

MUNICIPAL MORTGAGE & EQUITY, LLC

Amended and Restated Compensation Committee Charter

1. Purpose

The Compensation Committee (the “Committee”) shall (a) oversee and advise Company management with respect to the Company’s overall compensation philosophy, (b) oversee the administration of the Company’s compensation programs, (c) review the compensation of executive officers and (d) prepare any report on executive compensation required by the rules and regulations of the Securities and Exchange Commission (the “SEC”).

2. Composition

The Committee shall be comprised of at least three directors as appointed by the Company’s Board of Directors (the “Board”), each of whom shall meet the independence requirements under the rules and regulations of the New York Stock Exchange as in effect from time to time and shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be elected by the Board at the meeting of the Board following each annual meeting of shareholders and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. The Chair of the Committee shall be appointed by the full Board.

3. Meetings and Conduct of Affairs

The Committee shall meet at such times and from time to time as it deems to be appropriate, but not less than three times each year. The Committee may request members of management or others to attend meetings and provide pertinent information as necessary.

The Committee shall report to the Board on a regular basis and in any event not less than once a year. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities. The Committee shall have the authority to select, retain and terminate a compensation consultant; to delegate the selection, retention and termination of the consultant; and to approve the consultant’s fees and other retention terms.

4. Responsibilities and Duties

The duties of the Committee shall include the following:

- In consultation with senior management, the Committee will establish the Company’s general compensation philosophy, and oversee the development and implementation of compensation programs.
- The Committee will review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate

the performance of the CEO in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years.

- The Committee will review and approve compensation programs applicable to the senior management of the Company.
- The Committee will make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans and discharge any responsibilities imposed on the Committee by any of these plans.
- In consultation with senior management, the Committee will oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility, and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- The Committee will review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.
- The Committee will prepare and issue the evaluations required under "Performance Evaluation" below.
- On an annual basis, the Committee will (a) provide the discussion and analysis to be included in the "Compensation Discussion and Analysis" section of the Company's proxy statement, oversee the drafting of the CD&A and prepare and sign the related compensation committee report required to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations and (b) oversee the preparation of the Company's disclosures required by Item 402, "Executive Compensation" of Regulation S-K to be included in the Company's annual report on proxy statement.
- The Committee will perform any other duties or responsibilities expressly delegated to it by the Board from time to time relating to the Company's compensation programs.

5. Delegation of Duties

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

6. Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, which evaluation shall assess the performance of the Committee against the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.

7. Miscellaneous

This charter has been ratified and reported by the Committee to the Board on February 21, 2007 and approved by the Board on February 22, 2007. A copy of this charter will be made available on the Company's public website under the information regarding corporate governance matters.