate were partially offset by an increase of \$58.9 million in the weighted average balance of loans to \$840.9 million from \$782.0 million as a result of the accumulation of investments by our second commercial real estate CDO, Resource Real Estate Funding 2007-1, or RREF CDO 2007-1, which closed on June 26, 2007 and had \$463.0 million of assets at December 31, 2007. The year ended December 31, 2008 includes a full year of income on the increased asset base.

*Interest Income from Securities Available-for-Sale*

Interest income from securities available-for-sale decreased \$24.4 million (85%) to \$4.4 million for the year ended December 31, 2008 from \$28.8 million for the year ended December 31, 2007. The decrease in interest income from securities available-for-sale resulted principally from the following:

Interest income from our asset-backed securities-residential mortgage-backed securities, or ABS-RMBS, CMBS and other ABS portfolio generated \$21.8 million, \$1.4 million and \$1.5 million, respectively for the year ended December 31, 2007. No interest income from ABS-RMBS and CMBS was generated during the year ended December 31, 2008. The other ABS portfolio generated \$19,000 for the year ended December 31, 2008. These decreases are primarily a result of the deconsolidation of Ischus CDO II on November 13, 2007.

This decrease was partially offset by interest income on our CMBS-private placement portfolio which increased \$343,000 (8%) to \$4.4 million for the year ended December 31, 2008 from \$4.1 million for the year ended December 31, 2007. The increase is primarily attributed to an increase of \$14.3 million in the weighted average balance of these assets to \$76.2 million for the year ended December 31, 2008 as compared to \$62.0 million for the year ended December 31, 2007 as a result of the accumulation of assets by RREF CDO 2007-1, which closed on June 26, 2007 and had \$463.0 million of assets at December 31, 2007. The year ended December 31, 2008 includes a whole year of income for these assets. The effects of the increase in the weighted average balance were partially offset by a decrease in the interest rate on these securities to 5.76% for the year ended December 31, 2008 from 6.45% for the year ended December 31, 2007, primarily due to the decrease in LIBOR which is a reference index for the rates payable on some of these securities.

*Interest Income - Leasing*

Our equipment leasing portfolio generated \$8.2 million of interest income for the year ended December 31, 2008 as compared to \$7.6 million for the year ended December 31, 2007, an increase of \$627,000 (8%). This increase resulted from the increase of \$9.8 million in the weighted average balance of leases to \$94.9 million at December 31, 2008 from \$85.1 million for the year ended December 31, 2007, primarily from the addition of leases to our portfolio in 2008.

*Interest Income - Other*

Interest income-other increased \$120,000 (5%) to \$2.7 million for the year ended December 31, 2008, as compared to \$2.6 million for the year ended December 31, 2007 as a result of an increase in interest income from our cost recovery method investment in Ischus CDO II. See “– Overview,” above. We use the cost recovery method to recognize the income on this investment and recognized \$997,000 during the three months ended March 31, 2008. No such additional income was recognized during 2007. This increase during the year ended December 31, 2008 was partially offset by a decrease in temporary investment income due to lower rates earned on our over-night repurchase agreements.

***Year Ended December 31, 2007 as compared to Year Ended December 31, 2006***

Interest income increased \$39.9 million (29%) to \$177.0 million for the year ended December 31, 2007, from \$137.1 million for the year ended December 31, 2006. We attribute this increase to the following:

*Interest Income from Loans*

Interest income from loans increased \$67.5 million (96%) to \$138.1 million for the year ended December 31, 2007 from \$70.6 million for the year ended December 31, 2006.

Bank loans generated \$70.2 million of interest income for the year ended December 31, 2007 as compared to \$42.5 million for the year ended December 31, 2006, an increase of \$27.7 million (65%). This increase resulted primarily from the following:

- an increase of \$346.1 million in the weighted average balance of loans primarily from the accumulation of investments by Apidos Cinco CDO, which closed on May 30, 2007 and had \$331.2 million of assets at December 31, 2007. In addition, 2007 reflects a full year of income for Apidos CDO III which closed on May 9, 2006 while the prior year reflects only a partial year of income. Apidos CDO III had \$270.9 million in assets at December 31, 2007.

Commercial real estate loans produced \$67.9 million of interest income for the year ended December 31, 2007 as compared to \$28.1 million for the year ended December 31, 2006, an increase of \$39.8 million (142%). This increase resulted from the following:

- an increase of \$456.7 million in the weighted average balance of loans primarily from the accumulation of investments by RREF CDO 2007-1, which closed on June 26, 2007 and had \$463.0 million of assets at December 31, 2007. In addition, 2007 reflects a full year of income for our first commercial real estate CDO, Resource Real Estate Funding 2006-1, or RREF CDO 2006-1, which closed on August 10, 2006 while the prior year reflects only a partial year of income. RREF CDO 2006-1 had \$291.7 million in assets at December 31, 2007; and
- a \$505,000 acceleration of loan origination fees as a result of loan sales that are included as part of interest income for the year ended December 31, 2007. There was no such acceleration of fees for the year ended December 31, 2006.

This increase was offset by a decrease in the weighted average interest rate on these loans to 8.06% for the year ended December 31, 2007 from 8.26% for the year ended December 31, 2006, primarily due to the interest rates on \$421.9 million of whole loans we added during the year ended December 31, 2007.

*Interest Income from Securities Available-for-Sale*

The increase in interest income from loans was partially offset by a decrease in interest income from securities available-for-sale. Interest income from securities available-for-sale decreased \$27.2 million (49%) to \$28.8 million for the year ended December 31, 2007 from \$56.0 million for the year ended December 31, 2006. The decrease in interest income from securities available-for-sale resulted principally from the following:

- the sale of \$125.4 million of our agency ABS-RMBS portfolio in January 2006 and the sale of the remaining \$753.1 million of these securities in September 2006. This portfolio had generated \$28.8 million of interest income for the year ended December 31, 2006. As a result of the sale, we generated no agency ABS-RMBS interest income during the year ended December 31, 2007;
- our non-agency ABS-RMBS contributed \$21.8 million of interest income for the year ended December 31, 2007, as compared to \$24.1 million for the year ended December 31, 2006, a decrease of \$2.3 million (9%) primarily due to the deconsolidation of Ischus CDO II on November 13, 2007; and



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our CMBS contributed \$1.4 million of interest income for the year ended December 31, 2007, as compared to \$1.6 million for the year ended December 31, 2006, a decrease of \$196,000 (12%) for the year ended December 31, 2006 primarily due to the deconsolidation of Ischus CDO II on November 13, 2007.

The decrease was partially offset by the following:

- our CMBS-private placement portfolio contributed \$4.1 million of interest income for the year ended December 31, 2007, as compared to \$87,000 for the year ended December 31, 2006, an increase of \$4.1 million (4,592%) due to the accumulation of securities in this portfolio beginning in December 2006.

#### *Interest Income - Leasing*

Our equipment leasing portfolio generated \$7.6 million of interest income for the year ended December 31, 2007 as compared to \$5.3 million for the year ended December 31, 2006, an increase of \$2.3 million (44%). This increase resulted from the following:

- the increase of \$22.4 million in the weighted average balance of leases primarily from the addition of leases we funded following the closing of our secured term credit facility in March 2006; and
- an increase in the weighted average interest rate on these leases to 8.71% for the year ended December 31, 2007 from 8.57% for the year ended December 31, 2006.

#### *Interest Income - Other*

The overall increase in interest income was impacted by a decrease in interest income - other. Interest income - other decreased \$2.6 million (51%) to \$2.6 million for the year ended December 31, 2007, as compared to \$5.2 million for the year ended December 31, 2006. This was due to interest rate swap agreements which generated \$3.8 million of interest income for the year ended December 31, 2006. Our swaps generated interest expense for the year ended December 31, 2007 due to reductions in market interest rates which caused the fixed rate we paid to exceed the floating rate we received under these agreements during the year.

The decrease of interest income – other was offset by an increase in our temporary investment income which increased \$1.2 million (79%) to \$2.6 million for the year ended December 31, 2007 from \$1.4 million for the year ended December 31, 2006. This increase is primarily due to an increase of \$1.1 million in sweep income from our two commercial real estate CDOs, RREF CDO 2006-1 and RREF CDO 2007-1. The year ended December 31, 2007 contains a full year of income for RREF 2006-1 which closed in August 2006 and six months of income for RREF CDO 2007-1 which closed at the end of June 2007. The year ended December 31, 2006 contains four months of income for RREF CDO 2006-1 and no income for RREF CDO 2007-1.

#### *Interest Expense*

##### *Year Ended December 31, 2008 as compared to Year Ended December 31, 2007*

The following tables set forth information relating to our interest expense incurred for the periods presented (in thousands, except percentages):

	As of and for the Years Ended		
	December 31,		
	2008	2007	2006
<b>Interest expense:</b>			
Bank loans	\$ 35,165	\$ 52,466	\$ 30,903
Commercial real estate loans	27,924	37,184	14,436
Agency RMBS	–	–	28,607
Non-agency / CMBS / ABS	–	19,794	21,666
CMBS-private placement	163	1,223	83
Leasing	4,357	5,595	3,659
General	12,010	5,302	2,497
<b>Total interest expense</b>	<b>\$ 79,619</b>	<b>\$ 121,564</b>	<b>\$ 101,851</b>

	Weighted Average		Weighted Average		Weighted Average	
	Rate	Balance	Rate	Balance	Rate	Balance
	Year Ended December 31,		Year Ended December 31,		Period Ended December 31,	
	2008 <sup>(1)</sup>	2008	2007 <sup>(1)</sup>	2007	2006 <sup>(1)</sup>	2006
<b>Interest expense:</b>						
Bank loans	3.82%	\$ 906,000	5.96%	\$ 868,345	5.61%	\$ 535,894
Commercial real estate loans	3.91%	\$ 696,492	6.29%	\$ 582,173	6.42%	\$ 224,844
Agency RMBS	N/A	N/A	N/A	N/A	5.01%	\$ 560,269
Non-agency / CMBS / ABS	N/A	N/A	5.93%	\$ 326,458	5.69%	\$ 376,000
CMBS-private placement	4.34%	\$ 3,597	5.84%	\$ 20,571	5.40%	\$ 1,519
Leasing	4.67%	\$ 89,778	6.68%	\$ 83,405	6.51%	\$ 57,214
General	3.00%	\$ 383,860	9.91%	\$ 51,981	9.52%	\$ 24,916

(1) Certain one-time items reflected in interest expense have been excluded in calculating the weighted average rate, since they are not indicative of expected future results.

Interest expense decreased \$41.9 million (35%) to \$79.6 million for the year ended December 31, 2008, from \$121.6 million for the year ended December 31, 2007. We attribute this decrease to the following:

Interest expense on bank loans was \$35.2 million for the year ended December 31, 2008, as compared to \$52.5 million for the year ended December 31, 2007, a decrease of \$17.3 million (33%). This decrease resulted primarily from a decrease in the weighted average rate on this debt to 3.82% for the year ended December 31, 2008 from 5.96% for the year ended December 31, 2007 as a result of the decrease in LIBOR which is a reference index for the rates payable on these notes. The effects of the decrease in the weighted average rate were partially offset by an increase of \$37.7 million in the weighted average balance of debt to \$906.0 million for the year ended December 31, 2008 from \$868.3 million for the year ended December 31, 2007 as a result of the closing of Apidos Cinco CDO. The year ended December 31, 2008 reflects a full year of expense on this portfolio.

Interest expense on commercial real estate loans was \$27.9 million for the year ended December 31, 2008, as compared to \$37.2 million for the year ended December 31, 2007, a decrease of \$9.3 million (25%). This decrease resulted primarily from a decrease in the weighted average rate on our financings to 3.91% for the year ended December 31, 2008 from 6.29% for the year ended December 31, 2007 primarily due to the decrease in LIBOR which is a reference index for the rates payable on a majority of these borrowings. The effects of the decrease in the weighted average rate were partially offset by an increase of \$114.3 million in the weighted average balance of debt to \$696.5 million for the year ended December 31, 2008 from \$582.2 million for the year ended December 31, 2007 primarily from the accumulation of investments of our second CRE CDO, RREF CDO 2007-1 which closed on June 26, 2007 and issued \$348.9 million of debt at that time. The year ended December 31, 2008 reflects a full year of expense on this debt.

Non-agency, CMBS and other ABS, which we refer to collectively as ABS, were pooled and financed by Ischus CDO II. Interest expense related to these obligations was \$19.8 million for the year ended December 31, 2007. There was no such interest expense for the year ended December 31, 2008 due to the deconsolidation of Ischus CDO II on November 13, 2007, discussed in “ – Overview,” above.

Interest expense on CMBS-private placement was \$163,000 for the year ended December 31, 2008, as compared to \$1.2 million for the year ended December 31, 2007, a decrease of \$1.1 (87%) million due the following:

- A decrease in the weighted average balance of debt of \$17.0 million to \$3.6 million for the year ended December 31, 2008 from \$20.6 for the year ended December 31, 2007 primarily from the reduction in advance rates on our pledged CMBS-private placement collateral, which resulted in \$15.8 million in pay-downs on the related repurchase agreement debt.
- A decrease in the weighted average rate on our financings to 4.34% for the year ended December 31, 2008 from 5.84% for the year ended December 31, 2007 primarily due to the decrease in LIBOR, which is a reference index for the rates payable on a majority of these borrowings.

Interest expense on our equipment leasing portfolio was \$4.4 million for the year ended December 31, 2008, as compared to \$5.6 million for the year ended December 31, 2007, a decrease of \$1.2 million (22%). The decrease for the year ended December 31, 2008 resulted primarily from a decrease in the weighted average rate on this debt to 4.67% for the year ended December 31, 2008 from 6.68% for the year ended December 31, 2007. The decrease in rate was the result of the decrease in the commercial paper index, which is a reference index for the rate payable on the facility we used to finance this portfolio.

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The decrease in interest expense was partially offset by an increase in general interest expense. General interest expense was \$12.0 million for the year ended December 31, 2008, as compared to \$5.3 million for the year ended December 31, 2007, an increase of \$6.7 million (127%). This increase resulted primarily from an increase of \$7.8 million on our interest rate derivatives that fix the rate we pay under these agreements. During the year ended December 31, 2008, the floating rate we paid exceeded the fixed rate we received due to the decrease in LIBOR. The increase in derivative expense was partially offset by a decrease in interest expense related to our unsecured junior subordinated debentures held by unconsolidated trusts that issued trust preferred securities as a result of a decrease in the LIBOR rate which is a reference index for the rates payable by these debentures.

#### **Year Ended December 31, 2007 as compared to Year Ended December 31, 2006**

Interest expense increased \$19.7 million (19%) to \$121.6 million for the year ended December 31, 2007, from \$101.9 million for the year ended December 31, 2006. We attribute this increase to the following:

Interest expense on bank loans was \$52.5 million for the year ended December 31, 2007, as compared to \$30.9 million for the year ended December 31, 2006, an increase of \$21.6 million (70%). This increase resulted primarily from the following:

- The increase of \$332.5 million in the weighted average balance of debt primarily related to the accumulation of investments by, and the closing of Apidos Cinco CDO, which closed on May 30, 2007 and issued \$322.0 million of debt. In addition, the current year reflects a full year of interest expense for Apidos CDO III which issued \$262.5 million of debt and closed on May 9, 2006. The prior year reflected only eight months of such interest expense.
- The weighted average rate on the debt related to bank loans increased to 5.82% for the year ended December 31, 2007, from 5.46% for the year ended December 31, 2006 due primarily to the increase in LIBOR.
- We amortized \$1.2 million of deferred debt issuance costs related to our CDO financings for the year ended December 31, 2007, compared to \$785,000 for the year ended December 31, 2006. This increase resulted primarily from the addition of Apidos Cinco CDO and a full year of deferred debt issuance cost amortization for Apidos CDO III.

Interest expense on commercial real estate loans was \$37.2 million for the year ended December 31, 2007, as compared to \$14.4 million for the year ended December 31, 2006, an increase of \$22.8 million (158%). This increase resulted primarily from the following:

- An increase of \$357.3 million in the weighted average balance of debt primarily from the accumulation of investments of RREF CDO 2007-1 which closed on June 26, 2007 and issued \$348.9 million of debt at that time. In addition, the current year reflects a full year of interest expense for RREF CDO 2006-1 which closed on August 10, 2006 and issued \$265.5 million in debt, while the prior year reflects only five months of such interest expense.
- We amortized \$1.4 million of deferred debt issuance costs related to our CDOs and repurchase facility financings for the year ended December 31, 2007, compared to \$376,000 for the year ended December 31, 2006 due to primarily a full year of expense from RREF CDO 2006-1, six months of expense from RREF CDO 2007-1 and the closing costs of our three year term facility that closed in April 2007.

This increase was offset by a decrease in the weighted average rate on our financings from 6.25% for the year ended December 31, 2006 to 6.05% at December 31, 2007 primarily due to the issuance of long-term debt by RREF CDO 2006-1 in August 2006 and RREF CDO 2007-1 in June 2007 and the related reduction in repurchase agreement debt for the year ended December 31, 2007 as compared to the year ended December 31, 2006.

Interest expense on CMBS-private placement was \$1.2 million for the year ended December 31, 2007, as compared to \$83,000 for the year ended December 31, 2006, an increase of \$1.1 million (1,373%) due to the accumulation of securities in this portfolio beginning in December 2006. There were no such assets prior to December 2006.

Interest expense on our equipment leasing portfolio was \$5.6 million for the year ended December 31, 2007, as compared to \$3.7 million for the year ended December 31, 2006, an increase of \$1.9 million (53%). The increase for the year ended December 31, 2007 resulted from an increase in the amount of direct financing leases and notes we acquired and the related financing after March 31, 2006 and through September 30, 2007. The assets were acquired with cash until the facility closed on March 31, 2006 when we entered into a secured term facility. The increase for the year ended December 31, 2007 was also the result of an increase in the weighted average rate from 6.51% for the year ended December 31, 2006, to 6.68% for the year ended December 31, 2007 due to an increase in the commercial paper rate.

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General interest expense was \$5.3 million for the year ended December 31, 2007, as compared to \$2.5 million for the year ended December 31, 2006, an increase of \$2.8 million (112%). This increase resulted from an increase of \$2.8 million in interest expense on our unsecured junior subordinated debentures held by unconsolidated trusts that issued trust preferred securities which were not issued until May 2006 and September 2006, respectively.

These increases in interest expense were offset by the following:

- Agency ABS-RMBS generated \$28.6 million in interest expense for the year ended December 31, 2006. No such expense was incurred for the year ended December 31, 2007 since we sold our agency ABS-RMBS portfolio in January and September 2006 and repaid the related debt.
- ABS-RMBS, CMBS and other asset-backed securities were pooled and financed by Ischus CDO II. Interest expense related to these obligations was \$19.8 million for the year ended December 31, 2007, as compared to \$21.7 million for the year ended December 31, 2006, a decrease of \$1.9 million (9%). This decrease resulted primarily from the deconsolidation of Ischus CDO II on November 13, 2007.

#### **Non-Investment Expenses**

The following table sets forth information relating to our non-investment expenses incurred for the periods presented (in thousands):

	Years Ended December 31,		
	2008	2007	2006
<b>Non-investment expenses:</b>			
Management fees-related party	\$ 6,301	\$ 6,554	\$ 4,838
Equity compensation-related party	540	1,565	2,432
Professional services	3,349	2,911	1,881
Insurance	641	466	498
General and administrative	1,848	1,581	1,428
Income tax expense	(241)	338	67
<b>Total non-investment expenses</b>	<b>\$ 12,438</b>	<b>\$ 13,415</b>	<b>\$ 11,144</b>

#### **Year Ended December 31, 2008 as compared to the Year Ended December 31, 2007**

Management fees – related party decreased \$253,000 (4%) to \$6.3 million for the year ended December 31, 2008 as compared to \$6.6 million for the year ended December 31, 2007. These amounts represent compensation in the form of base management fees and incentive management fees pursuant to our management agreement. The base management fees decreased by \$537,000 (11%) to \$4.5 million for the year ended December 31, 2008 as compared to \$5.1 million for the year ended December 31, 2007. This decrease was due to decreased equity, a component in the formula by which base management fees are calculated, as a result of asset impairments and the eventual deconsolidation of Ischus CDO II and as a result of provisions for loan and lease losses during 2008. Incentive management fees increased by \$284,000 (19%) to \$1.8 million for the year ended December 31, 2008 from \$1.5 million for the year ended December 31, 2007. The incentive fee is calculated for each quarter and the calculation in any quarter is not affected by the results of any other quarter. The increase for the year ended December 31, 2008 is primarily due to the fact that an incentive was paid for three quarters during the year ended December 31, 2008 and only for two quarters during the year ended December 31, 2007. No incentive management fee was paid for the quarters ended June 30, 2008, September 30, 2007 and December 31, 2007 because adjusted net income thresholds, as defined in the management agreement were not met.

Equity compensation – related party decreased \$1.0 million (66%) to \$540,000 for the year ended December 31, 2008 as compared to \$1.6 million for the year ended December 31, 2007. These expenses relate to the amortization of annual grants of restricted common stock to our non-employee independent directors, and annual and discretionary grants of restricted stock to several employees of Resource America who provide investment management services to us through our Manager. The decrease in expense was primarily the result of an adjustment related to our quarterly remeasurement of unvested stock and options granted to the Manager to reflect changes in the fair value of our common stock as well as the vesting of the remaining grant of stock and options to the Manager on March 8, 2005. These decreases were partially offset by the issuance of new grants.

Professional services increased \$438,000 (15%) to \$3.3 million for the year ended December 31, 2008 as compared to \$2.9 million for the year ended December 31, 2007 due to the following:

- Increase of \$151,000 in lease servicing expense for the year ended December 31, 2008 due to the increase in managed assets in the year ended December 31, 2008.

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- Increase of \$394,000 in legal fees due to compliance work performed.

These increases were offset by a decrease of \$64,000 in audit and tax fees for the year ended December 31, 2008 due to the timing of when the services were performed and billed.

Income tax expense decreased \$579,000 (171%) to a benefit of \$241,000 for the year ended December 31, 2008 as compared to expense of \$338,000 for the year ended December 31, 2007 due to a decrease in taxable income related to Resource TRS, our domestic taxable REIT subsidiary.

#### **Year Ended December 31, 2007 as compared to the Year Ended December 31, 2006**

Management fees-related party increased \$1.8 million (35%) to \$6.6 million for the year ended December 31, 2007 as compared to \$4.8 million for the year ended December 31, 2006. These amounts represent compensation in the form of base management fees and incentive management fees pursuant to our management agreement. The base management fees increased by \$1.4 million (37%) to \$5.1 million for the year ended December 31, 2007 as compared to \$3.7 million for the year ended December 31, 2006. This increase was due to increased equity as a result of our public offerings in February and December 2006 and the January 2007 exercise of the over-allotment option that was part of the December 2006 follow-on offering. Equity is a principal component of the management fee calculation. See Item 1, "Business-Management Agreement." Incentive management fees increased by \$355,000 (32%) to \$1.5 million for the year ended December 31, 2007 from \$1.1 million for the year ended December 31, 2006. The incentive fee is calculated for each quarter and the calculation in any quarter is not affected by the results of any other quarter. During the first two quarters of 2006 and 2007, adjusted net income increased \$8.9 million causing a \$1.1 million increase in incentive management fees. No incentive management fee was paid for the quarters ended December 31, 2007, September 30, 2007 or September 30, 2006 because adjusted net income thresholds, as defined in the management agreement (see Note 12) were not met.

Equity compensation-related party decreased \$867,000 (36%) to \$1.6 million for the year ended December 31, 2007 as compared to \$2.4 million for the year ended December 31, 2006. These expenses relate to the amortization of the March 8, 2005 grant of restricted common stock to the Manager, the March 8, 2005, 2006 and 2007 grants of restricted common stock to our non-employee independent directors, the March 8, 2005 grant of options to the Manager to purchase common stock, the January 5, 2007 grant of restricted stock to several employees of Resource America who provide investment management services to us through our Manager, a June 27, 2007 grant of performance shares to two employees of Resource America and several grants of restricted common stock to various employees of our Manager in October and December 2007. The decrease in expense was primarily the result of the vesting of two thirds of the stock and options related to the March 8, 2005 grants of restricted stock and options to the Manager on March 8, 2006 and March 8, 2007 as well as an adjustment related to our quarterly remeasurement of unvested stock and options granted to the Manager to reflect changes in the fair value of our common stock. This was offset by expense related to the January 5, 2007, June 27, 2007 and the October and December 2007 grants.

Professional services increased \$1.0 million (55%) to \$2.9 million for the year ended December 31, 2007 as compared to \$1.9 million for the year ended December 31, 2006 due to the following:

- Increase of \$391,000 in audit and tax fees for the year ended December 31, 2007 due to the timing of when the services were performed and billed.
- Increase of \$151,000 in lease servicing expense for the year ended December 31, 2007 due to the increase in managed assets in the year ended December 31, 2007.
- Increase of \$135,000 in fees associated with our Sarbanes-Oxley compliance for the year ended December 31, 2007.
- Increase of \$170,000 in trustee fees with respect to our CDOs and increases of \$71,000 in agreed-upon procedures fees to independent audit firms for the year ended December 31, 2007 due to two CDO vehicles closing subsequent to December 31, 2006. There were no such fees for the year ended December 31, 2006.
- Increase of \$117,000 in legal fees due to our having been subject to a full year of reporting obligations under the Securities Exchange Act of 1934.

General and administrative expenses increased \$153,000 (11%) to \$1.6 million for the year ended December 31, 2007 as compared to \$1.4 million for the year ended December 31, 2006. These expenses include expense reimbursements to our Manager, rating agency expenses and all other operating costs incurred. The increase is due to the following:

- Increase of \$203,000 in rating agency and other fees with respect to our CDOs for the year ended December 31, 2007 due to two CDO vehicles closing subsequent to December 31, 2006. There were no such fees for the year ended December 31, 2006.

- Increase of \$172,000 in director's fees for the year ended December 31, 2007 due to the new fees paid to members of the investment committee who approve all investments in commercial real estate mortgages.
- Increase of \$66,000 in bad debt expense for the year ended December 31, 2007 related to several assets in our bank loan portfolio. There was no such expense for the year ended December 31, 2006.
- Increase of \$126,000 in other general and administrative expenses including bank fees related to cost of servicing our commercial real estate portfolio, printing fees for our first proxy filing, dues and subscriptions, and travel due to our growing portfolio for the year ended December 31, 2007.

These were offset by a decrease in reimbursed expenses to our Manager of \$447,000 for the year ended December 31, 2007 due to a determination by our Manager not to seek reimbursement of a portion of general office expenses for which reimbursement is permitted under our management agreement.

Income tax expense increased \$271,000 (404%) to \$338,000 for the year ended December 31, 2007 as compared to \$67,000 for the year ended December 31, 2006 due to an increase in taxable income related to Resource TRS, our domestic taxable REIT subsidiary. Resource TRS had no taxable income for the period from January 1, 2006 through December 15, 2006.

#### **Other (Expenses) Revenues**

The following table sets forth information relating to our other (expenses) revenues incurred for the periods presented (in thousands):

	<b>Years Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Other (expenses) revenues</b>			
Net realized (loss) gain on investments	\$ (1,637)	\$ (15,098)	\$ (8,627)
Gain on deconsolidation of VIE	-	14,259	-
Provision for loan and lease losses	(46,160)	(6,211)	-
Gain on the extinguishment of debt	1,750	-	-
Gain on the settlement of loan	574	-	-
Asset impairments	-	(26,277)	-
Other income	115	201	153
<b>Total (expenses) revenues</b>	<b>\$ (45,358)</b>	<b>\$ (33,126)</b>	<b>\$ (8,474)</b>

#### **Year Ended December 31, 2008 as compared to Year Ended December 31, 2007**

Net realized losses on investments decreased \$13.5 million (89%) to a loss of \$1.6 million for the year ended December 31, 2008 from a loss of \$15.1 million for the year ended December 31, 2007. Realized losses during the year ended December 31, 2008 consisted primarily of a loss of \$2.0 million on the sale of one of our CMBS – private placement positions during the year. This loss was partially offset by gains of \$252,000 and \$112,000 on the sale of assets in our leasing and bank loan portfolio, respectively. Realized losses during the year ended December 31, 2007 consisted primarily of a \$15.6 million realized gross loss on deconsolidation of Ischus CDO II.

Gain on deconsolidation of VIE of \$14.3 million during the year ended December 31, 2007 is due to the deconsolidation of Ischus CDO II in November 2007. Ischus CDO II had previously been a consolidated entity. See “– Overview.”

Our provision for loan and lease losses increased \$39.9 million (643%) to \$46.2 for the year ended December 31, 2008 as compared to \$6.2 million for the year ended December 31, 2007. The provision for the year ended December 31, 2008 consisted of a \$30.4 million provision for loan loss on our bank loan portfolio, a \$14.8 million provision on our commercial real estate portfolio and a \$900,000 provision on our direct financing leases and notes. The provision for the year ended December 31, 2007 consisted of a \$2.8 million provision for loan loss on our bank loan portfolio, a \$3.2 million provision on our commercial real estate portfolio and a \$293,000 provision for lease loss on our direct financing leases and notes. The principal reason for the increase in the provision for loan and lease losses was our recognition of reserves on seven defaulted bank loans, one defaulted CRE loan and one CRE loan sold at a discount. We also increased our general reserves due to deteriorating credit market conditions.

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Gain on the extinguishment of debt during the year ended December 31, 2008 is due to the buyback of \$5.0 million of debt issued by RREF CDO 2007-1 in February 2008. The notes, issued at par, were bought back as an investment by us at a price of 65% of par resulting in a gain of \$1.8 million. The related deferred debt issuance costs were immaterial. There was no such transaction during the year ended December 31, 2007.

Gain on the settlement of loan during the year ended December 31, 2008 is due to the reimbursement of a loss related to the termination of a hedge after the paydown of a commercial real estate loan. Per the terms of the agreement, we were to be reimbursed for any such termination costs. There was no such transaction during the year ended December 31, 2007.

Asset impairments of \$26.3 million during the year ended December 31, 2007 consisted entirely of other-than-temporary impairment on assets in our ABS-RMBS portfolio held by Ischus CDO II. During the second and third quarters of 2007 we experienced illiquidity in the sub-prime market and deteriorating delinquency characteristics of the mortgages underlying Ischus CDO II's investments. These trends together with significant rating agency actions supported the need to further reevaluate the level of asset impairments in Ischus CDO II's ABS-RMBS portfolio. The asset impairments recorded reflect these declining market conditions. There was no such impairment for the year ended December 31, 2008. These impairments were partially recaptured as part of our gain on the deconsolidation of Ischus CDO II.

#### ***Year Ended December 31, 2007 as compared to Year Ended December 31, 2006***

Net realized losses on investments increased \$6.5 million (75%) to a loss of \$15.1 million for the year ended December 31, 2007 from a loss of \$8.6 million for the year ended December 31, 2006. Realized losses during the year ended December 31, 2007 consisted primarily of a \$15.6 million realized gross loss on deconsolidation of Ischus CDO II. Realized losses during the year ended December 31, 2006 primarily consisted of \$12.2 million of gross losses related to the sale of our agency ABS-RMBS portfolio, offset by a \$2.6 million gain on termination of our amortizing swap agreement in connection with the sale of our agency ABS-RMBS portfolio in September 2006.

Gain on deconsolidation of VIE of \$14.3 million is due to the deconsolidation of Ischus CDO II in November 2007.

Our provision for loan and lease losses was \$6.2 million for the year ended December 31, 2007. It consisted of a \$2.8 million provision for loan loss on our bank loan portfolio, a \$3.2 million provision on our commercial real estate portfolio and a \$293,000 provision for lease loss on our direct financing leases and notes. There were no such provisions for the year ended December 31, 2006. The increase in the provision for loan and lease losses was due to payment defaults on two bank loans and three leases and declining credit market conditions in the second half of 2007.

Asset impairments of \$26.3 million consisted entirely of other-than-temporary impairment on assets in our ABS-RMBS portfolio held by Ischus CDO II. During the second and third quarters of 2007 we experienced illiquidity in the sub-prime market and deteriorating delinquency characteristics of the mortgages underlying Ischus CDO II's investments. These trends together with significant rating agency actions supported the need to further reevaluate the level of asset impairments in Ischus CDO II's ABS-RMBS portfolio. The asset impairments recorded reflect these declining market conditions. There was no such impairment for the year ended December 31, 2006. These impairments were partially recaptured as part of our gain on the deconsolidation of Ischus CDO II.

Other income increased \$47,000 (31%) to \$201,000 for the year ended December 31, 2007 from \$154,000 for the year ended December 31, 2006, primarily due to an increase of \$83,000 in dividend income related to the common shares held in two unconsolidated trusts that issued trust preferred securities for our benefit. See " – Financial Condition – Trust Preferred Securities," below. The trust had a full year of operations in 2007 compared to a partial year in 2006. These increases were offset by a decrease in consulting fee income of approximately \$35,000.

#### ***Income Taxes***

We do not pay federal income tax on income we distribute to our stockholders, subject to our compliance with REIT qualification requirements. However, Resource TRS, our domestic TRS, is taxed as a regular subchapter C corporation under the provisions of the Internal Revenue Code. For the years ended December 31, 2008 and 2007, Resource TRS recorded a \$241,000 benefit for income taxes and \$338,000 provision for income taxes, respectively.



**Financial Condition***Summary*

Our total assets at December 31, 2008 were \$1.9 billion as compared to \$2.1 billion at December 31, 2007. The decrease in total assets was principally due to loan repayments in our investment portfolio. The decrease in total assets from these loan repayments also resulted in a reduction of our borrowings as we repaid related debt. To a lesser extent, the decrease in our total assets was due to the change in the fair market value of our available-for-sale securities and provisions for loan losses with respect to both our loans held for investment and direct financing leases and notes.

*Investment Portfolio*

The following tables summarize the amortized cost and net carrying amount of our investment portfolio as of December 31, 2008 and 2007, classified by interest rate type. The following table includes both (i) the amortized cost of our investment portfolio and the related dollar price, which is computed by dividing amortized cost by par amount, and (ii) the net carrying amount of our investment portfolio and the related dollar price, which is computed by dividing the net carrying amount by par amount (in thousands, except percentages):

	<u>Amortized cost</u>	<u>Dollar price</u>	<u>Net carrying amount</u>	<u>Dollar price</u>	<u>Net carrying amount less amortized cost</u>	<u>Dollar price</u>
<b>December 31, 2008</b>						
<b>Floating rate</b>						
CMBS-private placement	\$ 32,061	99.99%	\$ 15,042	46.91%	\$ (17,019)	-53.08%
Other ABS	5,665	94.42%	45	0.75%	(5,620)	-93.67%
B notes <sup>(1)</sup>	33,535	100.00%	33,434	99.70%	(101)	-0.30%
Mezzanine loans <sup>(1)</sup>	129,459	100.01%	129,071	99.71%	(388)	-0.30%
Whole loans <sup>(1)</sup>	431,985	99.71%	430,690	99.41%	(1,295)	-0.30%
Bank loans <sup>(2)</sup>	937,507	99.11%	582,416 <sup>(4)</sup>	61.57%	(355,091)	-37.94%
<b>Total floating rate</b>	<u>\$ 1,570,212</u>	99.36%	<u>\$ 1,190,698</u>	75.35%	<u>\$ (379,514)</u>	-24.01%
<b>Fixed rate</b>						
CMBS – private placement	\$ 38,397	91.26%	\$ 14,173	33.69%	\$ (24,224)	-57.57%
B notes <sup>(1)</sup>	55,534	100.11%	55,367	99.81%	(167)	-0.30%
Mezzanine loans <sup>(1)</sup>	81,274	94.72%	68,378	79.69%	(12,896)	-15.03%
Whole loans <sup>(1)</sup>	87,352	99.52%	87,090	99.23%	(262)	-0.29%
Equipment leases and notes <sup>(3)</sup>	104,465	99.38%	104,015	98.95%	(450)	-0.43%
<b>Total fixed rate</b>	<u>\$ 367,022</u>	97.55%	<u>\$ 329,023</u>	87.45%	<u>\$ (37,999)</u>	-10.10%
<b>Grand total</b>	<u>\$ 1,937,234</u>	99.02%	<u>\$ 1,519,721</u>	77.68%	<u>\$ (417,513)</u>	-21.34%

(1) Net carrying amount includes an allowance for loan losses of \$15.1 million at December 31, 2008, allocated as follows: B notes (\$0.3 million), mezzanine loans (\$13.3 million) and whole loans (\$1.5 million).

(2) Net carrying amount includes a \$28.8 million provision for loan losses at December 31, 2008.

(3) Net carrying amount includes a \$450,000 provision for lease losses at December 31, 2008.

(4) Bank loan portfolio is carried at amortized cost less allowance for loan loss and was \$908.7 million at December 31, 2008. Amount disclosed represents fair value at December 31, 2008.



<b>December 31, 2007</b>	<b>Amortized cost</b>	<b>Dollar price</b>	<b>Net carrying amount</b>	<b>Dollar price</b>	<b>Net carrying amount less amortized cost</b>	<b>Dollar price</b>
<b>Floating rate</b>						
CMBS-private placement	\$ 54,132	93.40%	\$ 41,524	71.65%	\$ (12,608)	-21.75%
Other ABS	5,665	94.42%	900	15.00%	(4,765)	-79.42%
B notes <sup>(1)</sup>	33,570	100.10%	33,486	99.85%	(84)	-0.25%
Mezzanine loans <sup>(1)</sup>	141,894	100.09%	141,539	99.83%	(355)	-0.26%
Whole loans <sup>(1)</sup>	430,776	99.35%	429,699	99.10%	(1,077)	-0.25%
Bank loans <sup>(2)</sup>	931,101	100.00%	874,736 <sup>(4)</sup>	93.95%	(56,365)	-6.05%
<b>Total floating rate</b>	<b>\$ 1,597,138</b>	<b>99.58%</b>	<b>\$ 1,521,884</b>	<b>94.88%</b>	<b>\$ (75,254)</b>	<b>-4.69%</b>
<b>Fixed rate</b>						
CMBS – private placement	\$ 28,241	98.95%	\$ 23,040	80.73%	\$ (5,201)	-18.22%
B notes <sup>(1)</sup>	56,007	100.17%	55,867	99.92%	(140)	-0.25%
Mezzanine loans <sup>(1)</sup>	81,268	94.69%	80,016	93.23%	(1,252)	-1.46%
Whole loans <sup>(1)</sup>	97,942	99.24%	97,697	98.99%	(245)	-0.25%
Equipment leases and notes <sup>(3)</sup>	95,323	100.00%	95,030	99.69%	(293)	-0.31%
<b>Total fixed rate</b>	<b>\$ 358,781</b>	<b>98.49%</b>	<b>\$ 351,650</b>	<b>96.53%</b>	<b>\$ (7,131)</b>	<b>-1.96%</b>
<b>Grand total</b>	<b>\$ 1,955,919</b>	<b>99.37%</b>	<b>\$ 1,873,534</b>	<b>95.19%</b>	<b>\$ (82,385)</b>	<b>-4.18%</b>

(1) Net carrying amount of B notes, mezzanine loans and whole loans includes a provision for loan losses of \$3.2 million at December 31, 2007.

(2) Net carrying amount includes a \$2.7 million provision for loan losses at December 31, 2007.

(3) Net carrying amount includes a \$293,000 provision for lease losses at December 31, 2007.

(4) Bank loan portfolio is carried at amortized cost less allowance for loan loss and was \$928.3 million at December 31, 2007. Amount disclosed represents fair value at December 31, 2007.

#### *Commercial Mortgage-Backed Securities-Private Placement*

At December 31, 2008 and 2007, we held \$29.2 million and \$64.6 million, respectively, net of unrealized losses of \$41.2 million and \$17.8 million at December 31, 2008 and 2007, respectively, of CMBS-private placement at fair value which is based on taking a weighted average of the following three measures:

- i. an income approach utilizing an appropriate current risk-adjusted yield, time value and projected estimated losses from default assumptions based on historical analysis of underlying loan performance;
- ii. quotes on similar-vintage, higher rated, more actively traded CMBS securities adjusted for the lower subordination level of our securities; and
- iii. dealer quotes on our securities for which there is not an active market.

In the aggregate, we purchased our CMBS-private placement portfolio at a discount. At December 31, 2008 and 2007, the remaining discount to be accreted into income over the remaining lives of the securities was \$3.7 million and \$4.1 million, respectively. These securities are classified as available-for-sale and, as a result, are carried at their fair value.

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The following table summarizes our CMBS-private placement as of December 31, 2008 and 2007 (in thousands, except percentages). Dollar price is computed by dividing amortized cost by par amount.

	<u>December 31, 2008</u>		<u>December 31, 2007</u>	
	<u>Amortized Cost</u>	<u>Dollar Price</u>	<u>Amortized Cost</u>	<u>Dollar Price</u>
<b>Moody's Ratings Category:</b>				
Aaa	\$ -	-%	\$ 10,000	100.00%
Baa1 through Baa3	63,459	94.52%	65,377	94.07%
Ba1 through Ba3	-	-%	6,996	99.94%
B1 through B3	6,999	99.99%	-	-%
Total	<u>\$ 70,458</u>	<u>95.04%</u>	<u>\$ 82,373</u>	<u>95.23%</u>
<b>S&amp;P Ratings Category:</b>				
AAA	\$ -	-%	\$ 10,000	100.00%
BBB+ through BBB-	51,378	94.24%	72,373	94.61%
BB+ through BB-	19,080	97.26%	-	-%
Total	<u>\$ 70,458</u>	<u>95.04%</u>	<u>\$ 82,373</u>	<u>95.23%</u>
Weighted average rating factor	830		497	

*Other Asset-Backed Securities*

At December 31, 2008 and 2007, we held \$45,000 and \$900,000, respectively, of other ABS at fair value, which is based on an income approach utilizing an appropriate current risk-adjusted yield, time value and projected estimated losses from default assumptions based on historical analysis of underlying loan performance, net of unrealized gains of \$0 and \$0, respectively, and losses of \$5.6 million and \$4.8 million, respectively. In the aggregate, we purchased our other ABS portfolio at a discount. As of December 31, 2008 and 2007, the remaining discount to be accreted into income over the remaining lives of securities was \$335,000 and \$335,000, respectively. These securities are classified as available-for-sale and, as a result, are carried at their fair value.

The following table summarizes our other ABS as of December 31, 2008 and 2007 (in thousands, except percentages). Dollar price is computed by dividing amortized cost by par amount.

	<u>December 31, 2008</u>		<u>December 31, 2007</u>	
	<u>Amortized cost</u>	<u>Dollar price</u>	<u>Amortized cost</u>	<u>Dollar price</u>
<b>Moody's ratings category:</b>				
B1 through B3	\$ 5,665	94.42%	\$ 5,665	94.42%
Total	<u>\$ 5,665</u>	<u>94.42%</u>	<u>\$ 5,665</u>	<u>94.42%</u>
<b>S&amp;P ratings category:</b>				
B+ through B-	\$ 5,665	94.42%	\$ 5,665	94.42%
Total	<u>\$ 5,665</u>	<u>94.42%</u>	<u>\$ 5,665</u>	<u>94.42%</u>
Weighted average rating factor	3,490		610	

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The following table is a summary of the loans in our commercial real estate loan portfolio at the dates indicated (in thousands):

Description	Quantity	Amortized Cost	Contracted Interest Rates	Maturity Dates
<b>December 31, 2008:</b>				
Whole loans, floating rate <sup>(1)</sup>	29	\$ 431,985	LIBOR plus 1.50% to LIBOR plus 4.40%	April 2009 to August 2011
Whole loans, fixed rate <sup>(1)</sup>	7	87,352	6.98% to 10.00%	May 2009 to August 2012
B notes, floating rate	4	33,535	LIBOR plus 2.50% to LIBOR plus 3.01%	March 2009 to October 2009
B notes, fixed rate	3	55,534	7.00% to 8.68%	July 2011 to July 2016
Mezzanine loans, floating rate	10	129,459	LIBOR plus 2.15% to LIBOR plus 3.45%	May 2009 to February 2010
Mezzanine loans, fixed rate	7	81,274	5.78% to 11.00%	November 2009 to September 2016
Total <sup>(2)</sup>	<u>60</u>	<u>\$ 819,139</u>		
<b>December 31, 2007:</b>				
Whole loans, floating rate	28	\$ 430,776	LIBOR plus 1.50% to LIBOR plus 4.25%	May 2008 to July 2010
Whole loans, fixed rate	7	97,942	6.98% to 8.57%	May 2009 to August 2012
B notes, floating rate	3	33,570	LIBOR plus 2.50% to LIBOR plus 3.01%	March 2008 to October 2008
B notes, fixed rate	3	56,007	7.00% to 8.68%	July 2011 to July 2016
Mezzanine loans, floating rate	11	141,894	LIBOR plus 2.15% to LIBOR plus 3.45%	February 2008 to May 2009
Mezzanine loans, fixed rate	7	81,268	5.78% to 11.00%	October 2009 to September 2016
Total <sup>(2)</sup>	<u>59</u>	<u>\$ 841,457</u>		

(1) As of December 31, 2008, whole loans have \$26.6 million in unfunded loan commitments which are not included as part of this balance. These are funded as the loans require additional funding and the related borrowers have satisfied the requirements to obtain this additional funding.

(2) The total does not include a provision for loan losses of \$15.1 million and \$3.2 million recorded as of December 31, 2008 and 2007, respectively.

We have one mezzanine loan, with a balance of \$11.6 million secured by 100% of the equity interests in two enclosed regional malls which went into default in February 2008. During early 2008, we began working with the borrower and special servicer toward a resolution of the default. However, during the quarter ended June 30, 2008, the borrower defaulted on the more senior first mortgage position. This event triggered the reevaluation of our provision for loan loss and we determined that during the three months ended June 30, 2008, a full reserve of the remaining balance of \$11.6 million was necessary. Any future recovery from this loan will be adjusted through our allowance for loan loss.

#### Bank Loans

At December 31, 2008, we held a total of \$582.4 million of bank loans at fair value through Apidos CDO I, Apidos CDO III and Apidos Cinco CDO, all of which secure the debt issued by these entities. This is a decrease of \$292.3 million over our holdings at December 31, 2007. The decrease in total bank loans was principally due to the reduction of market prices. We own 100% of the equity issued by Apidos CDO I, Apidos CDO III and Apidos Cinco CDO which we have determined are VIEs of which we are the primary beneficiary. See “-Variable Interest Entities.” As a result, we consolidated Apidos CDO I, Apidos CDO III and Apidos Cinco CDO as of December 31, 2008.

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The following table summarizes our bank loan investments as of December 31, 2008 and 2007 (in thousands, except percentages). Dollar price is computed by dividing amortized cost by par amount.

	December 31, 2008		December 31, 2007	
	Amortized cost	Dollar price	Amortized cost	Dollar price
<b>Moody's ratings category:</b>				
Aa1 through Aa3	\$ 1,136	75.72%	\$ -	-%
A1 through A3	6,351	97.71%	-	-%
Baa1 through Baa3	19,782	97.70%	5,914	98.65%
Ba1 through Ba3	471,781	99.19%	500,417	100.02%
B1 through B3	397,157	99.10%	386,589	100.01%
Caa1 through Caa3	34,617	100.09%	20,380	100.20%
Ca	-	-%	1,000	100.00%
No rating provided	6,683	99.00%	16,801	99.44%
Total	<u>\$ 937,507</u>	99.11%	<u>\$ 931,101</u>	100.00%
<b>S&amp;P ratings category:</b>				
BBB+ through BBB-	\$ 41,495	99.44%	\$ 14,819	100.15%
BB+ through BB-	473,354	99.03%	433,624	100.00%
B+ through B-	317,601	99.46%	405,780	100.06%
CCC+ through CCC-	27,961	100.02%	4,207	100.00%
D	1,480	100.00%	-	-%
No rating provided	75,616	97.57%	72,671	99.59%
Total	<u>\$ 937,507</u>	99.11%	<u>\$ 931,101</u>	100.00%
Weighted average rating factor	1,946		2,000	

*Equipment Leases and Notes*

Investments in direct financing leases and notes as of December 31, 2008 and 2007, were as follows (in thousands):

	December 31,	
	2008	2007
Direct financing leases, net of unearned income	\$ 29,423	\$ 28,880
Operating Leases	337	-
Notes receivable	74,705	66,150
Sub total	104,465	95,030
Allowance for possible losses	(450)	-
Total	<u>\$ 104,015</u>	<u>\$ 95,030</u>

*Interest Receivable*

At December 31, 2008, we had interest receivable of \$8.4 million, which consisted of \$8.4 million of interest on our securities, loans and equipment leases and notes and \$49,000 of interest earned on escrow and sweep accounts. At December 31, 2007, we had interest receivable of \$12.0 million, which consisted of \$11.7 million of interest on our securities, loans and equipment leases and notes and \$228,000 of interest earned on escrow and sweep accounts. The decrease in interest receivable resulted primarily from a \$2.6 million decrease in interest on our Apidos portfolio as a result of the decrease in LIBOR, a reference index for the rates payable on these assets. There was also a decrease of \$912,000 in our commercial real estate portfolio as a result of the decrease in LIBOR, a referenced index for the rates payable on a majority of the loans in this portfolio. LIBOR had less of an impact on commercial real estate due to the fact that \$401.3 million of the commercial real estate loans have LIBOR floors with a weighted average rate of 4.71%.

*Principal Paydown Receivables*

At December 31, 2008 and 2007, we had principal paydown receivables of \$950,000 and \$836,000, respectively, which consisted of principal payments due on our commercial real estate loans and bank loans.

Other assets at December 31, 2008 of \$4.1 million consisted primarily of \$2.7 million of loan origination costs associated with our trust preferred securities issuances, commercial real estate loan portfolio and secured term facility, \$125,000 of prepaid directors' and officers' liability insurance, \$764,000 of prepaid expenses, \$424,000 of lease payment receivables and \$60,000 of other receivables. Other assets at December 31, 2007 of \$4.9 million consisted primarily of \$3.4 million of loan origination costs associated with our trust preferred securities issuances, revolving credit facility, commercial real estate loan portfolio and secured term facility, \$85,000 of prepaid directors' and officers' liability insurance, \$412,000 of prepaid expenses, \$998,000 of lease payment receivables and \$37,000 of other receivables. The decrease was related to the reduction in loan origination costs due to continued amortization of existing facilities and a reduction in the amount of lease payment receivables.

#### Hedging Instruments

Our hedges at December 31, 2008 and 2007 were fixed-for-floating interest rate swap agreements whereby we swapped the floating rate of interest on the liabilities we hedged for a fixed rate of interest. In a decreasing interest rate environment, we expect that the fair value of our hedges will continue to decrease. We intend to continue to seek such hedges for our floating rate debt in the future. Our hedges at December 31, 2008 were as follows (in thousands):

	<u>Benchmark rate</u>	<u>Notional value</u>	<u>Strike rate</u>	<u>Effective date</u>	<u>Maturity date</u>	<u>Fair value</u>
Interest rate swap	1 month LIBOR	\$ 12,750	5.27%	07/25/07	08/06/12	\$ (1,613)
Interest rate swap	1 month LIBOR	12,965	4.63%	12/04/06	07/01/11	(1,053)
Interest rate swap	1 month LIBOR	28,000	5.10%	05/24/07	06/05/10	(1,639)
Interest rate swap	1 month LIBOR	1,880	5.68%	07/13/07	03/12/17	(463)
Interest rate swap	1 month LIBOR	15,235	5.34%	06/08/07	02/25/10	(785)
Interest rate swap	1 month LIBOR	10,435	5.32%	06/08/07	05/25/09	(199)
Interest rate swap	1 month LIBOR	12,150	5.44%	06/08/07	03/25/12	(1,490)
Interest rate swap	1 month LIBOR	7,000	5.34%	06/08/07	02/25/10	(361)
Interest rate swap	1 month LIBOR	44,773	4.13%	01/10/08	05/25/16	(2,627)
Interest rate swap	1 month LIBOR	82,638	5.58%	06/08/07	04/25/17	(13,157)
Interest rate swap	1 month LIBOR	1,726	5.65%	06/28/07	07/15/17	(288)
Interest rate swap	1 month LIBOR	1,681	5.72%	07/09/07	10/01/16	(280)
Interest rate swap	1 month LIBOR	3,850	5.65%	07/19/07	07/15/17	(642)
Interest rate swap	1 month LIBOR	4,023	5.41%	08/07/07	07/25/17	(621)
Interest rate swap	1 month LIBOR	17,017	5.32%	03/30/06	09/22/15	(1,455)
Interest rate swap	1 month LIBOR	4,054	5.31%	03/30/06	11/23/09	(85)
Interest rate swap	1 month LIBOR	4,643	5.41%	05/26/06	08/22/12	(229)
Interest rate swap	1 month LIBOR	3,220	5.43%	05/26/06	04/22/13	(256)
Interest rate swap	1 month LIBOR	3,033	5.72%	06/28/06	06/22/16	(328)
Interest rate swap	1 month LIBOR	807	5.52%	07/27/06	07/22/11	(36)
Interest rate swap	1 month LIBOR	2,712	5.54%	07/27/06	09/23/13	(250)
Interest rate swap	1 month LIBOR	5,927	5.25%	08/18/06	07/22/16	(667)
Interest rate swap	1 month LIBOR	3,423	5.06%	09/28/06	08/22/16	(272)
Interest rate swap	1 month LIBOR	2,062	4.97%	12/22/06	12/23/13	(180)
Interest rate swap	1 month LIBOR	3,425	5.22%	01/19/07	11/22/16	(236)
Interest rate swap	1 month LIBOR	1,535	5.05%	04/23/07	09/22/11	(72)
Interest rate swap	1 month LIBOR	2,954	5.42%	07/25/07	04/24/17	(263)
Interest rate swap	1 month LIBOR	7,937	4.53%	11/29/07	10/23/17	(662)
Interest rate swap	1 month LIBOR	5,728	4.40%	12/26/07	11/22/17	(457)
Interest rate swap	1 month LIBOR	4,525	3.35%	01/23/08	12/22/17	(180)
Interest rate swap	1 month LIBOR	12,927	3.96%	09/30/08	09/22/15	(743)
Total		<u>\$ 325,035</u>	5.07%			<u>\$ (31,589)</u>

As of December 31, 2007, we had entered into hedges with a notional amount of \$347.9 million and maturities ranging from November 2009 to November 2017. At December 31, 2007, the unrealized loss on our interest rate swap agreements was \$18.0 million.

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We have entered into repurchase agreements to finance our commercial real estate loans and CMBS-private placement portfolio. We discuss these repurchase agreements in “– Liquidity and Capital Resources,” below. These agreements are secured by the financed assets and bear interest rates that have historically moved in close relationship to LIBOR. At December 31, 2008 and 2007, we had established nine and nine borrowing arrangements, respectively, with various financial institutions and at December 31, 2008, had utilized two of these arrangements, principally our arrangement with Natixis. Because any repurchase transaction must be approved by the lender, and as a result of current market conditions, we do not anticipate using these facilities for the foreseeable future; however, the facilities remain available for use if market conditions improve.

#### *Collateralized Debt Obligations*

As of December 31, 2008, we had executed six CDO transactions as follows:

- In June 2007, we closed RREF CDO 2007-1, a \$500.0 million CDO transaction that provided financing for commercial real estate loans. The investments held by RREF CDO 2007-1 collateralized \$390.0 million of senior notes issued by the CDO vehicle, of which RCC Real Estate, Inc., or RCC Real Estate, a subsidiary of ours, purchased 100% of the class H senior notes, class K senior notes, class L senior notes and class M senior notes for \$68.0 million and \$5.0 million of the Class J senior notes purchased in February 2008. In addition, RREF 2007-1 CDO Investor, LLC, a subsidiary of RCC Real Estate, purchased a \$41.3 million equity interest representing 100% of the outstanding preference shares. At December 31, 2008, the notes issued to outside investors had a weighted average borrowing rate of 1.15%.
- In May 2007, we closed Apidos Cinco CDO, a \$350.0 million CDO transaction that provided financing for bank loans. The investments held by Apidos Cinco CDO collateralized \$322.0 million of senior notes issued by the CDO vehicle, of which RCC Commercial Inc., or RCC Commercial, a subsidiary of ours, purchased a \$28.0 million equity interest representing 100% of the outstanding preference shares. At December 31, 2008, the notes issued to outside investors had a weighted average borrowing rate of 2.64%.
- In August 2006, we closed RREF CDO 2006-1, a \$345.0 million CDO transaction that provided financing for commercial real estate loans. The investments held by RREF CDO 2006-1 collateralized \$308.7 million of senior notes issued by the CDO vehicle, of which RCC Real Estate purchased 100% of the class J senior notes and class K senior notes for \$43.1 million. At December 31, 2008, the notes issued to outside investors had a weighted average borrowing rate of 1.38%.
- In May 2006, we closed Apidos CDO III, a \$285.5 million CDO transaction that provided financing for bank loans. The investments held by Apidos CDO III collateralized \$262.5 million of senior notes issued by the CDO vehicle, of which RCC Commercial purchased \$23.0 million equity interest representing 100% of the outstanding preference shares. At December 31, 2008, the notes issued to outside investors had a weighted average borrowing rate of 2.55%.
- In August 2005, we closed Apidos CDO I, a \$350.0 million CDO transaction that provided financing for bank loans. The investments held by Apidos CDO I collateralize \$321.5 million of senior notes issued by the CDO vehicle, of which RCC Commercial purchased \$28.5 million equity interest representing 100% of the outstanding preference shares. At December 31, 2008, the notes issued to outside investors had a weighted average borrowing rate of 4.03%.
- In July 2005, we closed Ischus CDO II, a \$403.0 million CDO transaction that provided financing for MBS and other asset-backed. The investments held by Ischus CDO II collateralize \$376.0 million of senior notes issued by the CDO vehicle, of which RCC Commercial purchased \$28.5 million equity interest representing 100% of the outstanding preference shares. At November 13, 2007, we sold 10% of our equity interest and were no longer deemed to be the primary beneficiary. We no longer had any interest in Ischus CDO II at December 31, 2008.

#### *Trust Preferred Securities*

In May and September 2006, we formed Resource Capital Trust I and RCC Trust II, respectively, for the sole purpose of issuing and selling trust preferred securities. In accordance with FIN 46-R, Resource Capital Trust I and RCC Trust II are not consolidated into our consolidated financial statements because we are not deemed to be the primary beneficiary of either trust. We own 100% of the common shares of each trust, each of which issued \$25.0 million of preferred shares to unaffiliated investors. Our rights as the holder of the common shares of each trust are subordinate to the rights of the holders of preferred shares only in the event of a default; otherwise, our economic and voting rights are *pari passu* with the preferred shareholders. We record each of our investments in the trusts' common shares of \$774,000 as an investment in unconsolidated trusts and record dividend income upon declaration by each trust.

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In connection with the issuance and sale of the trust preferred securities, we issued \$25.8 million principal amount of junior subordinated debentures to each of Resource Capital Trust I and RCC Trust II. The junior subordinated debentures debt issuance costs are deferred in other assets in the consolidated balance sheets. We record interest expense on the junior subordinated debentures and amortization of debt issuance costs in our consolidated statements of operations. At December 31, 2008, the junior subordinated debentures had a weighted average borrowing rate of 6.42%.

### Stockholders' Equity

Stockholders' equity at December 31, 2008 was \$186.3 million and gave effect to \$33.8 million of unrealized losses on cash flow hedges and \$46.9 million of unrealized losses on our available-for-sale portfolio, shown as a component of accumulated other comprehensive loss. Stockholders' equity at December 31, 2007 was \$271.6 million and gave effect to \$15.7 million of unrealized losses on cash flow hedges and \$22.6 million of unrealized losses on our available-for-sale portfolio, shown as a component of accumulated other comprehensive loss. The decrease in stockholders' equity during the year ended December 31, 2008 and 2007 was principally due to the decrease in the market value of our available-for-sale securities and on our cash flow hedges.

As a result of our "available-for-sale" accounting treatment, unrealized fluctuations in market values of certain assets do not impact our income determined in accordance with GAAP, or our taxable income, but rather are reflected on our consolidated balance sheets by changing the carrying value of the asset and stockholders' equity under "Accumulated Other Comprehensive Loss." By accounting for our assets in this manner, we hope to provide useful information to stockholders and creditors and to preserve flexibility to sell assets in the future without having to change accounting methods.

### REIT Taxable Income

We calculate estimated REIT taxable income, which is a non-GAAP financial measure, according to the requirements of the Internal Revenue Code. The following table reconciles net income to estimated REIT taxable income for the periods presented (in thousands):

	Years Ended		
	December 31,		
	2008	2007	2006
Net income	\$ (3,074)	\$ 8,890	\$ 15,606
Adjustments:			
Share-based compensation to related parties	(1,620)	(500)	368
Incentive management fee expense to related party paid in shares	-	-	371
Capital carryover (utilization)/losses from the sale of securities	2,000	(49)	11,624
Net unrealized loss on the deconsolidation of ABS-RMBS portfolio	-	1,317	-
Asset impairments related to ABS-RMBS portfolio	-	26,277	-
Provision for loan and lease losses	14,817	3,153	-
Net book to tax adjustment for the inclusion of our taxable foreign REIT subsidiaries	27,115	3,432	121
Other net book to tax adjustments	16	(110)	(152)
Estimated REIT taxable income	<u>\$ 39,254</u>	<u>\$ 42,410</u>	<u>\$ 27,938</u>

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We believe that a presentation of estimated REIT taxable income provides useful information to investors regarding our financial condition and results of operations as we use this measurement to determine the amount of dividends that we are required to declare to our stockholders in order to maintain our status as a REIT for federal income tax purposes. Since we, as a REIT, expect to make distributions based on taxable earnings, we expect that our distributions may at times be more or less than our reported GAAP earnings. Total taxable income is the aggregate amount of taxable income generated by us and by our domestic and foreign taxable REIT subsidiaries. Estimated REIT taxable income excludes the undistributed taxable income of our domestic TRS, if any such income exists, which is not included in REIT taxable income until distributed to us. There is no requirement that our domestic TRS distribute its earnings to us. Estimated REIT taxable income, however, includes the taxable income of our foreign TRSs because we will generally be required to recognize and report their taxable income on a current basis. Because not all companies use identical calculations, this presentation of estimated REIT taxable income may not be comparable to other similarly-titled measures of other companies.

In order to maintain our qualification as a REIT and to avoid corporate-level income tax on the income we distribute to our stockholders, we intend to make regular quarterly distributions of all or substantially all of our net taxable income to holders of our common stock. This requirement can impact our liquidity and capital resources.

### **Liquidity and Capital Resources**

As of December 31, 2008, our principal sources of current liquidity were funds available in existing CDO financings of \$35.9 million, \$4.0 million from secured term financings, and \$33.1 million of net proceeds from the transfer of commercial real estate loans, available-for-sale securities and commercial real estate CDO notes from our commercial real estate term facility and short term repurchase agreements into our CDO structures. For the year ended December 31, 2007, our principal sources of funds were CDO financings of \$673.7 million, \$7.1 million from secured term financings, \$10.1 million of net proceeds from the exercise in January 2007 of the over-allotment option related to our December 31, 2006 follow-on offering and \$5.6 million of proceeds from the exercise of warrants.

Our on-going liquidity needs consist principally of funds to make investments, make distributions to our stockholders and pay our operating expenses, including our management fees. Our ability to meet our on-going liquidity needs will be subject to our ability to generate cash from operations and, with respect to our investments, our ability to maintain and/or obtain additional debt financing and equity capital together with the funds referred to above. We have financed a substantial portion of our portfolio investments through CDOs that essentially match the maturity and repricing dates of these financing vehicles with the maturities and repricing dates of our investments. We derive substantial operating cash from our equity investments in our CDOs, which if they fail to meet certain tests, will cease. Through December 31, 2008, we have not experienced difficulty in maintaining our existing CDO financing and have passed all of the critical tests required by these financings. However, there can be no assurance that we will continue to meet all such critical tests in the future. If we are unable to renew, replace or expand our sources of existing financing on substantially similar terms, we may be unable to implement our investment strategies successfully and may be required to liquidate portfolio investments. If required, a sale of portfolio investments could be at prices lower than the carrying value of such assets, which would result in losses and reduced income.

At February 28, 2009, there were three primary sources for our liquidity:

- cash and cash equivalents of \$10.2 million and restricted cash of \$10.6 million comprised of \$7.1 million in margin call accounts and \$3.5 million related to our leasing portfolio;
- capital available for reinvestment in our five CDOs of \$49.5 million, of which \$8.4 million is designated to finance future funding commitments on commercial real estate loans; and
- financing available under existing borrowing facilities of \$9.3 million from our three year non-recourse secured financing facility. We also have \$83.0 million of unused capacity under our repurchase facilities, which are, however, subject to approval of individual repurchase transactions by the repurchase counterparties.

Our leverage ratio may vary as a result of the various funding strategies we use. As of December 31, 2008 and 2007, our leverage ratio was 9.1 times and 6.5 times, respectively. The increase in leverage ratio was primarily due to the funding of one of the drawable notes in RREF CDO 2007-1 during 2008 and the decrease in fair market value we recorded for some of our investments.

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In April 2007, our indirect wholly-owned subsidiary, RCC Real Estate SPE 3, LLC, entered into a master repurchase agreement with Natixis Real Estate Capital, Inc. to be used as a warehouse facility to finance the purchase of commercial real estate loans and commercial mortgage-backed securities. The maximum amount of our borrowing capacity under the repurchase agreement was \$150.0 million. The financing provided by the agreement matures April 18, 2010 subject to a one-year extension at the option of RCC Real Estate SPE 3 and subject further to the right of RCC Real Estate SPE 3 to repurchase the assets held in the facility earlier. We paid a facility fee of 0.75% of the maximum facility amount, or \$1.2 million, at closing. In addition, once the borrowings exceed a weighted average undrawn balance of \$75.0 million for the prior 90 day period, we must pay a non-usage fee on the unused portion equal to the product of (i) 0.15% per annum multiplied by, (ii) the weighted average undrawn balance during the prior 90 day period. The repurchase agreement is with recourse only to the assets financed, subject to standardized exceptions relating to breaches of representations, fraud and similar matters. We have guaranteed RCC Real Estate SPE 3, LLC's performance of our obligations under the repurchase agreement.

On September 25, 2008, RCC Real Estate SPE 3 entered into an amendment to the master repurchase agreement dated as of April 12, 2007 with Natixis. The amendment reduced (i) the amount of the facility from \$150,000,000 to \$100,000,000 and (ii) the weighted average undrawn balance (as defined in the agreement) threshold exempting payment of the non-usage fee from \$75,000,000 to \$56,250,000. Natixis charged us a modification fee of 0.25% of the amended facility amount of \$100,000,000. In connection with the new agreement, we expensed \$211,000 of previously capitalized costs and capitalized the new fee of \$250,000. In addition, once the borrowings exceed a weighted average undrawn balance of \$75.0 million for the prior 90 day period, we must pay a non-usage fee on the unused portion equal to the product of (i) 0.15% per annum multiplied by (ii) the weighted average undrawn balance during the prior 90 day period.

On September 25, 2008, we also entered into a second amendment to our Guaranty, dated April 12, 2007, with Natixis, pursuant to which our minimum net worth covenant was reduced to \$200,000,000 from \$250,000,000.

On November 25, 2008, RCC Real Estate SPE 3 entered into a second amendment to the Master Repurchase Agreement with Natixis. Pursuant to the second amendment:

- We repaid \$41.5 million of amounts outstanding under the facility.
- The maximum facility amount was maintained at \$100.0 million, reducing on October 18, 2009 to the amounts then outstanding on the facility.
- Further repurchase agreement transactions under the facility were subject to Natixis' sole discretion.
- The repurchase prices for assets remaining subject to the facility on November 25, 2008, referred to as the Existing Assets, were set an aggregate of \$17.0 million. Premiums over new repurchase prices are required for early repurchase by RCC Real Estate SPE 3 of the Existing Assets; however, the premiums will reduce the repurchase price of the remaining Existing Assets.
- RCC Real Estate SPE 3's obligation to pay non-usage fees was terminated.
- The provision permitting RCC Real Estate SPE 3 to defer its repurchase obligations for 12 months after the stated April 18, 2010 repurchase date was terminated.
- The second amendment also modified the method under which the amount of margin maintenance RCC Real Estate SPE 3 is required to provide is calculated and terminated the revolving cash withdrawal feature of the facility.

On March 13, 2009, RCC Real Estate SPE 3 entered into a third amendment to the master repurchase agreement and the guaranty. The amendment (i) reduces the amount of the net worth we are required to maintain under our guaranty to \$165,000,000 from \$200,000,000 for the period from December 31, 2008 through May 12, 2009, (ii) requires a paydown of \$1.0 million of amounts outstanding under the facility by March 17, 2009 and (iii) requires that reasonable best efforts be used by (a) us to reduce amounts outstanding under the facility further and (b) us and Natixis to reduce the amount of the net worth requirement.

At December 31, 2008, RCC Real Estate SPE 3 had borrowed \$17.1 million. At December 31, 2008, borrowings under the repurchase agreement were secured by commercial real estate loans with an estimated fair value of \$35.8 million and had a weighted average interest rate of one-month LIBOR plus 2.30%, which was 3.50% at December 31, 2008. At December 31, 2007, RCC Real Estate SPE 3 had borrowed \$96.7 million. At December 31, 2007, borrowings under the repurchase agreement were secured by commercial real estate loans with an estimated fair value of \$154.2 million and had a weighted average interest rate of one-month LIBOR plus 1.39%, which was 6.42% at December 31, 2007.

We also have entered into master repurchase agreements with Credit Suisse Securities (USA) LLC, Barclays Capital Inc., J.P. Morgan Securities Inc., Countrywide Securities Corporation, Deutsche Bank Securities Inc., Morgan Stanley & Co. Incorporated, Goldman Sachs & Co., Bear, Stearns International Limited and UBS Securities LLC. As of December 31, 2008, we had no amounts outstanding under the agreements with J.P. Morgan Securities, Inc., Countrywide Securities Corporation, Deutsche Bank Securities, Inc., Morgan Stanley & Co. Incorporated, Goldman Sachs & Co., Bear Stearns International Limited and UBS Securities LLC. At December 31, 2007, we had \$3.2 million outstanding with J.P. Morgan and \$1.9 million outstanding with Bear, Stearns International Limited.

As of December 31, 2008, we had \$90,000 outstanding under our agreement with Credit Suisse Securities (USA) LLC to finance our commercial real estate CDO Notes which was secured by commercial real estate CDO notes with a carrying value of \$3.9 million. As of December 31, 2007, we had \$14.6 million outstanding under our agreement with Credit Suisse Securities (USA) LLC to finance our commercial real estate CDO notes and available-for-sale securities which were secured by commercial real estate CDO notes and available-for-sale securities with a carrying value of \$20.5 million and \$9.6 million, respectively. These are one-month contracts.

### **Credit Facilities**

We had a \$10.0 million facility with TD Bank, N.A. that bore interest at one of two rates elected at our option; (i) the lender's prime rate plus a margin ranging from 0.50% to 1.50% based upon our leverage ratio; or (ii) LIBOR plus a margin ranging from 1.50% to 2.50% based upon our leverage ratio. The facility expired December 31, 2008.

In March 2006, Resource Capital Funding, LLC, a special purpose entity whose sole member is Resource TRS, Inc., our wholly-owned subsidiary, entered into a Receivables Loan and Security Agreement as the borrower among LEAF Financial Corporation as the servicer, Black Forest Funding Corporation as the lender, Bayerische Hypo-Und Vereinsbank AG, New York Branch as the agent, U.S. Bank National Association, as the custodian and the agent's bank, and Lyon Financial Services, Inc. (d/b/a U.S. Bank Portfolio Services), as the backup servicer. This agreement is a \$100.0 million secured term credit facility used to finance the purchase of equipment leases and notes. At December 31, 2008 and 2007, there were \$95.7 million and \$91.7 million, respectively, outstanding under the facility. See " – Financial Condition – Credit Facility."

The facility bears interest at one of two rates, determined by asset class.

- Pool A—one-month LIBOR plus 1.10%; or
- Pool B—one-month LIBOR plus 0.80%.

The weighted average interest rate was 4.14% and 6.55% at December 31, 2008 and 2007, respectively.

Upon a default, the program will terminate and Resource Capital Funding must cease purchasing receivables from Resource TRS and the lender may declare all loans made and any yield or fees due thereon to be immediately due and payable.

We received a waiver for the period ended December 31, 2007 from Bayerische Hypo- und Vereinsbank AG with respect to our non-compliance with the tangible net worth covenant. Under the covenant, Resource America, the parent of our Manager, is required to maintain a consolidated net worth (stockholder's equity) of at least \$175.0 million plus 90% of the net proceeds of any capital transactions, minus all amounts (not to exceed \$50,000,000) paid by Resource America to repurchase any outstanding shares of common or preferred stock of Resource America, measured by each quarter end, as further described in the agreement.

On June 23, 2008, the facility was amended to base the net worth test on LEAF Financial Corporation, or LEAF, and to change the measure of net worth to not less than the sum of (i) \$17,000,000, plus (ii) 50% of the aggregate net income of LEAF for each fiscal quarter beginning with the fiscal quarter ended September 30, 2008. See Note 13 of the notes to our consolidated financial statements in Item 8 of this report regarding our relationship with LEAF. As of December 31, 2008, LEAF was in compliance with all covenants.

**Contractual Obligations and Commitments**

The table below summarizes our contractual obligations as of December 31, 2008. The table below excludes contractual commitments related to our derivatives, which we discuss in Item 7A – “Quantitative and Qualitative Disclosures about Market Risk,” and the management agreement that we have with our Manager, which we discuss in Item 1 – “Business” and Item 13 – “Certain Relationships and Related Transactions” because those contracts do not have fixed and determinable payments.

	<b>Contractual Commitments</b>				
	<b>(dollars in thousands)</b>				
	Payments due by period				
	Total	Less than 1 year	1 – 3 years	3 – 5 years	More than 5 years
Repurchase agreements <sup>(1)</sup>	\$ 17,112	\$ 17,112	\$ –	\$ –	\$ –
CDOs	1,535,389	–	–	–	1,535,389 <sup>(2)</sup>
Secured term facility	95,714	–	95,714 <sup>(3)</sup>	–	–
Junior subordinated debentures held by unconsolidated trusts that issued trust preferred securities	51,548	–	–	–	51,548 <sup>(4)</sup>
Base management fees <sup>(5)</sup>	4,370	4,370	–	–	–
<b>Total</b>	<b>\$ 1,704,133</b>	<b>\$ 21,482</b>	<b>\$ 95,714</b>	<b>\$ –</b>	<b>\$ 1,586,937</b>

(1) Includes accrued interest of \$22,000.

(2) Contractual commitment does not include \$17.5 million, \$19.0 million, \$17.5 million, \$19.6 million and \$36.9 million of interest expense payable through the non-call dates of July 2010, May 2011, June 2011, August 2011 and June 2012, respectively, on Apidos CDO I, Apidos Cinco CDO, Apidos CDO III, RREF 2006-1 and RREF 2007-1. The non-call date represents the earliest period under which the CDO assets can be sold, resulting in repayment of the CDO notes.

(3) Contractual commitment does not include \$5.0 million of interest expense payable through the facility maturity date of March 2010 on our secured term facility with Bayerische Hypo- und Vereinsbank AG.

(4) Contractual commitment does not include \$7.4 million and \$9.0 million of interest expense payable through the non-call dates of June 2011 and October 2011, respectively, on our trust preferred securities.

(5) Calculated only for the next 12 months based on our current equity, as defined in our management agreement.

At December 31, 2008, we had 31 interest rate swap contracts with a notional value of \$325.0 million. These contracts are fixed-for-floating interest rate swap agreements under which we contracted to pay a fixed rate of interest for the term of the hedge and will receive a floating rate of interest. See “– Financial Condition – Hedging Instruments.” As of December 31, 2008, the average fixed pay rate of our interest rate hedges was 5.07% and our receive rate was one-month LIBOR, or 0.71%.

**Off-Balance Sheet Arrangements**

As of December 31, 2008, we did not maintain any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities or variable interest entities, established for the purpose of facilitating off-balance sheet arrangements or contractually narrow or limited purposes. Further, as of December 31, 2008, we had not guaranteed any obligations of unconsolidated entities or entered into any commitment or letter of intent to provide additional funding to any such entities.

We have certain unfunded commitments related to our commercial real estate loan portfolio that we may be required to fund in the future. Our unfunded commitments generally fall into two categories: (1) pre-approved capital improvement projects; and (2) new or additional construction costs subject, in each case, to the borrower meeting specified criteria. Upon completion of the improvements or construction, we would receive additional loan interest income on the advanced amount. As of December 31, 2008, we had 14 loans with unfunded commitments totaling \$26.6 million, of which \$8.7 million will be funded by restricted cash in RREF CDO 2007-1.

## Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared by management in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires that we make estimates and assumptions that may affect the value of our assets or liabilities and our financial results. We believe that certain of our policies are critical because they require us to make difficult, subjective and complex judgments about matters that are inherently uncertain. The critical policies summarized below relate to classifications of investment securities, revenue recognition, accounting for derivative financial instruments and hedging activities, and stock-based compensation. We have reviewed these accounting policies with our board of directors and believe that all of the decisions and assessments upon which our financial statements are based were reasonable at the time made based upon information available to us at the time. We rely on the Manager's experience and analysis of historical and current market data in order to arrive at what we believe to be reasonable estimates.

### *Classifications of Investment Securities*

Statement of Financial Accounting Standards, or SFAS, 115, "Accounting for Certain Investments in Debt and Equity Securities," requires us to classify our investment portfolio as either trading investments, available-for-sale investments or held-to-maturity investments. Although we generally plan to hold most of our investments to maturity, we may, from time to time, sell any of our investments due to changes in market conditions or in accordance with our investment strategy. Accordingly, SFAS 115 requires us to classify all of our investment securities as available-for-sale. We report all investments classified as available-for-sale at fair value, with unrealized gains and losses reported as a component of accumulated other comprehensive income (loss) in stockholders' equity. As of December 31, 2008 and 2007, we had aggregate unrealized losses on our available-for-sale securities of \$46.9 million and \$22.6 million, respectively, which if not recovered, may result in the recognition of future losses.. Fair value is determined by taking a weighted average of the following three measures:

- i. an income approach utilizing an appropriate current risk-adjusted yield, time value and projected estimated losses from default assumptions based on historical analysis of underlying loan performance;
- ii. quotes on similar-vintage, higher rated, more actively traded CMBS securities adjusted for the lower subordination level of our securities; and
- iii. dealer quotes on our securities for which there is not an active market.

We evaluate our available-for-sale investments for other-than-temporary impairment charges on available-for-sale securities under SFAS 115 in accordance with Emerging Issues Task Force, or EITF, 03-1, "The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments." SFAS 115 and EITF 03-1 require an investor to determine when an investment is considered impaired (i.e., decline in fair value below its amortized cost), evaluate whether the impairment is other than temporary (i.e., the investment value will not be recovered over its remaining life), and, if the impairment is other than temporary, recognize an impairment loss equal to the difference between the investment's cost and its fair value. The guidance also includes accounting considerations subsequent to the recognition of other-than-temporary impairment and requires certain disclosures about unrealized losses that have not been recognized as other-than-temporary impairments. EITF 03-1 also includes disclosure requirements for investments in an unrealized loss position for which other-than-temporary impairments have not been recognized.

We record investment securities transactions on the trade date. We record purchases of newly issued securities when all significant uncertainties regarding the characteristics of the securities are removed, generally shortly before settlement date. We determine realized gains and losses on investment securities on the specific identification method.

### *Accounting for Derivative Financial Instruments and Hedging Activities*

Our policies permit us to enter into derivative contracts, including interest rate swaps and interest rate caps as a means of mitigating our interest rate risk on forecasted interest expense associated with the benchmark rate on forecasted rollover/reissuance of repurchase agreements or the interest rate repricing of repurchase agreements, or other similar hedged items, for a specified future time period.

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As of December 31, 2008, we had engaged in 31 interest rate swaps with a notional value of \$325.0 million and a fair value of (\$31.6) million to seek to mitigate our interest rate risk for specified future time periods as defined in the terms of the hedge contracts. The contracts we have entered into have been designated as cash flow hedges and are evaluated at inception and on an ongoing basis in order to determine whether they qualify for hedge accounting under SFAS 133, "Accounting for Derivative Instruments and Hedging Activities," as amended and interpreted. The hedge instrument must be highly effective in achieving offsetting changes in the hedged item attributable to the risk being hedged in order to qualify for hedge accounting. A hedge instrument is highly effective if changes in the fair value of the derivative provide an offset to at least 80% and not more than 125% of the changes in fair value or cash flows of the hedged item attributable to the risk being hedged. The futures and interest rate swap contracts are carried on our consolidated balance sheets at fair value. Any ineffectiveness which arises during the hedging relationship must be recognized in interest expense during the period in which it arises. Before the end of the specified hedge time period, the effective portion of all contract gain and losses (whether realized or unrealized) is recorded in other comprehensive income or loss. Realized gains and losses on futures contracts are reclassified into earnings as an adjustment to interest expense during the specified hedge time period. Realized gains and losses on the interest rate hedges are reclassified into earnings as an adjustment to interest expense during the period after the swap repricing date through the remaining maturity of the swap. For taxable income purposes, realized gains and losses on futures and interest rate cap and swap contracts are reclassified into earnings over the term of the hedged transactions as designated for tax.

We are not required to account for derivative contracts using hedge accounting as described above. If we decided not to designate the derivative contracts as hedges and to monitor their effectiveness as hedges, or if we entered into other types of financial instruments that did not meet the criteria to be designated as hedges, changes in the fair values of these instruments would be recorded in the statement of operations, potentially resulting in increased volatility in our earnings.

#### *Income Taxes*

We expect to operate in a manner that will allow us to qualify and be taxed as a REIT and to comply with the provisions of the Internal Revenue Code with respect thereto. A REIT is generally not subject to federal income tax on that portion of its REIT taxable income which is distributed to its stockholders, provided, that at least 90% of REIT taxable income is distributed and certain other requirements are met. If we fail to meet these requirements and do not qualify for certain statutory relief provisions, we would be subject to federal income tax. We have a wholly-owned domestic subsidiary, Resource TRS, that we and Resource TRS have elected to be treated as a taxable REIT subsidiary. For financial reporting purposes, current and deferred taxes are provided for on the portion of earnings recognized by us with respect to our interest in Resource TRS, because it is taxed as a regular subchapter C corporation under the Internal Revenue Code. During the years ended December 31, 2008 and 2007, we recorded a \$241,000 benefit and a \$338,000 provision, respectively, for income taxes related to earnings of Resource TRS.

Apidos CDO I, Apidos CDO III, Apidos Cinco CDO and Ischus CDO II, our foreign TRSs, are organized as exempted companies incorporated with limited liability under the laws of the Cayman Islands, and are generally exempt from federal and state income tax at the corporate level because their activities in the United States are limited to trading in stock and securities for their own account. Therefore, despite their status as TRSs, they generally will not be subject to corporate tax on their earnings and no provision from income taxes is required; however because they are "controlled foreign corporations," we will generally be required to include their current taxable income in our calculation of REIT taxable income.

#### *Allowance for Loan and Lease Losses*

We maintain an allowance for loan and lease losses. Loans and leases held for investment are first individually evaluated for impairment, and then evaluated as a homogeneous pool as loans with substantially similar characteristics for impairment. The reviews are performed at least quarterly.

We consider an individual loan to be impaired when, based on current information and events, management believes it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is impaired, the allowance for loan losses is increased by the amount of the excess of the amortized cost basis of the loan over its fair value. Fair value may be determined based the present value of estimated cash flows; on market price, if available; or the fair value of the collateral less estimated disposition costs. When a loan, or a portion thereof, is considered uncollectible and pursuit of the collection is not warranted, then we will record a charge-off or write-down of the loan against the allowance for credit losses. The balance of impaired loans and leases was \$23.9 million and \$17.4 million at December 31, 2008 and 2007, respectively. The total balance of impaired loans and leases with a valuation allowance at December 31, 2008 and 2007 was \$23.9 million and \$17.0 million, respectively. All of the loans deemed impaired at December 31, 2008 and 2007 have an associated valuation allowance. The total balance of impaired leases without a specific valuation allowance was \$0 and \$359,000 at December 31, 2008 and 2007, respectively. The specific valuation allowance related to these impaired loans and leases was \$19.6 million and \$2.3 million at December 31, 2008 and 2007, respectively. The average balance of impaired loans and leases was \$24.9 million and \$4.3 million during 2008 and 2007, respectively. We did not recognize any income on impaired loans and leases during 2008 and 2007 once each individual loan or lease became impaired.

An impaired loan or lease may remain on accrual status during the period in which we are pursuing repayment of the loan or lease; however, the loan or lease would be placed on non-accrual status at such time as either (i) management believes that scheduled debt service payments will not be met within the coming 12 months; (ii) the loan or lease becomes 90 days delinquent; (iii) management determines the borrower is incapable of, or has ceased efforts toward, curing the cause of the impairment; or (iv) the net realizable value of the loan's underlying collateral approximates our carrying value of such loan. While on non-accrual status, we recognize interest income only when an actual payment is received.

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The following table shows the changes in the allowance for loan loss (in thousands):

Allowance for loan loss at December 31, 2006	\$	-
Reserve charged to expense		5,918
Loans charged-off		-
Recoveries		-
Allowance for loan loss at December 31, 2007		<u>5,918</u>
Reserve charged to expense		45,259
Loans charged-off		(7,310)
Recoveries		-
Allowance for loan loss at December 31, 2008	\$	<u><u>43,867</u></u>

The following table shows the changes in the allowance for lease loss (in thousands):

Allowance for lease loss at December 31, 2006	\$	-
Reserve charged to expense		293
Lease charged-off		(293)
Recoveries		-
Allowance for lease loss at December 31, 2007		<u>-</u>
Reserve charged to expense		901
Lease charged-off		(451)
Recoveries		-
Allowance for lease loss at December 31, 2008	\$	<u><u>450</u></u>

#### *Variable Interest Entities*

In December 2003, the FASB issued FIN 46-R. FIN 46-R addresses the application of Accounting Research Bulletin 51, "Consolidated Financial Statements," to a variable interest entity, or VIE, and requires that the assets, liabilities and results of operations of a VIE be consolidated into the financial statements of the enterprise that has a controlling financial interest in it. The interpretation provides a framework for determining whether an entity should be evaluated for consolidation based on voting interests or significant financial support provided to the entity which we refer to as variable interests. We consider all counterparties to a transaction to determine whether a counterparty is a VIE and, if so, whether our involvement with the entity results in a variable interest in the entity. We perform analyses to determine whether we are the primary beneficiary. As of December 31, 2008, we determined that Resource Real Estate Funding CDO 2007-1, Resource Real Estate Funding CDO 2006-1, Apidos CDO I, Apidos CDO III and Apidos Cinco CDO were VIEs and that we were the primary beneficiary of Resource Real Estate Funding CDO 2007-1, Resource Real Estate Funding CDO 2006-1, Apidos CDO I, Apidos CDO III and Apidos Cinco CDO.

#### **Recent Accounting Pronouncements**

In January 2009, the FASB issued Staff Position, or FSP, Emerging Issues Task Force, or EITF, 99-20-1, "Amendments to the Impairment Guidance of EITF Issue No. 99-20." FSP 99-20-1 amends the impairment guidance in EITF Issue No. 99-20, "Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests That Continue to Be Held by a Transferor in Securitized Financial Assets," to achieve more consistent determination of whether an other-than-temporary impairment has occurred. FSP 99-20-1 is effective, on a prospective basis, for interim and annual reporting periods ending after December 15, 2008. Adoption did not have a material impact on our consolidated financial statements.

In October 2008, the FASB issued FSP 157-3, "Determining the Fair Value of a Financial Asset in a Market that is Not Active." FSP 157-3 clarifies the application of SFAS 157 "Fair Value Measurements," or SFAS 157 in an inactive market. The provisions of FSP 157-3 were effective immediately. The adoption of FSP 157-3 has been reflected in our determination of fair value in our consolidated financial statements.

In September 2008, the FASB issued FSP FAS 133-1 and FIN 45-4, "Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161." FSP FAS 133-1 and FIN 45-4 is intended to improve disclosures about credit derivatives by requiring more information about the potential adverse effects of changes in credit risk on financial position, financial performance, and cash flows of the sellers of credit derivatives. FSP FAS 133-1 and FIN 45-4 is effective for reporting periods ending after November 15, 2008. Adoption did not have a material effect on our consolidated financial statements.

In June 2008, the FASB issued FSP EITF 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities." FSP EITF 03-6-1 addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share under the two-class method as described in SFAS No. 128, "Earnings per Share." Under the guidance in FSP EITF 03-6-1, unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. FSP EITF 03-6-1 is effective for us in fiscal 2009. After the effective date of FSP EITF 03-6-1, all prior-period earnings per share data presented must be adjusted retrospectively. We are currently evaluating the potential impact of adopting FSP EITF 03-6-1.

In May 2008, the FASB issued SFAS 162, "The Hierarchy of Generally Accepted Accounting Principles." SFAS 162 is intended to improve financial reporting by identifying a consistent framework or hierarchy for selecting accounting principles to be used in preparing financial statements in conformity with U.S. GAAP. We do not expect that SFAS 162 will have an impact on our consolidated financial statements.

In March 2008, the FASB issued SFAS 161, "Disclosures about Derivative Instruments and Hedging Activities, an amendment of SFAS 133." This new standard requires enhanced disclosures for derivative instruments, including those used in hedging activities. It is effective for fiscal years and interim periods beginning after November 15, 2008 and will be applicable to us in the first quarter of fiscal 2009. We are evaluating the potential impact that the adoption of SFAS 161 may have on our financial statements.

In February 2008, the FASB issued FSP 140-3, "Accounting for Transfers of Financial Assets and Repurchase Financing Transactions," which provides guidance on accounting for a transfer of a financial asset and repurchase financing. FSP 140-3 is effective for fiscal years beginning after November 15, 2008 and interim periods within those fiscal years. We do not expect that FSP 140-3 will have a material effect on our consolidated financial statements.

In December 2007, the FASB issued SFAS 160, "Noncontrolling Interests in Consolidated Financial Statements." SFAS 160 amends Accounting Research Bulletin 51 to establish accounting and reporting standards for the noncontrolling (minority) interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. We are currently evaluating the potential impact, if any, that SFAS 160 will have on our consolidated financial statements. SFAS 160 is effective for fiscal years beginning on or after December 15, 2008.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations," which replaces SFAS No. 141. SFAS 141R, among other things, establishes principles and requirements for how an acquirer entity recognizes and measures in its financial statements the identifiable assets acquired (including intangibles), the liabilities assumed and any noncontrolling interest in the acquired entity. Additionally, SFAS 141R requires that all transaction costs be expensed as incurred. The Company is currently evaluating the effect, if any, that SFAS 141R will have on its financial statements. SFAS 141R is effective for fiscal years beginning after December 15, 2008.

## **Inflation**

Virtually all of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance far more so than does inflation. Changes in interest rates do not necessarily correlate with inflation rates or changes in inflation rates. Our financial statements are prepared in accordance with GAAP and our distributions are determined by our board of directors based primarily by our net income as calculated for tax purposes; in each case, our activities and balance sheet are measured with reference to historical cost and/or fair market value without considering inflation.



QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of December 31, 2008 and 2007, the primary component of our market risk was interest rate risk, as described below. While we do not seek to avoid risk completely, we do seek to assume risk that can be quantified from historical experience, to actively manage that risk, to earn sufficient compensation to justify assuming that risk and to maintain capital levels consistent with the risk we undertake or to which we are exposed.

*Effect on Fair Value*

A component of interest rate risk is the effect changes in interest rates will have on the market value of our assets. We face the risk that the market value of our assets will increase or decrease at different rates than that of our liabilities, including our hedging instruments.

We primarily assess our interest rate risk by estimating the duration of our assets and the duration of our liabilities. Duration essentially measures the market price volatility of financial instruments as interest rates change. We generally calculate duration using various financial models and empirical data. Different models and methodologies can produce different duration numbers for the same securities.

The following sensitivity analysis tables show, at December 31, 2008, the estimated impact on the fair value of our interest rate-sensitive investments and liabilities of changes in interest rates, assuming rates instantaneously fall 100 basis points and rise 100 basis points (dollars in thousands):

	December 31, 2008		
	Interest rates		Interest rates
	fall 100	Unchanged	rise 100
	basis points		basis points
<b>CMBS – private placement <sup>(1)</sup></b>			
Fair value	\$ 14,880	\$ 14,173	\$ 13,513
Change in fair value	\$ 707	\$ –	\$ (660)
Change as a percent of fair value	4.99%	–	4.66%
<b>Repurchase and warehouse agreements <sup>(2)</sup></b>			
Fair value	\$ 112,804	\$ 112,804	\$ 112,804
Change in fair value	\$ –	\$ –	\$ –
Change as a percent of fair value	–	–	–
<b>Hedging instruments</b>			
Fair value	\$ (53,727)	\$ (31,589)	\$ (26,600)
Change in fair value	\$ (22,138)	\$ –	\$ 4,989
Change as a percent of fair value	N/M	–	N/M

For purposes of the table, we have excluded our investments with variable interest rates that are indexed to LIBOR. Because the variable rates on these instruments are short-term in nature, we are not subject to material exposure to movements in fair value as a result of changes in interest rates.

It is important to note that the impact of changing interest rates on fair value can change significantly when interest rates change beyond 100 basis points from current levels. Therefore, the volatility in the fair value of our assets could increase significantly when interest rates change beyond 100 basis points from current levels. In addition, other factors impact the fair value of our interest rate-sensitive investments and hedging instruments, such as the shape of the yield curve, market expectations as to future interest rate changes and other market conditions. Accordingly, in the event of changes in actual interest rates, the change in the fair value of our assets would likely differ from that shown above and such difference might be material and adverse to our stockholders.



To the extent consistent with maintaining our status as a REIT, we seek to manage our interest rate risk exposure to protect our portfolio of fixed-rate commercial real estate mortgages and CMBS and related debt against the effects of major interest rate changes. We generally seek to manage our interest rate risk by:

- monitoring and adjusting, if necessary, the reset index and interest rate related to our mortgage-backed securities and our borrowings;
- attempting to structure our borrowing agreements for our CMBS to have a range of different maturities, terms, amortizations and interest rate adjustment periods; and
- using derivatives, financial futures, swaps, options, caps, floors and forward sales, to adjust the interest rate sensitivity of our fixed-rate commercial real estate mortgages and CMBS and our borrowing.



**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders  
Resource Capital Corp.

We have audited the accompanying consolidated balance sheets of Resource Capital Corp. and subsidiaries (a Maryland Corporation) (the “Company”) as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2008. Our audits of the basic financial statements included the financial statement schedules listed in the index appearing under item 15(a) (2). These financial statements and financial statement schedules are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Resource Capital Corp. and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Resource Capital Corp. and subsidiaries’ internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 16, 2009 expressed an unqualified opinion.

/s/ Grant Thornton LLP

Philadelphia, Pennsylvania  
March 16, 2009

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share and per share data)

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 14,583	\$ 6,029
Restricted cash	60,394	119,482
Investment securities available-for-sale, pledged as collateral, at fair value	22,466	65,464
Investment securities available-for-sale, at fair value	6,794	-
Loans, pledged as collateral and net of allowances of \$43.9 million and \$5.9 million	1,712,779	1,766,639
Direct financing leases and notes, pledged as collateral and net of allowance of \$450,000 and \$0 and net of unearned income	104,015	95,030
Investments in unconsolidated entities	1,548	1,805
Interest receivable	8,440	11,965
Principal paydown receivables	950	836
Other assets	4,062	4,898
<b>Total assets</b>	<b>\$ 1,936,031</b>	<b>\$ 2,072,148</b>
<b>LIABILITIES</b>		
Borrowings	\$ 1,699,763	\$ 1,760,969
Distribution payable	9,942	10,366
Accrued interest expense	4,712	7,209
Derivatives, at fair value	31,589	18,040
Accounts payable and other liabilities	3,720	3,958
<b>Total liabilities</b>	<b>1,749,726</b>	<b>1,800,542</b>
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, par value \$0.001: 100,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, par value \$0.001: 500,000,000 shares authorized; 25,344,867 and 25,103,532 shares issued and outstanding (including 452,310 and 581,493 unvested restricted shares)	26	25
Additional paid-in capital	356,103	355,205
Accumulated other comprehensive loss	(80,707)	(38,323)
Distributions in excess of earnings	(89,117)	(45,301)
<b>Total stockholders' equity</b>	<b>186,305</b>	<b>271,606</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 1,936,031</b>	<b>\$ 2,072,148</b>

The accompanying notes are an integral part of these financial statements

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except share and per share data)

	December 31,		
	2008	2007	2006
<b>REVENUES</b>			
Interest Income:			
Loans	\$ 119,042	\$ 138,078	\$ 70,588
Securities	4,444	28,810	56,048
Leases	8,180	7,553	5,259
Interest income – other	2,675	2,554	5,180
Total interest income	<u>134,341</u>	<u>176,995</u>	<u>137,075</u>
Interest expense	79,619	121,564	101,851
Net interest income	<u>54,722</u>	<u>55,431</u>	<u>35,224</u>
<b>OPERATING EXPENSES</b>			
Management fees – related party	6,301	6,554	4,838
Equity compensation – related party	540	1,565	2,432
Professional services	3,349	2,911	1,881
Insurance expense	641	466	498
General and administrative	1,848	1,581	1,428
Income tax (benefit) expense	(241)	338	67
Total operating expenses	<u>12,438</u>	<u>13,415</u>	<u>11,144</u>
<b>NET OPERATING INCOME</b>	<u>42,284</u>	<u>42,016</u>	<u>24,080</u>
<b>OTHER (EXPENSES) REVENUES</b>			
Net realized losses on sales of investments	(1,637)	(15,098)	(8,627)
Gain on deconsolidation of VIE	–	14,259	–
Provision for loan and lease losses	(46,160)	(6,211)	–
Asset impairments	–	(26,277)	–
Gain on the extinguishment of debt	1,750	–	–
Gain on the settlement of loan	574	–	–
Other income	115	201	153
Total expenses	<u>(45,358)</u>	<u>(33,126)</u>	<u>(8,474)</u>
<b>NET (LOSS) INCOME</b>	<u>\$ (3,074)</u>	<u>\$ 8,890</u>	<u>\$ 15,606</u>
<b>NET (LOSS) INCOME PER SHARE – BASIC</b>	<u>\$ (0.12)</u>	<u>\$ 0.36</u>	<u>\$ 0.89</u>
<b>NET (LOSS) INCOME PER SHARE – DILUTED</b>	<u>\$ (0.12)</u>	<u>\$ 0.36</u>	<u>\$ 0.87</u>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – BASIC</b>			
	<u>24,757,386</u>	<u>24,610,468</u>	<u>17,538,273</u>
<b>WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – DILUTED</b>			
	<u>24,757,386</u>	<u>24,860,184</u>	<u>17,881,355</u>
<b>DIVIDENDS DECLARED PER SHARE</b>	<u>\$ 1.60</u>	<u>\$ 1.62</u>	<u>\$ 1.49</u>

The accompanying notes are an integral part of these financial statements

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**Years Ended December 31, 2008, 2007 and 2006**  
**(in thousands, except share and per share data)**

	Shares	Amount	Additional Paid-In Capital	Deferred Equity Compensation	Accumulated Other Comprehensive Loss	Retained Earnings	Distributions in Excess of Earnings	Treasury Shares	Total Stockholders' Equity	Comprehensive Loss
Balance, December 31, 2005	15,682,334	\$ 16	\$ 220,161	\$ (2,684)	\$ (19,581)	\$ -	\$ (2,579)	\$ -	195,333	
Net proceeds from common stock offerings	8,120,800	8	123,213	-	-	-	-	-	123,221	-
Offering costs	-	-	(2,988)	-	-	-	-	-	(2,988)	-
Stock based compensation	18,300	-	254	(60)	-	-	-	-	194	-
Stock based compensation, fair value adjustment	-	-	760	(760)	-	-	-	-	-	-
Amortization of stock based compensation	-	-	-	2,432	-	-	-	-	2,432	-
Net income	-	-	-	-	-	15,606	-	-	15,606	\$ 15,606
Available-for- sale securities, fair value adjustment	-	-	-	-	16,325	-	-	-	16,325	16,325
Designated derivatives, fair value adjustment	-	-	-	-	(6,023)	-	-	-	(6,023)	<u>(6,023)</u>
Distributions on common stock	-	-	-	-	-	(15,606)	(10,943)	-	(26,549)	
Comprehensive income	-	-	-	-	-	-	-	-	-	<u>\$ 25,908</u>
Balance, December 31, 2006	23,821,434	24	341,400	(1,072)	(9,279)	-	(13,522)	-	317,551	
Net proceeds from common stock offerings	650,000	1	10,134	-	-	-	-	-	10,135	-
Offering costs	-	-	(406)	-	-	-	-	-	(406)	-
Reclassification of deferred equity compensation	-	-	(1,072)	1,072	-	-	-	-	-	-
Stock based compensation	526,448	-	723	-	-	-	-	-	723	-
Stock based compensation, fair value adjustment	-	-	-	-	-	-	-	-	-	-
Exercise of common stock warrants	375,547	-	5,632	-	-	-	-	-	5,632	-
Amortization of stock based compensation	-	-	1,565	-	-	-	-	-	1,565	-
Retirement of treasury shares	(263,000)	-	-	-	-	-	-	(2,771)	(2,771)	
Forfeiture of unvested stock	(6,897)	-	-	-	-	-	-	-	-	
Net income	-	-	-	-	-	8,890	-	-	8,890	8,890
Available-for- sale securities, fair value adjustment	-	-	-	-	(16,544)	-	-	-	(16,544)	(16,544)
Designated derivatives, fair value adjustment	-	-	-	-	(12,500)	-	-	-	(12,500)	<u>(12,500)</u>

Distributions on common stock	-	-	-	-	-	(8,890)	(31,779)	-	(40,669)	
Comprehensive loss	-	-	-	-	-	-	-	-	-	\$ (20,154)
Balance, December 31, 2007	25,103,532	25	357,976	-	(38,323)	-	(45,301)	(2,771)	271,606	
Net proceeds from dividend reinvestment and stock purchase plan	10,831	-	40	-	-	-	-	-	40	-
Offering costs	-	-	(22)	-	-	-	-	-	(22)	-
Retirement of treasury shares	-	-	(2,771)	-	-	-	-	2,771	-	-
Stock based compensation	234,871	1	340	-	-	-	-	-	341	-
Amortization of stock based compensation	-	-	540	-	-	-	-	-	540	-
Forfeiture of unvested stock	(4,367)	-	-	-	-	-	-	-	-	-
Net income	-	-	-	-	-	(3,074)	-	-	(3,074)	(3,074)
Available-for-sale securities, fair value adjustment	-	-	-	-	(24,288)	-	-	-	(24,288)	(24,288)
Designated derivatives, fair value adjustment	-	-	-	-	(18,096)	-	-	-	(18,096)	(18,096)
Distributions on common stock	-	-	-	-	-	3,074	(43,816)	-	(40,742)	
Comprehensive loss	-	-	-	-	-	-	-	-	-	\$ (45,458)
Balance, December 31, 2008	25,344,867	\$ 26	\$ 356,103	\$ -	\$ (80,707)	\$ -	\$ (89,117)	\$ -	\$ 186,305	

The accompanying notes are an integral part of these financial statements

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)

	Years Ended December 31,		
	2008	2007	2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net (loss) income	\$ (3,074)	\$ 8,890	\$ 15,606
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan and lease losses	46,160	6,211	-
Depreciation and amortization	1,019	793	399
Amortization/accretion on net discounts on investments	(1,478)	(1,034)	(709)
Amortization of discount on notes	173	83	4
Amortization of debt issuance costs	3,129	2,681	1,608
Amortization of stock-based compensation	540	1,565	2,432
Non-cash incentive compensation to the Manager	440	774	280
Net realized (losses) gains on derivative instruments	205	(174)	(3,449)
Net realized losses on investments	1,637	15,098	11,201
Gain on the extinguishment of debt	(1,750)	-	-
Gain on deconsolidation of VIEs	-	(14,259)	-
Gain on the settlement of loan	(574)	-	-
Asset impairments	-	26,277	-
Changes in operating assets and liabilities:			
(Decrease) increase in restricted cash	4,113	(16,775)	(15,894)
(Decrease) increase in interest receivable, net of purchased interest	3,526	(4,881)	332
(Decrease) increase in accounts receivable	574	(511)	(303)
Increase (decrease) in principal paydowns receivable	(115)	(333)	5,301
Increase (decrease) in management and incentive fee payable	221	(647)	417
Increase in security deposits	353	134	725
(Decrease) increase in accounts payable and accrued liabilities	(962)	55	1,698
(Decrease) increase in accrued interest expense	(2,729)	993	(4,774)
(Decrease) increase in other assets	(458)	(1,562)	(2,002)
Net cash provided by operating activities	<u>50,950</u>	<u>23,378</u>	<u>12,872</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Restricted cash	54,976	(71,930)	7,279
Purchase of securities available-for-sale	-	(87,378)	(40,147)
Principal payments on securities available-for-sale	2,359	11,333	129,900
Proceeds from sale of securities available-for-sale	8,000	29,867	884,772
Distribution from unconsolidated entities	257	517	-
Purchase of loans	(186,759)	(1,296,938)	(1,067,068)
Principal payments received on loans	161,653	572,046	205,546
Proceeds from sale of loans	34,853	183,455	128,498
Purchase of direct financing leases and notes	(42,490)	(38,735)	(106,742)
Principal payments received on direct financing leases and notes	27,823	26,366	24,634
Proceeds from sale of direct financing leases and notes	5,034	6,378	17,261
Purchase of property and equipment	-	-	(6)
Net cash provided by (used in) investing activities	<u>65,706</u>	<u>(665,019)</u>	<u>183,927</u>



**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS – (Continued)**  
(in thousands)

	Years Ended December 31,		
	2008	2007	2006
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Net proceeds from issuances of common stock (net of offering costs of \$0, \$406 and \$2,988)	–	15,362	120,232
Net proceeds from dividend reinvestment and stock purchase plan (net of offering costs of \$22, \$0 and \$0)	18	–	–
Repurchase of common stock	–	(2,771)	–
Proceeds from borrowings:			
Repurchase agreements	239	464,137	7,170,093
Collateralized debt obligations	35,912	674,653	527,980
Unsecured revolving credit facility	–	10,000	25,500
Secured term facility	26,342	30,077	112,887
Payments on borrowings:			
Repurchase agreements	(99,319)	(468,102)	(8,116,131)
Collateralized debt obligations	–	(993)	–
Unsecured revolving credit facility	–	(10,000)	(40,500)
Secured term facility	(22,367)	(23,011)	(28,214)
Use of unrestricted cash for early extinguishment of debt	(3,250)	–	–
Issuance of Trust Preferred Securities	–	–	50,000
Settlement of derivative instruments	(4,178)	2,581	3,335
Payment of debt issuance costs	(333)	(11,651)	(9,825)
Distributions paid on common stock	(41,166)	(37,966)	(24,531)
Net cash (used in) provided by financing activities	(108,102)	642,316	(209,174)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>8,554</b>	<b>675</b>	<b>(12,375)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>6,029</b>	<b>5,354</b>	<b>17,729</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 14,583</b>	<b>\$ 6,029</b>	<b>\$ 5,354</b>
<b>NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>			
Distributions on common stock declared but not paid	\$ 9,942	\$ 10,366	\$ 7,663
Issuance of restricted stock	\$ 1,435	\$ 6,650	\$ –
Purchase of loans on warehouse line	\$ –	\$ (311,069)	\$ (222,577)
Proceeds from warehouse line	\$ –	\$ 311,069	\$ 222,577
<b>SUPPLEMENTAL DISCLOSURE:</b>			
Interest expense paid in cash	\$ 94,879	\$ 136,683	\$ 137,748
Income taxes paid in cash	\$ 627	\$ 90	\$ –

The accompanying notes are an integral part of these financial statements

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**DECEMBER 31, 2008**

**NOTE 1 – ORGANIZATION AND BASIS OF QUARTERLY PRESENTATION**

Resource Capital Corp. and subsidiaries' (the "Company") principal business activity is to purchase and manage a diversified portfolio of commercial real estate-related assets and commercial finance assets. The Company's investment activities are managed by Resource Capital Manager, Inc. ("Manager") pursuant to a management agreement ("Management Agreement"). The Manager is a wholly-owned indirect subsidiary of Resource America, Inc. ("Resource America") (NASDAQ: REXI). The following variable interest entities ("VIE") are consolidated in the Company's financial statements:

- RCC Real Estate, Inc. ("RCC Real Estate") holds real estate investments, including commercial real estate loans and commercial real estate-related securities. RCC Real Estate owns 100% of the equity of the following entities:
  - Resource Real Estate Funding CDO 2006-1 ("RREF CDO 2006-1"), a Cayman Islands limited liability company and qualified real estate investment trust ("REIT") subsidiary ("QRS"). RREF CDO 2006-1 was established to complete a collateralized debt obligation ("CDO") issuance secured by a portfolio of commercial real estate loans and commercial mortgage-backed securities.
  - Resource Real Estate Funding CDO 2007-1 ("RREF CDO 2007-1"), a Cayman Islands limited liability company and QRS. RREF CDO 2007-1 was established to complete a CDO issuance secured by a portfolio of commercial real estate loans and commercial mortgage-backed securities.
- RCC Commercial, Inc. ("RCC Commercial") holds bank loan investments and commercial real estate-related securities. RCC Commercial owns 100% of the equity of the following entities:
  - Apidos CDO I, Ltd. ("Apidos CDO I"), a Cayman Islands limited liability company and taxable REIT subsidiary ("TRS"). Apidos CDO I was established to complete a CDO secured by a portfolio of bank loans.
  - Apidos CDO III, Ltd. ("Apidos CDO III"), a Cayman Islands limited liability company and TRS. Apidos CDO III was established to complete a CDO secured by a portfolio of bank loans.
  - Apidos Cinco CDO, Ltd. ("Apidos Cinco CDO"), a Cayman Islands limited liability company and TRS. Apidos Cinco CDO was established to complete a CDO secured by a portfolio of bank loans.
- Resource TRS, Inc. ("Resource TRS"), the Company's directly-owned TRS, holds all the Company's direct financing leases and notes.

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Principles of Consolidation**

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The consolidated financial statements include the accounts of the Company and its subsidiaries, all of which are wholly-owned.

When the Company obtains an explicit or implicit interest in an entity, the Company evaluates the entity to determine if the entity is a VIE, and, if so, whether or not the Company is deemed to be the primary beneficiary of the VIE, in accordance with Financial Accounting Standards Board ("FASB") Interpretation 46, "Consolidation of Variable Interest Entities," as revised ("FIN 46-R"). Generally, the Company consolidates VIEs for which the Company is deemed to be the primary beneficiary or for non-VIEs which the Company controls. The primary beneficiary of a VIE is the variable interest holder that absorbs the majority of the variability in the expected losses or the residual returns of the VIE. When determining the primary beneficiary of a VIE, the Company considers its aggregate explicit and implicit variable interests as a single variable interest. If the Company's single variable interest absorbs the majority of the variability in the expected losses or the residual returns of the VIE, the Company is considered the primary beneficiary of the VIE. The Company reconsiders its determination of whether an entity is a VIE and whether the Company is the primary beneficiary of such VIE if certain events occur.

The Company has a 100% interest valued at \$1.5 million in the common shares (three percent of the total equity) in two trusts, Resource Capital Trust I ("RCT I") and RCC Trust II ("RCT II"). Accordingly, the Company does not have the right to the majority of RCTs' expected residual returns. Therefore, the Company is not deemed to be the primary beneficiary of either trust and they are not consolidated in the Company's consolidated financial statements. The Company records its investments in RCT I and RCT II's common securities of \$774,000 each as investments in unconsolidated trusts using the cost method and records dividend income upon declaration by RCT I and RCT II. For the years ended December 31, 2008 and 2007, the Company recognized \$4.0 million and \$4.8 million, respectively, of interest expense with respect to the subordinated debentures it issued to RCT I and RCT II which included \$134,000 and \$117,000, respectively, of amortization of deferred debt issuance costs.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)**

**Principles of Consolidation – (Continued)**

All inter-company transactions and balances have been eliminated.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates affecting the accompanying consolidated financial statements include the net realizable and fair values of the Company's investments and derivatives, the estimated life used to calculate amortization and accretion of premiums and discounts, respectively, on investments and provisions for loan and lease losses.

**Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand and all highly liquid investments with original maturities of three months or less at the time of purchase. At December 31, 2008 and 2007, this includes \$8.0 million and \$5.8 million, respectively, in overnight deposits in the form of reverse repurchase agreements that are held at financial institutions, \$1.6 million and \$221,000, respectively, held in a prime brokerage account and \$5.0 million and \$0, respectively, held in a money market account.

**Investment Securities Available-for-Sale**

The Company accounts for its investments in securities under Statement of Financial Accounting Standards ("SFAS") 115, "Accounting for Certain Investments in Debt and Equity Securities," ("SFAS 115") which requires the Company to classify its investment portfolio as either trading investments, available-for-sale or held-to-maturity. Although the Company generally plans to hold most of its investments to maturity, it may, from time to time, sell any of its investments due to changes in market conditions or in accordance with its investment strategy. Accordingly, the Company classifies all of its investment securities as available-for-sale and reports them at fair value, which is based on taking a weighted average of the following three measures:

- i. an income approach utilizing an appropriate current risk-adjusted yield, time value and projected estimated losses from default assumptions based on analysis of underlying loan performance; and
- ii. quotes on similar-vintage, higher rate, more actively traded CMBS securities adjusted for the lower subordination level of the Company's securities; and
- iii. dealer quotes on the Company's securities for which there is not an active market.

Unrealized gains and losses are reported as a component of accumulated other comprehensive loss in stockholders' equity.

The Company evaluates its investments for other-than-temporary impairment in accordance with SFAS 115, Staff Position ("FSP") EITF 99-20-1, "Amendments to the Impairment Guidance of EITF Issue No. 99-20" ("FSP 99-20-1") and EITF 99-20, "Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests That Continue to Be Held by a Transferor in Securitized Financial Assets" ("FSP 99-20") which requires an investor to determine when an investment is considered impaired (i.e., when its fair value has declined below its amortized cost), evaluate whether that impairment is other than temporary (i.e., the investment value will not be recovered over its remaining life), and, if the impairment is other than temporary, recognizes an impairment loss equal to the difference between the investment's cost and its fair value.

Investment securities transactions are recorded on the trade date. Purchases of newly issued securities are recorded when all significant uncertainties regarding the characteristics of the securities are removed, generally shortly before settlement date. Realized gains and losses on investment securities are determined on the specific identification method.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)**

**Interest Income Recognition**

Interest income on the Company's mortgage-backed and other asset-backed securities is accrued using the effective yield method based on the actual coupon rate and the outstanding principal amount of the underlying mortgages or other assets. Premiums and discounts are amortized or accreted into interest income over the lives of the securities also using the effective yield method, adjusted for the effects of estimated prepayments based on SFAS 91, "Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases," ("SFAS 91"). For an investment purchased at par, the effective yield is the contractual interest rate on the investment. If the investment is purchased at a discount or at a premium, the effective yield is computed based on the contractual interest rate increased for the accretion of a purchase discount or decreased for the amortization of a purchase premium. The effective yield method requires the Company to make estimates of future prepayment rates for its investments that can be contractually prepaid before their contractual maturity date so that the purchase discount can be accreted, or the purchase premium can be amortized, over the estimated remaining life of the investment. The prepayment estimates that the Company uses directly impact the estimated remaining lives of its investments. Actual prepayment estimates are reviewed as of each quarter end or more frequently if the Company becomes aware of any material information that would lead it to believe that an adjustment is necessary. If prepayment estimates are incorrect, the amortization or accretion of premiums and discounts may have to be adjusted, which would have an impact on future income.

**Loans**

The Company acquires whole loans through direct origination, through the acquisition of participations in commercial real estate loans and corporate leveraged loans in the secondary market and through syndications of newly originated loans. Loans are held for investment; therefore, the Company initially records them at their acquisition price, and subsequently, accounts for them based on their outstanding principal plus or minus unamortized premiums or discounts. In certain instances, where the credit fundamentals underlying a particular loan have changed in such a manner that the Company's expected return on investment may decrease, the Company may sell a loan held for investment due to adverse changes in credit fundamentals. Once the determination has been made by the Company that it no longer will hold the loan for investment, the Company identifies these loans as "Loans held for sale" and will account for them at the lower of amortized cost or fair value.

**Loan Interest Income Recognition**

Interest income on loans includes interest at stated rates adjusted for amortization or accretion of premiums and discounts. Premiums and discounts are amortized or accreted into income using the effective yield method. If a loan with a premium or discount is prepaid, the Company immediately recognizes the unamortized portion as a decrease or increase to interest income. In addition, the Company defers loan origination fees and loan origination costs and recognizes them over the life of the related loan against interest using the effective yield method.

**Allowance for Loan and Lease Losses**

The Company maintains an allowance for loan and lease losses. Loans and leases held for investment are first individually evaluated for impairment so specific reserves can be applied, and then evaluated for impairment as a homogeneous pool of loans with substantially similar characteristics so that a general reserve can be established, if needed. The reviews are performed at least quarterly.

The Company considers a loan to be impaired when, based on current information and events, management believes it is probable that the Company will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is impaired, the allowance for loan losses is increased by the amount of the excess of the amortized cost basis of the loan over its fair value. Fair value may be determined based on the present value of estimated cash flows; on market price, if available; or on the fair value of the collateral less estimated disposition costs. When a loan, or a portion thereof, is considered uncollectible and pursuit of collection is not warranted, then the Company will record a charge-off or write-down of the loan against the allowance for loan and lease losses.

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**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)**

**Allowance for Loan and Lease Losses – (Continued)**

The balance of impaired loans and leases was \$23.9 million and \$17.4 million at December 31, 2008 and 2007, respectively. The total balance of impaired loans and leases with a valuation allowance at December 31, 2008 and 2007 was \$23.9 million and \$17.0 million, respectively. All of the loans deemed impaired at December 31, 2008 and 2007 have an associated valuation allowance. The total balance of impaired leases without a specific valuation allowance was \$0 and \$359,000 at December 31, 2008 and 2007, respectively. The specific valuation allowance related to these impaired loans and leases was \$19.6 million and \$2.3 million at December 31, 2008 and 2007, respectively. The average balance of impaired loans and leases was \$24.9 million and \$4.3 million during 2008 and 2007, respectively. The Company did not recognize any income on impaired loans and leases during 2008 and 2007 once each individual loan or lease became impaired.

An impaired loan or lease may remain on accrual status during the period in which the Company is pursuing repayment of the loan or lease; however, the loan or lease would be placed on non-accrual status at such time as (i) management believes that scheduled debt service payments will not be met within the coming 12 months; (ii) the loan or lease becomes 90 days delinquent; (iii) management determines the borrower is incapable of, or has ceased efforts toward, curing the cause of the impairment; or (iv) the net realizable value of the loan's underlying collateral approximates the Company's carrying value of such loan. While on non-accrual status, the Company recognizes interest income only when an actual payment is received.

**Comprehensive Loss**

Comprehensive loss for the Company includes net income and the change in net unrealized gains/ (losses) on available-for-sale securities and derivative instruments used to hedge exposure to interest rate fluctuations and protect against declines in the market-value of assets resulting from general trends in debt markets.

**Income Taxes**

The Company operates in such a manner as to qualify as a REIT under the provisions of the Internal Revenue Code of 1986, as amended (the "Code"); therefore, applicable REIT taxable income is included in the taxable income of its shareholders, to the extent distributed by the Company. To maintain REIT status for federal income tax purposes, the Company is generally required to distribute at least 90% of its REIT taxable income to its shareholders as well as comply with certain other qualification requirements as defined under the Code. As a REIT, the Company is not subject to federal corporate income tax to the extent that it distributes 100% of its REIT taxable income each year.

Taxable income from non-REIT activities managed through Resource TRS are subject to federal, state and local income taxes. Resource TRS income taxes are accounted for under the asset and liability method as required under SFAS 109 "Accounting for Income Taxes." Under the asset and liability method, deferred income taxes are recognized for the temporary differences between the financial reporting basis and tax basis of Resource TRS' assets and liabilities.

Apidos CDO I, Apidos CDO III, Apidos Cinco CDO and Ischus CDO II, Ltd., ("Ischus CDO II") a Cayman Islands TRS, (now de-consolidated), the Company's foreign TRSs, are organized as exempted companies incorporated with limited liability under the laws of the Cayman Islands, and are generally exempt from federal and state income tax at the corporate level because their activities in the United States are limited to trading in stock and securities for their own account. Therefore, despite their status as TRSs, they generally will not be subject to corporate tax on their earnings and no provision for income taxes is required; however, because they are "controlled foreign corporations," the Company will generally be required to include Apidos CDO I's, Apidos CDO III's, Apidos Cinco CDO's and Ischus CDO II's current taxable income in its calculation of REIT taxable income.

**Stock Based Compensation**

The Company follows SFAS 123(R), "Share Based Payment," ("SFAS 123(R)"). Issuances of restricted stock and options are accounted for using the fair value based methodology prescribed by SFAS 123(R) whereby the fair value of the award is measured on the grant date and expensed monthly to equity compensation expense-related party on the consolidated statements of operations with a corresponding entry to additional paid-in capital. For issuances to the Company's Manager and to non-employees, the unvested stock and options are adjusted quarterly to reflect changes in fair value as performance under the agreement is completed. For issuances to the Company's five non-employee directors, the amount is not remeasured under the fair value-based method. The compensation for each of these issuances is amortized over the service period and included in equity compensation expense.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)**

**Net Income Per Share**

In accordance with the provisions of SFAS 128, “Earnings per Share,” (“SFAS 128”) the Company calculates basic income per share by dividing net income for the period by weighted-average shares of its common stock, including vested restricted stock, outstanding for that period. Diluted income per share takes into account the effect of dilutive instruments, such as stock options and unvested restricted stock, but uses the average share price for the period in determining the number of incremental shares that are to be added to the weighted-average number of shares outstanding (see Note 11).

**Derivative Instruments**

The Company’s policies permit it to enter into derivative contracts, including interest rate swaps and interest rate caps to add stability to its interest expense and to manage its exposure to interest rate movements or other identified risks. The Company has designated these transactions as cash flow hedges. The contracts or hedge instruments are evaluated at inception and at subsequent balance sheet dates to determine if they qualify for hedge accounting under SFAS 133, “Accounting for Derivative Instruments and Hedging Activities,” (“SFAS 133”). SFAS 133 requires the Company recognize all derivatives on the balance sheet at fair value. The Company records changes in the estimated fair value of the derivative in other comprehensive income to the extent that it is effective. Any ineffective portion of a derivative’s change in fair value is immediately recognized in earnings.

**Recent Accounting Pronouncements**

In January 2009, the FASB issued FSP 99-20-1. FSP 99-20-1 amends the impairment guidance in EITF Issue No. 99-20, “Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests That Continue to Be Held by a Transferor in Securitized Financial Assets,” to achieve more consistent determination of whether an other-than-temporary impairment has occurred. FSP 99-20-1 is effective, on a prospective basis, for interim and annual reporting periods ending after December 15, 2008. Adoption of FSP 99-20-1 did not have a material impact on the Company’s consolidated financial statements.

In October 2008, the FASB issued FSP 157-3, “Determining the Fair Value of a Financial Asset in a Market that is Not Active” (“FSP 157-3”). FSP 157-3 clarifies the application of SFAS 157 “Fair Value Measurements,” (“SFAS 157”) in an inactive market. The provisions of FSP 157-3 were effective immediately. The adoption of FSP FAS 157-3 has been reflected in the determination of fair value in the Company’s consolidated financial statements.

In September 2008, the FASB issued FSP FAS 133-1 and FIN 45-4, “Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161” (“FSP FAS 133-1 and FIN 45-4”). FSP FAS 133-1 and FIN 45-4 are intended to improve disclosures about credit derivatives by requiring more information about the potential adverse effects of changes in credit risk on financial position, financial performance, and cash flows of the sellers of credit derivatives. FSP FAS 133-1 and FIN 45-4 is effective for reporting periods ending after November 15, 2008. Adoption did not have a material impact on the Company’s consolidated financial statements.

In June 2008, the FASB issued FSP EITF 03-6-1, “Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities” (“FSP EITF 03-6-1”). FSP EITF 03-6-1 addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share under the two-class method as described in SFAS No. 128, “Earnings per Share.” Under the guidance in FSP EITF 03-6-1, unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method. FSP EITF 03-6-1 is effective for the Company in fiscal 2009. After the effective date of FSP EITF 03-6-1, all prior-period earnings per share data presented must be adjusted retrospectively. The Company is currently evaluating the potential impact of adopting FSP EITF 03-6-1.

In May 2008, the FASB issued SFAS 162, “The Hierarchy of Generally Accepted Accounting Principles” (“SFAS 162”). SFAS 162 is intended to improve financial reporting by identifying a consistent framework or hierarchy for selecting accounting principles to be used in preparing financial statements in conformity with U.S. GAAP. It is effective for fiscal years and interim period beginning on or after December 15, 2008 and will be applicable to the Company in the first quarter of fiscal 2009. The Company does not expect that SFAS 162 will have an impact on its consolidated financial statements.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – (Continued)**

**Recent Accounting Pronouncements – (Continued)**

In March 2008, the FASB issued SFAS 161, “Disclosures about Derivative Instruments and Hedging Activities, an amendment of SFAS 133” (“SFAS 161”). This new standard requires enhanced disclosures for derivative instruments, including those used in hedging activities. It is effective for fiscal years and interim periods beginning after November 15, 2008 and will be applicable to the Company in the first quarter of fiscal 2009. The Company is assessing the potential impact that the adoption of SFAS 161 may have on its financial statements.

In February 2008, the FASB issued FSP 140-3, “Accounting for Transfers of Financial Assets and Repurchase Financing Transactions” (“FSP FAS 140-3”) which provides guidance on accounting for a transfer of a financial asset and repurchase financing. FSP FAS 140-3 is effective for fiscal years beginning after November 15, 2008 and interim periods within those fiscal years. The Company does not expect that FSP FAS 140-3 will have a material effect on its consolidated financial statements.

In December 2007, the FASB issued SFAS 160, “Noncontrolling Interests in Consolidated Financial Statements,” (“SFAS 160”). SFAS 160 amends Accounting Research Bulletin 51 to establish accounting and reporting standards for the noncontrolling (minority) interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS 160 is effective for fiscal years beginning after December 15, 2009. The Company does not expect that SFAS 160 will have a material effect on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, “Business Combinations,” which replaces SFAS No. 141 (“SFAS 141R”). SFAS 141R, among other things, establishes principles and requirements for how an acquirer entity recognizes and measures in its financial statements the identifiable assets acquired (including intangibles), the liabilities assumed and any noncontrolling interest in the acquired entity. Additionally, SFAS 141R requires that all transaction costs be expensed as incurred. SFAS 141R is effective for fiscal years beginning after December 15, 2008. The Company does not expect that SFAS 141R will have a material effect on its financial statements.

**Reclassifications**

Certain reclassifications have been made to the 2007 and 2006 consolidated financial statements to conform to the 2008 presentation.

**NOTE 3 – RESTRICTED CASH**

Restricted cash as of December 31, 2008 consists of \$48.3 million held in five consolidated CDO trusts, \$7.7 million in cash collateralizing outstanding margin calls and a \$1.1 million credit facility reserve used to fund future investments that will be acquired by the Company’s three closed bank loan CDO trusts. The remaining \$3.3 million consists of interest reserves and security deposits held in connection with the Company’s equipment lease and note portfolio.

**NOTE 4 – DECONSOLIDATION OF VARIABLE INTEREST ENTITY**

The Company consolidates VIEs if the Company determines it is the primary beneficiary, in accordance with FIN 46-R. During the year ended December 31, 2007, the Company sold a portion of its preferred shares in Ischus CDO II to an independent third party. The sale was deemed to be a reconsideration event under FIN 46-R and the Company determined it was no longer the primary beneficiary. Therefore, as of the date of the sale, the Company deconsolidated Ischus CDO II and wrote down its investment in this CDO by \$15.6 million which is recorded in net realized (losses) gains on sales of investments on the Company’s consolidated statements of operations. Additionally, the losses the Company recorded on the sales of the net assets were in excess of its cost basis and, as a result, the Company recorded a gain on the deconsolidation of Ischus CDO II of \$14.3 million.

The value of the preferred shares at deconsolidation was \$722,000. The Company will recognize income on these preferred shares using the cost recovery method. At December 31, 2007, the remaining value of the Company’s preferred shares in Ischus CDO II was \$257,000 after collecting \$465,000 of cash distributions from the date of deconsolidation through December 31, 2007 and applying it as a reduction of the Company’s investment. No income was recognized on this investment from the period of deconsolidation through December 31, 2007. During the year ended December 31, 2008, \$1.3 million of cash was collected from this investment and \$997,000 of income was recognized (after reducing the Company’s investment from \$257,000 to zero) which is included in Interest Income – other on the Company’s consolidated statement of operations.



**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 4 – DECONSOLIDATION OF VARIABLE INTEREST ENTITY - (Continued)**

The following table summarizes the Company's calculation of its loss on its investment in Ischus CDO II at December 31, 2007 (in thousands):

<b>Write-down of Investment in Ischus CDO II</b>	
Original investment	\$ 27,000
Cumulative cash distributions	<u>(10,697)</u>
Net basis	16,303
Investment valuation at time of sale	<u>(722)</u>
Realized loss on investment	<u>\$ 15,581</u>

The following tables summarize the balance sheet and statement of operations of Ischus CDO II as of the date of deconsolidation during 2007 and its income statements for historical periods. The statement of operations for Ischus CDO II is included in the Company's consolidated statement of income during 2007 whereas the assets of the consolidated balance sheet below have been removed from the Company's consolidated balance sheet as of December 31, 2007. The following table also describes the non-cash changes in the Company's assets and liabilities during 2007 caused by the deconsolidation of Ischus CDO II (in thousands):

	<b>November 13, 2007</b>
<b>ASSETS</b>	
Available-for-sale securities, pledged	\$ 214,769
Restricted cash	1,954
Interest receivable	1,747
Other assets	191
Total assets	<u>\$ 218,661</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>	
Borrowings	\$ 370,688
Accrued interest and other payables	414
Other comprehensive loss	(154,486)
RCC investment at date of deconsolidation	<u>16,304</u>
	232,920
Gain on deconsolidation of VIE	<u>(14,259)</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u>\$ 218,661</u>



**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 4 – DECONSOLIDATION OF VARIABLE INTEREST ENTITIES – (Continued)**

	Period from January 1, 2007 through November 13, 2007	Year ended December 31, 2006	Period from March 8, 2005 (Date Operations Commenced) to December 31, 2005
<b>REVENUES</b>			
Securities	\$ 24,463	\$ 27,189	\$ 9,252
Interest income – other	134	86	100
Total interest income	24,597	27,275	9,352
Interest expense	19,688	21,666	7,161
Net interest income	4,909	5,609	2,191
<b>OPERATING EXPENSES</b>			
Professional services	138	228	97
General and administrative	83	99	45
Total operating expenses	221	327	142
<b>NET OPERATING INCOME</b>	<b>4,688</b>	<b>5,282</b>	<b>2,049</b>
<b>OTHER (EXPENSES) REVENUES</b>			
Net realized gain (loss) on investments	47	(47)	–
Asset impairments	(26,277)	–	–
Total expenses	(26,230)	(47)	–
<b>NET (LOSS) INCOME</b>	<b>\$ (21,542)</b>	<b>\$ 5,235</b>	<b>\$ 2,049</b>

**NOTE 5 – INVESTMENT SECURITIES AVAILABLE-FOR-SALE**

The following table summarizes the Company's mortgage-backed securities and other asset-backed securities, including those pledged as collateral and classified as available-for-sale, which are carried at fair value (in thousands):

	Amortized Cost <sup>(1)</sup>	Unrealized Gains	Unrealized Losses	Fair Value <sup>(1)</sup>
<b>December 31, 2008:</b>				
Commercial mortgage-backed private placement	\$ 70,458	\$ –	\$ (41,243)	\$ 29,215
Other asset-backed	5,665	–	(5,620)	45
Total	\$ 76,123	\$ –	\$ (46,863)	\$ 29,260
<b>December 31, 2007:</b>				
Commercial mortgage-backed private placement	\$ 82,373	\$ –	\$ (17,809)	\$ 64,564
Other asset-backed	5,665	–	(4,765)	900
Total	\$ 88,038	\$ –	\$ (22,574)	\$ 65,464

(1) As of December 31, 2008, \$22.5 million of securities were pledged as collateral security under related financings. At December 31, 2007, all securities were pledged as collateral security under related financings.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 5 – INVESTMENT SECURITIES AVAILABLE-FOR-SALE – (Continued)**

The following table summarizes the estimated maturities of the Company's mortgage-backed securities and other asset-backed securities according to their estimated weighted average life classifications (in thousands, except percentages):

Weighted Average Life	Fair Value	Amortized Cost	Weighted Average Coupon
<b>December 31, 2008:</b>			
Less than one year	\$ 5,088	\$ 10,465	3.17%
Greater than one year and less than five years	9,954	21,596	3.75%
Greater than five years	14,218	44,062	5.05%
<b>Total</b>	<b>\$ 29,260</b>	<b>\$ 76,123</b>	<b>4.36%</b>
<b>December 31, 2007:</b>			
Less than one year	\$ 11,908	\$ 12,824	6.15%
Greater than one year and less than five years	19,042	21,589	6.16%
Greater than five years	34,514	53,625	5.85%
<b>Total</b>	<b>\$ 65,464</b>	<b>\$ 88,038</b>	<b>5.96%</b>

The contractual maturities of the investment securities available-for-sale range from October 2009 to July 2017.

The following table shows the fair value and gross unrealized losses, aggregated by investment category and length of time, of those individual investment securities that have been in a continuous unrealized loss position (in thousands):

	Less than 12 Months		More than 12 Months		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<b>December 31, 2008:</b>						
Commercial mortgage-backed private placement	\$ –	\$ –	\$ 29,215	\$ (41,243)	\$ 29,215	\$ (41,243)
Other asset-backed	–	–	45	(5,620)	45	(5,620)
<b>Total temporarily impaired securities</b>	<b>\$ –</b>	<b>\$ –</b>	<b>\$ 29,260</b>	<b>\$ (46,863)</b>	<b>\$ 29,260</b>	<b>\$ (46,863)</b>
<b>December 31, 2007:</b>						
Commercial mortgage-backed private placement	\$ 64,564	\$ (17,809)	\$ –	\$ –	\$ 64,564	\$ (17,809)
Other asset-backed	900	(4,765)	–	–	900	(4,765)
<b>Total temporarily impaired securities</b>	<b>\$ 65,464</b>	<b>\$ (22,574)</b>	<b>\$ –</b>	<b>\$ –</b>	<b>\$ 65,464</b>	<b>\$ (22,574)</b>

The temporary impairment of the investment securities available-for-sale results from the fair value of the securities falling below their amortized cost basis and is primarily attributed to changes in interest rates and market conditions. The Company intends and has the ability to hold the securities until the fair value of the securities held is recovered, which may be maturity. As of December 31, 2007, the Company recognized \$26.3 million of other-than-temporary impairment on its securities. As a result of the impairment charge in 2007, the cost of these securities was written down to fair value. The assets that related to these impairment charges were part of Ischus CDO II. In November 2007, Ischus CDO II was deconsolidated and this impairment charge was offset through the gain recorded on deconsolidation of \$14.3 million (see Note 4). The company held 15 and 16 investment securities available-for-sale that were in an unrealized loss position as of December 31, 2008 and 2007, respectively. The Company does not believe that any other of its securities classified as available-for-sale were other-than-temporarily impaired as of December 31, 2008.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 5 – INVESTMENT SECURITIES AVAILABLE-FOR-SALE – (Continued)**

The determination of other-than-temporary impairment is a subjective process, and different judgments and assumptions could affect the timing of loss realization. The Company reviews its portfolios monthly and the determination of other-than-temporary impairment is made at least quarterly. The Company considers the following factors when determining if there is an other-than-temporary impairment on a security:

- the length of time the market value has been less than amortized cost;
- the Company's intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in market value;
- the severity of the impairment;
- the expected loss of the security as generated by third party software;
- credit ratings from the rating agencies; and
- underlying credit fundamentals of the collateral backing the securities.

While the available-for-sale investments have continued to decline in fair value, their change continues to be temporary. In particular, with respect to CMBS, all assets are current with respect to interest and principal payments. In addition, the Company performs an on-going review of third-party reports and updated financial data on the underlying property to analyze current and projected loan performance. The Company's review concluded that there exist no credit characteristics that would indicate other-than-temporary impairments as of December 31, 2008.

**NOTE 6 – LOANS HELD FOR INVESTMENT**

The following is a summary of the Company's loans (in thousands):

<b>Loan Description</b>	<b>Principal</b>	<b>Unamortized (Discount) Premium</b>	<b>Carrying Value <sup>(1)</sup></b>
<b>December 31, 2008:</b>			
Bank loans, includes \$9.0 million in loans held for sale	\$ 945,966	\$ (8,459)	\$ 937,507
Commercial real estate loans:			
Whole loans	521,015	(1,678)	519,337
B notes	89,005	64	89,069
Mezzanine loans	215,255	(4,522)	210,733
Total commercial real estate loans	<u>825,275</u>	<u>(6,136)</u>	<u>819,139</u>
Subtotal loans before allowances	1,771,241	(14,595)	1,756,646
Allowance for loan loss	(43,867)	-	(43,867)
Total	<u>\$ 1,727,374</u>	<u>\$ (14,595)</u>	<u>\$ 1,712,779</u>
<b>December 31, 2007:</b>			
Bank loans	\$ 931,107	\$ (6)	\$ 931,101
Commercial real estate loans:			
Whole loans	532,277	(3,559)	528,718
B notes	89,448	129	89,577
Mezzanine loans	227,597	(4,435)	223,162
Total commercial real estate loans	<u>849,322</u>	<u>(7,865)</u>	<u>841,457</u>
Subtotal loans before allowances	1,780,429	(7,871)	1,772,558
Allowance for loan loss	(5,919)	-	(5,919)
Total	<u>\$ 1,774,510</u>	<u>\$ (7,871)</u>	<u>\$ 1,766,639</u>

(1) Substantially all loans are pledged as collateral under various borrowings at December 31, 2008 and December 31, 2007.

As of December 31, 2008 and 2007, approximately 39.2% and 11.4% and 38.7% and 12.2%, respectively, of the Company's commercial real estate loan portfolio was concentrated in commercial real estate loans located in California and New York, respectively. As of December 31, 2008 and 2007, approximately 11.1% and 11.5%, respectively, of the Company's bank loan portfolio was concentrated in the collective industry grouping of healthcare, education and childcare.

At December 31, 2008, the Company's bank loan portfolio consisted of \$908.7 million (net of allowance of \$28.8 million) of floating rate loans, which bear interest ranging between the London Interbank Offered Rate ("LIBOR") plus 0.97% and LIBOR plus 10.0% with maturity dates ranging from March 2009 to August 2022.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 6 – LOANS HELD FOR INVESTMENT – (Continued)**

At December 31, 2007, the Company's bank loan portfolio consisted of \$928.3 million (net of allowance of \$2.8 million) of floating rate loans, which bore interest ranging between LIBOR plus 1.38% and LIBOR plus 7.50% with maturity dates ranging from July 2008 to August 2022.

The following table shows the changes in the allowance for loan loss (in thousands):

Allowance for loan loss at December 31, 2006	\$	–
Reserve charged to expense		5,918
Loans charged-off		–
Recoveries		–
Allowance for loan loss at December 31, 2007		<u>5,918</u>
Reserve charged to expense		45,259
Loans charged-off		(7,310)
Recoveries		–
Allowance for loan loss at December 31, 2008	\$	<u><u>43,867</u></u>

The following is a summary of the loans in the Company's commercial real estate loan portfolio at the dates indicated (in thousands):

Description	Quantity	Amortized Cost	Contracted Interest Rates	Maturity Dates
<b>December 31, 2008:</b>				
			LIBOR plus 1.50% to LIBOR plus	
Whole loans, floating rate <sup>(1)</sup>	29	\$ 431,985	4.40%	April 2009 to August 2011
Whole loans, fixed rate <sup>(1)</sup>	7	87,352	6.98% to 10.00%	May 2009 to August 2012
			LIBOR plus 2.50% to LIBOR plus	
B notes, floating rate	4	33,535	3.01%	March 2009 to October 2009
B notes, fixed rate	3	55,534	7.00% to 8.68%	July 2011 to July 2016
			LIBOR plus 2.15% to LIBOR plus	
Mezzanine loans, floating rate	10	129,459	3.45%	May 2009 to February 2010
Mezzanine loans, fixed rate	7	81,274	5.78% to 11.00%	November 2009 to September 2016
Total <sup>(2)</sup>	<u>60</u>	<u>\$ 819,139</u>		
<b>December 31, 2007:</b>				
			LIBOR plus 1.50% to LIBOR plus	
Whole loans, floating rate	28	\$ 430,776	4.25%	May 2008 to July 2010
Whole loans, fixed rate	7	97,942	6.98% to 8.57%	May 2009 to August 2012
			LIBOR plus 2.50% to LIBOR plus	
B notes, floating rate	3	33,570	3.01%	March 2008 to October 2008
B notes, fixed rate	3	56,007	7.00% to 8.68%	July 2011 to July 2016
			LIBOR plus 2.15% to LIBOR plus	
Mezzanine loans, floating rate	11	141,894	3.45%	February 2008 to May 2009
Mezzanine loans, fixed rate	7	81,268	5.78% to 11.00%	October 2009 to September 2016
Total <sup>(2)</sup>	<u>59</u>	<u>\$ 841,457</u>		

(1) Whole loans have \$26.6 million in unfunded loan commitments as of December 31, 2008 that are funded as the loans require additional funding and the related borrowers have satisfied the requirements to obtain this additional funding.

(2) The total does not include a provision for loan losses of \$15.1 million and \$3.2 million recorded as of December 31, 2008 and 2007, respectively.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 6 – LOANS HELD FOR INVESTMENT – (Continued)**

As of December 31, 2008, the Company had recorded a provision for loan loss of \$43.9 million consisting of a \$28.8 million provision on the Company's bank loan portfolio and a \$15.1 million provision on the Company's commercial real estate portfolio as a result of the Company having ten bank loans and one commercial real estate loan that were deemed impaired as well as the establishment of a general reserve on these portfolios. As of December 31, 2007, the Company had recorded a provision for loan loss of \$5.9 million consisting of a \$2.7 million provision on the Company's bank loan portfolio and a \$3.2 million provision on the Company's commercial real estate portfolio as a result of the Company having two bank loans and one commercial real estate loan that were deemed impaired.

The Company had one mezzanine loan, with a balance of \$11.6 million secured by 100% of the equity interests in two enclosed regional malls which went into default in February 2008. During early 2008, the Company began working with the borrower and special servicer toward a resolution of the default. However, during the quarter ended June 30, 2008, the borrower defaulted on the more senior first mortgage position. This event triggered the reevaluation of the Company's provision for loan loss and the Company determined that, during the three months ended June 30, 2008, a full reserve of the remaining balance of \$11.6 million was necessary. Any future recovery from this loan will be adjusted through the Company's allowance for loan loss.

**NOTE 7 – DIRECT FINANCING LEASES AND NOTES**

The Company's direct financing leases and notes have average initial lease and note terms of 69 months and 72 months, as of December 31, 2008 and 2007, respectively. The interest rates on notes receivable range from 2.8% to 17.3% and from 6.8% to 14.5%, as of December 31, 2008 and 2007, respectively. Investments in direct financing leases and notes, net of unearned income, were as follows (in thousands):

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Direct financing leases, net of unearned income	\$ 29,423	\$ 28,880
Operating Leases	337	–
Notes receivable	74,705	66,150
Subtotal	104,465	95,030
Allowance for lease losses	(450)	–
Total	<u>\$ 104,015</u>	<u>\$ 95,030</u>

The components of the net investment in direct financing leases are as follows (in thousands):

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Total future minimum lease payments	\$ 34,105	\$ 34,009
Unguaranteed residual	237	21
Unearned income	(4,919)	(5,150)
Total	<u>\$ 29,423</u>	<u>\$ 28,880</u>

The components of the net investment in operating leases are as follows (in thousands):

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Investment in operating leases	\$ 371	\$ –
Accumulated depreciation	(34)	–
Total	<u>\$ 337</u>	<u>\$ –</u>

At December 31, 2008, the Company had seven leases that were sufficiently delinquent with respect to scheduled payments of interest to require a provision for lease losses. As a result, the Company had recorded an allowance for lease losses of \$451,000 and charged these leases off. The Company also recorded a general reserve of \$300,000 during the three months ended December 31, 2008 to bring the total general reserve to \$450,000 at December 31, 2008. At December 31, 2007, the Company had three leases that were sufficiently delinquent with respect to scheduled payments of interest to require a provision for lease losses. As a result, the Company had recorded an allowance for lease losses of \$293,000 and charged these leases off.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 7 – DIRECT FINANCING LEASES AND NOTES – (Continued)**

The following table shows the changes in the allowance for lease loss (in thousands):

Allowance for lease loss at January 1, 2008	\$	–
Provision for lease loss		901
Leases charged-off		(451)
Recoveries		–
Allowance for lease loss at December 31, 2008	<u>\$</u>	<u>450</u>

The future minimum lease payments expected to be received on non-cancelable direct financing leases and notes were as follows (in thousands):

<u>Years Ending December 31,</u>	<u>Direct Financing Leases</u>	<u>Notes</u>	<u>Total</u>
2009	\$ 11,207	\$ 15,833	\$ 27,040
2010	9,867	15,411	25,278
2011	6,397	14,430	20,827
2012	4,464	13,610	18,074
2013	1,919	7,277	9,196
Thereafter	251	8,144	8,395
	<u>\$ 34,105</u>	<u>\$ 74,705</u>	<u>\$ 108,810</u>

**NOTE 8 – BORROWINGS**

The Company has financed the acquisition of its investments, including securities available-for-sale, loans and equipment leases and notes, primarily through the use of secured and unsecured borrowings in the form of CDOs, repurchase agreements, a secured term facility, warehouse facilities, trust preferred securities issuances and other secured and unsecured borrowings.

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**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 8 – BORROWINGS – (Continued)**

Certain information with respect to the Company's borrowings at December 31, 2008 and 2007 is summarized in the following table (dollars in thousands):

	<b>Outstanding Borrowings</b>	<b>Weighted Average Borrowing Rate</b>	<b>Weighted Average Remaining Maturity</b>	<b>Value of Collateral</b>
<b>December 31, 2008:</b>				
Repurchase Agreements <sup>(1)</sup>	\$ 17,112	3.50%	18.0 days	\$ 39,703
RREF CDO 2006-1 Senior Notes <sup>(2)</sup>	261,198	1.38%	37.6 years	322,269
RREF CDO 2007-1 Senior Notes <sup>(3)</sup>	377,851	1.15%	37.8 years	467,310
Apidos CDO I Senior Notes <sup>(4)</sup>	318,469	4.03%	8.6 years	206,799
Apidos CDO III Senior Notes <sup>(5)</sup>	259,648	2.55%	11.5 years	167,933
Apidos Cinco CDO Senior Notes <sup>(6)</sup>	318,223	2.64%	11.4 years	207,684
Secured Term Facility	95,714	4.14%	1.3 years	104,015
Unsecured Junior Subordinated Debentures <sup>(7)</sup>	51,548	6.42%	27.7 years	–
<b>Total</b>	<b>\$ 1,699,763</b>	<b>2.57%</b>	<b>20.6 years</b>	<b>\$ 1,515,713</b>
<b>December 31, 2007:</b>				
Repurchase Agreements <sup>(1)</sup>	\$ 116,423	6.33%	18.5 days	\$ 190,914
RREF CDO 2006-1 Senior Notes <sup>(2)</sup>	260,510	5.69%	38.6 years	282,849
RREF CDO 2007-1 Senior Notes <sup>(3)</sup>	345,986	5.49%	38.8 years	444,715
Apidos CDO I Senior Notes <sup>(4)</sup>	317,882	5.47%	9.6 years	309,495
Apidos CDO III Senior Notes <sup>(5)</sup>	259,178	5.59%	12.5 years	253,427
Apidos Cinco CDO Senior Notes <sup>(6)</sup>	317,703	5.38%	12.4 years	311,813
Secured Term Facility	91,739	6.55%	2.3 years	95,030
Unsecured Junior Subordinated Debentures <sup>(7)</sup>	51,548	8.86%	28.7 years	–
<b>Total</b>	<b>\$ 1,760,969</b>	<b>5.72%</b>	<b>20.1 years</b>	<b>\$ 1,888,243</b>

(1) At December 31, 2008, collateral consisted of a RREF CDO 2007-1 Class H bond that was retained at closing with a carrying value of \$3.9 million and loans with a carrying value of \$35.8 million. At December 31, 2007, collateral consisted of RREF CDO 2007-1 Class H & K bonds that were retained at closing with a carrying value of \$20.5 million, available-for-sale securities with a carrying value of \$13.6 million and loans with a carrying value of \$156.8 million.

(2) Amount represents principal outstanding of \$265.5 million less unamortized issuance costs of \$4.3 million and \$5.0 million as of December 31, 2008 and December 31, 2007, respectively. This CDO transaction closed in August 2006.

(3) Amount represents principal outstanding of \$383.8 million less unamortized issuance costs of \$5.9 million as of December 31, 2008 and principal outstanding of \$352.7 million less unamortized issuance costs of \$6.7 million as of December 31, 2007. This CDO transaction closed in June 2007.

(4) Amount represents principal outstanding of \$321.5 million less unamortized issuance costs of \$3.0 million as of December 31, 2008 and \$3.6 million as of December 31, 2007. This CDO transaction closed in August 2005.

(5) Amount represents principal outstanding of \$262.5 million less unamortized issuance costs of \$2.9 million as of December 31, 2008 and \$3.3 million as of December 31, 2007. This CDO transaction closed in May 2006.

(6) Amount represents principal outstanding of \$322.0 million less unamortized issuance costs of \$3.8 million as of December 31, 2008 and \$4.3 million as of December 31, 2007. This CDO transaction closed in May 2007.

(7) Amount represents junior subordinated debentures issued to Resource Capital Trust I and RCC Trust II in May 2006 and September 2006, respectively.

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**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 8 – BORROWINGS – (Continued)**

The Company had repurchase agreements with the following counterparties at the dates indicated (dollars in thousands):

	<u>Amount at Risk <sup>(1)</sup></u>	<u>Weighted Average Maturity in Days</u>	<u>Weighted Average Interest Rate</u>
<b>December 31, 2008:</b>			
Natixis Real Estate Capital Inc.	\$ 18,992	18	3.50%
Credit Suisse Securities (USA) LLC	\$ 3,793	23	4.50%
<b>December 31, 2007:</b>			
Natixis Real Estate Capital Inc.	\$ 58,155	18	6.42%
Credit Suisse Securities (USA) LLC	\$ 15,626	25	5.91%
J.P. Morgan Securities, Inc.	\$ 886	9	5.63%
Bear, Stearns International Limited	\$ 1,170	15	6.22%

(1) Equal to the estimated fair value of securities or loans sold, plus accrued interest income, minus the sum of repurchase agreement liabilities plus accrued interest expense.

**Repurchase and Credit Facilities****Commercial Real Estate Loan – Term Repurchase Facility**

In April 2007, the Company's indirect wholly-owned subsidiary, RCC Real Estate SPE 3, LLC, entered into a master repurchase agreement with Natixis Real Estate Capital, Inc. to be used as a warehouse facility to finance the purchase of commercial real estate loans and commercial mortgage-backed securities. The maximum amount of the Company's borrowing under the repurchase agreement was \$150.0 million. The financing provided by the agreement matures April 18, 2010 subject to a one-year extension at the option of RCC Real Estate SPE 3 and subject further to the right of RCC Real Estate SPE 3 to repurchase the assets held in the facility earlier. The Company paid a facility fee of 0.75% of the maximum facility amount, or \$1.2 million, at closing. In addition, once the borrowings exceed a weighted average undrawn balance of \$75.0 million for the prior 90 day period, the Company was required to pay a Non-Usage Fee on the unused portion equal to the product of (i) 0.15% per annum multiplied by, (ii) the weighted average undrawn balance during the prior 90 day period. Each repurchase transaction specifies its own terms, such as identification of the assets subject to the transaction, sale price, repurchase price, rate and term. These are one-month contracts. The repurchase agreement is with recourse only to the assets financed, subject to standardized exceptions relating to breaches of representations, fraud and similar matters. The Company has guaranteed RCC Real Estate SPE 3, LLC's performance of its obligations under the repurchase agreement. At December 31, 2008, RCC Real Estate SPE 3 had borrowed \$17.0 million, all of which the Company had guaranteed. At December 31, 2008, borrowings under the repurchase agreement were secured by commercial real estate loans with an estimated fair value of \$35.8 million and had a weighted average interest rate of one-month LIBOR plus 2.30%, which was 3.50% at December 31, 2008. At December 31, 2007, RCC Real Estate SPE 3 had borrowed \$96.7 million, all of which the Company had guaranteed. At December 31, 2007, borrowings under the repurchase agreement were secured by commercial real estate loans with an estimated fair value of \$154.2 million and had a weighted average interest rate of one-month LIBOR plus 1.39%, which was 6.42% at December 31, 2007.



**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 8 – BORROWINGS – (Continued)****Repurchase and Credit Facilities – (Continued)****Commercial Real Estate Loan – Term Repurchase Facility – (Continued)**

On September 25, 2008, RCC Real Estate SPE 3 entered into an amendment to the master repurchase agreement. The amendment reduced (i) the amount of the facility from \$150,000,000 to \$100,000,000 and (ii) the weighted average Undrawn Balance (as defined in the Agreement) threshold exempting payment of the non-usage fee from \$75,000,000 to \$56,250,000. A modification fee of 0.25% of the amended facility amount of \$100,000,000 was charged by Natixis in connection with the repurchase agreement amendment.

On September 25, 2008, the Company also entered into a second amendment to its Guaranty, dated April 12, 2007, with Natixis, pursuant to which the Company's minimum net worth covenant was reduced to \$200,000,000 from \$250,000,000.

On November 25, 2008, RCC Real Estate SPE 3 entered into a second amendment to the master repurchase agreement. Pursuant to the second amendment:

- The Company repaid \$41.5 million of amounts outstanding under the facility.
- The maximum facility amount was maintained at \$100.0 million, reducing on October 18, 2009 to the amounts then outstanding on the facility.
- Further repurchase agreement transactions under the facility may be made in Natixis' sole discretion.
- The repurchase prices for assets remaining subject to the facility on November 25, 2008, referred to as the Existing Assets, were set an aggregate of \$17.0 million. Premiums over new repurchase prices are required for early repurchase by RCC Real Estate SPE 3 of the Existing Assets; however, the premiums will reduce the repurchase price of the remaining Existing Assets.
- RCC Real Estate SPE 3's obligation to pay non-usage fees was terminated.

On March 13, 2009, RCC Real Estate SPE 3 entered into a third amendment to the master repurchase agreement and the guaranty. The amendment (i) reduces the amount of the net worth the Company is required to maintain under its guaranty to \$165,000,000 from \$200,000,000 for the period from December 31, 2008 through May 12, 2009 (ii) requires a paydown of \$1.0 million of amounts outstanding under the facility by March 17, 2009 and (iii) requires that reasonable best efforts be used by (a) the Company to reduce amounts outstanding under the facility further and (b) the Company and Natixis to reduce the amount of the net worth requirement.

**Secured Term Facility**

In March 2006, the Company entered into a secured term credit facility with Bayerische Hypo – und Vereinsbank AG to finance the purchase of equipment leases and notes. The maximum amount of the Company's borrowing under this facility is \$100.0 million. Borrowings under this facility bear interest at one of two rates, determined by asset class.

The Company received a waiver for the period ended December 31, 2007 from Bayerische Hypo- und Vereinsbank AG with respect to the non-compliance by Resource America with a tangible net worth covenant with respect to it contained in the facility agreement. Under the covenant, Resource America had to maintain a consolidated net worth (stockholder's equity) of at least \$175.0 million plus 90% of the net proceeds of any capital transactions, minus all amounts (not to exceed \$50,000,000) paid by Resource America to repurchase any outstanding shares of common or preferred stock of Resource America, measured by each quarter end, as further described in the agreement.

On June 23, 2008, the facility was amended to base the net worth test on LEAF Financial Corporation ("LEAF") the originator and manages of the Company's equipment lease and notes, and a subsidiary of Resource America, and to change the measure of net worth to not less than the sum of (i) \$17,000,000, plus (ii) 50% of the aggregate net income of LEAF for each fiscal quarter beginning with the fiscal quarter ended September 30, 2008. See Note 13 regarding arrangements between the Company and LEAF.

The Company paid \$38,000 and \$61,000 in unused line fees as of December 31, 2008 and 2007, respectively. Unused line fees are expensed immediately into interest expense in the consolidated statements of operations. As of December 31, 2008, the Company had borrowed \$95.7 million at a weighted average interest rate of 4.14%. As of December 31, 2007, the Company had borrowed \$91.7 million at a weighted average interest rate of 6.55%. The facility expires in March 2010.

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**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 8 – BORROWINGS – (Continued)****Repurchase and Credit Facilities – (Continued)*****Corporate Revolving Credit Facility***

The Company had a \$10.0 million facility with TD Bank, N.A. that bore interest at one of two rates elected at the Company's option; (i) the lender's prime rate plus a margin ranging from 0.50% to 1.50% based upon the Company's leverage ratio; or (ii) LIBOR plus a margin ranging from 1.50% to 2.50% based upon the Company's leverage ratio. The facility expired December 31, 2008.

***Commercial Real Estate Loans – Non-term Repurchase Facilities***

In August 2005, the Company's subsidiary, RCC Real Estate, entered into a master repurchase agreement with Bear, Stearns International Limited ("Bear Stearns") to finance the purchase of commercial real estate loans. The maximum amount of the Company's borrowing under the repurchase agreement is \$150.0 million. Each repurchase transaction specifies its own terms, such as identification of the assets subject to the transaction, sales price, repurchase price, rate and term. These are one-month contracts. The Company has guaranteed RCC Real Estate's obligations under the repurchase agreement to a maximum of \$150.0 million. At December 31, 2008, the Company had repaid all obligations under this facility. At December 31, 2007, the Company had borrowed \$1.9 million, all of which was guaranteed, with a weighted average interest rate of LIBOR plus 1.25%, which was 6.22% at December 31, 2007.

In March 2005, the Company entered into a master repurchase agreement with Credit Suisse Securities (USA) LLC to finance the purchase of agency ABS-residential MBS ("RMBS") securities. In December 2006, the Company began using this facility to finance the purchase of commercial MBS ("CMBS")-private placement and other securities. Each repurchase transaction specifies its own terms, such as identification of the assets subject to the transaction, sales price, repurchase price, rate and term. These are one-month contracts. At December 31, 2008, the Company had borrowed \$90,000 with a weighted average interest rate of 4.50%. At December 31, 2007, the Company had borrowed \$14.6 million with a weighted average interest rate of 5.91%.

***Other Repurchase Facility***

In March 2005, the Company entered into a master repurchase agreement with J.P. Morgan Securities, Inc. to finance the purchase of agency ABS-RMBS. In August 2007, the Company began using this facility to finance the purchase of CMBS-private placement. Each repurchase transaction specifies its own terms, such as identification of the assets subject to the transaction, sales price, repurchase price, rate and term. These are one-month contracts. At December 31, 2008, the Company had repaid all obligations under this facility. At December 31, 2007, the Company had borrowed \$3.2 million with a weighted average interest rate of 5.63%.

**Collateralized Debt Obligations*****Resource Real Estate Funding CDO 2007-1***

In June 2007, the Company closed RREF CDO 2007-1, a \$500.0 million CDO transaction that provides financing for commercial real estate loans and commercial mortgage-backed securities. The investments held by RREF CDO 2007-1 collateralize the debt it issued and, as a result, the investments are not available to the Company, its creditors or stockholders. RREF CDO 2007-1 issued a total of \$265.6 million of senior notes at par to unrelated investors. RCC Real Estate purchased 100% of the class H senior notes (rated BBB+:Fitch), class K senior notes (rated BBB-:Fitch), class L senior notes (rated BB:Fitch) and class M senior notes (rated B: Fitch) for \$68.0 million. In addition, Resource Real Estate Funding 2007-1 CDO Investor, LLC, a subsidiary of RCC Real Estate, purchased a \$41.3 million equity interest representing 100% of the outstanding preference shares. The senior notes purchased by RCC Real Estate are subordinated in right of payment to all other senior notes issued by RREF CDO 2007-1 but are senior in right of payment to the preference shares. The equity interest is subordinated in right of payment to all other securities issued by RREF CDO 2007-1.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 8 – BORROWINGS – (Continued)****Collateralized Debt Obligations – (Continued)****Resource Real Estate Funding CDO 2007-1 – (Continued)**

The senior notes issued to investors by RREF CDO 2007-1 consist of the following classes: (i) \$180.0 million of class A-1 notes bearing interest at one-month LIBOR plus 0.28%; (ii) \$50.0 million of unissued class A-1R notes, which allow the CDO to fund future funding obligations under the existing whole loan participations that have future funding commitments; the undrawn balance of the class A-1R notes will accrue a commitment fee at a rate per annum equal to 0.18%, the drawn balance will bear interest at one-month LIBOR plus 0.32%; (iii) \$57.5 million of class A-2 notes bearing interest at one-month LIBOR plus 0.46%; (iv) \$22.5 million of class B notes bearing interest at one-month LIBOR plus 0.80%; (v) \$7.0 million of class C notes bearing interest at a fixed rate of 6.423%; (vi) \$26.8 million of class D notes bearing interest at one-month LIBOR plus 0.95%; (vii) \$11.9 million of class E notes bearing interest at one-month LIBOR plus 1.15%; (viii) \$11.9 million of class F notes bearing interest at one-month LIBOR plus 1.30%; (ix) \$11.3 million of class G notes bearing interest at one-month LIBOR plus 1.55%; (x) \$11.3 million of class H notes bearing interest at one-month LIBOR plus 2.30%; (xi) \$11.3 million of class J notes bearing interest at one-month LIBOR plus 2.95%; (xii) \$10.0 million of class K notes bearing interest at one-month LIBOR plus 3.25%; (xiii) \$18.8 million of class L notes bearing interest at a fixed rate of 7.50% and (xiv) \$28.8 million of class M notes bearing interest at a fixed rate of 8.50%. All of the notes issued mature in September 2046, although the Company has the right to call the notes anytime after July 2017 until maturity. The weighted average interest rate on all notes issued to outside investors was 1.15% at December 31, 2008.

During the year ended December 31, 2008, the Company repurchased \$5.0 million of the Class J notes in RREF CDO 2007-1 at a price of 65.0% which resulted in a \$1.75 million gain, reported as a gain on the extinguishment of debt in its consolidated statements of operations. As a result of the Company's ownership of 100% of the Class H, K, L and M senior notes and \$5.0 million of the Class J senior note, the notes retained eliminate in consolidation.

**Resource Real Estate Funding CDO 2006-1**

In August 2006, the Company closed RREF CDO 2006-1, a \$345.0 million CDO transaction that provides financing for commercial real estate loans. The investments held by RREF CDO 2006-1 collateralize the debt it issued and, as a result, the investments are not available to the Company, its creditors or stockholders. RREF CDO 2006-1 issued a total of \$308.7 million of senior notes at par to investors of which RCC Real Estate purchased 100% of the class J senior notes (rated BB: Fitch) and class K senior notes (rated B:Fitch) for \$43.1 million. In addition, Resource Real Estate Funding 2006-1 CDO Investor, LLC, a subsidiary of RCC Real Estate, purchased a \$36.3 million equity interest representing 100% of the outstanding preference shares. The senior notes purchased by RCC Real Estate are subordinated in right of payment to all other senior notes issued by RREF CDO 2006-1 but are senior in right of payment to the preference shares. The equity interest is subordinated in right of payment to all other securities issued by RREF CDO 2006-1.

The senior notes issued to investors by RREF CDO 2006-1 consist of the following classes: (i) \$129.4 million of class A-1 notes bearing interest at one-month LIBOR plus 0.32%; (ii) \$17.4 million of class A-2 notes bearing interest at one-month LIBOR plus 0.35%; (iii) \$5.0 million of class A-2 notes bearing interest at a fixed rate of 5.842%; (iv) \$6.9 million of class B notes bearing interest at one-month LIBOR plus 0.40%; (v) \$20.7 million of class C notes bearing interest at one-month LIBOR plus 0.62%; (vi) \$15.5 million of class D notes bearing interest at one-month LIBOR plus 0.80%; (vii) \$20.7 million of class E notes bearing interest at one-month LIBOR plus 1.30%; (viii) \$19.8 million of class F notes bearing interest at one-month LIBOR plus 1.60%; (ix) \$17.3 million of class G notes bearing interest at one-month LIBOR plus 1.90%; (x) \$12.9 million of class H notes bearing interest at one-month LIBOR plus 3.75%, (xi) \$14.7 million of Class J notes bearing interest at a fixed rate of 6.00% and (xii) \$28.4 million of Class K notes bearing interest at a fixed rate of 6.00%. As a result of the Company's ownership of the Class J and K senior notes, these notes eliminate in consolidation. All of the notes issued mature in August 2046, although the Company has the right to call the notes anytime after August 2016 until maturity. The weighted average interest rate on all notes issued to outside investors was 1.38% at December 31, 2008.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 8 – BORROWINGS – (Continued)****Collateralized Debt Obligations – (Continued)*****Apidos Cinco CDO***

In May 2007, the Company closed Apidos Cinco CDO, a \$350.0 million CDO transaction that provides financing for bank loans. The investments held by Apidos Cinco CDO collateralize the debt it issued and, as a result, the investments are not available to the Company, its creditors or stockholders. Apidos Cinco CDO issued a total of \$322.0 million of senior notes at par to investors and RCC commercial purchased a \$28.0 million equity interest representing 100% of the outstanding preference shares. The equity interest is subordinated in right of payment to all other securities issued by Apidos Cinco CDO.

The senior notes issued to investors by Apidos Cinco CDO consist of the following classes: (i) \$37.5 million of class A-1 notes bearing interest at LIBOR plus 0.24%; (ii) \$200.0 million of class A-2a notes bearing interest at LIBOR plus 0.23%; (iii) \$22.5 million of class A-2b notes bearing interest at LIBOR plus 0.32%; (iv) \$19.0 million of class A-3 notes bearing interest at LIBOR plus 0.42%; (v) \$18.0 million of class B notes bearing interest at LIBOR plus 0.80%; (vi) \$14.0 million of class C notes bearing interest at LIBOR plus 2.25% and (vii) \$11.0 million of class D notes bearing interest at LIBOR plus 4.25%. All of the notes issued mature on May 14, 2020, although the Company has the right to call the notes anytime after May 14, 2011 until maturity. The weighted average interest rate on all notes was 2.64% at December 31, 2008.

***Apidos CDO III***

In May 2006, the Company closed Apidos CDO III, a \$285.5 million CDO transaction that provides financing for bank loans. The investments held by Apidos CDO III collateralize the debt it issued and, as a result, the investments are not available to the Company, its creditors or stockholders. Apidos CDO III issued a total of \$262.5 million of senior notes at par to investors and RCC Commercial purchased a \$23.0 million equity interest representing 100% of the outstanding preference shares. The equity interest is subordinated in right of payment to all other securities issued by Apidos CDO III.

The senior notes issued to investors by Apidos CDO III consist of the following classes: (i) \$212.0 million of class A-1 notes bearing interest at 3-month LIBOR plus 0.26%; (ii) \$19.0 million of class A-2 notes bearing interest at 3-month LIBOR plus 0.45%; (iii) \$15.0 million of class B notes bearing interest at 3-month LIBOR plus 0.75%; (iv) \$10.5 million of class C notes bearing interest at 3-month LIBOR plus 1.75%; and (v) \$6.0 million of class D notes bearing interest at 3-month LIBOR plus 4.25%. All of the notes issued mature on June 12, 2020, although the Company has the right to call the notes anytime after June 12, 2011 until maturity. The weighted average interest rate on all notes was 2.55% at December 31, 2008.

***Apidos CDO I***

In August 2005, the Company closed Apidos CDO I, a \$350.0 million CDO transaction that provides financing for bank loans. The investments held by Apidos CDO I collateralize the debt it issued and, as a result, the investments are not available to the Company, its creditors or stockholders. Apidos CDO I issued a total of \$321.5 million of senior notes at par to investors and RCC Commercial purchased a \$28.5 million equity interest representing 100% of the outstanding preference shares. The equity interest is subordinated in right of payment to all other securities issued by Apidos CDO I.

The senior notes issued to investors by Apidos CDO I consist of the following classes: (i) \$265.0 million of class A-1 notes bearing interest at 3-month LIBOR plus 0.26%; (ii) \$15.0 million of class A-2 notes bearing interest at 3-month LIBOR plus 0.42%; (iii) \$20.5 million of class B notes bearing interest at 3-month LIBOR plus 0.75%; (iv) \$13.0 million of class C notes bearing interest at 3-month LIBOR plus 1.85%; and (v) \$8.0 million of class D notes bearing interest at a fixed rate of 9.251%. All of the notes issued mature on July 27, 2017, although the Company has the right to call the notes anytime after July 27, 2010 until maturity. The weighted average interest rate on all notes was 4.03% at December 31, 2008.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 8 – BORROWINGS – (Continued)****Trust Preferred Securities**

In May 2006 and September 2006, the Company formed RCT I and RCT II, respectively, for the sole purpose of issuing and selling capital securities representing preferred beneficial interests. Although the Company owns 100% of the common securities of RCT I and RCT II, RCT I and RCT II are not consolidated into the Company's consolidated financial statements because the Company is not deemed to be the primary beneficiary of these entities in accordance with FIN 46-R. In connection with the issuance and sale of the capital securities, the Company issued junior subordinated debentures to RCT I and RCT II of \$25.8 million each, representing the Company's maximum exposure to loss. The debt issuance costs associated with the junior subordinated debentures for RCT I and RCT II at December 31, 2008 were \$691,000 and \$701,000, respectively. These costs which are included in other assets are being amortized into interest expense using the effective yield method over a ten year period and are recorded in the consolidated statements of operation.

The rights of holders of common securities of RCT I and RCT II are subordinate to the rights of the holders of capital securities only in the event of a default; otherwise, the common securities economic and voting rights are pari passu with the capital securities. The capital and common securities of RCT I and RCT II are subject to mandatory redemption upon the maturity or call of the junior subordinated debentures held by each. Unless earlier dissolved, RCT I will dissolve on May 25, 2041 and RCT II will dissolve on September 29, 2041. The junior subordinated debentures are the sole assets of RCT I and RCT II and mature on June 30, 2036 and October 30, 2036, respectively, and may be called at par by the Company any time after June 30, 2011 and October 30, 2011, respectively. Interest is payable for RCT I and RCT II quarterly at a floating rate equal to three-month LIBOR plus 3.95% per annum. The rates for RCT I and RCT II, at December 31, 2008, were 5.42% and 7.42%, respectively. The Company records its investments in RCT I and RCT II's common securities of \$774,000 each as investments in unconsolidated trusts and records dividend income upon declaration by RCT I and RCT II.

**NOTE 9 – SHARE REPURCHASE**

Under a share repurchase plan authorized by the board of directors on July 26, 2007, the Company is authorized to buy back up to 2.5 million outstanding shares. As of December 31, 2007, the Company had repurchased 263,000 shares at a weighted average price, including commissions, of \$10.54 per share. No additional shares were repurchased during the year ended December 31, 2008.

**NOTE 10 – SHARE-BASED COMPENSATION**

The following table summarizes restricted common stock transactions:

	<u>Manager</u>	<u>Non-Employee Directors</u>	<u>Non- Employees</u>	<u>Total</u>
<b>Unvested shares as of January 1, 2008</b>	113,332	4,404	463,757	581,493
Issued	–	17,261	157,532	174,793
Vested	(111,387)	(4,404)	(183,818)	(299,609)
Forfeited	(1,945)	–	(2,422)	(4,367)
<b>Unvested shares as of December 31, 2008</b>	<u>–</u>	<u>17,261</u>	<u>435,049</u>	<u>452,310</u>

Pursuant to SFAS 123(R) and EITF 96-18, the Company is required to value any unvested shares of restricted common stock granted to the Manager and non-employees at the current market price. The estimated fair value of the unvested shares of restricted stock granted during the years ended December 31, 2008 and 2007, including shares issued to the four non-employee directors, was \$1.5 million and \$6.7 million, respectively.

On January 14, 2008, the Company issued 144,000 shares of restricted common stock under its 2007 Omnibus Equity Compensation Plan. These restricted shares will vest 33.3% on January 14, 2009. The balance will vest annually thereafter through January 14, 2011.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 10 – SHARE-BASED COMPENSATION – (Continued)**

On February 1, 2008 and March 8, 2008, the Company granted 2,261 and 15,000 shares of restricted stock, respectively, to the Company's non-employee directors as part of their annual compensation. These shares vested in full on the first anniversary of the date of grant.

On July 1, 2008, the Company granted 13,532 shares of restricted stock under its 2007 Omnibus Equity Compensation Plan. These restricted shares will vest 33.3% on June 30, 2009. The balance will vest annually thereafter through June 30, 2011.

The following table summarizes stock option transactions:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
<b>Outstanding as of January 1, 2008</b>	640,166	\$ 14.99		
Granted	-	-		
Exercised	-	-		
Forfeited	(16,000)	15.00		
<b>Outstanding as of December 31, 2008</b>	<u>624,166</u>	<u>\$ 14.99</u>	<u>6</u>	<u>\$ 93</u>
<b>Exercisable at December 31, 2008</b>	<u>405,833</u>	<u>\$ 15.00</u>	<u>6</u>	<u>\$ 61</u>

The stock options have a remaining contractual term of six years. Upon exercise of options, new shares are issued.

The following table summarizes the status of the Company's unvested stock options as of December 31, 2008:

Unvested Options				Options	Weighted Average Grant Date Fair Value
<b>Unvested</b>	<b>at</b>	<b>January</b>	<b>1,</b>		
<b>2008</b>				205,722	\$ 14.97
Granted				-	\$ -
Vested				(162,389)	\$ 14.98
Forfeited				-	\$ -
<b>Unvested</b>	<b>at</b>	<b>December</b>	<b>31,</b>		
<b>2008</b>				<u>43,333</u>	<u>\$ 14.88</u>

The weighted average period the Company expects to recognize the remaining expense on the unvested stock options is less than one year.

The following table summarizes the status of the Company's vested stock options as of December 31, 2008:

Vested Options		Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
<b>Vested as of January 1, 2008</b>		357,944	\$ 15.00		
Vested		238,889	\$ 14.99		
Exercised		-	-		
Forfeited		(16,000)	\$ 15.00		
<b>Vested as of December 31, 2008</b>		<u>580,833</u>	<u>\$ 15.00</u>	<u>6</u>	<u>\$ 87</u>

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 10 – SHARE-BASED COMPENSATION – (Continued)**

The stock option transactions are valued using the Black-Scholes model using the following assumptions:

	<b>As of December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Expected life	8 years	7 years	8 years
Discount rate	2.94%	3.97%	4.78%
Volatility	127.20%	42.84%	20.91%
Dividend yield	33.94%	17.62%	9.73%

The fair value of each common stock transaction for the year ended December 31, 2008 and for the year ended December 31, 2007, respectively, was \$0.149 and \$0.251. For the years ended December 31, 2008, 2007 and 2006, the components of equity compensation expense were as follows (in thousands):

	<b>December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
Options granted to Manager and non-employees	\$ (52)	\$ (91)	\$ 371
Restricted shares granted to Manager and non-employees	486	1,582	2,001
Restricted shares granted to non-employee Directors	106	74	60
Total equity compensation expense	<u>\$ 540</u>	<u>\$ 1,565</u>	<u>\$ 2,432</u>

During the years ended December 31, 2008 and 2007, the Manager received 60,078 and 47,503 shares as incentive compensation valued at \$341,000 and \$723,000, respectively pursuant to the management agreement. The incentive management fee is paid one quarter in arrears.

Apart from incentive compensation payable under the management agreement, the Company has established no formal criteria for equity awards as of December 31, 2008. All awards are discretionary in nature and subject to approval by the compensation committee.

**NOTE 11 – EARNINGS PER SHARE**

The following table presents a reconciliation of basic and diluted earnings per share for the periods presented as follows (in thousands, except share and per share amounts):

	<b>December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Basic:</b>			
Net (loss) income	\$ (3,074)	\$ 8,890	\$ 15,606
Weighted average number of shares outstanding	<u>24,757,386</u>	<u>24,610,468</u>	<u>17,538,273</u>
Basic net (loss) income per share	<u>\$ (0.12)</u>	<u>\$ 0.36</u>	<u>\$ 0.89</u>
<b>Diluted:</b>			
Net (loss) income	\$ (3,074)	\$ 8,890	\$ 15,606
Weighted average number of shares outstanding	24,757,386	24,610,468	17,538,273
Additional shares due to assumed conversion of dilutive instruments	–	249,716	343,082
Adjusted weighted-average number of common shares outstanding	<u>24,757,386</u>	<u>24,860,184</u>	<u>17,881,355</u>
Diluted net (loss) income per share	<u>\$ (0.12)</u>	<u>\$ 0.36</u>	<u>\$ 0.87</u>

Potentially dilutive shares relating to 253,975 shares of restricted stock are not included in the calculation of diluted net (loss) per share for the year ended December 31, 2008 because the effect was anti-dilutive.



**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 12 – THE MANAGEMENT AGREEMENT**

On March 8, 2005, the Company entered into a Management Agreement pursuant to which the Manager provides the Company investment management, administrative and related services. The agreement was amended June 30, 2008. Under the agreement, the Manager receives fees and is reimbursed for its expenses as follows:

- A monthly base management fee equal to 1/12th of the amount of the Company's equity multiplied by 1.50%. Under the Management Agreement, "equity" is equal to the net proceeds from any issuance of shares of common stock less other offering related costs plus or minus the Company's retained earnings (excluding non-cash equity compensation incurred in current or prior periods) less any amounts the Company paid for common stock repurchases. The calculation may be adjusted for one-time events due to changes in GAAP as well as other non-cash charges, upon approval of the independent directors of the Company.
- Incentive compensation calculated as follows: (i) twenty-five percent (25%) of the dollar amount by which (A) the Company's Adjusted Operating Earnings (before Incentive Compensation but after the Base Management Fee) for such quarter per Common Share (based on the weighted average number of Common Shares outstanding for such quarter) exceeds (B) an amount equal to (1) the weighted average of the price per share of the Common Shares in the initial offering by the Company and the prices per share of the Common Shares in any subsequent offerings by the Company, in each case at the time of issuance thereof, multiplied by (2) the greater of (a) 2.00% and (b) 0.50% plus one-fourth of the Ten Year Treasury Rate for such quarter, multiplied by (ii) the weighted average number of Common Shares outstanding during such quarter subject to adjustment; to exclude events pursuant to changes in GAAP or the application of GAAP, as well as non-recurring or unusual transactions or events, after discussion between the Manager and the Independent Directors and approval by a majority of the Independent Directors in the case of non-recurring or unusual transactions or events.
- Reimbursement of out-of-pocket expenses and certain other costs incurred by the Manager that relate directly to the Company and its operations.

Incentive compensation is paid quarterly. Up to 75% of the incentive compensation is paid in cash and at least 25% is paid in the form of an award of common stock. The Manager may elect to receive more than 25% of its incentive compensation in common stock. All shares are fully vested upon issuance. However, the Manager may not sell such shares for one year after the incentive compensation becomes due and payable. Shares payable as incentive compensation are valued as follows:

- if such shares are traded on a securities exchange, at the average of the closing prices of the shares on such exchange over the thirty day period ending three days prior to the issuance of such shares;
- if such shares are actively traded over-the-counter, at the average of the closing bid or sales price as applicable over the thirty day period ending three days prior to the issuance of such shares; and
- if there is no active market for such shares, the value shall be the fair market value thereof, as reasonably determined in good faith by the board of directors of the Company.

As amended, the Management Agreement has an initial term ending March 31, 2009 and will automatically renew for a one-year term annually unless at least two-thirds of the independent directors or a majority of the outstanding common shares agree to not automatically renew. With a two-thirds vote of the independent directors, the independent directors may elect to terminate the Management Agreement because of the following:

- unsatisfactory performance; and/or
- unfair compensation payable to the Manager where fair compensation cannot be agreed upon by the Company (pursuant to a vote of two-thirds of the independent directors) and the Manager.

In the event that the Management Agreement is terminated based on the provisions disclosed above, the Company must pay the Manager a termination fee equal to four times the sum of the average annual base management fee and the average annual incentive during the two 12-month periods immediately preceding the date of such termination. The Company is also entitled to terminate the Management Agreement for cause (as defined therein) without payment of any termination fee.



**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 12 – THE MANAGEMENT AGREEMENT – (Continued)**

The base management fee for the years ended December 31, 2008, 2007 and 2006 was \$4.5 million, \$5.1 million and \$3.7 million, respectively. The manager earned an incentive management fee of \$1.8 million of which \$1.3 million was paid in cash and \$440,000 was paid in stock (86,489 shares) for the period from January 1, 2008 to December 31, 2008. The manager earned an incentive management fee of \$1.5 million of which \$924,000 was paid in cash and \$551,000 was paid in stock (37,543 shares) for the period from January 1, 2007 to December 31, 2007. The manager earned an incentive management fee of \$1.1 million of which \$840,000 was paid in cash and \$280,000 was paid in stock (18,298 shares) for the period from January 1, 2006 to December 31, 2006.

At December 31, 2008, the Company was indebted to the Manager for base management fees of \$725,000 incentive management fees of \$397,000 and expense reimbursements of \$73,000. At December 31, 2007, the Company was indebted to the Manager for base management fees of \$802,000 and expense reimbursements of \$65,000. These amounts are included in management and incentive fee payable and accounts payable and accrued liabilities, respectively.

**NOTE 13 – RELATED-PARTY TRANSACTIONS**

**Relationship with Resource Real Estate**

Resource Real Estate, a subsidiary of Resource America, originates, finances and manages the Company's commercial real estate loan portfolio, including whole loans, A notes, B notes and mezzanine loans. The Company reimburses Resource Real Estate for loan origination costs associated with all loans originated. At December 31, 2008, the Company was indebted to Resource Real Estate for loan origination costs in connection with the Company's commercial real estate loan portfolio of \$24,000. At December 31, 2007, the Company was indebted to Resource Real Estate for loan origination costs in connection with the Company's commercial real estate loan portfolio of \$197,000. At December 31, 2007, Resource Real Estate was indebted to the Company for deposits held in trust in connection with the Company's commercial real estate portfolio of approximately \$90,000. Resource Real Estate was not indebted to the Company for any such deposits at December 31, 2008.

**Relationship with LEAF**

LEAF, a majority-owned subsidiary of Resource America, originates and manages equipment leases and notes on the Company's behalf. The Company purchases its equipment leases and notes from LEAF at a price equal to their book value plus a reimbursable origination cost not to exceed 1% to compensate LEAF for its origination costs. At December 31, 2008 and 2007, the Company acquired \$42.5 million and \$38.7 million, respectively, of equipment lease and note investments from LEAF, including \$425,000 and \$387,000 of origination cost reimbursements, respectively. In addition, the Company pays LEAF an annual servicing fee, equal to 1% of the book value of managed assets, for servicing the Company's equipment leases and notes. At December 31, 2008 and 2007, the Company was indebted to LEAF for servicing fees in connection with the Company's equipment finance portfolio of \$172,000 and \$133,000, respectively. LEAF servicing fees for the years ended December 31, 2008, 2007 and 2006 were \$953,000, \$810,000 and \$659,000, respectively.

During years ended December 31, 2008 and 2007, the Company sold 16 and nine equipment notes, respectively, back to LEAF at a price equal to their book value. The total proceeds received on the outstanding notes receivable were \$6.3 million and \$5.1 million for the years ended December 31, 2008 and 2007, respectively.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 13 – RELATED-PARTY TRANSACTIONS – (Continued)**

**Relationship with Resource America**

At December 31, 2008, Resource America, owned 2,022,578 shares, or 8.0% of the Company's outstanding common stock. In addition, Resource America held 2,166 options to purchase restricted stock.

The Company is managed by the Manager pursuant to the Management Agreement that provides for both base and incentive management fees. For the years ended December 31, 2008, 2007 and 2006, the Manager earned base management fees of approximately \$4.5 million, \$5.1 million and \$3.7 million, respectively, and incentive compensation fees of \$1.8 million, \$1.5 million and \$1.1 million, respectively. The Company may also reimburse the Manager and Resource America for expenses for employees of Resource America who perform legal, accounting, due diligence and other services that outside professionals or consultants would otherwise perform. For the years ended December 31, 2008, 2007 and 2006, the Company reimbursed the Manager \$392,000, \$507,000 and \$954,000, respectively, for such expenses. For a description of the management agreement and fees paid and payable to the Manager (see Note 12).

At December 31, 2008, the Company was indebted to the Manager for base management fees of \$725,000, incentive management fees of \$397,000 and for the reimbursement of expenses of \$73,000. At December 31, 2007, the Company was indebted to the Manager for base management fees of \$802,000 and for reimbursement of expenses of \$65,000. These amounts are included in accounts payable and other liabilities.

As of December 31, 2008 and 2007, the Company had executed six CDO transactions, respectively. These CDO transactions were structured for the Company by the Manager, but, under the management agreement the Manager was not separately compensated by the Company for these transactions.

**Relationship with Law Firm**

Until 1996, the Company's Chairman, Edward Cohen, was of counsel to Ledgewood, P.C., a law firm. For the years ended December 31, 2008, 2007 and 2006, the Company paid Ledgewood \$164,000, \$361,000 and \$361,000, respectively. Mr. Cohen receives certain debt service payments from Ledgewood related to the termination of his affiliation with Ledgewood and its redemption of his interest.

**NOTE 14 – DISTRIBUTIONS**

In order to qualify as a REIT, the Company must currently distribute at least 90% of its taxable income. In addition, the Company must distribute 100% of its taxable income in order not to be subject to corporate federal income taxes on retained income. The Company anticipates it will distribute substantially all of its taxable income to its stockholders. Because taxable income differs from cash flow from operations due to non-cash revenues or expenses (such as depreciation and provisions for loan and lease losses), in certain circumstances, the Company may generate operating cash flow in excess of its distributions or, alternatively, may be required to borrow to make sufficient distribution payments.

The Company's 2009 dividends will be determined by the Company's board who will also consider the composition of any common dividends declared, including the option of paying a portion in cash and the balance in additional common shares. Generally, dividends payable in stock are not treated as dividends for purposes of the deduction for dividends, or as taxable dividends to the recipient. The Internal Revenue Service, in Revenue Procedure 2009-15, has given guidance with respect to certain stock distributions by publicly traded REITs. That Revenue Procedure applies to distributions made on or after January 1, 2008 and declared with respect to a taxable year ending on or before December 31, 2009. It provides that publicly-traded REITs can distribute stock (common shares in the Company's case) to satisfy their REIT distribution requirements if stated conditions are met. These conditions include that at least 10% of the aggregate declared distributions be paid in cash and the shareholders be permitted to elect whether to receive cash or stock, subject to the limit set by the REIT on the cash to be distributed in the aggregate to all shareholders. The Company did not use this Revenue Procedure with respect to any distributions for its 2008 taxable year, but may do so for distributions with respect to 2009.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 14 – DISTRIBUTIONS – (Continued)**

During the year ended December 31, 2008, the Company declared and paid distributions totaling \$40.7 million, or \$1.60 per share. This includes \$9.9 million, in the aggregate, declared on December 18, 2008 and paid on January 28, 2009 to stockholders of record as of December 30, 2008. During the year ended December 31, 2007, the Company declared and paid distributions totaling \$40.7 million, or \$1.62 per share. During the year ended December 31, 2006, the Company declared and paid distributions totaling \$26.5 million, or \$1.49 per share. For tax purposes, 100% of the distributions declared in 2008 and 2007 have been classified as ordinary income.

**NOTE 15 – FAIR VALUE OF FINANCIAL INSTRUMENTS**

Effective January 1, 2008, the Company adopted the provisions of SFAS 157 which did not have a material effect on the Company's consolidated financial statements as the Company historically has valued its investment securities available-for-sale and derivatives at fair value. SFAS 157 establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company determines fair value based on quoted prices when available or through the use of alternative approaches, such as discounting the expected cash flows using market interest rates commensurate with the credit quality and duration of the investment. SFAS 157's hierarchy defines three levels of inputs that may be used to measure fair value:

The fair value framework requires the categorization of assets and liabilities into one of three levels based on the assumptions (inputs) used in valuing the asset or liability. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. The three levels are defined as follows:

*Level 1* – Quoted prices in active markets for identical assets and liabilities that the reporting entity has the ability to access at the measurement date.

*Level 2* – Observable inputs other than quoted prices included within Level 1, such as quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

*Level 3* – Unobservable inputs that reflect the entity's own assumptions about the assumptions that market participants would use in the pricing of the asset or liability and are consequently not based on market activity, but rather through particular valuation techniques.

The determination of where an asset or liability falls in the hierarchy requires significant judgment. The Company evaluates its hierarchy disclosures each quarter; and depending on various factors, it is possible that an asset or liability may be classified differently from quarter to quarter. However, the Company expects that changes in classifications between levels will be rare.

Certain assets and liabilities are measured at fair value on a recurring basis. The following is a discussion of these assets and liabilities as well as the valuation techniques applied to each for fair value measurement.

Investment securities available-for-sale are valued by taking a weighted average of the following three measures:

- i. using an income approach and utilizing an appropriate current risk-adjusted, time value and projected estimated losses from default assumptions based of underlying loan performance;
- ii. quotes on similar-vintage, higher rate, more actively traded CMBS securities adjusted for the lower subordinated level of the Company's securities; and
- iii. dealer quotes on the Company's securities for which there is not an active market.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 15 – FAIR VALUE OF FINANCIAL INSTRUMENTS – (Continued)**

Derivatives (interest rate swap contracts), both assets and liabilities, are valued by a third-party pricing agent using an income approach and utilizing models that use as their primary basis readily observable market parameters. This valuation process considers factors including interest rate yield curves, time value, credit factors and volatility factors. Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs, such as estimates of current credit spreads to evaluate the likelihood of default by the Company and its counterparties. The Company has assessed the significance of the impact of the credit valuation adjustments on the overall valuation of its derivative positions and has determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company has determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

As of December 31, 2008, the fair values of our financial assets and liabilities were as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<b>Assets:</b>				
Investment securities available-for-sale	\$ –	\$ –	\$ 29,260	\$ 29,260
<b>Total assets at fair value</b>	<b>\$ –</b>	<b>\$ –</b>	<b>\$ 29,260</b>	<b>\$ 29,260</b>
<b>Liabilities:</b>				
Derivatives (net)	–	31,589	–	31,589
<b>Total liabilities at fair value</b>	<b>\$ –</b>	<b>\$ 31,589</b>	<b>\$ –</b>	<b>\$ 31,589</b>

The following table presents additional information about assets which are measured at fair value on a recurring basis for which the Company has utilized Level 3 inputs.

	<u>Level 3</u>
Beginning balance, January 1, 2008	\$ 65,464
Total gains or losses (realized/unrealized):	
Included in earnings	(1,556)
Purchases, sales, issuances and settlements, net	(10,360)
Unrealized losses – included in accumulated other comprehensive income	(24,288)
Ending balance, December 31, 2008	<u>\$ 29,260</u>

SFAS No. 107, "Disclosures About Fair Value of Financial Instruments," requires disclosure of the fair value of financial instruments for which it is practicable to estimate that value. The fair value of short-term financial instruments such as cash and cash equivalents, restricted cash, interest receivable, principal receivable, repurchase agreements, warehouse lending facilities and accrued interest expense approximates their carrying value on the consolidated balance sheet. The fair value of the Company's investment securities available-for-sale is reported in Note 5. The fair value of the Company's derivative instruments is reported in Note 16.

The fair values of the Company's remaining financial instruments that are not reported at fair value on the consolidated statement of financial position are reported below.

	<b>Fair Value of Financial Instruments</b>			
	(in thousands)			
	<u>December 31, 2008</u>		<u>December 31, 2007</u>	
	<u>Carrying value</u>	<u>Fair value</u>	<u>Carrying value</u>	<u>Fair value</u>
Loans held-for-investment	\$ 1,712,779	\$ 1,037,927	\$ 1,766,639	\$ 1,713,040
CDOs	\$ 1,535,389	\$ 690,926	\$ 1,501,259	\$ 1,501,259
Junior subordinated notes	\$ 51,548	\$ 10,310	\$ 51,548	\$ 51,548

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**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 16 – INTEREST RATE RISK AND DERIVATIVE INSTRUMENTS**

A significant market risk to the Company is interest rate risk. Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond the Company's control. Changes in the general level of interest rates can affect net interest income, which is the difference between the interest income earned on interest-earning assets and the interest expense incurred in connection with the interest-bearing liabilities, by affecting the spread between the interest-earning assets and interest-bearing liabilities. Changes in the level of interest rates also can affect the value of the Company's interest-earning assets and the Company's ability to realize gains from the sale of these assets. A decline in the value of the Company's interest-earning assets pledged as collateral for borrowings under repurchase agreements could result in the counterparties demanding additional collateral pledges or liquidation of some of the existing collateral to reduce borrowing levels.

The Company seeks to manage the extent to which net income changes as a function of changes in interest rates by matching adjustable-rate assets with variable-rate borrowings. During periods of changing interest rates, interest rate mismatches could negatively impact the Company's consolidated financial condition, consolidated results of operations and consolidated cash flows. In addition, the Company mitigates the potential impact on net income of periodic and lifetime coupon adjustment restrictions in its investment portfolio by entering into interest rate hedging agreements such as interest rate caps and interest rate swaps.

At December 31, 2008, the Company had 31 interest rate swap contracts outstanding whereby the Company will pay an average fixed rate of 5.07% and receive a variable rate equal to one-month LIBOR. The aggregate notional amount of these contracts was \$325.0 million at December 31, 2008.

At December 31, 2007, the Company had 30 interest rate swap contracts outstanding whereby the Company paid an average fixed rate of 5.36% and received a variable rate equal to one-month LIBOR. The aggregate notional amount of these contracts was \$347.9 million at December 31, 2007.

The estimated fair value of the Company's interest rate swaps was (\$31.6) million as of December 31, 2008. The Company had aggregate unrealized losses of \$33.8 million on the interest rate swap agreements, as of December 31, 2008, which is recorded in accumulated other comprehensive loss. In connection with the August 2006 close of RREF CDO 2006-1, the Company realized a swap termination loss of \$119,000, which is being amortized over the maturity of RREF CDO 2006-1. The amortization is reflected in interest expense in the Company's consolidated statements of operations. In connection with the June 2007 close of RREF CDO 2007-1, the Company realized a swap termination gain of \$2.6 million, which is being amortized over the maturity of RREF CDO 2007-1. The accretion is reflected in interest expense in the Company's consolidated statements of operations. In connection with the termination of a \$53.6 million swap related to RREF CDO 2006-1 during the nine months ended September 30, 2008, the Company realized a swap termination loss of \$4.2 million, which is being amortized over the maturity of a new \$45.0 million swap. The amortization is reflected in interest expense in the Company's consolidated statements of operations. In connection with the payoff of a fixed-rate commercial real estate loan during the three months ended September 30, 2008, the Company terminated a \$12.7 million swap and realized a \$574,000 swap termination loss, which is being amortized over the maturity of the terminated swap and the amortization is reflected in interest expense in the Company's consolidated statements of operations.

The estimated fair value of the Company's interest rate swaps was (\$18.0) million as of December 31, 2007. The Company had aggregate unrealized losses of \$15.7 million on the interest rate swap agreements, as of December 31, 2007, which is recorded in accumulated other comprehensive loss. In connection with the August 2006 close of RREF CDO 2006-1, the Company realized a swap termination loss of \$119,000, which is being amortized over the maturity of RREF CDO 2006-1 and the amortization is reflected in interest expense in the Company's consolidated statements of operations. In connection with the June 2007 close of RREF CDO 2007-1, the Company realized a swap termination gain of \$2.6 million, which is being amortized over the maturity of RREF CDO 2007-1 and the accretion is reflected in interest expense in the Company's consolidated statements of operations.

Changes in interest rates may also have an effect on the rate of mortgage principal prepayments and, as a result, prepayments on mortgage-backed securities in the Company's investment portfolio. The Company seeks to mitigate the effect of changes in the mortgage principal repayment rate by balancing assets purchased at a premium with assets purchased at a discount. At December 31, 2008, the aggregate discount exceeded the aggregate premium on the Company's mortgage-backed securities by approximately \$3.7 million. At December 31, 2007, the aggregate discount exceeded the aggregate premium on the Company's mortgage-backed securities by approximately \$4.1 million.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 17 – STOCK INCENTIVE PLANS**

Upon formation of the Company, the 2005 Stock Incentive Plan (the “2005 Plan”) was adopted for the purpose of attracting and retaining executive officers, employees, directors and other persons and entities that provide services to the Company. The 2005 Plan authorizes the issuance of up to 1,533,333 shares of common stock in the form of options to purchase common stock, stock awards, performance shares and stock appreciation rights.

In July 2007, the Company’s shareholders approved the 2007 Omnibus Equity Compensation Plan (the “2007 Plan”). The 2007 Plan authorizes the issuance of up to 2,000,000 shares of common stock in the form of options to purchase common stock, stock awards, performance shares and stock appreciation rights.

**NOTE 18 – INCOME TAXES**

The Company has made an election to be taxed, and believes it qualifies, as a REIT under Sections 856 through 860 of the Code. To maintain REIT status for federal income tax purposes, the Company is generally required to distribute at least 90% of its REIT taxable income to its shareholders as well as comply with certain other qualification requirements as defined under the Code. Accordingly, the Company is not subject to federal corporate income tax to extent that it distributes 100% of its REIT taxable income each year. Taxable income from non-REIT activities managed through Resource TRS, the Company’s taxable REIT subsidiary, is subject to federal, state and local income taxes.

Resource TRS’ income taxes are accounted for under the asset and liability method as required under SFAS 109 “Accounting for Income Taxes.” Under the asset and liability method, deferred income taxes are recognized for the temporary differences between the financial reporting basis and tax basis of Resource TRS’ assets and liabilities.

The following table details the components of Resource TRS’ income taxes (in thousands):

	<b>Years Ended December 31,</b>		
	<b>2008</b>	<b>2007</b>	<b>2006</b>
(Benefit) provision for income taxes:			
Current:			
Federal	\$ (331)	\$ 354	\$ 51
State	(25)	119	16
Deferred	115	(135)	–
Income tax (benefit) provision	<u>\$ (241)</u>	<u>\$ 338</u>	<u>\$ 67</u>

The components of Resource TRS’ deferred tax assets and liabilities are as follows (in thousands):

	<b>December 31,</b>	
	<b>2008</b>	<b>2007</b>
Deferred tax assets related to:		
Foreign, state and local loss carryforwards	\$ 303	\$ –
Provision for loan and lease losses	206	135
Total deferred tax assets, net	<u>\$ 509</u>	<u>\$ 135</u>
Deferred tax liabilities related to:		
Property and equipment basis differences	\$ (186)	\$ –
Total deferred tax liabilities	<u>\$ (186)</u>	<u>\$ –</u>

Apidos CDO I, Apidos CDO III and Apidos Cinco CDO, the Company’s foreign TRSs, are organized as exempted companies incorporated with limited liability under the laws of the Cayman Islands, and are generally exempt from federal and state income tax at the corporate level because their activities in the United States are limited to trading in stock and securities for their own account. Therefore, despite their status as taxable REIT subsidiaries, they generally will not be subject to corporate tax on their earnings and no provision for income taxes is required; however, because they are “controlled foreign corporations,” the Company will generally be required to include Apidos CDO I’s, Apidos CDO III’s and Apidos Cinco CDO’s current taxable income in its calculation of REIT taxable income.

**RESOURCE CAPITAL CORP. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)**  
**DECEMBER 31, 2008**

**NOTE 18 – INCOME TAXES – (Continued)**

Effective January 1, 2007, the Company adopted the provisions of FIN 48, “Accounting for Uncertainties in Income Taxes - - an Interpretation of SFAS 109” (“FIN 48”), which did not have an impact on its balance sheet on the date of adoption nor as of December 31, 2008. FIN 48 prescribes that a tax position should only be recognized if it is more likely than not that the position will be sustained upon examination by the appropriate taxing authority. A tax position that meets this threshold is measured as the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. The Company is required under FIN 48 to disclose its accounting policy for classifying interest and penalties, the amount of interest and penalties charged to expense each period as well as the cumulative amounts recorded in the consolidated balance sheets. The Company will continue to classify any tax penalties as other operating expenses and any interest as interest expense. The Company does not have any unrecognized tax benefits that would affect the Company’s financial position.

As of December 31, 2008, income tax returns for the calendar years 2005 - 2007 remain subject to examination by Internal Revenue Service (“IRS”) and/or any state or local taxing jurisdiction. The Company has not executed any agreements with the IRS or any state and/or local taxing jurisdiction to extend a statute of limitations in relation to any previous year.

**NOTE 19 – QUARTERLY RESULTS**

The following is a presentation of the quarterly results of operations for the years ended December 31, 2008 and 2007:

	<u>March 31</u> <u>(unaudited)</u>	<u>June 30</u> <u>(unaudited)</u>	<u>September 30</u> <u>(unaudited)</u>	<u>December 31</u> <u>(unaudited)</u>
	(in thousands, except per share data)			
<b><u>Year ended December 31, 2008</u></b>				
Interest income	\$ 36,983	\$ 32,258	\$ 32,312	\$ 32,788
Interest expense	23,148	18,924	18,664	18,883
Net interest income	<u>\$ 13,835</u>	<u>\$ 13,334</u>	<u>\$ 13,648</u>	<u>\$ 13,905</u>
Net income (loss)	<u>\$ 9,363</u>	<u>\$ (5,257)</u>	<u>\$ 88</u>	<u>\$ (7,268)</u>
Net income (loss) per share – basic	<u>\$ 0.38</u>	<u>\$ (0.21)</u>	<u>\$ 0.00</u>	<u>\$ (0.29)</u>
Net income (loss) per share – diluted	<u>\$ 0.38</u>	<u>\$ (0.21)</u>	<u>\$ 0.00</u>	<u>\$ (0.29)</u>
<b><u>Year ended December 31, 2007</u></b>				
Interest income	\$ 40,010	\$ 43,826	\$ 48,791	\$ 44,541
Interest expense	26,789	30,222	34,266	30,460
Net interest income	<u>\$ 13,221</u>	<u>\$ 13,604</u>	<u>\$ 14,525</u>	<u>\$ 14,081</u>
Net income (loss)	<u>\$ 9,439</u>	<u>\$ 9,836</u>	<u>\$ (13,915)</u>	<u>\$ 3,530</u>
Net income (loss) per share – basic	<u>\$ 0.39</u>	<u>\$ 0.40</u>	<u>\$ (0.56)</u>	<u>\$ 0.14</u>
Net income (loss) per share – diluted	<u>\$ 0.38</u>	<u>\$ 0.39</u>	<u>\$ (0.56)</u>	<u>\$ 0.14</u>

**NOTE 20 – SUBSEQUENT EVENT**

During the three months ended March 31, 2009, the Company bought back 700,000 shares at a weighted average price of \$4.00 per share as part of the share repurchase program authorized by the board of directors. Including these transactions, the total number of shares repurchased under this program is 963,000.

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**ITEM 9. CHANGES AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Securities Exchange Act of 1934 or Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Under the supervision of our Chief Executive Officer and Chief Financial Officer, we have carried out an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

There have been no significant changes in our internal controls over financial reporting that have partially affected, or are reasonably likely to materially affect, our internal control over financial reporting during the three month period ended December 31, 2008.

***Management's Report on Internal Control Over Financial Reporting***

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework.

Based on this assessment management believes that, as of December 31, 2008, our internal control over financial reporting is effective.

Our independent registered public accounting firm, Grant Thornton LLP, audited our internal control over financial reporting as of December 31, 2008 and their report dated March 16, 2009 expressed an unqualified opinion on our internal control over financial reporting. This report is included in this Item 9A.

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**Report of Independent Registered Public Accounting Firm**

**Stockholders and Board of Directors  
Resource Capital Corp.**

We have audited Resource Capital Corp. and subsidiaries' (a Maryland Corporation) (the Company) internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control--Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Resource Capital Corp. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on criteria established in *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Resource Capital Corp. and subsidiaries as of December 31, 2008 and 2007 and the related consolidated statements of operations, changes in stockholders' equity and cash flows for the years ended December 31, 2008, 2007 and 2006 and our report dated March 16, 2009 expressed an unqualified opinion.

/s/ Grant Thornton LLP

Philadelphia, Pennsylvania  
March 16, 2009

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

All members of the board of directors are elected for a term of one year or until their successors are elected and qualified. Information is set forth below regarding the principal occupation of each of our directors. There are no family relationships among the directors and executive officers except that Jonathan Z. Cohen, our Chief Executive Officer, President and a director, is a son of Edward E. Cohen, our Chairman of the Board.

**Names of Directors, Principal Occupation and Other Information**

**Edward E. Cohen**, age 70, has been our Chairman since March 2005. Mr. Cohen is Chairman of Resource America, a position he has held since 1990. He was Resource America's Chief Executive Officer from 1988 to 2004 and its President from 2000 to 2003. He is Chairman, Chief Executive Officer and President of Atlas America, Inc., a publicly-traded (NASDAQ: ATLS) energy company, a position he has held since 2000, Chairman of Atlas Pipeline Holdings GP, LLC, a wholly-owned subsidiary of Atlas America that is the general partner of Atlas Pipeline Holdings, L.P., a publicly-traded (NYSE: AHD) holding company, a position he has held since 2006, Chairman and Chief Executive Officer of Atlas Energy Resources, LLC, a publicly-traded (NYSE:ATN) energy company, a position he has held since 2006 and Chairman of the Managing Board of Atlas Pipeline Partners GP, LLC, a wholly-owned subsidiary of Atlas America that is the general partner of Atlas Pipeline Partners, L.P., a publicly-traded (NYSE: APL) natural gas pipeline company. He is also Chairman of Brandywine Construction & Management, Inc., a privately-held real estate management company. From 1981 to 1999 he was Chairman of the Executive Committee of JeffBanks, Inc., a bank holding company acquired by Hudson United Bancorporation. From 1969 to 1989 he was Chairman of the Executive Committee of State National Bank of Maryland (now a part of Wachovia Bank).

**Jonathan Z. Cohen**, age 38, has been our Chief Executive Officer, President and a director since March 2005. Mr. Cohen has been President since 2003, Chief Executive Officer since 2004 and a Director since 2002 of Resource America. He was Executive Vice President of Resource America from 2001 to 2003, and a Senior Vice President from 1999 to 2001. He has been Vice Chairman of the Managing Board of Atlas Pipeline Partners GP since its formation in 1999, Vice Chairman of Atlas America since 2000, Vice Chairman of Atlas Energy Resources since 2006 and Vice Chairman of Atlas Pipeline Holdings GP since 2006. He was the Vice Chairman of RAIT Investment Trust, (now RAIT Financial Trust) a publicly-traded (NYSE: RAS) REIT, from 2003 to 2006, and Secretary, trustee and a member of RAIT's investment committee from 1997 to 2006.

**Walter T. Beach**, age 42, has been a director since March 2005. Mr. Beach has been Managing Director of Beach Investment Counsel, Inc., an investment management firm, since 1997. From 1993 to 1997, Mr. Beach was a Senior Analyst and Director of Research at Widmann, Siff and Co., Inc., an investment management firm where, beginning in 1994, he was responsible for the firm's investment decisions for its principal equity product. Before that he was an associate and financial analyst at Essex Financial Group, a consulting and merchant banking firm, and an analyst at Industry Analysis Group, an industry and economic consulting firm. Mr. Beach has served as a director of The Bancorp, Inc., a publicly-traded (NASDAQ: TBBK) Delaware bank holding company, and its subsidiary bank, The Bancorp Bank, since 1999.

**William B. Hart**, age 65, has been a director since March 2005. Mr. Hart was Chairman of the Board of Trustees of the National Trust for Historic Preservation from 1999 to 2004. He was also a director of Anthem, Inc. (now Wellpoint, Inc.), a publicly-traded (NYSE: WLP) health insurance company, from 2000 to 2004. Mr. Hart was Director of SIS Bancorp (now Banknorth Massachusetts, a division of Banknorth, N.A.) from 1995 to 2000. From 1988 to 1999, Mr. Hart served in various positions with Blue Cross/Blue Shield of New Hampshire, ending as Chairman of the Audit Committee and Chairman of the Board of Directors from 1996 to 1999. He also served as President of the Foundation for the National Capital Region, Washington, DC, from 1993 to 1996 and President of The Dunfee Group, a private investment firm, from 1986 to 1998. From 1986 to 1994 he was also director of First NH Banks where he was Chairman of the Audit Committee from 1992 to 1994.

**Gary Ickowicz**, age 53, has been a director since February 2007. Mr. Ickowicz has been a Principal of Lazard Freres Real Estate Investors, a manager of funds invested in debt and equity securities of North American real estate assets and enterprises, since 2001. In addition, he was a director of Lazard Freres's real estate investment banking unit from 1989 through 2001. Since 2000 he has been a director of Grant Street Settlement, and since 2002 he has been a director of NCC/Neumann, both not-for-profit developers of senior housing. Since 2001 he has been a director of Commonwealth Atlantic Properties, Inc., a privately-held REIT. From 2001 to 2006 he was a director of Kimsouth, Inc., a joint venture with Kimco Realty Corporation, a publicly-traded (NYSE: KIM) REIT.

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**Murray S. Levin**, age 66, has been a director since March 2005. Mr. Levin is a senior litigation partner at Pepper Hamilton LLP, a law firm with which he has been associated since 1970. Mr. Levin served as the first American president of the Association Internationale des Jeunes Avocats (Young Lawyers International Association), headquartered in Western Europe. He is a past president of the American Chapter and a member of the board of directors of the Union Internationale des Avocats (International Association of Lawyers), a Paris-based organization that is the world's oldest international lawyers association. Mr. Levin was a member of the managing board of Atlas Pipeline Partners GP from 2001 to March 2005.

**P. Sherrill Neff**, age 57, has been a director since March 2005. Mr. Neff is a founder of Quaker BioVentures, Inc., a life sciences venture fund, and has been Managing Partner since 2002. He was a director of Resource America from 1998 to March 2005. From 1994 to 2002 he was President and Chief Financial Officer, and from 1994 to 2003, a director of Neose Technologies, Inc., a then-publicly-traded (NASDAQ: NTEC) life sciences company. Mr. Neff was also a director of The Bancorp, Inc. (NASDAQ: TBBK) from its formation in 1999 until 2002.

#### **Non-Director Executive Officers**

**David J. Bryant**, age 51, has been our Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Treasurer since June 2006. From 2005 to 2006 Mr. Bryant served as Senior Vice-President, Real Estate Services, at Pennsylvania Real Estate Investment Trust, a publicly-traded (NYSE: PEI) REIT principally engaged in owning, managing, developing and leasing malls and strip centers in the eastern United States. From 2000 to 2005, Mr. Bryant served as PEI's Senior Vice President - Finance and Treasurer, and was its principal accounting officer.

**Jeffrey D. Blomstrom**, age 40, has been our Senior Vice President-CDO structuring since March 2005. Mr. Blomstrom has been President and Managing Director of Resource Financial Fund Management, Inc., an asset management subsidiary of Resource America, since 2003. Mr. Blomstrom serves as the head of collateral origination and as a member of the credit committee for Trapeza Capital, Resource America's trust preferred security collateral manager. From 2001 to 2003 Mr. Blomstrom was a Managing Director at Cohen and Company, an investment bank specializing in the financial services sector. From 2000 to 2001 he was Senior Vice President of iATMglobal.net, Inc., an ATM software development company. Mr. Blomstrom was, from 1999 to 2000, an associate at Covington & Burling, a law firm, where he focused on mergers and acquisitions and corporate governance.

**Steven J. Kessler**, age 66, has been our Senior Vice President - Finance since September 2005 and, before that, served as our Chief Financial Officer, Chief Accounting Officer and Treasurer from March 2005. Mr. Kessler has been Executive Vice President since 2005 and Chief Financial Officer since 1997 and was Senior Vice President from 1997 to 2005 of Resource America. He was Vice President - Finance and Acquisitions at Kravco Company, a then national shopping center developer and operator, from 1994 to 1997. He was a Trustee of GMH Communities Trust, a previously publicly traded (NYSE: GCT) specialty housing REIT, from 2004 to 2008 when GCT was sold. From 1983 to 1993 he was employed by Strouse Greenberg & Co., a regional full service real estate company, ending as Chief Financial Officer and Chief Operating Officer. Before that, he was a partner at Touche Ross & Co. (now Deloitte & Touche LLP), independent public accountants.

**David E. Bloom**, age 44, has been our Senior Vice President-Real Estate Investments since March 2005. Mr. Bloom has been Senior Vice President of Resource America since 2001. He has also been President of Resource Real Estate, Inc., a wholly-owned real estate subsidiary of Resource America, since 2004 and President of Resource Capital Partners, a subsidiary of Resource Real Estate, from 2002 to 2006. From 2001 to 2002 he was President of Resource Properties, a former real estate subsidiary of Resource America. Before that he was Senior Vice President at Colony Capital, LLC, an international real estate opportunity fund, from 1999 to 2001. From 1998 to 1999 he was Director at Sonnenblick-Goldman Company, a real estate investment bank. From 1995 to 1998 he was an attorney at the law firm of Willkie Farr & Gallagher, LLP.

#### **Other Significant Employees**

The following sets forth certain information regarding other significant employees of the Manager and Resource America who provide services to us:

**Christopher D. Allen**, age 39, has been our Senior Vice President-Commercial Lending since March 2005. Mr. Allen has been a Managing Director of Resource Financial Fund Management since 2003. At Resource Financial Fund Management, Mr. Allen is in charge of identifying, implementing and overseeing new leveraged loan and CDO products. He is a member of the investment committee of Apidos Capital Management, LLC, a wholly-owned asset management subsidiary of Resource America, where he serves as the Chief Operating Officer. Before joining Resource Financial Fund Management, from 2002 to 2003 he was a Vice President at Trenwith Securities, the investment banking arm of BDO Seidman, LLP, where he was in charge of corporate finance, mergers and acquisitions and restructuring transactions. From 1994 to 1997 he was an Associate with Citicorp Venture Capital working on leveraged buyout and recapitalization transactions.

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**Gretchen L. Bergstresser**, age 46, has been our Senior Vice President-Bank Loans since March 2005. Ms. Bergstresser has been the President and Senior Portfolio Manager of Apidos Capital Management since 2005. Before joining Apidos Capital Management, from 2003 to 2005 she was the Managing Director and Portfolio Manager of MJX Asset Management, a multi-billion dollar boutique asset management firm managing leveraged loans across five structured vehicles. From 1996 to 2003 Ms. Bergstresser was CDO Portfolio Manager and Head Par Loan Trader at Eaton Vance Management, an investment management company. From 1995 to 1996 she was a Vice President in the Diversified Finance Division of Bank of Boston. From 1991 to 1995 she was a Vice President at ING (U.S.), Capital Markets, an investment banking firm.

**Crit DeMent**, age 56, has been our Senior Vice President-Equipment Leasing since March 2005. Mr. DeMent has been Chairman and Chief Executive Officer of LEAF Financial Corporation, a majority-owned commercial finance subsidiary of Resource America, since 2001. Mr. DeMent was Chairman and Chief Executive Officer of its subsidiary, LEAF Asset Management, Inc., from 2002 until 2004. From 2000 to 2001 he was President of the Small Ticket Group, an equipment leasing division of European American Bank. Before that, he was President and Chief Operating Officer of Fidelity Leasing, Inc., then the equipment leasing subsidiary of Resource America, and its successor, the Technology Finance Group of CitiCapital Vendor Finance, from 1996 to 2000. From 1987 to 1996 he was Vice President of Marketing for Tokai Financial Services, an equipment leasing firm.

**Thomas C. Elliott**, age 35, has been our Senior Vice President-Loan Originations since September 2006 and, prior to that, was our Chief Financial Officer, Chief Accounting Officer and Treasurer from September 2005 to June 2006. He was our Senior Vice President - Assets and Liabilities Management from June 2005 until September 2005 and, before that, served as our Vice President - Finance from March 2005. Mr. Elliott has been Senior Vice President - Finance and Operations of Resource America since 2006; was its Senior Vice President from 2005 to 2006 and was its Vice President - Finance from 2001 to 2005. He has also been Chief Financial Officer of Resource Financial Fund Management since 2004. From 1997 to 2001 Mr. Elliott was a Vice President at Fidelity Leasing, where he managed all capital market functions, including the negotiation of all securitizations and credit and banking facilities in the U.S. and Canada. Mr. Elliott also oversaw the financial controls and budgeting departments.

**Alan F. Feldman**, age 45, has been our Senior Vice President-Real Estate Investments since March 2005. Mr. Feldman has been Chief Executive Officer of Resource Real Estate since 2004 and Senior Vice President of Resource America since 2002. Mr. Feldman was President of Resource Properties from 2002 to 2005. From 1998 to 2002, Mr. Feldman was Vice President at Lazard Freres & Co., an investment banking firm, specializing in real estate mergers and acquisitions, asset and portfolio sales and recapitalization. From 1992 through 1998, Mr. Feldman was Executive Vice President of PREIT-RUBIN, Inc. the management subsidiary of Pennsylvania Real Estate Investment Trust and its predecessor, The Rubin Organization. Before that, from 1990 to 1992, he was a Director at Strouse, Greenberg & Co., a regional full service real estate company.

**Kevin M. Finkel**, age 37, has been our Vice President-Real Estate Investments since January 2006. He has also been employed by Resource Capital Partners since 2002, having been its Vice President and Director of Acquisitions from 2003 to 2006 and President since 2006. Mr. Finkel has also been an officer of Resource Real Estate since 2004, and is currently its Executive Vice President and Director of Acquisitions. In 2000, Mr. Finkel was an investment banking Associate at Lehman Brothers. From 1998 to 1999, Mr. Finkel was an Associate at Barclays Capital, the investment banking division of Barclays Bank PLC. From 1994 to 1998, Mr. Finkel was an investment banker at Deutsche Bank Securities, the investment banking division of Deutsche Bank AG.

**Kyle Geoghegan**, age 40, has been our Senior Vice President – Loan Originations since 2007. Mr. Geoghegan has been a Managing Director of Resource Real Estate Funding, Inc., a real estate subsidiary of Resource America, since July 2006. Mr. Geoghegan co-manages the whole loan origination platform for Resource Real Estate Funding and is based in Los Angeles. Mr. Geoghegan worked at Bear Stearns from January 1998 to May 2006, serving as a Managing Director who co-managed the Bear Stearns Commercial Mortgage office in Los Angeles which originated over \$1.0 billion of loans annually. Prior to joining Bear Stearns, Mr. Geoghegan spent four years as a real estate loan officer at PNC Bank in Philadelphia, PA, primarily originating construction and bridge loans.

**Yvana Melini**, age 33, has been our Vice President and Director of Asset Management since 2008. Ms. Melini has served as Vice President of Debt Asset Management for Resource Real Estate since 2006. Prior to joining Resource Real Estate, Ms. Melini served for over six years as a Vice President of both the Structured Asset Management and CMBS Credit Administration groups for Capmark Finance, Inc. (formerly GMAC Commercial Mortgage Corporation). Prior to her employment with Capmark, Ms. Melini served as Senior Underwriter for the Northeast Commercial Real Estate Lending division of Washington Mutual Bank. Ms. Melini has also privately consulted on various due diligence projects for large institutional investors and B-Piece buyers within the CMBS marketplace.

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**Darryl Myrose**, age 35, has been our Senior Vice President – Loan Originations since 2007. Mr. Myrose has been a Managing Director of Resource Real Estate Funding since July 2006. Mr. Myrose co-manages the whole loan origination platform for Resource Real Estate Funding and is based in Los Angeles. Mr. Myrose worked at Bear Stearns from April 1996 to May 2006, serving as a Managing Director who co-managed the Bear Stearns Commercial Mortgage office in Los Angeles which originated over \$1.0 billion of loans annually. Prior to joining Bear Stearns, Mr. Myrose was employed with Clarion Advisors (formerly Jones Lang Wootton Realty Advisors) where he was an asset management analyst.

**Thomas C. Powers**, age 44, has been our Vice President – Real Estate Investment since 2007. Mr. Powers has been Senior Vice President of Resource Real Estate Funding since January 2008 and was Vice President from 2006 to 2008. Mr. Powers is responsible for all real estate asset management including investment origination and all aspects of transaction management. Mr. Powers has over 20 years of commercial real estate, workout and risk management experience. Prior to joining Resource Real Estate Funding, Mr. Powers was a senior member of the real estate credit risk management and workout group at Merrill Lynch. Prior to his employment with Merrill Lynch, Mr. Powers worked in the project finance group at UBS Investment Bank.

**Joan M. Sapinsley**, age 57, has been our Senior Vice President – CMBS since 2007. Ms. Sapinsley joined Resource Financial Fund Management, Inc. in February 2007 as Managing Director and manages our CMBS portfolio. Prior to joining Resource Financial Fund Management, Ms. Sapinsley was a Managing Director at TIAA, where she worked from 1992 through 2006 purchasing CMBS. She was responsible for all single borrower and single asset CMBS, as well as subordinate CMBS and B-notes. She also directed TIAA's conduit origination and securitization activities. Before TIAA, Ms. Sapinsley was a Director in the Financial Services Group of Cushman & Wakefield and a real estate consultant at Laventhol & Horwath.

**Michael S. Yecies**, age 41, has been our Chief Legal Officer and Secretary since March 2005 and our Senior Vice President since July 2007. Mr. Yecies has been Senior Vice President of Resource America since 2005, Chief Legal Officer and Secretary since 1998 and was Vice President from 1998 to 2005. From 1994 to 1998 he was an attorney at the law firm of Duane Morris LLP.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires our officers, directors and persons who own more than ten percent of a registered class of our equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission and to furnish us with copies of all such reports.

Based solely on our review of the reports received by us, we believe that, during fiscal 2008, our officers, directors and greater than ten percent shareholders complied with all applicable filings requirements, except Mr. Bloom filed one late Form 5 relating to a restricted stock grant.

### **Code of Ethics**

We have adopted a code of business conduct and ethics applicable to all directors, officers and employees. We will provide to any person without charge, upon request, a copy of our code of conduct. Any such request should be directed to us as follows: Resource Capital Corp., 1845 Walnut Street, Suite 1000, Philadelphia, PA 19103, Attention: Secretary. Our code of conduct is also available on our website: [www.resourcecapitalcorp.com](http://www.resourcecapitalcorp.com). We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding an amendment to, or waiver from, a provision of this code of conduct by posting such information on our website, unless otherwise required by applicable law or regulation.

### **Information Concerning the Audit Committee**

Our Board of Directors has a standing audit committee. The audit committee reviews the scope and effectiveness of audits by the independent accountants, is responsible for the engagement of independent accountants, and reviews the adequacy of our internal financial controls. Members of the committee are Messrs. Neff (Chairman), Beach and Hart. The board of directors has determined that each member of the audit committee meets the independence standards for audit committee members set forth in the listing standards of the New York Stock Exchange, or NYSE, including those set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934, and that Messrs. Beach and Neff each qualifies as an "audit committee financial expert" as that term is defined in the rules and regulations thereunder.

## **ITEM 11. EXECUTIVE COMPENSATION**

### **Compensation Discussion and Analysis**

We are required to provide information regarding the compensation program in place for our CEO, CFO and the three other most highly-compensated executive officers. In the following discussion, we refer to our CEO, CFO and the other most highly-compensated executive officers whose compensation in fiscal 2008 exceeded \$100,000 as our "Named Executive Officers" or "NEOs."

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## **Objectives of Our Compensation Program**

We have no employees. We are managed by our Manager pursuant to a management agreement, amended on June 30, 2008, between our Manager and us. All of our NEOs are employees of our Manager or one of its affiliates. We have not paid, and do not intend to pay, any cash compensation to our NEOs. However, our Compensation Committee may, from time to time, grant equity awards in the form of restricted stock, stock options or performance awards to our NEOs pursuant to our 2005 Stock Incentive Plan and/or the 2007 Omnibus Equity Compensation Plan. These awards are designed to align the interests of our NEOs with those of our stockholders, by allowing our NEOs to share in the creation of value for our stockholders through stock appreciation and dividends. These equity awards are generally subject to time-based vesting requirements designed to promote the retention of management and to achieve strong performance for our company. These awards further provide us flexibility in our ability to enable our Manager to attract, motivate and retain talented individuals at our Manager.

## **Setting Executive Compensation**

Our NEOs are employees of Resource America, which determines the base salary, cash incentive compensation and, for grants of Resource America equity securities, equity incentive compensation that is paid to our NEOs. A portion of the base salary and cash incentive compensation paid to them is derived from the fees paid by us under the management agreement. We do not control how such fees are allocated by Resource America to its employees. For a description of our management agreement, see Item 1: "Business-Management Agreement." We disclose the cash amounts paid by Resource America to our chief financial officer, our only NEO who devotes his full business time to our affairs in the Summary Compensation Table below even though we do not pay these amounts to him.

When Resource America makes its determination of the amount of compensation it will award to one of our NEOs, including in particular the amount of Resource America securities that Resource America will grant as equity incentive compensation, Resource America also considers, but does not determine, the amount of Resource Capital securities we propose to grant as our equity incentive compensation to that NEO. Similarly, in determining the amount of equity incentive compensation we grant to one of our NEOs, our compensation committee considers, but does not determine, the compensation that Resource America proposes to grant to that NEO, including Resource America's grant of Resource America securities as equity incentive compensation. Our respective compensation committees base their analyses and determinations upon recommendations submitted by Jonathan Z. Cohen, who is chief executive officer of both companies, for all of our NEOs other than himself. Resource America's compensation committee determines the amount of compensation Resource America will award Mr. J. Cohen, while our compensation committee determines the amount of any Resource Capital equity incentive compensation we award to Mr. J. Cohen. These analyses and determinations are not based upon any particular compensation matrix or formula, but instead are based upon qualitative evaluations by Mr. J. Cohen and the compensation committees. Our compensation committee does not make recommendations to Resource America as to the amount of compensation Resource America grants to our NEOs, nor does Resource America's compensation committee make recommendations to us regarding the amount of equity incentive compensation awarded by us to our NEOs.

Our compensation committee operates under a written charter adopted by our Board of Directors, a copy of which is available on our website at [www.resourcecapitalcorp.com](http://www.resourcecapitalcorp.com). Our compensation committee determines compensation amounts after the end of Resource America's fiscal year, September 30, and makes equity awards in the first quarter of the following year. Our compensation committee has the discretion to issue equity awards at other times during the fiscal year.

## **Elements of Our Compensation Program**

As described above, our NEOs do not receive cash compensation from us. However, our compensation committee may, from time to time, grant equity awards in the form of restricted stock, stock options or performance awards to our NEOs pursuant to our 2005 Stock Incentive Plan and/or the 2007 Omnibus Equity Compensation Plan as follows:

**Stock Options.** Stock options provide value to the executive only if our stock price increases after the grants are made. Stock options typically vest 33.3% per year.

**Restricted Stock.** Restricted stock units reward stockholder value creation slightly differently than stock options: restricted stock units are impacted by all stock price changes, both increases and decreases. Restricted stock units generally vest 33.3% per year and include a right to receive dividends on unvested shares.

**Resource America Restricted Stock.** As described above, Resource America's compensation committee approves awards of Resource America restricted stock to NEOs. These awards generally vest 25% per year, and may include a right to receive dividends on unvested shares.

**Resource America Stock Options.** As described above, Resource America's compensation committee approves awards of Resource America options to receive restricted stock to NEOs. These awards generally vest 25% per year.



**Supplemental Incentive Arrangements with David Bloom.** In October 2007, we entered to an agreement with David Bloom, our Senior Vice President–Real Estate Investments, which awarded him 50,000 shares of our restricted stock under our 2005 Stock Incentive Plan. These shares vest one-ninth (1/9) at the end of each fiscal quarter, beginning December 31, 2007. In addition, all unvested shares will vest upon a change of control, as defined in the 2005 Stock Incentive Plan. The right to receive unvested shares will terminate upon the termination of Mr. Bloom’s employment by Resource America, unless the termination results from Mr. Bloom’s death or from illness or injury that lasts at least 6 months, is expected to be permanent and renders Mr. Bloom unable to carry out his duties. We pay dividends on unvested awards.

In December 2007, Resource America entered into another agreement with Mr. Bloom which provides for awards to him of our restricted stock and Resource America restricted stock. With respect to our restricted stock, Mr. Bloom was awarded 120,000 shares, 60,000 of which are subject to vesting over time and 60,000 of which are earned based on the achievement of predetermined, objective performance goals over a multi-year performance period. We pay dividends on unvested awards. With respect to the shares that vest over time, 15% vested on June 30, 2008, 15% vest on June 30, 2009 and 70% vest on December 31, 2010, provided that Mr. Bloom is employed by Resource America at each vesting date. The award opportunities, presented in number of potential shares earned, are included in the Grant of Plan-Based Awards table below. With respect to the performance-based shares, they will be earned on achievement of performance goals over the performance period beginning July 1, 2007 and ending June 30, 2010, with one-third of the units being earned at the end of each 12-month period measurement period. The performance measures are as follows:

- *Loan Origination.* For each measurement period, the loan origination volume generated by Mr. Bloom and his colleagues in Resource America’s Los Angeles office, which we refer to as Mr. Bloom’s team, must be equal to or greater than 90% of the loan origination volume generated by Mr. Bloom’s team for the previous 12-month period. Resource America may waive the loan origination performance criteria, if in its reasonable discretion, reaching such levels could not be reasonably achieved notwithstanding Mr. Bloom’s team’s best efforts. Our compensation committee along with Resource America’s compensation committee will exercise this discretion.
- *Portfolio Diversity.* The loans generated by Mr. Bloom’s team during the measurement period must conform to the diversity and loan type standards set forth in the investment parameters of the commercial real estate CDOs managed on our behalf.
- *Pricing.* The gross weighted average spread on loans generated by Mr. Bloom’s team during the measurement period must be not less than 250 basis points over the applicable index. Resource America may exclude certain loans from this calculation and/or may waive the pricing provision for the measurement period in its entirety.
- *Credit Quality.* There shall have been no principal losses during the measurement period on any loan originated by Mr. Bloom’s team and no greater than 10% of the loans originated by Mr. Bloom’s team (measured by principal balance) shall have been in default during such measurement period.

If the performance criteria for a given measurement period are largely, but not entirely, met, the compensation committees will reasonably take such substantial performance into account in determining an equitable partial earning of the award for such measurement period. Once earned, the shares of restricted stock vest over the following two years, at the rate of one-eighth (1/8) per quarter, as long as Mr. Bloom is employed by Resource America on the last day of such quarter. The performance-based stock awards are disclosed under the Grants of Plan-Based Awards table under the heading “Estimated future payouts under equity incentive plan awards” and in the Outstanding Equity Awards at Fiscal Year-End table under the heading “Equity incentive plan awards.”

#### **How We Determined 2008 Compensation Amounts**

Upon our CEO’s recommendation, our Compensation Committee made the following awards for fiscal 2008:

- Mr. J. Cohen was awarded 0 options and 0 shares of restricted stock for fiscal 2008, as compared to 0 options and 87,158 shares of restricted stock for fiscal 2007.
- Mr. Bryant was awarded 0 options and 13,484 shares of restricted stock for fiscal 2008, as compared to 0 options and 4,183 shares of restricted stock for fiscal 2007. Mr. Bryant was also awarded 5,000 Resource America options for fiscal 2008 and 1,846 shares of restricted Resource America stock for fiscal 2007.
- Mr. Bloom was awarded 0 options and 18,878 shares of restricted stock for fiscal 2008, as compared to 0 options and 181,621 shares of restricted stock for fiscal 2007. See “– Elements of Our Compensation Program–Supplemental Incentive Arrangements with David Bloom.”

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**Report of the Compensation Committee**

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis with management and based on its review and discussions, the compensation committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this filing.

This report has been provided by the compensation committee of the Board of Directors of Resource Capital Corp.

Murray S. Levin  
P. Sherrill Neff  
Walter T. Beach

The following table sets forth certain information concerning the compensation paid or accrued in fiscal 2008, 2007 and 2006 for our NEOs:

**SUMMARY COMPENSATION**

<b>Name and Principal Position</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$) (2)</b>	<b>Option Awards (\$) (3)</b>	<b>All Other Compensation (\$)<sup>(4)</sup></b>	<b>Total (\$)</b>
Jonathan Z. Cohen	2008	-	-	(135,418) <sup>(5)</sup>	(7,122) <sup>(5)</sup>	-	(142,540)
Chief Executive Officer, President and Director	2007	-	-	538,860	(14,449) <sup>(5)</sup>	-	524,411
	2006	-	-	773,309	107,611	-	880,920
David J. Bryant	2008	240,000(1)	185,000(1)	29,746	(712) <sup>(5)</sup>	15,425	469,459
Senior Vice President, Chief Financial Officer, Chief Accounting Officer and Treasurer	2007	240,000(1)	120,000(1)	25,862	(1,445) <sup>(5)</sup>	47,978	432,395
	2006	122,769(1)	-(1)	-	10,761	-	133,530
David E. Bloom	2008	-	-	290,245	(7,122) <sup>(5)</sup>	-	283,123
Senior Vice President- Real Estate Investments	2007	-	-	205,803	(14,449) <sup>(5)</sup>	-	191,354
	2006	-	-	38,662	107,611	-	146,273

- (1) Mr. Bryant joined us as our Senior Vice President and Chief Financial Officer, Chief Accounting Officer and Treasurer on June 28, 2006. Mr. Bryant's salary and bonus were paid by Resource America. We do not reimburse Resource America for any part of Mr. Bryant's salary or bonus.
- (2) The dollar value of stock awards represents the dollar amount recognized for financial statement reporting purposes. For financial statement purposes, we are required to value these shares under EITF 96-18 because neither the Manager, nor our NEOs are employees of our company. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies - Stock Based Compensation" and Note 11 to our consolidated financial statements for an explanation of the assumptions for this valuation.
- (3) The dollar value of option awards represents the dollar amount recognized for financial statement reporting purposes. For financial statement purposes, we are required to value these options under EITF 96-18 because neither the Manager nor our NEOs are employees of our company. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Stock Based Compensation" for a more detailed discussion. In valuing options awarded to Messrs. J. Cohen, Bryant, and Bloom at \$0.04 per option, we used the Black-Scholes option pricing model to estimate the weighted average fair value of each option granted with weighted average assumptions for (a) expected dividend yield of 27.3%, (b) risk-free interest rate of 3.3%, (c) expected volatility of 51.0%, and (d) an expected life of 7.0 years.
- (4) 2008 amount represents award of options to purchase Resource America restricted common stock. In valuing options awarded at \$3.09 per option, we used the Black-Scholes option pricing model to estimate the fair value of each option granted with assumptions for (a) expected dividend yield of 3.4%, (b) risk-free interest rate of 3.8%, (c) expected volatility of 49.5%, and (d) an expected life of 6.3 years. 2007 represents award of Resource America restricted stock earned during 2007, valued at the closing price of Resource America common stock on the date of the grant in January 2007.
- (5) These values were net income for us due to stock and option revaluation which we are required to do quarterly until the shares and options vest under EITF 96-18 because neither the Manager nor the grantees are employees of ours. The shares and options are amortized from the date of the grant until they vest and re-priced quarterly. If the share price or option value drops, we are required to recapture some of the expense that we had previously recognized. These numbers represent such a recapture.



## GRANTS OF PLAN-BASED AWARDS TABLE

During 2008, we made restricted stock awards to our NEOs. In addition our Chief Financial Officer received an award of Resource America options.

The following table sets forth information with respect to each of these awards on a grant-by-grant basis.

Name	Grant date	All other stock awards: number of shares of stock (#)	Grant date fair value of stock and option awards (\$) <sup>(1)</sup>	All other option awards: number of securities underlying options (#)	Exercise or base price of option awards (\$/Sh)	Grant date fair value of stock and option awards (\$)
David J. Bryant						
Our restricted stock	01/11/08	13,484	124,997			
Resource America options	05/21/08			5,000	8.14	15,425

David E. Bloom						
Our restricted stock	01/14/08	18,878	174,999			

(1) Based on the closing price of our stock on the respective grant date.

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name	Option Awards			Stock Awards					
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unearned Options (#)	Option Exercise Price(\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>(1)</sup>	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(1)</sup>
Jonathan Z. Cohen	66,667	33,333(2)	-	15.00	03/07/15	47,428	181,649	-	-
David J. Bryant	6,667	3,333(3)	-	15.00	03/07/15	15,229	58,327	-	-
	-	5,000(5)	-	8.16	05/21/18	1,040(6)	4,160(7)	-	-
David E. Bloom	66,667	33,333(2)	-	15.00	03/07/15	97,503	373,436	40,000(4)	153,200

(1) Based on the closing price of our common stock \$3.83 on December 31, 2008.

(2) Represents options to purchase our common stock that vest on May 17, 2009.

(3) Represents options to purchase our common stock that vest on June 28, 2009.

(4) Represents performance-based restricted stock awards under our 2007 Omnibus Equity Compensation Plan that vest based on the achievement of pre-determined objective performance goals over a multi-year performance period. See "Compensation Discussion and Analysis."

(5) Represents options to purchase shares of Resource America common stock that vest ¼ on each anniversary date through May 21, 2012.

(6) Represents shares of Resource America common stock. Based upon a price of \$4.00, the price of Resource America's common stock on December 31, 2008.

## 2008 OPTION EXERCISES AND STOCK VESTED

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>(1)</sup>
Jonathan Z. Cohen	95,285	714,399
David J. Bryant	2,438	19,757
David E. Bloom	40,218	271,959

(1) Represents market value of our common stock on vesting date.

**Director Compensation**

For 2008, the board of directors approved compensation for each independent director consisting of an annual cash retainer of \$52,500 and an annual stock award valued at \$22,500 on the date of grant on the anniversary of the date each of them became a director. The following table sets forth director compensation for 2008:

Name <sup>(1)</sup>	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) <sup>(2)</sup>	Total (\$)
Walter T. Beach	52,500	21,088	73,588
William B. Hart	52,500	21,088	73,588
Murray S. Levin	52,500	21,088	73,588
P. Sherrill Neff	52,500	21,088	73,588
Gary Ickowicz	52,500	21,872	74,372
Edward E. Cohen	-	-	-

(1) Table excludes Mr. J. Cohen, our NEO, whose compensation is set forth in the Summary Compensation table.

(2) Dollar value represents the amount recognized for financial statement reporting purposes with respect to 2008. The amount for each of Messrs. Beach, Hart, Levin and Neff is based upon 897 restricted shares granted March 7, 2007 (\$14,998 grant date fair value) which vested March 8, 2008 and 3,750 restricted shares granted March 8, 2007 (\$22,500 grant date fair value) which vested on March 8, 2009; and, for Mr. Ickowicz, the amount is based upon 816 restricted shares granted February 1, 2007 (\$14,998 grant date fair value) which vested on February 1, 2008 and 2,261 restricted shares granted March 8, 2008 (\$22,497 grant date fair value) which vested on February 1, 2009.

**Compensation Committee Interlocks and Insider Participation**

The compensation committee of the board during 2008 consisted of Messrs. Beach, Levin and Neff. None of such persons was an officer or employee, or former officer or employee, of our company or any of its subsidiaries during 2008. None of our executive officers was a director or executive officer of any entity of which any member of the compensation committee was a director or executive officer during 2008.

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**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDERS MATTERS**

The following table sets forth the number and percentage of shares of common stock owned, as of March 2, 2009, by (a) each person who, to our knowledge, is the beneficial owner of more than 5% of the outstanding shares of common stock, (b) each of our present directors, (c) each of our executive officers and (d) all of our named executive officers and directors as a group. This information is reported in accordance with the beneficial ownership rules of the Securities and Exchange Commission under which a person is deemed to be the beneficial owner of a security if that person has or shares voting power or investment power with respect to such security or has the right to acquire such ownership within 60 days. Shares of common stock issuable pursuant to options or warrants are deemed to be outstanding for purposes of computing the percentage of the person or group holding such options or warrants but are not deemed to be outstanding for purposes of computing the percentage of any other person.

	<u>Shares owned</u>	<u>Percentage<sup>(1)</sup></u>
<b>Executive officers and directors: <sup>(2)</sup></b>		
Edward E. Cohen <sup>(3)</sup>	265,786	1.07%
Jonathan Z. Cohen <sup>(3)</sup>	442,824	1.78%
Walter T. Beach <sup>(4)(5)</sup>	1,048,218	4.22%
William B. Hart <sup>(5)</sup>	16,703	*
Gary Ickowicz <sup>(5)</sup>	9,793	*
Murray S. Levin <sup>(5)</sup>	10,703	*
P. Sherrill Neff <sup>(5)</sup>	16,703	*
Jeffrey D. Blomstrom <sup>(3)</sup>	44,645	*
David E. Bloom <sup>(3)</sup>	228,261	*
David J. Bryant <sup>(3)</sup>	60,197	*
Steven J. Kessler <sup>(3)</sup>	50,468	*
All executive officers and directors as a group (11 persons)	2,194,301	8.78%
<b>Owners of 5% or more of outstanding shares: <sup>(6)</sup></b>		
Resource America, Inc. <sup>(7)</sup>	2,022,578	8.15%
Leon G. Cooperman <sup>(8)</sup>	2,737,033	11.03%

\* Less than 1%.

- (1) Includes 169,996 shares of common stock issuable upon exercise of stock options.
- (2) The address for all of our executive officers and directors is c/o Resource Capital Corp., 712 Fifth Avenue, 10th Floor, New York, New York 10019.
- (3) Includes restricted stock awards granted to certain officers and directors as follows: (i) on January 3, 2006: Mr. Blomstrom – 1,666 shares; Mr. Bloom – 1,666 shares; and Mr. J. Cohen – 33,333 shares; all these shares vested 33.33% per year, (ii) on January 5, 2007: Mr. Blomstrom – 14,526 shares; Mr. Bloom – 11,621 shares; Mr. Bryant – 4,183 shares; and Mr. J. Cohen – 87,158 shares; all these shares vested 33.33% on January 5, 2008 and vest 8.33% quarterly thereafter, (iii) on October 30, 2007: 50,000 shares to Mr. Bloom; these shares vest quarterly through December 31, 2009; (iv) on December 26, 2007: 60,000 shares to Mr. Bloom; these shares vested 15% on June 30, 2008, and will vest 15% on June 30, 2009 and 70% on December 31, 2010; (v) on January 14, 2008: Mr. Blomstrom – 10,787 shares; Mr. Bloom – 18,878 shares; Mr. Bryant – 13,484 shares; Mr. E. Cohen – 10,787 shares; and Mr. Kessler – 5,393 shares; all these shares vest 33.33% per year; (vi) on January 26, 2009: 16,181 shares to Mr. Kessler; these shares vest in full on January 26, 2010; and (vii) on February 20, 2009: 23,364 shares to Mr. Bryant; these shares vest in full on February 20, 2009. Each such person has the right to receive distributions on and vote, but not to transfer, such shares.
- (4) Includes (i) 1,041,515 shares purchased by Beach Asset Management, LLC, Beach Investment Counsel, Inc. and/or Beach Investment Management, LLC, investment management firms for which Mr. Beach is a principal and possesses investment and/or voting power over the shares. The address for these investment management firms is Five Tower Bridge, 300 Barr Harbor Drive, Suite 220, West Conshohocken, Pennsylvania 19428.
- (5) Includes (i) 3,750 shares of restricted stock issued to each of Messrs. Beach, Hart, Levin and Neff on March 8, 2008 which vest on March 8, 2009, and (ii) 6,716 shares of restricted stock issued to Mr. Ickowicz on February 1, 2009 which vest on February 1, 2010. Each non-employee director has the right to receive distributions on and vote, but not to transfer, such shares.
- (6) The addresses for our 5% or more holders are as follows: Resource America, Inc.: 1845 Walnut Street, Suite 1000, Philadelphia, Pennsylvania 19103; and Leon G. Cooperman: 88 Pine Street, Wall Street Plaza, 31<sup>st</sup> Floor, New York, New York 10005.
- (7) Includes (i) 921 shares of restricted stock granted to the Manager in connection with our March 2005 private placement that the Manager has not allocated to its employees, (ii) 100,000 shares purchased by the Manager in our initial public offering, (iii) 900,000 shares purchased by Resource Capital Investor in our March 2005 private placement, (iv) 900,000 shares purchased by Resource Capital Investor in our initial public offering, and (v) 121,657 shares transferred to the Manager as incentive compensation pursuant to the terms of its management agreement with us.
- (8) This information is based on a Form 4 filed with the SEC on February 12, 2009. Omega Advisors Inc., of which Mr. Cooperman is President and majority stockholder, was previously granted a limited waiver with respect to ownership limitations in our declaration of trust.

**Equity Compensation Plan Information**

The following table summarizes certain information about our 2005 Stock Incentive Plan and 2007 Omnibus Equity Compensation Plan as of December 31, 2008:

	(a)	(b)	(c)
Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans excluding securities reflected in column (a)
Equity compensation plans approved by security holders:			
Options	624,166	\$14.99	
Restricted shares	452,310	N/A	
Total	1,076,476		1,615,580 <sup>(1)</sup> <sup>(2)</sup>

- (1) Upon the July 2006 hiring of certain significant employees of the Manager, we agreed to pay up to 100,000 shares of restricted stock and 100,000 options to purchase restricted stock upon the achievement of certain performance thresholds, the first of which was met in June 2007 and, as a result, 60,000 shares of restricted stock and 60,000 options to purchase restricted stock were issued at that time. As of December 31, 2008, 40,000 shares of restricted stock and 40,000 options to purchase restricted stock are unissued. These shares and options to purchase restricted stock, which have been reserved for future issuance under the plans, have been deducted from the number of securities remaining available for future issuance. See Item 8, "Financial Statements and Supplementary Data" at Note 11 for a more detailed discussion.
- (2) We agreed to award certain personnel up to 300,595 shares of restricted stock upon the achievement of certain performance thresholds. During the year ended December 31, 2008, 2,706 of those shares were forfeited. The remaining 297,889 shares, which have been reserved for future issuance under the plans, have been deducted from the number of securities remaining available for future issuance.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

**Relationships and Related Transactions**

We have entered into a management agreement under which the Manager receives substantial fees. We describe these fees in Item 1 – “Business – Management Agreement.” For the year ended December 31, 2008, the Manager earned base management fees of approximately \$4.5 million and incentive compensation fees of \$1.8 million (including \$440,000 paid in the form of 86,489 shares). We also reimburse the Manager and Resource America for financial services expense, rent and other expenses incurred in the performance of their duties under the management agreement. For the year ended December 31, 2008, we reimbursed the Manager \$392,000 for such expenses. In addition, we may reimburse the Manager and Resource America for expenses for employees of Resource America who perform legal, accounting, due diligence and other services that outside professionals or consultants would otherwise perform. No such expense reimbursements were made in the year ended December 31, 2008. As of December 31, 2008 we had executed six CDO transactions. These CDO transactions were structured for us by the Manager; however, the Manager was not separately compensated by us for executing these transactions and is not separately compensated by us for managing the CDO entities and their assets.

Resource America, entities affiliated with it and our executive officers and directors collectively beneficially own 4,216,879 shares of common stock, representing approximately 16% of our common stock on a fully-diluted basis. Our executive officers are also officers of our Manager and/or of Resource America or its subsidiaries.

LEAF Financial Corp. a majority-owned subsidiary of Resource America, originates and manages our equipment lease and note investments. We purchase these investments from LEAF Financial at a price equal to their book value plus a reimbursable origination cost not to exceed 1% to compensate LEAF Financial for its origination costs. In addition, we pay LEAF Financial an annual servicing fee, equal to 1% of the book value of managed assets, for servicing our equipment lease investments. For the year ended December 31, 2008, we acquired \$42.5 million of equipment lease and note investments from LEAF Financial, including \$425,000 of origination cost reimbursements. During the year ended December 31, 2008, we paid LEAF Financial \$953,000 in annual servicing fees. During the year ended December 31, 2008, we sold 16 leases back to LEAF Financial for \$6.3 million, their book value.

Until 1996, our Chairman, Edward Cohen, was of counsel to Ledgewood, P.C., a law firm. For the year ended December 31, 2008, we paid Ledgewood \$164,000. Mr. Cohen receives certain debt service payments from Ledgewood related to the termination of his affiliation with Ledgewood and its redemption of his interest in the firm. For the year ended December 31, 2008, those payments were \$215,000.

**Policies and Procedures Regarding Related Transactions**

Under our Management Agreement with the Manager and Resource America, we have established policies regarding the offer of potential investments to us, our acquisition of those investments and the allocation of those investments among other programs managed by the Manager or Resource America. We have also established policies regarding investing in investment opportunities in which the Manager or Resource America has an interest and regarding investing in any investment fund or CDO structured, co-structured or managed by the Manager or Resource America.

The Manager and Resource America must offer us the right to consider all investments they identify that are within the parameters of our investment strategies and policies. For all potential investments other than in equipment leases and notes, if the Manager and Resource America identify an investment that is appropriate both for us and for one or more other investment programs managed by them, but the amount available is less than the amount sought by all of their investment programs, they will allocate the investment among us and such other investment programs in proportion to the relative amounts of the investment sought by each. If the portion of the investment allocable to a particular investment program would be too small for it to be appropriate for that investment program, either because of economic or market inefficiency, regulatory constraints (such as REIT qualification or exclusion from regulation under the Investment Company Act) or otherwise, that portion will be reallocated among the other investment programs. Investment programs that do not receive an allocation will have preference in future investments where investment programs are seeking more of the investment than is available so that, on an overall basis, each investment program is treated equitably.

To equitably allocate investments that the Manager or Resource America has acquired at varying prices, the Manager and Resource America will allocate the investment so that each investment program will pay approximately the same average price.

With respect to equipment leases and notes, if an investment is appropriate for more than one investment program, including us, the Manager and Resource America will allocate the investment based on the following factors:

- which investment program has been seeking investments for the longest period of time;
- whether the investment program has the cash required for the investment;

- whether the amount of debt to be incurred with respect to the investment is acceptable for the investment program;
- the effect the investment will have on the investment program's cash flow;
- whether the investment would further diversify, or unduly concentrate, the investment program's investments in a particular lessee, class or type of equipment, location or industry; and
- whether the term of the investment is within the term of the investment program.

The Manager and Resource America may make exceptions to these general policies when other circumstances make application of the policies inequitable or uneconomic.

The Manager has also instituted policies designed to mitigate potential conflicts of interest between it and us, including:

- We will not be permitted to invest in any investment fund or CDO structured, co-structured or managed by the Manager or Resource America other than those structured, co-structured or managed on our behalf. The Manager and Resource America will not receive duplicate management fees from any such investment fund or CDO to the extent we invest in it.
- We will not be permitted to purchase investments from, or sell investments to, the Manager or Resource America, except that we may purchase investments originated by those entities within 60 days before our investment.

Except as described above or provided for in our management agreement with the Manager and Resource America, we have not adopted a policy that expressly prohibits transactions between us or any of our directors, officers, employees, security-holders or affiliates. However, our code of business conduct and ethics prohibits any transaction that involves an actual or potential conflict except for transactions permitted under guidelines which may be adopted by our Board of Directors. No such guidelines have been adopted as of the date of this report. In addition, our Board of Directors may approve a waiver of the code of ethics and business conduct for a specific transaction, which must be reported to our stockholders to the extent required by applicable law or NYSE rule. No such waivers have been granted through the date hereof.

### **Director Independence**

Our common stock is listed on the NYSE and, as a result, we are subject to its listing standards. The board of directors has determined that Messrs. Beach, Hart, Ickowicz, Levin and Neff each satisfy the requirement for independence set out in Section 303A.02 of the rules of the NYSE and that each of these directors has no material relationship with us (other than being a director and/or a stockholder). In making its independence determinations, the board of directors sought to identify and analyze all of the facts and circumstances relating to any relationship between a director, his immediate family or affiliates and our company and our affiliates and did not rely on categorical standards other than those contained in the NYSE rule referenced above.

**Audit Fees**

The aggregate fees billed by our independent auditors, Grant Thornton LLP, for professional services rendered for the audit of our annual financial statements for the years ended December 31, 2008 and 2007 (including a review of internal controls for 2008 as required under Section 404 of the Sarbanes-Oxley Act of 2002) and for the reviews of the consolidated financial statements included in our Quarterly Reports on Form 10-Q during each of the years then ended were \$422,000 and \$541,000, respectively.

The aggregate fees billed by Grant Thornton LLP for audit services in connection with the filing of our registration statements with the Securities and Exchange Commission were approximately \$43,000 for the year ended December 31, 2008. There were no such fees for the year ended December 31, 2007.

**Tax Fees**

There were no fees paid to Grant Thornton LLP for professional services related to tax compliance, tax advice or tax planning for the years ended December 31, 2007 and 2008.

**All Other Fees**

The aggregate fees billed by Grant Thornton, LLP for the review of the deconsolidation accounting of Ischus CDO II were \$16,000 for the year ended December 31, 2007. We did not incur fees in 2008 and 2007 for other services not included above.

**Audit Committee Pre-Approval Policies and Procedures**

The audit committee will, on at least an annual basis, review audit and non-audit services performed by Grant Thornton, LLP as well as the fees charged by Grant Thornton, LLP for such services. Our policy is that all audit and non-audit services must be pre-approved by the audit committee. All of such services and fees were pre-approved during the year ended December 31, 2008.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this Annual Report on Form 10-K:

1. Financial Statements

Report of Independent Registered Public Accounting Firm  
[Consolidated Balance Sheets at December 31, 2008 and 2007](#)  
[Consolidated Statements of Operation for the years ended December 31, 2008, 2007 and 2006](#)  
[Consolidated Statements of Changes in Stockholders' Equity for years ended December 31, 2008, 2007 and 2006](#)  
[Consolidated Statements of Cash Flows for the years ended December 31, 2008, 2007 and 2006](#)  
[Notes to Consolidated Financial Statements](#)

2. Financial Statement Schedules

[Schedule II – Valuation and Qualifying Accounts](#)  
[Schedule IV – Mortgage Loans on Real Estate](#)

3. Exhibits

Exhibit No. Description

3.1	Restated Certificate of Incorporation of Resource Capital Corp. <sup>(1)</sup>
3.2	Amended and Restated Bylaws of Resource Capital Corp. <sup>(1)</sup>
4.1	Form of Certificate for Common Stock for Resource Capital Corp. <sup>(1)</sup>
4.2	Junior Subordinated indenture between Resource Capital Corp. and Wells Fargo Bank, N.A., as Trustee, dated May 25, 2006. <sup>(3)</sup>
4.3	Amended and Restated Trust Agreement among Resource Capital Corp., Wells Fargo Bank, N.A., Wells Fargo Delaware Trust Company and the Administrative Trustees named therein, dated May 25, 2006. <sup>(3)</sup>
4.4	Junior Subordinated Note due 2036 in the principal amount of \$25,774,000, dated May 25, 2006. <sup>(3)</sup>
4.5	Junior Subordinated Indenture between Resource Capital Corp. and Wells Fargo Bank, N.A., as Trustee, dated September 29, 2006. <sup>(4)</sup>
4.6	Amended and Restated Trust Agreement among Resource Capital Corp., Wells Fargo Bank, N.A., Wells Fargo Delaware Trust Company and the Administrative Trustees named therein, dated September 29, 2006. <sup>(4)</sup>
4.7	Junior Subordinated Note due 2036 in the principal amount of \$25,774,000, dated September 29, 2006. <sup>(4)</sup>
10.1(a)	Master Repurchase Agreement between RCC Real Estate SPE 3, LLC and Natixis Real Estate Capital. <sup>(2)</sup>
10.1(b)	First Amendment to Master Repurchase Agreement between RCC Real Estate SPE 3, LLC and Natixis Real Estate Capital, dated September 25, 2008. <sup>(5)</sup>
10.2(a)	Guaranty made by Resource Capital Corp. as guarantor, in favor Natixis Real Estate Capital, Inc., dated April 20, 2007. <sup>(3)</sup>
10.2(b)	Second Amendment to Guaranty made by Resource Capital Corp. as guarantor, in favor of Natixis Real Estate Capital, Inc., dated September 25, 2008. <sup>(5)</sup>
10.3	Agreement between David Bloom and Resource America, Inc., dated as of June 30, 2008. <sup>(6)</sup>
10.4	Amended and Restated Management Agreement between Resource Capital Corp., Resource Capital Manager, Inc. and Resource America, Inc. dated as of June 30, 2008. <sup>(6)</sup>
10.5	2005 Stock Incentive Plan. <sup>(1)</sup>
10.6	<a href="#">2007 Omnibus Equity Compensation Plan.</a>
10.7	Form of Stock Option Agreement. <sup>(1)</sup>
10.8	Form of Stock Award Agreement. <sup>(1)</sup>
10.9	Amended and Restated Management Agreement dated June 30, 2008. <sup>(7)</sup>
10.10	Third Amendment dated April 11, 2008 but effective as of March 31, 2008 to the Loan Agreement dated December 15, 2005, by and among Resource Capital Corp. and Commerce Bank, N.A. <sup>(8)</sup>
10.11	Fourth Amendment dated July 22, 2008 but effective as of March 31, 2008 to the Loan Agreement dated December 15, 2005, by and among Resource Capital Corp. and TD Bank, N.A. (Successor by merger to Commerce Bank, N.A.). <sup>(9)</sup>
21.1	<a href="#">List of Subsidiaries of Resource Capital Corp.</a>
23.1	<a href="#">Consent of Grant Thornton LLP</a>







[31.1](#) [Rule 13a-14\(a\)/Rule 15d-14\(a\) Certification of Chief Executive Officer.](#)

[31.2](#) [Rule 13a-14\(a\)/Rule 15d-14\(a\) Certification of Chief Financial Officer.](#)

[32.1](#) [Certification of Chief Executive Officer pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.](#)

[32.2](#) [Certification of Chief Financial Officer pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code.](#)

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- (1) Filed previously as an exhibit to the Company's registration statement on Form S-11, Registration No. 333-126517.
  - (2) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed on April 23, 2007.
  - (3) Filed previously as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2006.
  - (4) Filed previously as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2006.
  - (5) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed on September 29, 2008.
  - (6) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed on August 18, 2008.
  - (7) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed on July 3, 2008.
  - (8) Filed previously as an exhibit to the Company's Current Report on Form 8-K filed on April 17, 2008.
  - (9) Filed previously as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2008.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**RESOURCE CAPITAL CORP. (Registrant)**

March 16, 2009 By: /s/ Jonathan Z. Cohen  
Jonathan Z. Cohen  
Chief Executive Officer and President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Edward E. Cohen Chairman of the Board March 16, 2009  
EDWARD E. COHEN

/s/ Jonathan Z. Cohen Director, President and Chief Executive Officer March 16, 2009  
JONATHAN Z. COHEN

/s/ Walter T. Beach Director March 16, 2009  
WALTER T. BEACH

/s/ William B. Hart Director March 16, 2009  
WILLIAM B. HART

/s/ Gary Ickowicz Director March 16, 2009  
GARY ICKOWICZ

/s/ Murray S. Levin Director March 16, 2009  
MURRAY S. LEVIN

/s/ P. Sherrill Neff Director March 16, 2009  
P. SHERRILL NEFF

/s/ David J. Bryant Senior Vice President March 16, 2009  
DAVID J. BRYANT Chief Financial Officer,  
Chief Accounting Officer and Treasurer

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**SCHEDULE II**  
**Resource Capital Corp.**  
**Valuation and Qualifying Accounts**  
**(dollars in thousands)**

	<u>Balance at beginning of period</u>	<u>Charge to expense</u>	<u>Write-offs</u>	<u>Balance at end of period</u>
Allowance for loans and lease losses:				
Year Ended December 31, 2008	\$ 5,918	\$ 46,160	\$ (7,761)	\$ 44,317
Year Ended December 31, 2007	\$ -	\$ 6,211	\$ (293)	\$ 5,918

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**Resource Capital Corp.**  
**Schedule IV—Mortgage Loans on Real Estate**  
**As of December 31, 2008**  
**(Dollars in thousands)**

Type of Loan/ Borrower	Description/ Location	Interest Payment Rates	Final Maturity Date	Periodic Payment Terms <sup>(1)</sup>	Prior Liens <sup>(2)</sup>	Face Amount of Loans <sup>(3)</sup>	Net Carrying Amount of Loans
<b>Whole Loans:</b>							
Borrower A	Multi-Family/ San Francisco, CA	LIBOR + 4.25%	4/8/2010	I/O	–	46,500	46,147
Borrower B	Multi-Family/ Renton, WA	LIBOR + 1.90%	7/10/2009	I/O	–	30,934	30,756
Borrower C	Hotel Tucson/AZ	LIBOR + 2.50%	1/01/2010	I/O	–	30,500	30,326
Borrower D-1	Hotel/ Los Angeles, CA	LIBOR + 8.235%	6/05/2010	I/O (4)	–	28,000	27,801
Borrower D-2	Hotel Los Angeles, CA	LIBOR + 10.0%	6/05/2010	I/O (4)	–	2,200	2,193
Borrower E	Multi-Family/ Northglenn, CO	LIBOR + 2.60%	3/05/2010	I/O	–	27,705	27,497
All other Whole Loans Individually less than 3%						355,176	353,060
<b>Total Whole Loans</b>						<u>521,015</u>	<u>517,780</u>
<b>Mezzanine Loans:</b>							
Borrower F	Hotel/ Various	LIBOR + 2.85%	5/9/2009	I/O	–	38,072	37,970
All other Whole Loans Individually less than 3%						177,183	159,479
<b>Total Mezzanine Loans</b>						<u>215,255</u>	<u>197,449</u>
<b>B Notes:</b>							
All other Whole Loans Individually less than 3%						89,005	88,801
<b>Total B Notes</b>						<u>89,005</u>	<u>88,801</u>
<b>Total Loans</b>						<u>825,275(5)</u>	<u>804,030(6)</u>

(1) IO = interest only.

(2) Represents only Third Party Liens

(3) Does not include unfunded commitments.

(4) Borrower D is a whole loan and the participations above represent the Senior (D-1) and Mezzanine (D-2) portions.

(5) All loans are current with respect to principal and interest payments due.

(6) The net carrying amount of loans includes an allowance for loan loss of \$15.1 million at December 31, 2008 allocated as follows: Whole Loans (\$1.5 million); Mezzanine Loans (\$13.3 million) and B Notes (\$0.3 million).

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**RESOURCE CAPITAL CORP.**

**2007 OMNIBUS EQUITY COMPENSATION PLAN**

**1. Purpose**

The purpose of the Plan is to provide (i) employees of the Company or an Affiliate of the Company, (ii) any individual who provides services to the Company or an Affiliate of the Company, including portfolio managers and other employees of Resource Capital Manager, Inc. and Resource America, Inc., and (iii) members of the Board, with the opportunity to receive grants of Options, SARs, Stock Units, Performance Shares, Stock Awards, Dividend Equivalents and Other Stock-Based Awards. The Company believes that the Plan will encourage the Participants to contribute materially to the growth of the Company, thereby benefiting the Company's stockholders, and will align the economic interests of the Participants with those of the stockholders.

**2. Definitions**

Whenever used in this Plan, the following terms will have the respective meanings set forth below:

(a) "*Administrator*" means the Committee and any delegate of the Committee that is appointed in accordance with Section 3, except that the Board shall be the Administrator with respect to Grants to Non-Employee Directors.

(b) "*Affiliate*" means a person that directly, or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the Person specified.

(c) "*Board*" means the Company's Board of Directors as constituted from time to time.

(d) "*Change of Control*" means the first to occur of any of the following events:

(i) the Manager, or a direct or indirect wholly owned subsidiary of Resource America, ceases to be the investment manager of the Company;

(ii) the sale, lease or transfer, in one or a series of related transactions, of all or substantially all of the assets of the Company, taken as a whole, to any Person other than any one or more Qualified Affiliates;

(iii) the acquisition by any Person or group (within the meaning of Section 13(d)(3) or Section 14(d)(2) of the Exchange Act, or any successor provision), including any group acting for the purpose of acquiring, holding or disposing of securities (within the meaning of Rule 13d-5(b)(1) under the Exchange Act), in a single transaction or in a related series of transactions, by way of merger, consolidation or other business combination or purchase of beneficial ownership (within the meaning of Rule 13d-3 under the Exchange Act, or any successor provision) of 50% or more of the total voting power of the voting capital interests of the Company, other than an acquisition by one or more Qualified Affiliates; or

(iv) After the date this Plan is approved by the stockholders of the Company, directors are elected such that a majority of the members of the Board shall have been members of the Board for less than two years, unless the election or nomination for election of each new director who was not a director at the beginning of such two-year period was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of such period.

(e) "*Code*" means the Internal Revenue Code of 1986, as amended.

- (f) "*Company*" means Resource Capital Corp., a Maryland corporation.
- (g) "*Committee*" means the Compensation Committee of the Board or another committee appointed by the Board to administer the Plan.
- (h) "*Date of Grant*" means the date a Grant is effective; provided, however, that no retroactive Grants will be made.
- (i) "*Dividend Equivalent*" means an amount determined by multiplying the number of shares of Stock, Performance Shares or Stock Units subject to a Grant by the per-share cash dividend, or the per-share fair market value (as determined by the Administrator) of any dividend in consideration other than cash, paid by the Company on its Stock on a dividend payment date.
- (j) "*Effective Date*" means July 25, 2007, subject to approval by the stockholders of the Company.
- (k) "*Exchange Act*" means the Securities Exchange Act of 1934, as amended.
- (l) "*Fair Market Value*" of Stock is (i) if the Stock is publicly traded, then the Fair Market Value per share shall be determined as follows: (A) if the principal trading market for the Stock is a national securities exchange or the Nasdaq National Market, the last reported sale price thereof on the relevant date or (if there were no trades on that date) the latest preceding date upon which a sale was reported, or (B) if the Stock is not principally traded on such exchange or market, the mean between the last reported "bid" and "asked" prices of Stock on the relevant date, as reported on Nasdaq or, if not so reported, as reported by the National Daily Quotation Bureau, Inc. or as reported in a customary financial reporting service, as applicable and as the Administrator determines, or (ii) if the Stock is not publicly traded or, if publicly traded, is not subject to reported transactions or "bid" or "asked" quotations as set forth above, the Fair Market Value per share shall be as determined by the Administrator.
- (m) "*Grant*" means an Option, SAR, Stock Unit, Performance Share, Stock Award, Dividend Equivalent or Other Stock-Based Award granted under the Plan.
- (n) "*Grant Instrument*" means the written agreement that sets forth the terms and conditions of a Grant, including all amendments thereto.
- (o) "*Incentive Stock Option*" means a stock option that is intended to meet the requirements of section 422 of the Code, as described in Section 7.
- (p) "*Manager*" means Resource Capital Manager, Inc., a Delaware corporation.
- (q) "*Non-Employee Director*" means a non-employee director of the Company as defined by Rule 16b-3 under the Exchange Act.
- (r) "*Nonqualified Stock Option*" means a stock option that is not intended to meet the requirements of section 422 of the Code, as described in Section 7.
- (s) "*Option*" means an Incentive Stock Option or Nonqualified Stock Option to purchase shares of Stock at an Option Price for a specified period of time.
- (t) "*Option Price*" means an amount per share of Stock purchasable under an Option, as designated by the Administrator.
- (u) "*Other Stock-Based Award*" means any Grant based on, measured by or payable in Stock (other than Grants described in Sections 7, 8, 9, 10, 11 and 12), as described in Section 13.



(v) “*Parent*” means a “parent corporation,” as defined in section 424(e) of the Code, of the Company.

(w) “*Participant*” means an employee of the Company or an Affiliate of the Company, a member of the Board, or an individual who provides services to the Company or an Affiliate of the Company, including a portfolio manager or other employee of the Manager or Resources America, and is selected by the Administrator to receive a Grant under the Plan.

(x) “*Performance Shares*” means an award of phantom shares, representing one or more shares of Stock, as described in Section 10.

(y) “*Person*” means any individual, corporation, partnership, joint venture, limited liability company, estate, trust, or unincorporated association, and any fiduciary acting in such capacity on behalf of any of the foregoing.

(z) “*Plan*” means this Resource Capital Corp. 2007 Omnibus Equity Compensation Plan, as in effect from time to time.

(aa) “*Qualified Affiliate*” means (i) any Person that is part of a controlled group or under common control with the Company or Resource America; (ii) any employee benefit plan (or related trust) sponsored or maintained by the Company or by any entity controlled by the Company; or (iii) any Person controlled by any executive officer (as defined by Rule 16a-1(f) of the Exchange Act) of the Company. For purposes of this definition, “controlled by” shall mean possessing, directly or indirectly, the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

(bb) “*Resource America*” means Resource America, Inc., a Delaware corporation.

(cc) “*Stock*” means the common stock, par value \$0.001, of the Company or such other securities of the Company as may be substituted for Stock pursuant to Sections 5(d) or 18.

(dd) “*SAR*” means an award of a stock appreciation right, as described in Section 8.

(ee) “*Stock Award*” means an award of Stock, as described in Section 11.

(ff) “*Stock Unit*” means an award of a phantom unit, representing one or more shares of Stock, as described in Section 9.

(gg) “*Subsidiary*” means any entity in which the Company has a greater than 50% ownership interest. For purposes of Sections 7(c), (d) and (h), “Subsidiary” shall mean a “subsidiary corporation,” as defined in section 424(f) of the Code, of the Company.

(hh) “*Successor Participant*” means the personal representative or other person entitled to succeed to the rights of the Participant in accordance with Section 17.

### 3. **Administration**

(a) The Plan shall be administered by the Administrator. The Administrator shall have the sole authority to (i) determine the Participants to whom Grants shall be made under the Plan, (ii) determine the type, size and terms of the Grants to be made to each Participant, (iii) determine the time when the Grants will be made and the duration of any applicable exercise or restriction period, including the criteria for exercisability and the acceleration of exercisability, (iv) amend the terms of any previously issued Grant, subject to the provisions of Section 20, (v) adopt guidelines separate from the Plan that set forth the specific terms and conditions for Grants under the Plan, and (vi) deal with any other matters arising under the Plan.

(b) The Administrator shall have full power and express discretionary authority to administer and interpret the Plan, to make factual determinations and to adopt or amend such rules, regulations, agreements and instruments for implementing the Plan and for the conduct of its business as it deems necessary or advisable, in its sole discretion. The Administrator's interpretations of the Plan and all determinations made by the Administrator pursuant to the powers vested in it hereunder shall be conclusive and binding on all persons having any interest in the Plan or in any awards granted hereunder. All powers of the Administrator shall be executed in its sole discretion, in the best interest of the Company, not as a fiduciary, and in keeping with the objectives of the Plan and need not be uniform as to similarly situated individuals.

(c) The Administrator, in its discretion, may delegate to one or more officers of the Company all or part of the Administrator's authority and duties with respect to grants and awards to individuals who are not subject to the reporting and other provisions of Section 16 of the Exchange Act. The Administrator may revoke or amend the terms of a delegation at any time but such action shall not invalidate any prior actions of the Administrator's delegate or delegates that were consistent with the terms of the Plan and the Administrator's prior delegation.

#### 4. **Grants**

Grants under the Plan may consist of Options, SARs, Stock Units, Performance Shares, Stock Awards, Dividend Equivalents and Other Stock-Based Awards. All Grants shall be subject to the terms and conditions set forth herein and to such other terms and conditions consistent with the Plan as the Administrator deems appropriate and as are specified in writing by the Administrator in separate guidelines or to the individual in the Grant Instrument or an amendment to the guidelines or Grant Instrument. The Administrator shall approve the form and provisions of each Grant Instrument. All Grants shall be made conditional upon the Participant's acknowledgment, in writing or by acceptance of the Grant, that all decisions and determinations of the Administrator shall be final and binding on the Participant, his or her beneficiaries, and any other person having or claiming an interest under such Grant. Grants under a particular Section of the Plan need not be uniform as among the Participants.

#### 5. **Shares of Stock Subject to the Plan**

(a) **Shares Authorized.** The total aggregate number of shares of Stock that may be issued or transferred under the Plan is 2,000,000 shares, subject to adjustment as described below. The shares may be authorized but unissued shares of Stock or reacquired shares of Stock, including shares purchased by the Company on the open market for purposes of the Plan. Grants paid in cash shall not count against the foregoing share limits.

(b) **Share Counting.** For administrative purposes, when the Administrator makes a Grant payable in Stock, the Administrator shall reserve shares of Stock equal to the maximum number of shares of Stock that may be payable under the Grant. If and to the extent Options or SARs granted under the Plan terminate, expire, or are canceled, forfeited, exchanged or surrendered without having been exercised or if any Stock Awards, Stock Units, Performance Shares, Dividend Equivalents or Other Stock-Based Awards are forfeited or terminated, or otherwise not paid in full, the shares subject to such Grants which have not been issued shall again be available for purposes of the Plan. Shares of Stock surrendered in payment of the Option Price of an Option or withheld for purposes of satisfying the Employer's minimum tax withholding obligations with respect to Grants under the Plan shall again be available for issuance or transfer under the Plan. To the extent that any Grants are paid in cash, and not in shares of Stock, any shares previously reserved for issuance or transfer pursuant to such Grants shall again be available for issuance or transfer under the Plan.

(c) Individual Limits. All Grants under the Plan, other than Dividend Equivalents, shall be expressed in shares of Stock. The maximum aggregate number of shares of Stock with respect to which all Grants, other than Dividend Equivalents, may be made under the Plan to any individual during any calendar year shall be 300,000 shares, subject to adjustment as described below. A Participant may not accrue Dividend Equivalents during any calendar year in excess of \$100,000. The individual limits described in this subsection (c) shall apply without regard to whether the Grants are to be paid in Stock or in cash. All cash payments (other than Dividend Equivalents) shall equal the Fair Market Value of the shares of Stock to which the cash payment relates.

(d) Adjustments. If there is any change in the number or kind of shares of Stock outstanding (i) by reason of a stock dividend, spinoff, recapitalization, stock split, or combination or exchange of shares, (ii) by reason of a merger, reorganization or consolidation, (iii) by reason of a reclassification or change in par value, or (iv) by reason of any other extraordinary or unusual event affecting the outstanding Stock as a class without the Company's receipt of consideration, or if the value of outstanding shares of Stock is substantially reduced as a result of a spinoff or the Company's payment of an extraordinary dividend or distribution, the maximum number of shares of Stock available for issuance under the Plan, the maximum number of shares of Stock for which any individual may receive pursuant to Grants in any year, the number of shares covered by outstanding Grants, the kind of shares to be issued or transferred under the Plan, and the price per share or the applicable market value of such Grants shall be appropriately adjusted by the Administrator to reflect any increase or decrease in the number of, or change in the kind or value of, issued shares of Stock to preclude, to the extent practicable, the enlargement or dilution of rights and benefits under such Grants; provided, however, that any fractional shares resulting from such adjustment shall be eliminated. Any adjustments determined by the Administrator shall be final, binding and conclusive.

## 6. Eligibility for Participation

Any employee of the Company or an Affiliate of the Company, any member of the Board and any individual who provides services to the Company or an Affiliate of the Company, including a portfolio manager or other employee of the Manager or Resource America, is eligible to participate in this Plan if the Administrator, in its sole discretion, determines that such person has contributed significantly or can be expected to contribute significantly to the profits or growth of the Company or an Affiliate of the Company. Grants will be made only to persons who are employees, directors, consultants or advisors of the Company for purposes of Form S-8 registration under the Securities Act of 1933, as amended. Options and SARs may be granted only to persons who perform direct services to the Company on the date of grant, as determined under section 409A of the Code.

## 7. Options

(a) General Requirements. The Administrator may grant Options to a Participant upon such terms and conditions as the Administrator deems appropriate under this Section 7.

(b) Number of Shares. The Administrator shall determine the number of shares of Stock that will be subject to each Grant of Options to Participants.

(c) Type of Option and Price.

(i) The Administrator may grant Incentive Stock Options or Nonqualified Stock Options or any combination of Incentive Stock Options and Nonqualified Stock Options. Incentive Stock Options may be granted only to employees of the Company or its Subsidiaries. No Option that is intended to be an Incentive Stock Option shall be invalid for failure to qualify as an Incentive Stock Option. Nonqualified Stock Options may be granted to any Participant.

(ii) The Option Price shall be determined by the Administrator and may be equal to or greater than the Fair Market Value of the shares of Stock subject to the Grant on the Date of Grant; provided, however, that an Incentive Stock Option may not be granted to any person who, at the Date of Grant, owns stock possessing more than 10 percent of the total combined voting power of all classes of stock of the Company or any Subsidiary, unless the Option Price is not less than 110% of the Fair Market Value on the Date of Grant.

(d) Option Term. The Administrator shall determine the term of each Option. The term of an Option shall not exceed ten years from the Date of Grant. However, an Incentive Stock Option that is granted to an Employee who, at the Date of Grant, owns stock possessing more than 10 percent of the total combined voting power of all classes of stock of the Company, or any Subsidiary, may not have a term that exceeds five years from the Date of Grant.

(e) Exercisability of Options. Options shall become exercisable in accordance with such terms and conditions as may be determined by the Administrator and specified in the Grant Instrument. The Administrator may accelerate the exercisability of any or all outstanding Options at any time for any reason.

(f) Termination of Employment or Service. Except as provided in the Grant Instrument, an Option may only be exercised while the Participant is employed by, or providing service to, the Company, an Affiliate or another entity as designated in the Grant Instrument. The Administrator shall specify in the Grant Instrument under what circumstances and during what time periods a Participant may exercise an Option after termination of employment or service.

(g) Exercise of Options. A Participant may exercise an Option that has become exercisable, in whole or in part, by delivering a notice of exercise to the Company or its designated agent. The Participant shall pay the Option Price and any withholding taxes for the Option (i) in cash or by certified check, (ii) with the approval of the Administrator, by delivering shares of Stock owned by the Participant and having a Fair Market Value on the date of exercise equal to the Option Price or by attestation (on a form prescribed by the Administrator) to ownership of shares of Stock having an aggregate Fair Market Value on the date of exercise equal to the Option Price, (iii) in cash, on the T+3 settlement date that occurs after the exercise date specified in the notice of exercise, provided that the Participant exercises the Option through an irrevocable agreement with a registered broker and the payment is made in accordance with procedures permitted by Regulation T of the Federal Reserve Board and such procedures do not violate applicable law, or (iv) by such other method as the Administrator may approve, to the extent permitted by applicable law. Shares of Stock used to exercise an Option shall have been held by the Participant for the requisite period of time to avoid adverse accounting consequences to the Company with respect to the Option. Payment for the shares pursuant to the Option, and any required withholding taxes, must be received by the time specified by the Administrator depending on the type of payment being made.

(h) Limits on Incentive Stock Options. Each Incentive Stock Option shall provide that if the aggregate Fair Market Value on the Date of Grant with respect to which Incentive Stock Options are exercisable for the first time by a Participant during any calendar year, under the Plan or any other stock option plan of the Company or a Parent or Subsidiary, exceeds \$100,000, then the Option, as to the excess, shall be treated as a Nonqualified Stock Option.

## 8. SARs

(a) General Requirements. The Administrator may grant SARs to any Participant, upon such terms and conditions as the Administrator deems appropriate under this Section 8. Each SAR shall represent the right of the Participant to receive, upon settlement of the SAR, shares of Stock or cash equal to the amount by which the Fair Market Value of a share of Stock on the date of exercise of the SAR exceeds the base amount of the SAR as described below in Section 8(c).

(b) Terms of SARs. The Administrator shall determine the terms and conditions of SARs and may grant SARs separately from or in tandem with any Option (for all or a portion of the applicable Option). Tandem SARs may be granted either at the time the Option is granted or any time thereafter while the Option remains outstanding; provided, however, that in the case of an Incentive Stock Option, SARs may be granted only at the time of the grant of the Incentive Stock Option. The Administrator will determine the number of SARs to be granted, the base amount, the vesting and other restrictions applicable to SARs and the period during which SARs will remain exercisable.

(c) Base Amount. The Administrator shall establish the base amount of the SAR at the time the SAR is granted. The base amount shall not be less than the Fair Market Value of the shares of Stock subject to the Grant on the Date of Grant.

(d) Payment With Respect to SARs. The Administrator shall determine whether the appreciation in an SAR shall be paid in the form of cash, in Stock, or in a combination of the two, in such proportion as the Administrator deems appropriate. For purposes of calculating the number of shares of Stock to be received, Stock shall be valued at its Fair Market Value on the date of exercise of the SAR. If shares of Stock are to be received upon exercise of an SAR, cash shall be delivered in lieu of any fractional share.

(e) Requirement of Employment or Service. The Administrator shall determine in the Grant Instrument under what circumstances a Participant may retain SARs after termination of the Participant's employment or service, and the circumstances under which SARs may be forfeited.

## 9. Stock Units

(a) General Requirements. The Administrator may grant Stock Units to a Participant, upon such terms and conditions as the Administrator deems appropriate under this Section 9. Each Stock Unit shall represent the right of the Participant to receive a share of Stock or an amount based on the value of a share of Stock. All Stock Units shall be credited to accounts on the Company's records for purposes of the Plan.

(b) Terms of Stock Units. The Administrator may grant Stock Units that are payable if specified performance goals or other conditions are met, or under other circumstances. Stock Units may be paid at the end of a specified period, or payment may be deferred to a date authorized by the Administrator. The Administrator shall determine the number of Stock Units to be granted and the requirements applicable to such Stock Units.

(c) Payment With Respect to Stock Units. Payment with respect to Stock Units shall be made in cash, in Stock, or in a combination of the two, as determined by the Administrator. The Grant Instrument shall specify the maximum number of shares that shall be paid under the Stock Units.

(d) Requirement of Employment or Service. The Administrator shall determine in the Grant Instrument under what circumstances a Participant may retain Stock Units after termination of the Participant's employment or service, and the circumstances under which Stock Units may be forfeited.

## 10. Performance Shares

(a) General Requirements. The Administrator may grant Performance Shares to a Participant, upon such terms and conditions as the Administrator deems appropriate under this Section 10. Each Performance Share shall represent the right of the Participant to receive a share of Stock or an amount based on the value of a share of Stock, if specified performance goals are met. All Performance Shares shall be credited to accounts on the Company's records for purposes of the Plan.

(b) Terms of Performance Shares. The Administrator shall establish the performance goals and other conditions for payment of Performance Shares. Performance Shares may be paid at the end of a specified performance or other period, or payment may be deferred to a date authorized by the Administrator. The Administrator shall determine the number of Performance Shares to be granted and the requirements applicable to such Performance Shares.

(c) Payment With Respect to Performance Shares. Payment with respect to Performance Shares shall be made in cash, in Stock, or in a combination of the two, as determined by the Administrator. The Administrator shall establish in the Grant Instrument a target amount to be paid under a Performance Share based on achievement of the performance goals.

(d) Requirement of Employment or Service. The Administrator shall determine in the Grant Instrument under what circumstances a Participant may retain Performance Shares after termination of the Participant's employment or service, and the circumstances under which Performance Shares may be forfeited.

## 11. Stock Awards

(a) General Requirements. The Administrator may issue or transfer shares of Stock to a Participant under a Stock Award, upon such terms and conditions as the Administrator deems appropriate under this Section 11. Shares of Stock issued or transferred pursuant to Stock Awards may be issued or transferred for cash consideration or for no cash consideration, and subject to restrictions or no restrictions, as determined by the Administrator. The Administrator may establish conditions under which restrictions on Stock Awards shall lapse over a period of time or according to such other criteria as the Administrator deems appropriate, including restrictions based upon the achievement of specific performance goals.

(b) Number of Shares. The Administrator shall determine the number of shares of Stock to be issued or transferred pursuant to a Stock Award and any restrictions applicable to such shares.

(c) Requirement of Employment or Service. The Administrator shall determine in the Grant Instrument under what circumstances a Participant may retain Stock Awards after termination of the Participant's employment or service, and the circumstances under which Stock Awards may be forfeited.

(d) Restrictions on Transfer. While Stock Awards are subject to restrictions, a Participant may not sell, assign, transfer, pledge or otherwise dispose of the shares of a Stock Award except upon death as described in Section 17. Each certificate, or electronic book entry equivalent, for a share of a Stock Award shall contain a legend giving appropriate notice of the restrictions in the Grant. The Participant shall be entitled to have the legend removed when all restrictions on such shares have lapsed. The Administrator may retain possession of any stock certificates for Stock Awards until all restrictions on such shares have lapsed.

(e) Right to Vote and to Receive Dividends. The Administrator shall determine to what extent, and under what conditions, the Participant shall have the right to vote shares of Stock Awards and to receive any dividends or other distributions paid on such shares during the restriction period. The Administrator may determine that a Participant's entitlement to dividends or other distributions with respect to a Stock Award shall be subject to achievement of performance goals or other conditions.

## 12. Dividend Equivalents

(a) General Requirements. When the Administrator makes a Grant under the Plan, the Administrator may grant Dividend Equivalents in connection with such Grants, under such terms and conditions as the Administrator deems appropriate under this Section 12. Dividend Equivalents may be paid to Participants currently or may be deferred, as determined by the Administrator. All Dividend Equivalents that are not paid currently shall be credited to accounts on the Company's records for purposes of the Plan. Dividend Equivalents may be accrued as a cash obligation, or may be converted to Stock Units for the Participant, as determined by the Administrator. Unless otherwise specified in the Grant Instrument, deferred Dividend Equivalents will not accrue interest. The Administrator may provide that Dividend Equivalents shall be payable based on the achievement of specific performance goals.

(b) Payment with Respect to Dividend Equivalents. Dividend Equivalents may be payable in cash or shares of Stock or in a combination of the two, as determined by the Administrator.

### 13. Other Stock-Based Awards

The Administrator may grant other awards that are cash-based or based on, measured by or payable in Stock to Participants, on such terms and conditions as the Administrator deems appropriate under this Section 13. Other Stock-Based Awards may be granted subject to achievement of performance goals or other conditions and may be payable in Stock or cash, or in a combination of the two, as determined by the Administrator in the Grant Instrument.

### 14. Qualified Performance-Based Compensation

(a) Designation as Qualified Performance-Based Compensation. The Administrator may determine that Stock Units, Performance Shares, Stock Awards, Dividend Equivalents or Other Stock-Based Awards granted to an Employee shall be considered “qualified performance-based compensation” under section 162(m) of the Code. The provisions of this Section 14 shall apply to any such Grants that are to be considered “qualified performance-based compensation” under section 162(m) of the Code. To the extent that Grants of Stock Units, Performance Shares, Stock Awards, Dividend Equivalents or Other Stock-Based Awards designated as “qualified performance-based compensation” under section 162(m) of the Code are made, no such Grant may be made as an alternative to another Grant that is not designated as “qualified performance based compensation” but instead must be separate and apart from all other Grants made.

(b) Performance Goals. When Stock Units, Performance Shares, Stock Awards, Dividend Equivalents or Other Stock-Based Awards that are to be considered “qualified performance-based compensation” are granted, the Administrator shall establish in writing (i) the objective performance goals that must be met, (ii) the period during which performance will be measured, (iii) the maximum amounts that may be paid if the performance goals are met, and (iv) any other conditions that the Administrator deems appropriate and consistent with the Plan and the requirements of section 162(m) of the Code for “qualified performance-based compensation.” The performance goals shall satisfy the requirements for “qualified performance-based compensation,” including the requirement that the achievement of the goals be substantially uncertain at the time they are established and that the performance goals be established in such a way that a third party with knowledge of the relevant facts could determine whether and to what extent the performance goals have been met. The Administrator shall not have discretion to increase the amount of compensation that is payable upon achievement of the designated performance goals, but the Administrator may reduce the amount of compensation that is payable upon achievement of the designated performance goals.

(c) Criteria Used for Objective Performance Goals. The Administrator shall use objectively determinable performance goals based on one or more of the following criteria: Stock price, earnings per share of Stock, net earnings, operating earnings, return on assets, stockholder return, return on equity, growth in assets, unit volume, sales, market share, or strategic business criteria consisting of one or more objectives based on meeting specific revenue goals, market penetration goals, geographic business expansion goals, cost targets or goals relating to acquisitions or divestitures. The performance goals may relate to the Participant’s business unit or the performance of the Company, a Subsidiary, or the Company and its Subsidiaries as a whole, or any combination of the foregoing. Performance goals need not be uniform as among Participants.

(d) Timing of Establishment of Goals. The Administrator shall establish the performance goals in writing either before the beginning of the performance period or during a period ending no later than the earlier of (i) 90 days after the beginning of the performance period or (ii) the date on which 25% of the performance period has been completed, or such other date as may be required or permitted under applicable regulations under section 162(m) of the Code.

(e) Certification of Results. The Administrator shall certify and announce the results for the performance period to all Participants after the Company announces the Company's financial results for the performance period. The Administrator shall determine the amount, if any, to be paid pursuant to each Grant based on the achievement of the performance goals and the terms of each Grant Instrument.

(f) Death, Disability or Other Circumstances. The Administrator may provide in the Grant Instrument that Grants shall be payable, in whole or in part, in the event of the Participant's death or disability, a Change of Control or under other circumstances consistent with the Treasury regulations and rulings under section 162(m) of the Code.

#### 15. Deferrals

The Administrator may permit or require a Participant to defer receipt of the payment of cash or the delivery of shares of Stock that would otherwise be due to the Participant in connection with any Grant. The Administrator shall establish rules and procedures for such deferrals. Any deferrals under the Plan shall be intended to comply with the requirements of section 409A of the Code, and any corresponding regulations and guidance.

#### 16. Withholding of Taxes

(a) Required Withholding. All Grants under the Plan shall be subject to applicable federal (including FICA), state and local tax withholding requirements. The Employer may require that the Participant or other person receiving or exercising Grants pay to the Employer the amount of any federal, state or local taxes that the Employer is required to withhold with respect to such Grants, or the Employer may deduct from other wages paid by the Employer the amount of any withholding taxes due with respect to such Grants.

(b) Election to Withhold Shares. If the Administrator so permits, a Participant may elect to satisfy the Employer's tax withholding obligation with respect to Grants paid in Stock by having shares withheld, at the time such Grants become taxable, up to an amount that does not exceed the minimum applicable withholding tax rate for federal (including FICA), state and local tax liabilities. In addition, with respect to any required tax withholding amount that exceeds the minimum applicable withholding tax rate, the Administrator may permit a Participant to satisfy such tax withholding obligation with respect to such excess amount by providing that the Participant may elect to deliver to the Company shares of Stock owned by the Participant that have been held by the Participant for the requisite period of time to avoid adverse accounting consequences to the Company. The elections described in this subsection (b) must be in a form and manner prescribed by the Administrator and may be subject to the prior approval of the Administrator.

#### 17. Transferability of Grants

(a) In General. Except as provided in this Section 17, only the Participant may exercise rights under a Grant during the Participant's lifetime. A Participant may not transfer those rights except by will or by the laws of descent and distribution, or, with respect to Grants other than Incentive Stock Options, if permitted in any specific case by the Administrator, pursuant to a domestic relations order. When a Participant dies, the Successor Participant may exercise such rights in accordance with the terms of the Plan. A Successor Participant must furnish proof satisfactory to the Company of his or her right to receive the Grant under the Participant's will or under the applicable laws of descent and distribution.

(b) Transfer of Nonqualified Stock Options. Notwithstanding the foregoing, the Administrator may provide in a Grant Instrument that a Participant may transfer Nonqualified Stock Options to family members of the Participant, one or more trusts in which family members of the Participant have more than 50% of the beneficial interest, foundations in which family members of the Participant (or the Participant) control the management of assets, or any other entity in which family members of the Participant (or the Participant) own more than 50% of the voting interests, consistent with applicable securities laws, according to such terms as the Administrator may determine; provided that the Participant receives no consideration for the transfer of a Nonqualified Stock Option and the transferred Nonqualified Stock Option shall continue to be subject to the same terms and conditions as were applicable to the Nonqualified Stock Option immediately before the transfer.



## 18. **Consequences of a Change of Control**

(i) **Assumption of Grants.** Upon a Change of Control where the Company is not the surviving corporation (or survives only as a subsidiary of another corporation), unless the Administrator determines otherwise, all outstanding Options and SARs that are not exercised shall be assumed by, or replaced with comparable options or rights by, the surviving corporation (or a parent or subsidiary of the surviving corporation), and other outstanding Grants shall be converted to similar grants of the surviving corporation (or a parent or subsidiary of the surviving corporation).

(ii) **Other Alternatives.** Notwithstanding the foregoing, in the event of a Change of Control, the Administrator may take any of the following actions with respect to any or all outstanding Grants: the Administrator may (i) determine that outstanding Options and SARs shall accelerate and become exercisable, in whole or in part, upon the Change of Control or upon such other event as the Administrator determines, (ii) determine that the restrictions and conditions on outstanding Stock Awards shall lapse, in whole or in part, upon the Change of Control or upon such other event as the Administrator determines, (iii) determine that Grantees holding Stock Units, Performance Shares, Dividend Equivalents, and Other Stock-Based Awards shall receive a payment in settlement of such Stock Units, Performance Shares, Dividend Equivalents, and Other Stock-Based Awards in an amount determined by the Administrator, (iv) require that Participants surrender their outstanding Options and SARs in exchange for a payment by the Company, in cash or Stock, as determined by the Administrator, in an amount equal to the amount by which the then Fair Market Value of the shares of Stock subject to the Participant's unexercised Options and SARs exceeds the Option Price of the Options or the base amount of SARs, as applicable, or (v) after giving Participants an opportunity to exercise their outstanding Options and SARs, terminate any or all unexercised Options and SARs at such time as the Administrator deems appropriate. Such surrender, termination or settlement shall take place as of the date of the Change of Control or such other date as the Administrator may specify. The Administrator shall have no obligation to take any of the foregoing actions, and, in the absence of any such actions, outstanding Grants shall continue in effect according to their terms (subject to any assumption pursuant to subsection (a)).

## 19. **Requirements for Issuance of Shares**

No shares of Stock shall be issued or transferred in connection with any Grant hereunder unless and until all legal requirements applicable to the issuance of such Stock have been complied with to the satisfaction of the Administrator. The Administrator shall have the right to condition any Grant made to any Participant hereunder on such Participant's undertaking in writing to comply with such restrictions on his or her subsequent disposition of such shares of Stock as the Administrator shall deem necessary or advisable, and certificates representing such shares may be legended to reflect any such restrictions. Certificates representing shares of Stock issued or transferred under the Plan will be subject to such stop-transfer orders and other restrictions as may be required by applicable laws, regulations and interpretations, including any requirement that a legend be placed thereon.

## 20. **Amendment and Termination of the Plan**

(a) **Amendment.** The Board may amend or terminate the Plan at any time; provided, however, that the Board shall not amend the Plan without approval of the stockholders of the Company if such approval is required in order to comply with the Code or applicable laws, or to comply with applicable stock exchange requirements. No amendment or termination of this Plan shall, without the consent of the Participant, impair any rights or obligations under any Grant previously made to the Participant, unless such right has been reserved in the Plan or the Grant Instrument, or except as provided in Section 21(b) below.

(b) No Repricing Without Stockholder Approval. Except in connection with a corporate transaction involving the Company (including, without limitation, any stock dividend, stock split, extraordinary cash dividend, recapitalization, reorganization, merger, consolidation, split-up, spin-off, combination, or exchange of shares), the terms of outstanding awards may not be amended to reduce the exercise price of outstanding Options or SARs or cancel outstanding Options or SARs in exchange for cash, other awards or Options or SARs with an exercise price that is less than the exercise price of the original Options or SARs without stockholder approval.

(c) Stockholder Approval for “Qualified Performance-Based Compensation.” If Stock Units, Performance Shares, Stock Awards, Dividend Equivalents or Other Stock-Based Awards are granted as “qualified performance-based compensation” under Section 14 above, the Plan must be reapproved by the Company’s stockholders no later than the first stockholders meeting that occurs in the fifth year following the year in which the stockholders previously approved the provisions of Section 14, if additional Grants are to be made under Section 14 and if required by section 162(m) of the Code or the regulations thereunder.

(d) Termination of Plan. The Plan shall terminate on the day immediately preceding the tenth anniversary of its Effective Date, unless the Plan is terminated earlier by the Board or is extended by the Board with the approval of the stockholders. The termination of the Plan shall not impair the power and authority of the Administrator with respect to an outstanding Grant.

## 21. Miscellaneous

(a) Grants in Connection with Corporate Transactions and Otherwise. Nothing contained in this Plan shall be construed to (i) limit the right of the Administrator to make Grants under this Plan in connection with the acquisition, by purchase, lease, merger, consolidation or otherwise, of the business or assets of any corporation, firm or association, including Grants to employees thereof who become Employees, or for other proper corporate purposes, or (ii) limit the right of the Company to grant stock options or make other awards outside of this Plan. Without limiting the foregoing, the Administrator may make a Grant to an employee of another corporation who becomes an Employee by reason of a corporate merger, consolidation, acquisition of stock or property, reorganization or liquidation involving the Company in substitution for a grant made by such corporation. The terms and conditions of the substitute Grants may vary from the terms and conditions required by the Plan and from those of the substituted stock incentives. The Administrator shall prescribe the provisions of the substitute Grants.

(b) Compliance with Law. The Plan, the exercise of Options and the obligations of the Company to issue or transfer shares of Stock under Grants shall be subject to all applicable laws and to approvals by any governmental or regulatory agency as may be required. With respect to persons subject to section 16 of the Exchange Act, it is the intent of the Company that the Plan and all transactions under the Plan comply with all applicable provisions of Rule 16b-3 or its successors under the Exchange Act. In addition, it is the intent of the Company that the Plan and applicable Grants comply with the applicable provisions of sections 162(m), 409A and 422 of the Code. To the extent that any legal requirement of section 16 of the Exchange Act or sections 162(m), 409A or 422 of the Code as set forth in the Plan ceases to be required under section 16 of the Exchange Act or sections 162(m), 409A or 422 of the Code, that Plan provision shall cease to apply. The Administrator may revoke any Grant if it is contrary to law or modify a Grant to bring it into compliance with any valid and mandatory government regulation. The Administrator may also adopt rules regarding the withholding of taxes on payments to Participants. The Administrator may, in its sole discretion, agree to limit its authority under this Section.

(c) Enforceability. The Plan shall be binding upon and enforceable against the Company and its successors and assigns.

(d) Funding of the Plan; Limitation on Rights. This Plan shall be unfunded. Neither the Company or any other Employer shall be required to establish any special or separate fund or to make any other segregation of assets to assure the payment of any Grants under this Plan. Nothing contained in the Plan and no action taken pursuant hereto shall create or be construed to create a fiduciary relationship between the Company or any other Employer and any Participant or any other person. No Participant or any other person shall under any circumstances acquire any property interest in any specific assets of the Company or any other Employer. To the extent that any person acquires a right to receive payment from the Company hereunder, such right shall be no greater than the right of any unsecured general creditor of the Company.

(e) Rights of Participants. Nothing in this Plan shall entitle any Participant or other person to any claim or right to receive a Grant under this Plan. Neither this Plan nor any action taken hereunder shall be construed as giving any individual any rights to be retained by or in the employment or service of the Employer.

(f) No Fractional Shares. No fractional shares of Stock shall be issued or delivered pursuant to the Plan or any Grant. The Administrator shall determine whether cash, other awards or other property shall be issued or paid in lieu of such fractional shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

(g) Governing Law. The validity, construction, interpretation and effect of the Plan and Grant Instruments issued under the Plan shall be governed and construed by and determined in accordance with the laws of the State of Delaware, without giving effect to the conflict of laws provisions thereof.

**Subsidiaries of the Registrant**

RCC Real Estate, Inc., a Delaware corporation  
Resource Real Estate Funding 2007-1 CDO Investor, LLC, a Delaware limited liability company  
Resource Real Estate Funding CDO 2007-1 Ltd.  
Resource Real Estate Funding CDO 2007-1, LLC  
Resource Real Estate Funding 2006-1 CDO Investor, LLC, a Delaware limited liability company  
Resource Real Estate Funding CDO 2006-1 Ltd.  
Resource Real Estate Funding CDO 2006-1, LLC  
RCC Real Estate SPE, LLC, a Delaware limited liability company  
RCC Real Estate SPE 2, LLC, a Delaware limited liability company  
RCC Real Estate SPE 3, LLC, a Delaware limited liability company  
RCC Real Estate Trophy Properties XV, LLC  
Resource TRS, Inc., a Delaware corporation  
RCC Commercial, Inc., a Delaware corporation  
Resource Capital Funding LLC, a Delaware limited liability company  
Ischus II, LLC, a Delaware limited liability company  
Ischus CDO II, Ltd., a Cayman Islands company  
Apidos Cinco CDO, Ltd (“TRS”), a Cayman Islands company  
Apidos CDO I, Ltd. (“TRS”)  
Apidos CDO III, Ltd., (“TRS”) a Delaware company

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated March 16, 2009 with respect to the consolidated financial statements, schedules and internal control over financial reporting included in the Annual Report of Resource Capital Corp. and subsidiaries on Form 10-K for the year ended December 31, 2008. We hereby consent to the incorporation by reference of said reports in the Registration Statements of Resource Capital Corp. on Form S-3 (File No. 333-151621, effective on June 12, 2008; File No. 333-146626, effective on May 29, 2008; and File No. 333-144519, effective on July 12, 2007) and Form S-8 (File No. 333-151622, effective on June 12, 2008).

/s/ Grant Thornton LLP

Philadelphia, Pennsylvania  
March 16, 2009

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**CERTIFICATION**

I, Jonathan Z. Cohen, certify that:

- 1) I have reviewed this report on Form 10-K for the year ended December 31, 2008 of Resource Capital, Corp.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2009

/s/ Jonathan Z. Cohen

Jonathan Z. Cohen  
Chief Executive Officer

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## CERTIFICATION

I, David J. Bryant, certify that:

- 1) I have reviewed this report on Form 10-K for the year ended December 31, 2008 of Resource Capital Corp.;
- 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 16, 2009

/s/ David J. Bryant

David J. Bryant

Chief Financial Officer and Chief Accounting Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Resource Capital Corp. (the "Company") on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jonathan Z. Cohen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 16, 2009

/s/ Jonathan Z. Cohen

Jonathan Z. Cohen  
Chief Executive Officer



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Resource Capital Corp. (the "Company") on Form 10-K for the year ended December 31, 2008 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David J. Bryant, Chief Financial Officer and Chief Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

March 16, 2009

/s/ David J. Bryant

David J. Bryant

Chief Financial Officer and Chief Accounting Officer

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