

NOTICE REGARDING TRANSFER ON DEATH REGISTRATION

Your shares of common stock (“Shares”) of Resource Diversified Income Fund (the “Company”) may be registered in beneficiary form by directing the Company to include in the registration a Transfer on Death (“TOD”) direction to transfer the Shares upon your death to the designated TOD beneficiary, provided the Company receives proof of death and other documentation it deems necessary or appropriate. An example of this designation would be “John Doe TOD Jane Smith.” John Doe is the owner of the Shares and Jane Smith is the TOD beneficiary. This agreement is between you and the Company. You should discuss the making of a TOD direction with your attorney and tax advisor to ensure that it is consistent with your estate and tax planning.

Your TOD direction will appear on the Company’s records and in all correspondence with you as part of the registration in which your Shares are held. You may name a secondary beneficiary to whom your Shares will be transferred if your primary beneficiary predeceases you. If all named beneficiaries predecease you, then your Shares will be transferred to your estate.

TOD LIMITATIONS

The Company reserves the right to allow the following rules to apply to a TOD registration:

1. A TOD designation will be accepted only where Shares are owned by a natural person and registered in that individual’s name or by two or more natural persons as joint tenants with rights of survivorship (“JTWRROS”). A TOD designation made by JTWRROS does not take effect until the last joint tenant dies. The surviving owners may revoke or change the TOD designation at any time.
2. The TOD beneficiary must be an individual or entity and cannot be one of the persons in the JTWRROS registration.
3. Shares held by trusts, corporations, charities and other such entities may not declare a TOD designation because they are considered perpetual. These entities, however, may be listed as a beneficiary on a TOD for accounts registered to a natural person.
4. If the beneficiary does not survive the registered owner, the shares will be treated as belonging to the decedent’s estate.
5. A minor may not be named as a beneficiary.
6. A TOD designation will not be accepted from residents of Louisiana.
7. A TOD designation may be voided at any time by the Company, in its sole discretion, if there is any doubt as to the validity or effectiveness of a TOD designation.

MULTIPLE BENEFICIARIES

If you wish to have more than one primary or secondary beneficiary, the requirements are as follows:

1. Write the name of each beneficiary on an additional page and clearly indicate whether each beneficiary is a primary or secondary beneficiary.
2. Indicate the number of Shares for each beneficiary.
3. Sign both the TOD form and the additional page.

Upon your death, your Shares and any unpaid distributions with respect to your Shares will be transferred to your beneficiary who survives your death with the properly signed and executed transfer paperwork. You agree that the Company may rely on a sworn request submitted by you to execute your TOD direction (submitted by your named beneficiary or by your personal representative) that lists your surviving beneficiary. Your TOD direction is revocable prior to your death by the sale of your Shares, by assigning your Shares to another person or entity or by requesting registration without a TOD direction or requesting registration with a new TOD direction. Your TOD direction may not be revoked by a provision in your will or other instrument. If the TOD direction is held in a JTWRROS registration, the surviving joint owner may, acting alone, revoke the TOD direction following the death of the other joint owner.

IMPORTANT NOTICE: The Company will only honor a TOD direction that has been recorded on the Company’s registration records by the Company. Also, the Company will not recognize a revocation or change in a TOD direction made in your will or other instrument. TOD directions, changes and revocations will only be accepted when in proper form. Proper form requires each of the following:

1. Endorsement by the owner with acceptable signature guaranteed. (A signature guarantee is an authentication of a signature in the form of a stamp or seal by a bank, a stock exchange member or another acceptable guarantor).
2. Instructions indicating either a new form of registration, removal of the current TOD beneficiary and/or designating a new TOD beneficiary.
3. Actual receipt by the Company prior to your death.

You should periodically review and consider any outstanding TOD direction to make certain the TOD direction conforms to your current intentions with respect to the disposition of the Shares at your death.

SECTION 1: INVESTOR'S INFORMATION

Account _____ Account Number _____

Social Security Number/Tax ID _____ / / _____
Date of Birth

Street Address _____

City _____ State _____ Zip _____

Mailing Address (if different from above) _____

City _____ State _____ Zip _____

Phone (day) _____ Phone (evening) _____

Email _____

Please Check: US Citizen US Citizen residing outside of US Foreign citizen, Country _____

Check One: Calendar Year Taxpayer Fiscal Year Taxpayer

SECTION 2. DESIGNATION OF BENEFICIARY

By signing below, I request that my investment in Resource Diversified Income Fund (the "Company") be registered in "transfer on death" ("TOD") form and I hereby designate the following as the beneficiary to whom the investment shall pass after I am deceased.

Name of TOD Beneficiary _____

Social Security Number/Tax ID _____ / / _____
Date of Birth

Street Address of TOD Beneficiary _____

City _____ State _____ Zip _____

Phone (day) _____ Phone (evening) _____

Email _____

Number of Shares (if all Shares state "All") _____

SECTION 3. REPRESENTATIONS

By signing below, I also make the following warranties, representations and agreements:

1. Neither the Company or its respective directors, managers, officers, employees or agents are responsible for determining the tax consequences of the decision to register this investment as requested above.
2. The Company is not required to re-register the investment in the name of the beneficiary unless the Company has received such documents as the Company may require establishing that I am deceased.
3. I agree that the Company will not be liable for any claims, losses or liabilities resulting from (i) any breach of warranty, representation or agreement in this application, or (ii) any action the Company takes in connection with the registration or re-registration in the name of the beneficiary, or any distribution thereafter to the beneficiary or for the benefit of the beneficiary, made as requested or authorized under this application.
4. If this application is submitted by joint tenants with rights of survivorship, upon the death of one of the joint owners, ownership shall pass to the surviving joint owner, and the Company may follow the instructions of the survivor with regard to the investment, including without limitation, instructions to (i) terminate transfer on death registration, or (ii) change of owner or beneficiary.
5. The Company has not provided any legal, tax or other advice to me. I understand that this TOD form may not be enforceable in every jurisdiction. I agree to obtain the advice of an attorney and tax advisor with regard to the enforceability of this form in my state, and its effect on my tax and estate planning.
6. I acknowledge receipt of and have read the "Notice Regarding Transfer on Death Registration" attached hereto.
7. If I have established this account individually and am married (or jointly, and am not married to my joint applicant), my spouse's waiver has been executed below.

SECTION 4. SIGNATURES

X _____ / /
 Signature of Registered Owner Date

X _____ / /
 Signature of Joint Registered Owner Date

****MEDALLION SIGNATURE GUARANTEE REQUIRED BY OWNER(S) OF INVESTMENT**

SPOUSAL WAIVER

By signing below, I consent to the terms and conditions of this Agreement:

X _____ / /
 Signature of Applicant's Spouse Date

X _____ / /
 Signature of Joint Applicant's Spouse Date

NOTE: A TOD MAY ONLY BE HELD BY AN INDIVIDUAL OR BY JOINT TENANTS WITH RIGHTS OF SURVIVORSHIP. YOU MAY NOT USE THIS FORM IF YOUR INVESTMENT IN RESOURCE DIVERSIFIED INCOME FUND IS HELD IN AN IRA, ESTATE, TRUST, CORPORATION, ETC.