

**Winthrop Realty Trust
Nominating/Corporate Governance
Committee Charter**

Membership

The Nominating/Corporate Governance Committee (the "Committee") of the Board of Trustees (the "Board") of Winthrop Realty Trust (the "Company") shall consist of at least four trustees who the Board determines are "independent" in accordance with New York Stock Exchange ("NYSE") listing standards, as well as the requirements of any laws or regulations applicable to the Committee or its members. The members of the Committee shall be appointed on an annual basis and may be removed at any time by the Board. The Board shall appoint a Chair of the Committee.

Purpose, Authority and Responsibilities

The Committee shall assist the Board in (i) establishing criteria for Board membership; (ii) searching for and screening candidates to fill vacancies on the Board; (iii) recommending an appropriate slate of candidates for election each year; (iv) evaluating the performance of individual trustees; (v) assessing the overall performance of the Board; (vi) considering issues regarding the composition, and size of the Board; (vii) monitoring a process to assess board effectiveness; and (viii) developing and implementing the Company's corporate governance guidelines.

In furtherance of these purposes, the Committee shall have the following authority and responsibilities:

Meetings

- The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities;
- If it so determines, the Committee may meet separately with members of management, or with outside advisors or firms to discuss any matters that the Committee believes would be appropriate;
- The Chairman of the Board or any member of the Committee may call meetings of the Committee in accordance with the By-laws of the Company;
- All independent trustees who are not members of the Committee, if any, may attend meetings of the Committee but may not vote. The Committee may invite to its meetings

any trustee, member of management or any other person it deems appropriate in order to carry out its responsibilities;

- The Committee may also exclude from its meetings or any part of a meeting any persons it deems appropriate;
- In addition to telephonic meetings authorized by the By-laws of the Company, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing is signed by all Committee members or if all Committee members consent via electronic transmission. Any such consent must be filed with the Secretary of the Company and maintained in the record of the proceedings of the Committee;
- Written or electronic minutes of each meeting shall be prepared and filed with the records of the Company and shall be available to all trustees of the Company;

Board Membership

- The Committee shall recommend and periodically evaluate criteria for Board membership and selection of new trustees, including applicable "independence" standards, and recommend to the Board the skills, experience, perspective and background required for the effective functioning of the Board, considering the Company's strategy, as well as its regulatory, geographic and market environments;
- The Committee shall search for, recruit, screen, interview and recommend candidates for new trustees as necessary to fill vacancies or the additional needs of the Board, and consider management's and stockholder's recommendations for trustee candidates;
- The Committee shall recommend to the Board nominees for election as trustees. During the Covenant Period (as defined in the form of Covenant Agreement attached as Annex D to the Stock Purchase Agreement, dated as of November 26, 2003, between FUR Investors, LLC and the Company), by FUR Investors, LLC, the power and authority of the Committee shall be subject to the continuing exclusive right of FUR Investors, LLC to designate individuals to fill vacancies on the Board created by the resignation, death or removal of any non-Independent Trustee;
- The Committee shall report to the Board on the qualifications and performance of incumbent trustees when making recommendations for or against such trustees' re-election to the Board;
- The Committee shall periodically review and discuss with the Board whether individual independent trustees continue to satisfy the independence standards adopted by the Board, the Securities and Exchange Commission ("SEC") and the NYSE;
- The Committee may at its discretion retain and terminate any search firm to be used to identify Board candidates, as well as to approve the search firm's fees and other retention

terms. The Committee may also, at its discretion, engage outside legal counsel or other advisers as it deems necessary to carry out its functions.

Board Performance

- At least annually, the Committee shall review and assess the performance of the Board and its committees, which evaluation shall include (a) the Board's effectiveness, (b) the composition, size, organization (including its committee structure, membership and leadership) and practices of the Board, (c) tenure and other policies related to the trustees' service on the Board, and monitor the annual self-evaluations, and (d) such other matters as the Committee may decide;
- The Committee shall review and discuss with the Board relationships between the Company and the trustees and non-Board services provided by trustees to the Company, its subsidiaries and affiliates;
- The Committee shall monitor the orientation and continuing training needs of trustees and recommend action to the Board where appropriate;
- The Committee shall recommend to the Board the resignation or removal of a trustee where appropriate;

Committee Membership

- The Committee shall recommend annually to the Board trustee nominees for each Board committee, taking into account the skills and background of such trustee, as well as the listing standards of the NYSE and applicable laws, rules and regulations and advise the Board on the appropriate composition of each Board committee;

Corporate Governance

- The Committee shall periodically evaluate, and report to the Board its evaluation of, the quality, sufficiency and timeliness of information furnished by management to the trustees in connection with Board and committee meetings and other activities of the trustees, and make appropriate recommendations;
- The Committee shall develop and recommend to the Board a set of corporate governance principles (the "Corporate Governance Guidelines") applicable to the Company, including procedures to assure compliance with the Guidelines, and review at least annually the principles and recommend appropriate changes, and initiate and oversee a periodic evaluation of corporate governance matters generally; and, based on the foregoing, recommend action to the Board where appropriate;
- The Committee shall periodically review and discuss with the Board the compliance by management with the Company's Corporate Governance Guidelines;

- The Committee shall develop and recommend to the Board a Code of Business Conduct and Ethics (the "Code of Ethics") applicable to the Company, including procedures for assuring compliance with the Code of Ethics, and review at least annually the Code of Ethics and recommend to the Board appropriate changes;
- The Committee shall evaluate the charters of the Audit Committee and the Compensation Committee periodically, in consultation with the chairmen of each of those committees, and recommend to the Board such modifications of those charters as the Committee deems necessary or appropriate;
- The Committee shall cause to be published on the Company's website the charters of each committee of the Board, the Company's Corporate Governance Guidelines and the Code of Ethics;

Reporting to the Board; Evaluation of Performance; Other Activities

- The Committee shall report to the Board the Committee's recommendations and the results of its actions;
- The Committee shall, at least annually, (i) evaluate its own performance and report to the Board on such evaluation and (ii) review and assess the adequacy of this Charter and recommend to the Board any amendments to this Charter, which amendments shall be subject to Board approval;
- The responsibilities and duties enumerated in this Charter shall be the common recurring activities of the Committee in carrying out its purposes. The Committee may assume additional duties or responsibilities, carry out additional functions or adopt additional policies and procedures as may be appropriate to carry out its purposes or in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time. In carrying out these responsibilities and duties, the Committee shall comply with all applicable requirements of the NYSE, the SEC, regulations or law in such manner and under such guidelines as the Committee shall determine from time to time to be most appropriate.

Beneficiary Communications

The Chairman of the Nominating and Corporate Governance Committee shall initially review all shareholder communications intended for management of the Trust or the Board of Trustees or an individual Trustee and the Chairman, or if the Chairman so elects, the Nominating and Corporate Governance Committee as a whole, shall determine, in its discretion, considering the identity of the submitting beneficiary and the materiality and appropriateness of the communication, whether, and to whom within the Trust, to forward the communication

Procedures

A majority of the members of the Committee shall constitute a quorum. The affirmative approval of majority of a quorum shall be sufficient to approve a decision of the Committee. The Chair of the Committee, in consultation with the other Committee members, shall set meeting agendas and report to the Board the result of its meetings.

The Committee may delegate its authority to such subcommittees or to the Chair of the Committee when it deems appropriate.

In fulfilling its responsibilities, the Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full access to all books, records, facilities and personnel of the Company and may retain special legal, accounting or other advisors, as the Committee may deem appropriate in its sole discretion. The Committee shall have full authority (without the need for any other Board approval) to retain outside legal, accounting or other advisors in carrying out its duties and responsibilities. As part of this authority, the Committee shall be authorized to approve the fees payable to such advisors and firms and any other terms of retention, and the Company shall provide the funding determined appropriate by the Committee for any such advisors and firms. Such advisors shall have such access to the books records, facilities and personnel of the Company as the Committee shall consider appropriate.