

CAPITAL LEASE FUNDING, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Amended as of September 27, 2005

The following shall constitute the Nominating and Corporate Governance Committee Charter (the "Charter") of the board of directors of Capital Lease Funding, Inc., a corporation incorporated under the laws of the State of Maryland (the "Corporation"):

I. ORGANIZATION

There shall be constituted a standing committee of the board of directors of the Corporation (the "Board") to be known as the nominating and corporate governance committee (the "Nominating and Corporate Governance Committee").

II. COMPOSITION AND SELECTION

The Nominating and Corporate Governance Committee shall be comprised of two or more directors. The members of the Nominating and Corporate Governance Committee shall satisfy the independence requirements of the New York Stock Exchange as then in effect.

The members of the Nominating and Corporate Governance Committee shall be appointed by the Board and may be removed by the Board. The members of the Nominating and Corporate Governance Committee shall serve for one year or until their successors are duly elected and qualified. Unless a Chairman is elected by the full Board, the members of the Nominating and Corporate Governance Committee shall designate a Chairman by majority vote of the full Nominating and Corporate Governance Committee membership.

The duties and responsibilities of Nominating and Corporate Governance Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The Nominating and Corporate Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for election or re-election for the next annual meeting of stockholders; (2) to develop and recommend the Board Corporate Governance Guidelines for the Corporation (which are the corporate governance principles of the Corporation); (3) to oversee the annual review of the Board's performance and (4) to recommend to the Board director nominees for each committee.

IV. COMMITTEE OBJECTIVES

The Nominating and Governance Committee's objectives shall include serving as an independent and objective party to identify and nominate qualified candidates for director and board committee placement; nominating members for each of the Board's Committees; taking a leadership role in shaping the Corporation's corporate governance, and overseeing the evaluation of the Board (with the evaluation of management to be performed by the Compensation Committee).

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee also shall have authority to obtain advice and assistance from, and direct payment to, internal or external legal, accounting or other advisors.

The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.

The Nominating and Corporate Governance Committee shall:

1. Review the size and composition of the Board, taking into account the Corporate Governance Guidelines;
2. Actively seek, identify and recommend to the Board individuals qualified to become board members, consistent with criteria approved by the Board;
3. Recommend to the Board nominees for election or re-election as directors;
4. Recommend to the Board nominees for each of the Board's Committees;
5. Present all nominees in a timely fashion to minimize disruption in the Corporation's business and at such a time to allow for the full consideration of the nominees by the Board and the timely submission of any filings required by the Securities and Exchange Commission;
6. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board promptly thereafter; consider, discuss and recommend ways to improve the Board's effectiveness;
7. Annually review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval;
8. Make regular reports to the Board;
9. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;

10. Annually review its own performance; and
11. Perform such other functions as the Board may request.

VI. MEETINGS

The Nominating and Corporate Governance Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board, but not less than once annually (prior to recommending nominees to the Board for election as directors). The Chairman or a majority of the members of the Nominating and Corporate Governance Committee may call meetings of the Committee upon reasonable notice to all members of the Committee.

VII. CONSISTENCY WITH ARTICLES

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Amendment and Restatement or the Amended and Restated Bylaws of the Corporation, the Articles of Amendment and Restatement or the Amended and Restated Bylaws, as appropriate, shall fully control.

VIII. CERTIFICATION

This Nominating and Corporate Governance Committee Charter was duly approved and adopted by the Board of the Corporation on the 27th day of September, 2005.

/s/ Paul C. Hughes
Corporate Secretary