

# ANNUAL MEETING OF STOCKHOLDERS OF CIFC CORP.

To be held on  
**September 15, 2011 at 10:00 a.m. EDT**  
at the offices of **Winston & Strawn LLP**  
**200 Park Avenue, New York, New York 10166**

**PROXY VOTING INSTRUCTIONS**

**INTERNET** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions. Have your proxy card available when you access the web page.

**TELEPHONE** - Call toll-free **1-800-PROXIES** (1-800-776-9437) in the United States or **1-718-921-8500** from foreign countries from any touch-tone telephone and follow the instructions. Have your proxy card available when you call.

Vote online/phone until 11:59 PM EDT on September 14, 2011.

**MAIL** - Sign, date and mail your proxy card in the envelope provided as soon as possible.

**IN PERSON** - You may vote your shares in person by attending the Annual Meeting.

<b>COMPANY NUMBER</b>	
<b>ACCOUNT NUMBER</b>	

**NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:**  
The Notice of Annual Meeting of Stockholders, Proxy Statement and Proxy Card are available at <http://www.amstock.com/ProxyServices/ViewMaterial.asp?CoNumber=16009>

↓ Please detach along perforated line and mail in the envelope provided IF you are not voting via telephone or the Internet. ↓

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" EACH OF THE PROPOSALS LISTED BELOW.**  
**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE**

1. To elect eleven directors to serve on the board of directors of CIFC Corp. until the next annual meeting of stockholders and until their successors have been duly elected or appointed and qualified.

- FOR ALL NOMINEES
- WITHHOLD AUTHORITY FOR ALL NOMINEES
- FOR ALL EXCEPT (See instructions below)

- NOMINEES:**
- Frederick Arnold
  - Samuel P. Bartlett
  - Michael R. Eisenson
  - Jason Epstein
  - Peter Gleysteen
  - Andrew Intrater
  - Paul F. Lipari
  - Robert B. Machinist
  - Tim R. Palmer
  - Frank C. Puleo
  - Jonathan W. Trutter

- |  | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|
| 2. To approve the CIFC Corp. 2011 Stock Option and Incentive Plan.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To ratify the appointment of Deloitte & Touche LLP as CIFC Corp.'s independent registered public accounting firm for the fiscal year ending December 31, 2011.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve any adjournment or postponement of the Annual Meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the Annual Meeting to approve Proposal Nos. 1, 2 or 3. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

These items of business are more fully described in the proxy statement. The record date for the Annual Meeting is July 28, 2011. Only stockholders of record at the close of business on that date may vote at the meeting or any adjournment thereof.

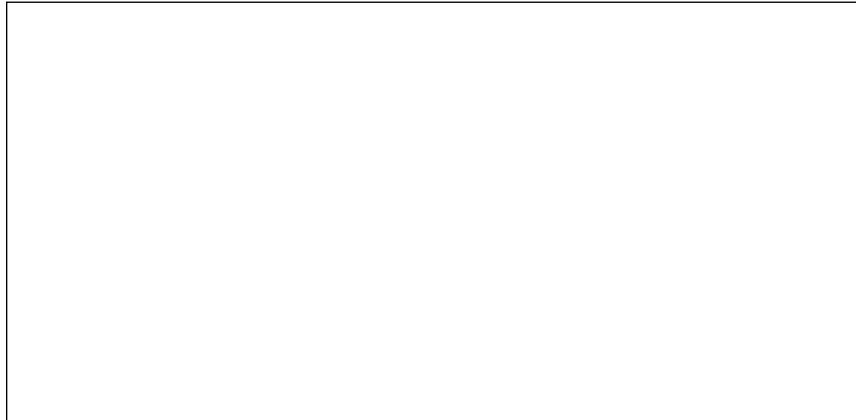
**INSTRUCTIONS:** To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee you wish to withhold, as shown here: ●

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder  Date:  Signature of Stockholder  Date:

**Note:** Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Directions to the Company's Annual Meeting of Stockholders are posted on the "DFR Shareholders" section of the Company's internet web site, <http://www.cifc.com>, and may also be obtained by contacting the Company's Legal Department, in writing, at CIFC Corp., 250 Park Avenue, 5th Floor, New York, New York 10177, or by phone, at (212) 624-1200.



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## **CIFC CORP.**

### **This Proxy is Solicited on Behalf of the Board of Directors**

The undersigned stockholder(s) of CIFC Corp., a Delaware corporation (the "Company"), hereby acknowledge(s) receipt of the Notice of Annual Meeting of Stockholders and Proxy Statement for the Company's Annual Meeting of Stockholders to be held on September 15, 2011 at 10 a.m. EDT (the "Meeting"). The undersigned stockholder(s) of the Company hereby appoint(s) Robert A. Contreras and Robert C. Milton III or either of them, proxies and attorneys-in-fact, with full power of substitution, on behalf and in the name of the undersigned, to represent the undersigned at the Meeting to be held at the offices of Winston & Strawn LLP, 200 Park Avenue, New York, New York 10166, or at any adjournment(s) or postponement(s) thereof, and to vote all shares of common stock which the undersigned would be entitled to vote if then and there personally present, on the matters set forth on the reverse side of this proxy card.

**This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is given, this proxy will be voted "FOR" all director nominees and "FOR" Proposal Nos. 2, 3 and 4.**

**(continued and to be signed on reverse side)**