

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

▶ See separate instructions.

**Part I Reporting Issuer**

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

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

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **DURING THE YEAR ENDED DECEMBER 31, 2012, RESOURCE CAPITAL CORPORATION ("RCC") MADE CASH DISTRIBUTIONS TO HOLDERS OF ITS COMMON SHARES THAT ARE PARTIALLY CLASSIFIED AS NONDIVIDEND DISTRIBUTIONS. THE TOTAL CASH DISTRIBUTIONS FOR THE TAX YEAR 2012 EXCEEDED RCC'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS; THEREFORE THE EXCESS IS A RETURN OF CAPITAL TO THE SHAREHOLDERS.**

**SEE ATTACHMENT FOR DATES OF THE ORGANIZATIONAL ACTIONS.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **SEE ATTACHED**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE REDUCTION IN TAX BASIS WAS CALCULATED BY THE DIFFERENCE BETWEEN TOTAL CASH DISTRIBUTIONS FOR THE TAX YEAR 2012 LESS THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS. BECAUSE THE CASH DISTRIBUTIONS EXCEEDED THE ISSUER'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS, THE DIFFERENCE IS A RETURN OF CAPITAL TO EACH SHAREHOLDER.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ►  
**IRC SECTIONS 301(C)(2)**

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18 Can any resulting loss be recognized? ► **NO RESULTING LOSS MAY BE RECOGNIZED**

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ►  
**THE ORGANIZATIONAL ACTION IS REPORTABLE FOR TAX YEAR 2012.**

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

**Sign Here**  
Signature ► *David Bryant* Date ► *2/15/2013*  
Print your name ► *DAVID BRYANT* Title ► *CFO*

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

**RESOURCE CAPITAL CORPORATION**  
**EIN: 20-2287134**  
**ATTACHMENT TO FORM 8937**

**PART I, ITEM 8:**

**SECURITY DESCRIPTION**

Resource Capital Corp. Common Stock

**DATES OF ACTION**

4/27/2012, 7/26/2012, 10/26/2012, 1/28/2013

**PART II, ITEM 15**

**SECURITY DESCRIPTION**

Resource Capital Corp. Common Stock  
Resource Capital Corp. Common Stock  
Resource Capital Corp. Common Stock  
Resource Capital Corp. Common Stock

**DATE**

4/27/2012  
7/26/2012  
10/26/2012  
1/28/2013

**REDUCTION IN BASIS P**

\$ 0.08  
\$ 0.08  
\$ 0.08  
\$ 0.08