

WINTHROP REALTY TRUST (the “Company”)

Compensation Committee of the Board of Trustees

Charter

I. PURPOSE

The Compensation Committee is a committee of the Board of Trustees (the “Board”). It shall (1) oversee the responsibilities relating to compensation of the Company’s executives and its outside advisor, and (2) produce an annual report on executive compensation for inclusion in the Company’s annual meeting proxy statement.

II. COMPOSITION

The Compensation Committee shall be composed solely of at least two independent trustees, neither of whom shall be an employee of the Company and each of whom shall meet the independence requirements of the New York Stock Exchange and the Securities Exchange Act of 1934 (the “Exchange Act”). The members of the Compensation Committee shall be “non-employee directors” as defined in Rule 16b-3 promulgated under the Exchange Act, and “outside directors” as defined in Section 162(m) of the Internal Revenue Code.

The members of the Compensation Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until the next annual meeting or until their respective successors shall be duly elected and qualified.

In addition to independence, the members of the Compensation Committee shall have such qualifications as the Company’s Nominating and Corporate Governance Committee shall determine are suitable.

III. FUNCTIONS

The Compensation Committee shall have the following functions, as well as any functions as shall be required of compensation committees by the New York Stock Exchange and the Securities and Exchange Commission:

- to review the compensation paid to the Company’s outside advisor in light of the Company’s goals and objectives, and evaluate the performance of the outside advisor in light of those goals and objectives;
- to make a recommendation to the Board as to the advisability of retaining entities affiliated with management of the Company or the outside advisor for property management, construction management or other services;

- to make recommendations to the Board with respect to incentive compensation plans and equity-based plans, including, without limitation, modifications from time to time of the Company's 1999 Trustee Share Option Plan or 1999 Long Term Incentive Performance Plan;
- to administer the Company's Trustee Share Option Plan or 1999 Long Term Incentive Performance Plan and grant share options or other awards pursuant to such plans; and
- the Compensation Committee shall have such other powers and functions as may be assigned to it by the Board from time to time.

In addition, the Compensation Committee has sole authority to retain and terminate any compensation consultant or consulting firm to assist in the evaluation of trustee, CEO or senior executive compensation, including sole authority to approve the consultant's fees and other retention terms. The Compensation Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions.

IV. ADMINISTRATIVE

The Compensation Committee shall meet at least once per year. Members of senior management or others may attend meetings of the Compensation Committee at the invitation of the Compensation Committee and shall provide pertinent information as necessary. The Compensation Committee may meet via telephone conference calls.

The Compensation Committee shall report regularly to the Board as to its activities.