

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS  
DEERFIELD TRIARC CAPITAL CORP.  
(As Amended through January 25, 2005)**

The following shall constitute the Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Deerfield Triarc Capital Corp. (the “Company”):

**I. Purpose**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Company’s Board of Directors (the “Board”) by: (i) identifying individuals qualified to become members of the Board, consistent with any guidelines and criteria approved by the Board; (ii) considering and recommending Director nominees for the Board to select in connection with each annual meeting of stockholders; (iii) considering and recommending nominees for election to fill any vacancies on the Board and to address related matters; (iv) developing and recommending to the Board corporate governance guidelines applicable to the Company; and (v) overseeing an annual evaluation of the Board’s and management’s performance.

**II. Organization**

The Committee shall be appointed, and members thereof may be removed, by the Board. The Committee shall consist of three or more directors, as determined by the Board. Upon the listing of the Company’s common stock on the New York Stock Exchange (the “NYSE”), each member of the Committee shall satisfy the independence requirements of the NYSE and any other applicable legal or regulatory requirements. The Board shall also designate the Committee Chairman. The Committee may form and delegate authority to subcommittees comprised of one or more members of the Committee. The Committee may also delegate authority to the Committee Chairman when it deems appropriate, subject to the terms hereof.

**III. Meetings**

The Committee shall meet as circumstances require. A quorum at any Committee meeting shall be at least a majority of the members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as provided herein. Any decision or determination of the Committee reduced to writing and signed by all members of the Committee shall be fully effective as if it had been made at a meeting duly called and held. The Committee may request that any director, officer or other employee of the Company, or the Company’s outside counsel, or any other person meet with any members of, or consultants to, the Committee. Minutes for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board.

#### **IV. Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Develop and recommend to the Board guidelines and criteria for the selection of candidates for Directors, and seek and recommend individuals qualified to become Board members in accordance with such guidelines and criteria. Make recommendations to the Board, consistent with the established guidelines and criteria, of nominees for Directors for inclusion in the Company's annual proxy statement, whether such nominees are identified by the Committee, Board members, stockholders, management or others. As required, make recommendations to the Board regarding candidates to fill vacancies in the Board resulting from death, resignation, increase in the size of the Board or other cause and with respect to re-nomination of directors whose terms on the Board are expiring.
2. The Committee shall consider nominations for Board membership by stockholders. The following rules shall apply with respect to considering such nominations: (i) the nominating stockholder must have owned, for at least six months prior to the date the nomination is submitted, shares of the Company's common stock or preferred stock, if any, entitled to vote for directors; (ii) the nomination must be received by the Committee at least 120 days before the mailing date for proxy material applicable to the annual meeting for which such nomination is proposed for submission; and (iii) a detailed statement setting forth the qualifications, as well as the written consent, for each party nominated must accompany each nomination submitted.
3. Review periodically with the Board the succession plans relating to the Chief Executive Officer and, as appropriate, make recommendations to the Board with respect to succession in the event of an emergency or the retirement of the Chief Executive Officer.
4. Develop and recommend to the Board and oversee an annual self-evaluation process for the Board and its committees.
5. Oversee an evaluation process for the Company's senior officers.
6. Prepare and recommend to the Board a set of corporate governance guidelines applicable to the Company, which will include director qualification standards, director responsibilities, director access to management and, as necessary and appropriate, independent advisors (including counsel), director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board. Review and reassess the adequacy of such guidelines at least annually and recommend to the Board any changes deemed appropriate by the Committee.
7. Review and reassess the adequacy of this Charter (including, upon listing of the Company's common stock on the NYSE, with respect to compliance with the

listing requirements of the NYSE) at least annually and recommend to the Board any changes deemed appropriate by the Committee.

8. Review its own performance annually.
9. Report as required to the Board.
10. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, as the Committee or the Board deems appropriate.

**V. Resources**

In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and shall have the sole authority to retain and terminate any search firm used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain and terminate such other outside consultants (including independent legal counsel) as deemed appropriate by the Committee, including the authority to determine such other consultants' and/or counsel's fees and other retention terms. The Company shall provide such funding as is determined by the Committee to be necessary for payment of compensation to any consultant or counsel retained to advise the Committee. The members of the Committee shall be reimbursed for ordinary administrative expenses necessary or appropriate in carrying out their duties.