

Resource Capital Corp.
Form 10-K
March 16, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____
Commission File Number: 1-32733

RESOURCE CAPITAL CORP.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of
incorporation or organization)

20-2287134
(I.R.S. Employer
Identification No.)

712 Fifth Avenue, 12th Floor, New York, New York 10019
(Address of principal executive offices) (Zip Code)

(212) 506-3870
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$.001 par value	New York Stock Exchange
8.50% Series A Cumulative Redeemable Preferred Stock	New York Stock Exchange
8.25% Series B Cumulative Redeemable Preferred Stock	New York Stock Exchange
8.625% Series C Cumulative Redeemable Preferred Stock	New York Stock Exchange

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No R

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No R

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No R

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No R

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. R

Edgar Filing: Resource Capital Corp. - Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant, based on the closing price of such stock on the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2016) was approximately \$375,434,727.

The number of outstanding shares of the registrant's common stock on March 10, 2017 was 31,398,186 shares.

[\(Back to Index\)](#)

RESOURCE CAPITAL CORP. AND SUBSIDIARIES
 INDEX TO ANNUAL REPORT
 ON FORM 10-K

	PAGE
<u>Forward-Looking Statement</u>	<u>3</u>
PART I	
Item 1: <u>Business</u>	<u>4</u>
Item 1A: <u>Risk Factors</u>	<u>15</u>
Item 1B: <u>Unresolved Staff Comments</u>	<u>34</u>
Item 2: <u>Properties</u>	<u>34</u>
Item 3: <u>Legal Proceedings</u>	<u>34</u>
Item 4: <u>Mine Safety Disclosures</u>	<u>36</u>
PART II	
Item 5: <u>Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>37</u>
Item 6: <u>Selected Financial Data</u>	<u>40</u>
Item 7: <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>42</u>
Item 7A: <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>96</u>
Item 8: <u>Financial Statements and Supplementary Data</u>	<u>97</u>
Item 9: <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>189</u>
Item 9A: <u>Controls and Procedures</u>	<u>189</u>
Item 9B: <u>Other Information</u>	<u>191</u>
PART III	
Item 10: <u>Directors, Executive Officers and Corporate Governance</u>	<u>191</u>
Item 11: <u>Executive Compensation</u>	<u>191</u>
Item 12: <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>191</u>
Item 13: <u>Certain Relationships and Related Transaction and Director Independence</u>	<u>191</u>
Item 14: <u>Principal Accountant Fees and Services</u>	<u>191</u>
PART IV	
Item 15: <u>Exhibits, Financial Statement Schedules</u>	<u>192</u>
<u>SIGNATURES</u>	<u>195</u>

[\(Back to Index\)](#)

[\(Back to Index\)](#)

FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements. Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. In some cases, you can identify forward-looking statements by terms such as "anticipate", "believe", "could", "estimate", "expects", "intend", "may", "plan", "potential", "project", "should", "will" and "would" or the negative of these terms or other comparable terminology.

Forward-looking statements contained in this report are based on our beliefs, assumptions and expectations regarding our future performance, taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or are within our control. If a change occurs, our business, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Forward-looking statements we make in this report are subject to various risks and uncertainties that could cause actual results to vary from our forward-looking statements, including:

- the factors described in this report, including those set forth under the sections captioned "Risk Factors", "Business", and "Management's Discussion and Analysis of Financial Conditions and Results of Operations";
- changes in our industry, interest rates, the debt securities markets, real estate markets or the general economy;
- increased rates of default and/or decreased recovery rates on our investments;
- availability, terms and deployment of capital;
- availability of qualified personnel;
- changes in governmental regulations, tax rates and similar matters;
- changes in our business strategy;
- availability of investment opportunities in commercial real estate-related and commercial finance assets;
- the degree and nature of our competition;
- the adequacy of our cash reserves and working capital; and
- the timing of cash flows, if any, from our investments.

We caution you not to place undue reliance on these forward-looking statements which speak only as of the date of this report. All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this filing or to reflect the occurrence of unanticipated events.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

PART I

ITEM I. BUSINESS

General

We are a real estate finance company that is organized and conducts its operations to qualify as a real estate investment trust, or REIT, for federal income tax purposes under Subchapter M of the Internal Revenue Code of 1986, as amended. Our investment strategy focuses primarily on originating, holding and managing commercial mortgage loans and other commercial real estate-related debt investments. We have historically made other residential real estate and commercial finance investments.

Our investment strategy targets the following core asset class:

CRE/Core Asset Class Principal Investments

Commercial real estate-related assets

First mortgage loans, which we refer to as whole loans;
 First priority interests in first mortgage loans, which we refer to as A notes;
 Subordinated interests in first mortgage loans, which we refer to as B notes;
 Mezzanine debt related to CRE that is senior to the borrower's equity position but subordinated to other third-party debt;
 Commercial mortgage-backed securities, which we refer to as CMBS; and
 Commercial real estate, or CRE, primarily multifamily properties.

In November 2016, we received approval from our board of directors to execute a strategic plan, or the Plan, to focus our strategy on CRE debt investments. The Plan contemplates disposing of certain legacy CRE debt investments, exiting underperforming non-core asset classes and establishing a dividend policy based on sustainable earnings. Legacy CRE loans are loans underwritten prior to 2010. The non-core asset classes in which we have historically invested are expected to be substantially disposed of over the next 12 to 24 months and are described in the following table of non-core asset classes:

Non-Core Asset Classes

Residential real estate-related assets

Residential mortgage loans; and
 Residential mortgage-backed securities, which we refer to as RMBS, which comprise our available for sale portfolio.

Commercial finance assets

Middle-market secured corporate loans and preferred equity investments; and
 Asset-backed securities, which we refer to as ABS, backed by senior secured corporate loans;
 Debt tranches of collateralized debt obligations and collateralized loan obligations, which we refer to as CDOs and CLOs, respectively, and sometimes, collectively, as CDOs;
 Structured note investments, which comprise our trading securities portfolio;
 Syndicated corporate loans;
 Preferred equity investment in a commercial leasing enterprise that originates and holds small- and middle-ticket commercial direct financing leases and notes.

Our objective is to provide our stockholders with total returns over time, including quarterly distributions and capital appreciation, while seeking to manage the risks associated with our investment strategies. We have financed a substantial portion of our portfolio investments through borrowing strategies seeking to match the maturities and repricing dates of our financings with the maturities and repricing dates of those investments, and we have sought to mitigate interest rate and foreign currency risk through derivative investments.

We are externally managed by Resource Capital Manager, Inc., or our Manager, an indirect wholly-owned subsidiary of Resource America, Inc. (formerly traded on NASDAQ: REXI), or Resource America. On September 8, 2016, Resource America was acquired by C-III Capital Partners LLC, or C-III, a leading CRE services company engaged in a broad range of activities, including primary and special loan servicing, loan origination, fund management, CDO management, principal investment, investment sales and multifamily property management. Our Manager now draws upon C-III's and Resource America's management teams and their collective investment experience to provide its services. With respect to the strategic Plan, two non-

[\(Back to Index\)](#)

4

[\(Back to Index\)](#)

core segments: (i) residential mortgage loans and mortgage-backed securities and (ii) middle-market secured corporate loans and preferred equity investments have been reclassified as held for sale and are considered discontinued operations at December 31, 2016. As we exit these non-core asset classes, we expect to deploy the incremental capital primarily into our CRE lending business and CMBS investments. We began to implement the Plan during the fourth quarter of 2016.

During the latter half of 2015 our common shares began to trade at prices well below our book value per share. We had previously sought to enhance shareholder value through our \$50.0 million securities repurchase program authorized by our board in August 2015. Through December 31, 2016, we repurchased \$38.3 million of our common and preferred shares. However, in September 2016 we halted the buy-back program and instead began to marshal resources as part of our strategy to transform our operations into a CRE debt focused enterprise.

In August 2016, we sold our interest in Northport TRS, LLC and the self-originated piece of our middle market lending operation, which generated \$104.2 million of proceeds that we began to use to make new CRE loans. Beginning in the fourth quarter of 2016 and through February 2017, we liquidated several non-core assets. This included liquidating Apidos Cinco (our last syndicated corporate loan CLO) a partial monetization of our interest in Pelium Capital Partners, L.P., sales of several middle market loans, the sale of certain mortgage servicing rights related to our residential mortgage origination platform and a partial liquidation of our ABS portfolio. These liquidations generated \$78.4 million of liquidity.

During 2015 and 2016, we originated 50 new CRE loans totaling \$940.9 million. These loans were initially financed in part through our CRE term facilities and CRE securitizations. As a result of the planned dispositions coupled with available debt financing at December 31, 2016 of \$301.2 million, we intend to grow our CRE lending operation.

Our Business Strategy

The core components of our business strategy are:

Investment in real estate assets. We expect to invest in CRE whole loans, CRE mezzanine loans and investment grade and non-investment grade CMBS bonds. We have historically invested in commercial finance assets, through directly-originated middle-market loans and syndicated corporate loan securitizations and in other ABS, structured note investments and debt tranches of CDOs and CLOs. We exited the directly-originated piece of our middle market lending business in August 2016 and liquidated our last syndicated corporate loan securitization in November 2016. We expect to recycle this capital into our CRE lending business, subject to the availability of investment opportunities. Our goal as we implement our strategy is to target a CRE equity allocation of 90%-100%. At December 31, 2016, our invested equity capital was allocated as follows: 74% in CRE assets; 14% in commercial finance assets; 6% in the residential mortgage lending business; and 6% in other investments.

Managing our investment portfolio. At December 31, 2016, we managed \$1.9 billion of assets, including \$761.4 million of assets that were financed and held in variable interest entities, or VIEs. The core of our management process is credit analysis, which our Manager, as well as C-III and Resource America, use to actively monitor our existing investments and as a basis for evaluating new investments. Senior management of our Manager, C-III and Resource America have extensive experience in underwriting the credit risk associated with our targeted asset classes and conduct detailed due diligence on all credit-sensitive investments. After we make investments, our Manager, C-III and Resource America actively monitor them for early detection of trouble or deterioration. If a default occurs, we will use our senior management team's asset management experience in seeking to mitigate the severity of any loss and to optimize the recovery from assets collateralizing the investment.

Managing our interest rate and liquidity risk. We generally seek to manage interest rate and liquidity risk so as to reduce the effects of interest rate changes on us. In our long-term financings, we seek to match the maturity and repricing dates of our investments with the maturities and repricing dates of our financings. Historically, we have used CDO and CLO vehicles structured for us by our Manager to achieve this goal, and subject to the markets for CDO and CLO financings remaining open, we expect to continue to use those vehicles in the future. We engage in a number of business activities that are vulnerable to interest rate and liquidity risk. Our hedging strategy is intended to take advantage of commonly available derivative investments such as interest rate swaps and caps to reduce, to the extent possible, interest rate and cash flow risks.

We manage our interest rate and liquidity risk on our short-term financings, principally repurchase agreements, by limiting the amount of our financial exposure under the facilities to either a stated investment amount or a fixed guaranty amount. At December 31, 2016, our Wells Fargo CMBS facility had \$22.5 million of short-term debt secured by \$28.5 million of collateral. Our equity at risk was \$6.1 million, including net interest due on the financings. Our Wells Fargo CRE facility had a balance of \$215.3 million of short-term debt at year end 2016 and was secured by \$313.1 million of collateral. Our equity at risk was \$97.5 million, including net interest due. These borrowings were made on a floating rate basis. For more information concerning our credit and repurchase facilities, see "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources" and Note 13 of the Notes to Consolidated Financial Statements contained in Item 8 of this report. We obtained three waivers for violation of the EBITDA to fixed charge coverage ratio financial covenants for our CRE repurchase

[\(Back to Index\)](#)

5

[\(Back to Index\)](#)

facilities and Wells Fargo CMBS repurchase facility as of December 31, 2016. We continuously monitor our compliance with all of the financial covenants. We are in compliance with all other financial covenants as defined in the respective agreements as of December 31, 2016.

Diversification of investments. We intend to manage our investment risk by maintaining a diversified portfolio of commercial mortgage loans and real estate-related assets. As funds become available for investment or reinvestment, we seek to maintain diversification by property type and geographic location while allocating our capital to investment opportunities that we believe are the most economically attractive. The percentage of assets that we have invested in certain non-core and real estate-related asset classes is subject to the federal income tax requirements for REIT qualification and the requirements for exclusion from regulation under the Investment Company Act of 1940, which we refer to as the Investment Company Act.

Our Operating Policies

Investment guidelines. We have established investment policies, procedures and guidelines that are reviewed and approved by our investment committee and board of directors. The investment committee meets regularly to consider and approve proposed specific investments. The board of directors monitors the execution of our overall investment strategies and targeted asset classes. We acquire our investments primarily for income. We do not have a policy that requires us to focus our investments in one or more particular geographic areas or industries.

Financing policies. We have used leverage in order to increase potential returns to our stockholders and for financing our portfolio. We do not speculate on changes in interest rates. Although we have identified leverage targets for each of our targeted asset classes, our investment policies do not have any minimum or maximum leverage limits. Our investment committee has the discretion, without the need for further approval by our board of directors, to increase the amount of leverage we incur above our targeted range for individual asset classes subject, however, to any leverage constraints that may be imposed by existing financing arrangements.

We have historically used borrowing and securitization strategies, substantially through CDOs, to accomplish our long-term match funding financing strategy. Based upon current conditions in the credit markets for CDOs and CLOs, we expect to modestly increase leverage through new CLO securitizations and the continued use of our Wells Fargo facilities and our Morgan Stanley facilities in 2017. We may also seek other credit arrangements to finance new investments that we believe we can generate attractive risk-adjusted returns, subject to availability.

Hedging and interest rate management policies. We use derivative financial instruments to hedge a portion of the interest rate risk associated with our borrowings. Under the federal income tax laws applicable to REITs, we generally will be able to enter into transactions to hedge indebtedness that we may incur, or plan to incur, to acquire or carry real estate assets, provided that our total gross income from qualifying hedges does not exceed 25% of our total gross income and non-qualifying hedges does not exceed 5% of our total gross income. We generally seek to minimize interest rate risk with a strategy that is expected to result in the least amount of volatility under general accepted accounting principles while still meeting our strategic economic objectives and maintaining adequate liquidity and flexibility. These hedging transactions may include interest rate swaps, collars, caps or floors, puts, calls, options and foreign currency exchange protection.

Credit and risk management policies. Our Manager focuses its attention on credit and risk assessment from the earliest stage of the investment selection process. In addition, our Manager screens and monitors all potential investments to determine their impact on maintaining our REIT qualification under federal income tax laws and our exclusion from investment company status under the Investment Company Act. Portfolio risks, including risks related to credit losses, interest rate volatility, liquidity and counterparty credit, are generally managed on a portfolio-by-portfolio basis by Resource America's asset management division.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

General

The table below summarizes the amortized cost and net carrying amount of our investment portfolio at December 31, 2016, classified by asset type (in thousands, except percentages):

At December 31, 2016	Amortized Cost	Net Carrying Amount	Percent of Portfolio	Weighted Average Coupon
Loans Held for Investment:				
CRE whole loans ⁽¹⁾	\$1,290,107	\$1,286,278	69.46 %	5.63%
Loans Held for Sale:				
Syndicated corporate loans ⁽²⁾	1,007	1,007	0.05 %	5.54%
Investments in Available-for-Sale Securities:				
CMBS	98,525	98,087	5.30 %	5.38%
RMBS	1,526	1,601	0.09 %	5.43%
ABS	21,365	25,280	1.35 %	N/A ⁽⁴⁾
	121,416	124,968	6.74 %	
Investment Securities-Trading:				
Structured notes	6,242	4,492	0.24 %	N/A ⁽⁴⁾
Other (non-interest bearing):				
Investments in unconsolidated entities	87,919	87,919	4.76 %	N/A ⁽⁴⁾
Direct financing leases ⁽³⁾	992	527	0.03 %	5.66%
	88,911	88,446	4.79 %	
Other Assets Held for Sale:				
Residential mortgage loans	148,140	148,140	8.00 %	3.79%
Middle market loans	52,382	40,443	2.18 %	5.87%
CRE legacy loans	158,192	158,178	8.54 %	2.90%
	358,714	346,761	18.72 %	
Total Investment Portfolio	\$1,866,397	\$1,851,952	100.00 %	

(1) Net carrying amount includes an allowance for loan losses of \$3.8 million at December 31, 2016.

(2) The fair value option was elected for syndicated corporate loans, held for sale.

(3) Net carrying amount includes an allowance for lease losses of \$465,000 at December 31, 2016.

(4) There is no stated rate associated with these securities.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

Core Asset Classes

Commercial Real Estate Debt Investments

Whole loans. We predominantly originate first mortgage loans, or whole loans, directly to borrowers. The direct origination of whole loans enables us to better control the structure of the loans and to maintain direct lending relationships with borrowers. We may create tranches of a loan we originate, consisting of an A note (described below) and a B note (described below), as well as mezzanine loans or other participations, which we may hold or sell to third parties. We do not obtain ratings on these investments. With respect to our portfolio at December 31, 2016, our whole loan investments had loan to value, or LTV, ratios that typically do not exceed 80%. Typically, whole loans will have terms of three to five years and are generally structured with an original term of up to three years, with one-year extensions that bring the loan to a maximum term of five years. Substantially all of our CRE loans held at December 31, 2016 were whole loans. We expect to hold our whole loans to their maturity.

Senior interests in whole loans (A notes). Historically, we have invested in senior interests in whole mortgage loans, referred to as A notes, either directly originated or purchased from third parties. We do not obtain ratings on these investments. Our typical A note investments had an LTV ratio not exceeding 70%, and were generally held to their maturity. We did not hold any A note investments at December 31, 2016.

Subordinate interests in whole loans (B notes). To a lesser extent, we have invested in subordinate interests in whole loans, referred to as B notes, which we either directly originate or have purchased from third parties. B notes are loans secured by a first mortgage but are subordinated to an A note. The subordination of a B note is generally evidenced by an intercreditor or participation agreement between the holders of the A note and the B note. In some instances, the B note lender may require a security interest in the stock or other equity interests of the borrower as part of the transaction. B note lenders have the same obligations, collateral and borrower as the A note lender, but typically are subordinated in recovery upon a default to the A note lender. B notes share certain credit characteristics with second mortgages in that both are subject to greater credit risk with respect to the underlying mortgage collateral than the corresponding first mortgage or A note. We do not obtain ratings on these investments. Our typical B note investments have had LTV ratios between 55% and 80%, had terms of three to five years and were generally structured with an original term of up to three years, with one-year extensions that bring the loan to a maximum term of five years. We expect to hold any B note investments we make or purchase to their maturity. We did not hold any B note investments at December 31, 2016.

In addition to the interest payable on a B note, we may earn fees charged to the borrower under the note or additional income by receiving principal payments in excess of the discounted price (below par value) we paid to acquire the note. Our ownership of a B note with controlling class rights may, in the event the financing fails to perform according to its terms, cause us to pursue our remedies as owner of the B note, which may include foreclosure on, or modification of, the note. In some cases, the owner of the A note may be able to foreclose or modify the note against our wishes as owner of the B note. As a result, our economic and business interests may diverge from the interests of the owner of the A note.

Mezzanine financing. Historically, we have also invested in mezzanine loans that are senior to the borrower's equity in, and subordinate to a mortgage loan on, a property. A mezzanine loan is typically secured by a pledge of the ownership interests in the entity that directly owns the real property. In addition mezzanine loans typically include credit enhancements such as letters of credit, personal guarantees of the principals of the borrower, or collateral unrelated to the property. A mezzanine loan may be structured so that we receive a stated fixed or variable interest rate on the loan as well as a percentage of gross revenues and a percentage of the increase in the fair market value of the property securing the loan, payable upon maturity, refinancing or sale of the property. Mezzanine loans may also have prepayment lockouts, penalties, minimum profit hurdles and other mechanisms to protect and enhance returns in the event of premature repayment. Our mezzanine investments have LTV ratios between 65% and 90%. The stated maturity of mezzanine financings typically range from three to five years and are held to maturity. We have no basis in any mezzanine loan investments at December 31, 2016.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

The following charts describe the property type and the geographic breakdown of our CRE loan portfolio at December 31, 2016 (based on carrying value), excluding our legacy CRE loans classified as assets held for sale:

The CRE collateralizing our loan portfolio comprises a diversified mix of property types, as follows (based on carrying value): multifamily – 47%; office – 20%; retail – 17%; hotel – 15%; and industrial – 1%.

Approximately 31% of our portfolio is in Texas. Within Texas, our portfolio consists of whole loans collateralized by two property types: multifamily – 70% and office – 17%. We also hold 19% of our portfolio in California, which we split into Southern (9%) and Northern (10%) regions. Within the Southern California region, our portfolio consists of whole loans concentrated in two property types: multifamily – 46% and retail – 43%. Within the Northern California region, our portfolio consists of whole loans collateralized by two property types: office – 55% and retail – 40%. We view our investment and credit strategies as being adequately diversified across property type in the Southern and Northern California regions and in Texas.

[\(Back to Index\)](#)

9

[\(Back to Index\)](#)

As part of the Plan, certain underperforming legacy CRE whole loans were classified as held for sale at December 31, 2016. These legacy CRE whole loans are in three property types: hotel – 54%; retail – 39%; and office – 7%. Of these loans, 84% are within California and 16% in Arizona.

CMBS

We invest in CMBS, which are securities that are secured by, or evidence interests, in a pool of mortgage loans secured by commercial properties. These securities may be senior or subordinate and may be either investment grade or non-investment grade. The majority of our CMBS investments have been rated by at least one nationally recognized rating agency.

The yields on CMBS depend on the timely payment of interest and principal due on the underlying mortgage loans, and defaults by the borrowers on such loans may ultimately result in deficiencies and defaults on the CMBS. In the event of a default, the trustee for the benefit of the holders of CMBS has recourse only to the underlying pool of mortgage loans and, if a loan is in default, to the mortgaged property securing such mortgage loan. After the trustee has exercised all of the rights of a lender under a defaulted mortgage loan and the related mortgaged property has been liquidated, no further remedy is available. However, holders of relatively senior classes of a CMBS trust will be protected to a certain degree by the structural features of the securitization transaction, such as the subordination of junior classes of the CMBS trust.

Commercial Real Estate Equity Investments

In 2011, we began to invest directly in the ownership of CRE, restructuring two real estate loans to take control of properties where we believed we could protect capital and ultimately generate capital appreciation. We primarily used a related party, Resource Real Estate, a subsidiary of Resource America, to manage any CRE investments we hold on our behalf. We later acquired two multi-family real estate assets, one through a joint venture and the other wholly-owned by us, as well as a hotel property. We sold the wholly-owned multi-family property at a substantial gain of \$16.6 million in 2013, and divested the remaining CRE assets during 2014 at a gain of \$6.1 million. At December 31, 2016 and December 31, 2015, we were not directly invested in the ownership of any CRE assets.

Other Real Estate Investments

We have invested in a joint venture that makes high-yield investments in a broad range of CRE assets through a variety of debt investments, including mezzanine loans, B notes, preferred equity, and whole loans including bridge financing. Our joint venture investment balance was \$17.0 million at December 31, 2016.

Non-Core Asset Classes

Structured Note Investments and Residential Mortgage-Backed Securities, or RMBS

We have invested in structured notes and RMBS as part of our trading portfolio. Structured note investments are investments in structured finance vehicles that are typically among the most junior debt securities, or are equity securities, issued by the vehicle. The majority of our structured notes have not been rated by any nationally recognized rating agency. These notes and equity securities typically receive quarterly interest payments or distributions only after the more senior debt securities issued by the vehicle have received all amounts contractually then owed to them. We also invest in RMBS, which are securities that are secured or evidenced by interests in pools of residential mortgage loans. These securities may be issued by government-sponsored agencies or other entities and may or may not be rated investment grade by rating agencies. We expect that our RMBS will include loan pools with home equity loans (loans that are secured by subordinate liens), residential B or C loans (loans where the borrower's FICO score, a measure used to rate the financial strength of the borrower, is low, generally below 625), "Alt-A" loans (where the borrower's FICO score is between 675 and 725) and "high LTV" loans (loans where the LTV is 95% or greater).

Residential Mortgage Origination

Primary Capital Mortgage, LLC, or PCM, is a residential mortgage lender and servicer offering home loans in 42 states at December 31, 2016, primarily through wholesale channels. PCM primarily originates agency and non-agency mortgage loans for the purpose of selling those loans to the appropriate federal agency and other investors. PCM originated \$1.8 billion of agency mortgage loans and \$127.2 million of prime jumbo loans in 2016. At December 31, 2016, PCM serviced over \$3.4 billion of residential mortgage loans. As part of our Plan to exit non-core asset classes, PCM's operations were moved to discontinued operations in the fourth quarter of 2016 and its

assets and liabilities were marked to the lower of cost or fair market value and transferred to held for sale status.

[\(Back to Index\)](#)

10

[\(Back to Index\)](#)

Commercial Finance Investments

Subject to limitations imposed by REIT qualification standards and requirements for exclusion from regulation under the Investment Company Act, we have invested in the following commercial finance assets, which we have no plans to invest in after they are disposed:

Middle market loans. We have made both senior and subordinated, secured and unsecured loans to middle market companies either through directly originated transactions or purchases from third parties. However, in August 2016 we completed the sale of Northport TRS, LLC, or Northport, and retained substantially all of the portfolio of broadly syndicated loans purchased through third parties, and one directly originated loan classified as held for sale, with an aggregate carrying value of \$40.4 million at December 31, 2016. As part of our Plan to exit non-core asset classes, our middle market business was moved to discontinued operations in the fourth quarter of 2016. As such, the remaining assets were required to be marked to the lower of cost or fair market value and transferred to held for sale status at December 31, 2016.

Syndicated corporate loans. We have acquired senior and subordinated, secured and unsecured loans made by banks or other financial entities that were financed primarily by CLOs. However, our last remaining CLO, Apidos Cinco, was called and liquidated in November 2016. We have received substantially all of the call proceeds from the trustee in connection with the liquidation, and we expect to receive the balance of the proceeds in 2017.

Equipment leases. We have a preferred equity investment in an equipment leasing company that invests in small- and middle-ticket equipment leases. Although previously we had maintained an equipment lease receivable portfolio, we transferred that portfolio to the leasing company in return for the preferred equity interest. We do not expect to invest in an equipment leasing portfolio in the future.

Trust preferred securities and other ABS. We did not have any investments in trust preferred securities or other ABS at December 31, 2016. With certain exceptions relating to smaller banking institutions, the Dodd-Frank Act provided for a phase out of the use of trust preferred securities as primary regulatory capital for financial institutions, which has resulted in a lack of new issuances. Accordingly, we do not expect to make trust preferred securities investments in the future.

Competition

See Item 1A "Risk Factors - Risks Related to Our Investments" "We may face competition for suitable investments." Management Agreement

We have a management agreement with our Manager, pursuant to which our Manager provides the day-to-day management of our operations. On September 8, 2016, Resource America was acquired by C-III, as a result of which C-III now controls our Manager. The agreement has been amended several times over the years. The management agreement requires our Manager to manage our business affairs in conformity with the policies and investment guidelines established by our board of directors. Our Manager's provides its services under the supervision and direction of our board of directors. Our Manager is responsible for the selection, purchase and sale of our portfolio investments, our financing activities and providing us with investment advisory services. Our Manager also provides us with a Chief Financial Officer, Chief Accounting Officer, several accounting and tax professionals and an investor relations officer. Our Manager receives fees and is reimbursed for its expenses as follows:

A monthly base management fee equal to 1/12th of the amount of our equity multiplied by 1.50%. Under the management agreement, "equity" is equal to the net proceeds from issuances of shares of capital stock less offering-related costs, plus or minus our retained earnings (excluding non-cash equity compensation incurred in current or prior periods) less any amounts we have paid for common stock and preferred stock repurchases. The calculation is adjusted for one-time events due to changes in accounting principles generally accepted in the United States, which we refer to as GAAP, as well as other non-cash charges, upon approval of our independent directors. Incentive compensation, calculated as follows: (i) 25% of the dollar amount by which (A) our adjusted operating earnings (before incentive compensation but after the base management fee) per common share (based on the weighted average number of common shares outstanding for such quarter) for a quarter exceeds (B) an amount equal to (1) the weighted average of the price per share of our common stock in our initial offering and the prices per share of our common stock in any of our subsequent offerings, in each case at the time of issuance thereof, multiplied by (2) the greater of (a) 2.00% and (b) 0.50% plus one-fourth of the Ten Year Treasury Rate for such quarter, multiplied

by (ii) the weighted average number of shares of common stock outstanding during such quarter, subject to adjustment to exclude events pursuant to changes in GAAP or the application of GAAP as well as non-recurring or unusual transactions or events, after discussion between our Manager and the independent directors and approval by a majority of the independent directors in the case of non-recurring or unusual transactions or events.
Reimbursement of out-of-pocket expenses and certain other costs incurred by our Manager that relate directly to us

[\(Back to Index\)](#)

11

[\(Back to Index\)](#)

and our operations.

Reimbursement of our Manager's expenses for the wages, salaries and benefits of our Chief Financial Officer, Chief Accounting Officer, several accounting and tax professionals and 50% of the salary and benefits of the director of investor relations. Until the closing of C-III's acquisition of Resource America on September 8, 2016, we also reimbursed our Manager for of the wages, salary and benefits of our Chairman.

In November 2013, we amended the management agreement to allow an ancillary operating subsidiary to directly incur and pay all of its own operating costs and expenses, including compensation to employees and reimbursement of any compensation costs incurred by our Manager for the personnel principally devoted to such ancillary operating subsidiary.

Incentive compensation is calculated and payable quarterly to our Manager to the extent it is earned. Up to 75% of the incentive compensation is payable in cash and at least 25% is payable in the form of an award of common stock. Our Manager may elect to receive more than 25% of its incentive compensation in common stock. All shares are fully vested upon issuance. However, our Manager may not sell such shares for one year after the incentive compensation becomes due and payable unless the management agreement is terminated. Shares payable as incentive compensation are valued as follows:

- if such shares are traded on a securities exchange, at the average of the closing prices of the shares on such exchange over the 30-day period ending three days prior to the issuance of such shares;
- if such shares are actively traded over-the-counter, at the average of the closing bid or sales price as applicable over the 30-day period ending three days prior to the issuance of such shares; and
- if there is no active market for such shares, at the fair market value as reasonably determined in good faith by our board of directors.

The management agreement's initial contract term ends on March 31, 2017. The agreement provides for automatic one year renewals on such date and on each March 31 thereafter until terminated. Our board of directors reviews our Manager's performance annually. The management agreement may be terminated annually upon the affirmative vote of at least two-thirds of our independent directors, or by the affirmative vote of the holders of at least a majority of the outstanding shares of our common stock, based upon unsatisfactory performance that is materially detrimental to us or a determination by our independent directors that the management fees payable to our Manager are not fair, subject to our Manager's right to prevent such a compensation termination by accepting a mutually acceptable reduction of management fees. Our board of directors must provide 180 days' prior notice of any such termination. If we terminate the management agreement, our Manager is entitled to a termination fee equal to four times the sum of the average annual base management fee and the average annual incentive compensation earned by our Manager during the two 12-month periods immediately preceding the date of termination, calculated as of the end of the most recently completed fiscal quarter before the date of termination.

We may also terminate the management agreement for cause with 30 days' prior written notice from our board of directors. No termination fee is payable in the event of a termination for cause. The management agreement defines cause as:

- our Manager's continued material breach of any provision of the management agreement following a period of 30 days after written notice thereof;
- our Manager's fraud, misappropriation of funds, or embezzlement against us;
- our Manager's gross negligence in the performance of its duties under the management agreement;
- our bankruptcy or insolvency of our Manager, or the filing of a voluntary bankruptcy petition by our Manager;
- our dissolution of our Manager; or
- a change of control (as defined in the management agreement) of our Manager if a majority of our independent directors determines, at any point during the 18 months following the change of control, that the change of control was detrimental to the ability of our Manager to perform its duties in substantially the same manner conducted before the change of control.

Cause does not include unsatisfactory performance that is materially detrimental to our business.

Our Manager may terminate the management agreement at its option, without payment of a termination fee by us, if we become regulated as an investment company under the Investment Company Act, with such termination deemed to

occur immediately before such event.

Regulatory Aspects of Our Investment Strategy: Exclusion from Regulation Under the Investment Company Act
We operate our business so as to be excluded from regulation under the Investment Company Act. Because we conduct our business through wholly-owned subsidiaries, we must ensure not only that we qualify for an exclusion from regulation under

[\(Back to Index\)](#)

12

[\(Back to Index\)](#)

the Investment Company Act, but also that each of our subsidiaries also qualifies.

We believe that RCC Real Estate, Inc., the subsidiary that at December 31, 2016 held all of our CRE loan assets, is excluded from Investment Company Act regulation under Section 3(c)(5)(C), a provision designed for companies that do not issue redeemable securities and are primarily engaged in the business of purchasing or otherwise acquiring mortgages and other liens on and interests in real estate. To qualify for this exclusion, at least 55% of RCC Real Estate's assets must consist of mortgage loans and other assets that are considered the functional equivalent of mortgage loans for purposes of the Investment Company Act and interests in real properties, which we refer to as "qualifying real estate assets." Moreover, 80% of RCC Real Estate's assets must consist of qualifying real estate assets and other real estate-related assets. RCC Real Estate has not issued, and does not intend to issue, redeemable securities.

We treat our investments in CRE whole loans, A notes and specific types of B notes and specific types of mezzanine loans as qualifying real estate assets for purposes of determining our eligibility for the exclusion provided by Section 3(c)(5)(C) to the extent such treatment is consistent with guidance provided by the Securities and Exchange Commission, or SEC, or its staff. We believe that SEC staff guidance allows us to treat B notes as qualifying real estate assets where we have unilateral rights to instruct the servicer to foreclose upon a defaulted mortgage loan, replace the servicer in the event the servicer, in its discretion, elects not to foreclose on such a loan, and purchase the A note in the event of a default on the mortgage loan. We believe, based upon an analysis of existing SEC staff guidance, that we may treat mezzanine loans as qualifying real estate assets where (i) the borrower is a special purpose bankruptcy-remote entity whose sole purpose is to hold all of the ownership interests in another special purpose entity that owns commercial real property, (ii) both entities are organized as limited liability companies or limited partnerships, (iii) under their organizational documents and the loan documents, neither entity may engage in any other business, (iv) the ownership interests of either entity have no value apart from the underlying real property which is essentially the only asset held by the property-owning entity, (v) the value of the underlying property in excess of the amount of senior obligations is in excess of the amount of the mezzanine loan, (vi) the borrower pledges its entire interest in the property-owning entity to the lender which obtains a perfected security interest in the collateral and (vii) the relative rights and priorities between the mezzanine lender and the senior lenders with respect to claims on the underlying property are set forth in an intercreditor agreement between the parties which gives the mezzanine lender certain cure and purchase rights in case there is a default on the senior loan. If the SEC staff provides future guidance that these investments are not qualifying real estate assets, then we will treat them, for purposes of determining our eligibility for the exclusion provided by Section 3(c)(5)(C), as real estate-related assets or miscellaneous assets, as appropriate. Historically, we have held "whole pool certificates" in mortgage loans, although, at December 31, 2016 and 2015, we had no whole pool certificates in our portfolios. Pursuant to existing SEC staff guidance, we consider whole pool certificates to be qualifying real estate assets. A whole pool certificate is a certificate that represents the entire beneficial interest in an underlying pool of mortgage loans. By contrast, a certificate that represents less than the entire beneficial interest in the underlying mortgage loans is not considered to be a qualifying real estate asset for purposes of the 55% test, but constitutes a real estate-related asset for purposes of the 80% test. We do not expect that investments in CDOs, ABS, syndicated corporate loans, lease receivables, trust preferred securities or private equity will constitute qualifying real estate assets. Moreover, to the extent that these investments are not backed by mortgage loans or other interests in real estate, they will not constitute real estate-related assets. Instead, they will constitute miscellaneous assets, which can constitute no more than 20% of RCC Real Estate's assets.

To the extent RCC Real Estate holds its CRE loan assets through wholly or majority-owned CDO subsidiaries, RCC Real Estate also intends to conduct its operations so that it will not come within the definition of an investment company set forth in Section 3(a)(1)(C) of the Investment Company Act because less than 40% of the value of its total assets (exclusive of government securities and cash items) on an unconsolidated basis will consist of "investment securities," which we refer to as the 40% test. "Investment securities" exclude U.S. government securities and securities of majority-owned subsidiaries that are not themselves investment companies and are not relying on the exception from the definition of investment company under Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act. Certain of the wholly-owned CDO subsidiaries of RCC Real Estate rely on Section 3(c)(5)(C) for their

Investment Company Act exemption, with the result that RCC Real Estate's interests in the CDO subsidiaries do not constitute "investment securities" for the purpose of the 40% test.

Our other subsidiaries, RCC Commercial, Inc. ("RCC Commercial"), RCC Commercial II, Inc. ("Commercial II"), RCC Commercial III, Inc. ("Commercial III"), Resource TRS, LLC, RSO EquityCo, LLC ("RSO Equity"), RCC Residential Portfolio, Inc. ("RCC Resi Portfolio") and RCC Residential Portfolio TRS, Inc. ("RCC Resi TRS"), do not qualify for the Section 3(c)(5)(C) exclusion. However, we believe they qualify for exclusion under either Section 3(c)(1) or 3(c)(7). As required by these exclusions, we will not allow any of these entities to make, or propose to make, a public offering of its securities. In addition, with respect to those subsidiaries for which we rely upon the Section 3(c)(1) exclusion, and as required thereby, we limit the number of holders of their securities to not more than 100 persons calculated in accordance with the attribution rules of Section 3(c)(1), and with respect to those subsidiaries for which we rely on the Section 3(c)(7) exclusion, and as required thereby, we limit ownership of their securities to "qualified purchasers." If we form other subsidiaries, we must ensure that they qualify for an exemption or exclusion from regulation under the Investment Company Act.

[\(Back to Index\)](#)

13

[\(Back to Index\)](#)

Moreover, we must ensure that Resource Capital Corp. itself qualifies for an exclusion from regulation under the Investment Company Act. We do so by monitoring the value of our interests in our subsidiaries so that we can ensure that Resource Capital Corp. satisfies the 40% test. Our interest in RCC Real Estate does not constitute an "investment security" for purposes of the 40% test, but our interests in RCC Commercial, Commercial II, Commercial III, Resource TRS, LLC, RSO Equity, RCC Resi Portfolio and RCC Resi TRS do. Accordingly, we must monitor the value of our interests in those subsidiaries to ensure that the value of our interests in them does not exceed 40% of the value of our total assets.

We have not received, nor have we sought, a no-action letter from the SEC regarding how our investment strategy fits within the exclusions from regulation under the Investment Company Act. To the extent that the SEC provides more specific or different guidance regarding the treatment of assets as qualifying real estate assets or real estate-related assets, we may have to adjust our investment strategy. Any additional guidance from the SEC could inhibit our ability to pursue our investment strategy.

Employees

We have no direct employees, except for those who work for PCM, our residential mortgage origination company acquired in 2013. Under our management agreement, our Manager provides us with all management and support personnel and services necessary for our day-to-day operations, except for PCM's operations. To provide its services, our Manager draws upon the expertise and experience of C-III and Resource America. In April 2012, Resource America and its affiliated entities formed a joint venture, CVC Credit Partners, in which Resource America currently owns a 24% equity interest. We rely on the expertise of employees of this venture to manage certain of our assets. Under our management agreement, our Manager also must provide us with our Chief Financial Officer, Chief Accounting Officer and several accounting and tax professionals, each of whom is exclusively dedicated to our operations, as well as a director of investor relations. We bear the expense of the wages, salaries and benefits of our Chief Financial Officer, Chief Accounting Officer and the accounting and tax professionals dedicated to us, and 50% of the salary and benefits of the director of investor relations. Until the closing of C-III's acquisition of Resource America on September 8, 2016, we also bore the expense of the wages, salary and benefits of our Chairman.

Corporate Governance and Internet Address

We emphasize the importance of professional business conduct and ethics through our corporate governance initiatives. Our board of directors consists of a majority of independent directors, as defined in the Securities Exchange Act of 1934, as amended, and relevant New York Stock Exchange, or NYSE, rules. The audit, compensation and nominating and governance committees of our board of directors are composed exclusively of independent directors. We have adopted corporate governance guidelines and a code of business conduct and ethics, which delineate our standards for our officers and directors and the employees of our Manager who provide us services.

Our internet address is www.resourcecapitalcorp.com. We make available, free of charge through a link on our site, all reports filed with the SEC as soon as reasonably practicable after such filing. Our site also contains our code of business conduct and ethics, corporate governance guidelines and the charters of the audit committee, nominating and governance committee and compensation committee of our board of directors. A complete list of our filings is available on the SEC's website at www.sec.gov. Our SEC filings are also available at the Securities and Exchange Commission's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. The Public Reference Room may be contacted at telephone number (800) 732-0330 for further information.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

ITEM IA. RISK FACTORS

This section describes material risks affecting our business. In connection with the forward-looking statements that appear in this annual report, you should carefully review the factors discussed below and the cautionary statements referred to in "Forward-Looking Statements."

Impact of Current Economic Conditions

If current economic and market conditions were to deteriorate, our ability to obtain the capital and financing necessary for growth may be limited, which could limit our profitability, ability to make distributions and the market price of our common stock.

We depend upon the availability of adequate debt and equity capital for growth in our operations. Although we have been able to raise both debt and equity capital in the past three years, recent market and economic conditions have made obtaining additional equity capital highly dilutive to existing shareholders and may possibly affect our ability to raise debt capital. If current economic conditions were to deteriorate, our ability to access debt or equity capital on acceptable terms, could be further limited, which could limit our ability to generate growth, our profitability, our ability to make distributions and the market price of our common stock. In addition, as a REIT, we must distribute annually at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gain, to our stockholders and are therefore not able to retain significant amounts of our earnings for new investments. While we may, through our taxable REIT subsidiaries, or TRSs, retain earnings as new capital, we are subject to REIT qualification requirements which limit the value of TRS stock and securities relative to the other assets owned by a REIT.

We cannot predict the effects on us of actions taken by the U.S. government and governmental agencies in response to economic conditions in the United States.

In response to economic and market conditions, U.S. and foreign governments and governmental agencies have established or proposed a number of programs designed to improve the financial system and credit markets, and to stimulate economic growth. Many governments, including federal, state and local governments in the U.S., are incurring substantial budget deficits and seeking financing in international and national credit markets as well as proposing or enacting austerity programs that seek to reduce government spending, raise taxes, or both. Many credit providers, including banks, may need to obtain additional capital before they will be able to expand their lending activities. We are unable to evaluate the effects these programs and conditions will have upon our financial condition, income, or ability to make distributions to our stockholders.

Our strategic plan involves the disposition of our investments in non-core businesses, including the middle market lending and residential real estate lending segments as well as several legacy CRE assets and other miscellaneous non-CRE investments and economic conditions may impede our ability to dispose of these investments.

Our board of directors approved the Plan to dispose of non-core businesses in November 2016. Economic conditions may hinder our ability to dispose of these assets and businesses in the time frame of 12-24 months that we have indicated as a goal. We have adjusted the amount of these assets to fair market value at December 31, 2016.

However, we may not be able to dispose of these businesses at prices that would allow us to recover the book value of our investments and we may incur further losses as a result of difficult economic conditions and / or lack of buying interest.

Risks Related to Our Financing

Our portfolio has been financed in material part through the use of leverage, which may reduce the return on our investments and cash available for distribution.

Our portfolio has been financed in material part through the use of leverage and, as credit market conditions permit, we will seek such financing in the future. Using leverage subjects us to risks associated with debt financing, including the risks that:

- the cash provided by our operating activities will not be sufficient to meet required payments of principal and interest,
- the cost of financing may increase relative to the income from the assets financed, reducing the income we have available to pay distributions, and
- our investments may have maturities that differ from the maturities of the related financing and, consequently, the risk that the terms of any refinancing we obtain will not be as favorable as the terms of existing financing.

If we are unable to secure refinancing of our currently outstanding financing, when due, on acceptable terms, we may be forced to dispose of some of our assets at disadvantageous terms or to obtain financing at unfavorable terms, either of which may result in losses to us or reduce the cash flow available to meet our debt service obligations or to pay distributions.

[\(Back to Index\)](#)

15

[\(Back to Index\)](#)

Financing that we may obtain, and financing we have obtained through CDO and CLOs, typically requires, or will require, us to maintain a specified ratio of the amount of the financing to the value of the assets financed. A decrease in the value of these assets may lead to margin calls or calls for the pledge of additional assets which we will have to satisfy. We may not have sufficient funds or unpledged assets to satisfy any such calls, which could result in our loss of distributions from and interests in affected CDOs and CLOs, which would reduce our assets, income and ability to make distributions.

Our repurchase agreements, warehouse facilities and other short-term financings have credit risks that could result in losses.

If we accumulate assets for a CDO or CLO on a short-term credit facility and do not complete the CDO financing, or if a default occurs under the facility, the short-term lender will sell the assets and we would be responsible for the amount by which the original purchase price of the assets exceeds their sale price, up to the amount of our investment or guaranty.

We will lose money on our repurchase transactions if the counterparty to the transaction defaults on its obligation to resell the underlying security back to us at the end of the transaction term, or if the value of the underlying security has declined as of the end of the term or if we default on our obligations under the repurchase agreements.

We are exposed to loss if lenders under our repurchase agreements, warehouse facilities, or other short-term lenders liquidate the assets securing those facilities. Moreover, assets acquired by us pursuant to our repurchase agreements, warehouse facilities or other short-term debt may not be suitable for refinancing through long-term arrangements which may require us to liquidate some or all of the related assets.

We have entered into repurchase agreements and warehouse facilities and expect in the future to seek additional debt to finance our growth. Lenders typically have the right to liquidate assets securing or acquired under these facilities upon the occurrence of specified events, such as an event of default. We are exposed to loss if the proceeds received by the lender upon liquidation are insufficient to satisfy our obligation to the lender. We are also subject to the risk that the assets subject to such repurchase agreements, warehouse facilities or other debt might not be suitable for long-term refinancing or securitization transactions. If we are unable to refinance these assets on a long-term basis, or if long-term financing is more expensive than we anticipated at the time of our acquisition of the assets to be financed, we might be required to liquidate assets.

We will incur losses on our repurchase transactions if the counterparty to the transactions defaults on its obligation to resell the underlying assets back to us at the end of the transaction term, or if the value of the underlying assets has declined as of the end of the term or if we default in our obligations to purchase the assets.

When engaged in repurchase transactions, we generally sell assets to the transaction counterparty and receive cash from the counterparty. The counterparty must resell the assets back to us at the end of the term of the transaction. Because the cash we receive from the counterparty when we initially sell the assets is less than the market value of those assets, if the counterparty defaults on its obligation to resell the assets back to us we will incur a loss on the transaction. We will also incur a loss if the value of the underlying assets has declined as of the end of the transaction term, as we will have to repurchase the assets for their initial value but would receive assets worth less than that amount. If we default upon our obligation to repurchase the assets, the counterparty may liquidate them at a loss, which we are obligated to repay. Any losses we incur on our repurchase transactions would reduce our earnings, and thus our cash available for distribution to our stockholders.

Financing our REIT qualifying assets with repurchase agreements and warehouse facilities could adversely affect our ability to qualify as a REIT.

We have entered into and intend to enter into, sale and repurchase agreements under which we nominally sell certain REIT qualifying assets to a counterparty and simultaneously enter into an agreement to repurchase the sold assets. We believe that we will be treated for U.S. federal income tax purposes as the owner of the assets that are the subject of any such agreement notwithstanding that we may transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the Internal Revenue Service, or IRS, could assert that we did not own the assets during the term of the sale and repurchase agreement, in which case our ability to qualify as a REIT would be adversely affected. If any of our REIT qualifying assets are subject to a repurchase agreement and are sold by the counterparty in connection with a margin call, the loss of those assets could impair our ability to qualify as a

REIT. Accordingly, unlike other REITs, we may be subject to additional risk regarding our ability to qualify and maintain our qualification as a REIT.

Historically, we have financed most of our investments through CDOs and have retained the equity. CDO equity receives distributions from the CDO only if the CDO generates enough income to first pay the holders of its debt securities and its expenses.

Historically, we have financed most of our investments through CDOs (including CLOs) in which we retained the equity interest. Depending on market conditions and credit availability, we intend to use CDOs to finance our investments in the future. The equity interests of a CDO are subordinate in right of payment to all other securities issued by the CDO. The equity is usually

[\(Back to Index\)](#)

16

[\(Back to Index\)](#)

entitled to all of the income generated by the CDO after the CDO pays all of the interest due on the debt securities and its other expenses. However, there will be little or no income available to the CDO equity if there are excessive defaults by the issuers of the underlying collateral which would significantly reduce the value of that interest.

Reductions in the value of the equity interests we have in a CDO, if we determine that they are other than temporary, will reduce our earnings. In addition, the liquidity of the equity securities of CDOs is constrained and, because they represent a leveraged investment in the CDO's assets, the value of the equity securities will generally have greater fluctuations than the value of the underlying collateral.

If our CDO financings fail to meet their performance tests, including over-collateralization requirements, our net income and cash flow from these CDOs will be eliminated.

Our CDOs generally provide that the principal amount of their assets must exceed the principal balance of the related securities issued by them by a certain amount, commonly referred to as "over-collateralization." If delinquencies and/or losses exceed specified levels, based on the analysis by the rating agencies (or any financial guaranty insurer) of the characteristics of the assets collateralizing the securities issued by the CDO issuer, the required level of over-collateralization may be increased or may be prevented from decreasing as would otherwise be permitted if losses or delinquencies did not exceed those levels. A failure by a CDO to satisfy an over-collateralization test typically results in accelerated distributions to the holders of the senior debt securities issued by the CDO entity, resulting in reduction or elimination of distributions to more junior securities until the over-collateralization requirements have been met or the senior debt securities have been paid in full.

Our equity holdings and, when we acquire debt interests in CDOs, our debt interests, if any, generally are subordinate in right of payment to the other classes of debt securities issued by the CDO entity. Accordingly, if overcollateralization tests are not met, distributions on the subordinated debt and equity we hold in these CDOs will cease, resulting in a substantial reduction in our cash flow. Other tests (based on delinquency levels, interest coverage or other criteria) may restrict our ability to receive cash distributions from assets collateralizing the securities issued by the CDO entity. Although at December 31, 2016, all of our CDOs met their performance tests, we cannot assure you that our CDOs will satisfy the performance tests in the future. For information concerning compliance by our CDOs with their over-collateralization tests, see "Management's Discussion and Analysis of Financial Condition and Results of Operation - Summary of CDO and CLO Performance Statistics."

If any of our CDOs fails to meet collateralization or other tests relevant to the most senior debt issued and outstanding by the CDO issuer, an event of default may occur under that CDO. If that occurs, our Manager's ability to manage the CDO likely would be terminated and our ability to attempt to cure any defaults in the CDO would be limited, which would increase the likelihood of a reduction or elimination of cash flow and returns to us in those CDOs for an indefinite time.

If we issue debt securities, the terms may restrict our ability to make cash distributions, require us to obtain approval to sell our assets or otherwise restrict our operations in ways which could make it difficult to execute our investment strategy and achieve our investment objectives.

Any debt securities we may issue in the future will likely be governed by an indenture or other instrument containing covenants restricting our operating flexibility. Holders of senior securities may be granted the right to hold a perfected security interest in certain of our assets, to accelerate payments due under the indenture if we breach financial or other covenants, to restrict distributions, and to require us to obtain their approval to sell assets. These covenants could limit our ability to operate our business or manage our assets effectively. Additionally, any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common stock. We, and indirectly our stockholders, will bear the cost of issuing and servicing such securities.

Depending upon market conditions, we intend to seek financing through CDOs, which would expose us to risks relating to the accumulation of assets for use in the CDOs.

Historically, we have financed a significant portion of our assets through the use of CDOs and CLOs, and have accumulated assets for these financings through short-term credit facilities, typically repurchase agreements or warehouse facilities. Depending upon market condition, and, consequently, the extent to which such financing is available to us, we expect to seek similar financing arrangements in the future. In addition to risks discussed above, these arrangements could expose us to other credit risks, including the following:

An event of default under one short-term facility may constitute a default under other credit facilities we may have, potentially resulting in asset sales and losses to us, as well as increasing our financing costs or reducing the amount of investable funds available to us.

We may be unable to acquire a sufficient amount of eligible assets to maximize the efficiency of a CDO or CLO issuance, which would require us to seek other forms of term financing or liquidate the assets. We may not be able to obtain term financing on acceptable terms, or at all, and liquidation of the assets may be at prices less than those we paid, resulting in losses to us.

[\(Back to Index\)](#)

17

[\(Back to Index\)](#)

Using short-term financing to accumulate assets for a CDO or CLO issuance may require us to obtain new financing as the short-term financing matures. Residual financing may not be available on acceptable terms, or at all. Moreover, an increase in short-term interest rates at the time that we seek to enter into new borrowings would reduce the spread between the income on our assets and the cost of our borrowings. This would reduce returns on our assets, which would reduce earnings and, in turn, cash available for distribution to our stockholders.

Our hedging transactions may not completely insulate us from interest rate risk and may result in poorer overall investment performance than if we had not engaged in any hedging transactions.

Subject to maintaining our qualification as a REIT, we pursue various hedging strategies to seek to reduce our exposure to losses from adverse changes in interest rates. Our interest rate hedging activity varies in scope depending upon market conditions relating to, among other factors, the level and volatility of interest rates and the type of assets we hold. There are practical limitations on our ability to insulate our portfolio from all of the negative consequences associated with changes in short-term interest rates, including:

- Available interest rate hedges may not correspond directly with the interest rate risk against which we seek protection.

- The duration of the hedge may not match the duration of the related liability.

- Interest rate hedging can be expensive, particularly during periods of rising and volatile interest rates. Hedging costs may include structuring and legal fees and fees payable to hedge counterparties to execute the hedge transaction.

- Losses on a hedge position may reduce the cash available to make distributions to stockholders, and may exceed the amounts invested in the hedge position.

- The amount of income that a REIT may earn from hedging transactions, other than through a TRS, is limited by federal tax provisions governing REITs.

- The credit quality of the party owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction.

- The party owing money in the hedging transaction may default on its obligation to pay.

We have adopted written policies and procedures governing our hedging activities. Under these policies and procedures, our board of directors is responsible for approving the types of hedging instruments we may use, absolute limits on the notional amount and term of a hedging instrument and parameters for the credit-worthiness of hedge counterparties. The senior managers responsible for each of our targeted asset classes are responsible for executing transactions using the services of independent interest rate risk management consultants, documenting the transactions, monitoring the valuation and effectiveness of the hedges, and providing reports concerning our hedging activities and the valuation and effectiveness of our hedges to the audit committee of our board of directors no less often than quarterly. Our guidelines also require us to engage one or more experienced third-party advisors to provide us with assistance in the identification of interest rate risks, the analysis, selection and timing of risk protection strategies, the administration and negotiation of hedge documentation, settlement or disposition of hedges, compliance with hedge accounting requirements and measurement of hedge effectiveness and valuation.

Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of the positions or prevent losses if the values of the positions decline. Hedging transactions may also limit the opportunity for gain if the values of the portfolio positions should increase. Moreover, we may not be able to hedge against an interest rate fluctuation that is generally anticipated by the market.

The success of our hedging transactions will depend on our Manager's ability to correctly predict movements of interest rates. Therefore, unanticipated changes in interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss.

Hedging instruments often are not traded on regulated exchanges, guaranteed by an exchange or its clearing house, or regulated by any U.S. or foreign governmental authorities and involve risks of default by the hedging counterparty and illiquidity.

Subject to maintaining our qualification as a REIT, part of our investment strategy involves entering into puts and calls on securities or indices of securities, interest rate swaps, caps and collars, including options and forward contracts, and interest rate lock agreements, principally Treasury lock agreements, to seek to hedge against mismatches between the cash flows from our assets and the interest payments on our liabilities. Currently, many hedging instruments are not traded on regulated exchanges, guaranteed by an exchange or its clearing house, or regulated by any U.S. or foreign governmental authorities. Consequently, there may be no applicable requirements with respect to record keeping, financial responsibility or segregation of customer funds and positions. Furthermore, the enforceability of agreements underlying derivative transactions may depend on compliance with

[\(Back to Index\)](#)

18

[\(Back to Index\)](#)

applicable statutory and commodity and other regulatory requirements and, depending on the identity of the counterparty, applicable international requirements. The business failure of a counterparty with whom we enter into a hedging transaction will most likely result in a default. Default by a party with whom we entered into a hedging transaction may result in the loss of unrealized profits and force us to cover our resale commitments, if any, at the then current market price. Although generally we seek to reserve the right to terminate our hedging positions, we may not always be able to dispose of or close out a hedging position without the consent of the hedging counterparty, and we may not be able to enter into an offsetting contract in order to cover our risk. A liquid secondary market may not exist for hedging instruments purchased or sold, and we may have to maintain a position until exercise or expiration, which could result in losses.

We may enter into hedging instruments that could expose us to unexpected losses in the future.

We have entered and may in the future enter into hedging instruments that require us to fund cash payments under certain circumstances, for example, upon the early termination of the instrument caused by an event of default or other early termination event, or the decision by a counterparty to request additional collateral for margin it is contractually owed under the terms of the instrument. The amount due would be equal to the unrealized loss of the open positions with the counterparty and could also include other fees and charges. These liabilities will be reflected in our consolidated balance sheet, and our ability to fund these obligations will depend on the liquidity of our assets and access to capital at the time, and the need to fund these obligations could adversely impact our financial condition. Interest rate hedging arrangements, when active, may be concentrated with a single counterparty and, as a consequence, our hedging strategy may fail if that counterparty defaults in its obligations.

At December 31, 2016, we have no interest rate hedge arrangements outstanding. Historically, we have entered into interest rate hedges concentrated with a single counterparty, creating counterparty credit risk. Were a counterparty to default in its obligations under these hedging arrangements, we would lose the hedge protection for which we had contracted which, depending upon market conditions, could result in significant losses to us. Under such a scenario, we cannot assure you that we could replace the defaulted hedges or that the terms of any replacement hedges we could obtain would be on similar terms, or as to the cost to us of obtaining replacement hedges.

All of our foreign currency hedging arrangements are with a single counterparty and, as a consequence, our hedging strategy may fail if that counterparty defaults in its obligations.

At December 31, 2016, all of our outstanding foreign currency hedging arrangements, with a notional amount of \$12.5 million, were with Wells Fargo Bank N.A., or Wells Fargo. Were Wells Fargo to default in its obligations under these hedging arrangements, we would lose the hedge protection for which we had contracted which, depending upon market conditions, could result in significant losses to us. We cannot assure you that we could replace the defaulted hedges or that the terms of any replacement hedges we could obtain would be on similar terms, or as to the cost to us of obtaining replacement hedges.

Risks Related to Our Operations

We may change our investment strategy without stockholder consent, which may result in riskier investments than those currently targeted.

Subject to maintaining our qualification as a REIT and our exclusion from regulation under the Investment Company Act, we may change our investment strategy, including the percentage of assets that may be invested in each asset class, or in the case of securities, in a single issuer, at any time without the consent of our stockholders, which could result in our making investments that are different from, and possibly riskier than, the investments described in this report. A change in our investment strategy may increase our exposure to interest rate, credit market and real estate market fluctuations, all of which may reduce the market price of our common stock and reduce our ability to make distributions to stockholders. Furthermore, a change in our asset allocation could result in our making investments in asset categories different from those described in this report.

We believe core earnings is an appropriate measure of our operating performance; however, in certain instances core earnings may not be reflective of actual economic results.

We utilize core earnings as a measure of our operating performance and believe that it is useful to analysts, investors and other parties in the evaluations of REITS. We believe core earnings is a useful measure of our operating performance because it excludes the effects of certain transactions and GAAP adjustments that we believe are not

necessarily indicative of our current CRE loan origination portfolio and other CRE related investments and operations. Core Earnings excludes (i) non-cash equity compensation expense, (ii) the incentive fee due to our external manager, (iii) any unrealized gains or losses, (iv) non-cash provision for loan losses, (v) non-cash impairments on securities, (vi) non-cash amortization of discounts or premiums associated with borrowings, (vii) net income or loss from limited partnership interests owned (viii) net income or loss from non-core assets, (ix)

[\(Back to Index\)](#)

19

[\(Back to Index\)](#)

real estate depreciation and amortization and (x) foreign currency gains or losses. Core Earnings may also be adjusted periodically to exclude certain one-time events pursuant to changes in GAAP and certain non-cash items as determined by our external manager, each of which are subject to approval by a majority of our independent directors. Core Earnings does not represent net income or cash generated from operating activities and should not be considered as an alternative to GAAP net income or as a measure of liquidity under GAAP. Our methodology for calculating Core Earnings may differ from methodologies used by other companies to calculate similar supplemental performance measures, and accordingly, our reported Core Earnings may not be comparable to similar performance measures used by other companies.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud.

If we fail to maintain an effective system of internal control, fail to correct any flaws in the design or operating effectiveness of internal controls over financial reporting and disclosure, or fail to prevent fraud, our stockholders could lose confidence in our financial and other reporting, which could harm our business and the trading price of our common stock.

Many of our investments may be illiquid, which may result in our realizing less than their recorded value should we need to sell such investments quickly.

If we determine to sell one or more of our investments, we may encounter difficulties in finding buyers in a timely manner as real estate debt and other of our investments generally cannot be disposed of quickly, especially when market conditions are poor. Moreover, some of these assets may be subject to legal and other restrictions on resale. If we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a business entity to the extent that we, our Manager, C-III or Resource America has or could be attributed with material non-public information regarding such business entity. These factors may limit our ability to vary our portfolio promptly in response to changes in economic or other conditions and may also limit our ability to use portfolio sales as a source of liquidity, which could limit our ability to make distributions to our stockholders or repay debt.

We may have to repurchase assets that we have sold in connection with CDOs and other securitizations.

If any of the assets that we originate or acquire and sell or securitize do not comply with representations and warranties that we make about them, we may have to repurchase these assets from the CDO or securitization vehicle, or replace them. In addition, we may have to indemnify purchasers for losses or expenses incurred as a result of a breach of a representation or warranty. Any significant repurchases or indemnification payments could materially reduce our liquidity, earnings and ability to make distributions.

We may be exposed to environmental liabilities with respect to properties to which we take title.

In the course of our business, we have taken title to, and expect we will in the future take title to, real estate through foreclosure on collateral underlying real estate debt investments. When we do take title to any property, we could be subject to environmental liabilities with respect to it. In such a circumstance, we may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation, and clean-up costs they incur as a result of environmental contamination, or may have to investigate or clean up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial and could reduce our income and ability to make distributions.

Our residential mortgage origination subsidiary, PCM, could be adversely affected by weakness in residential housing markets and by the availability to it of warehouse credit facilities.

PCM primarily operates in the residential mortgage markets. A contraction of the U.S. housing market and overall economy, the tightening of credit restrictions, the availability of warehouse lines of credit and government regulations may negatively impact the future operations of PCM. PCM is a party to various warehouse lines of credit that expire at various times. PCM's operations depend upon the renewal of its warehouse lines of credit and continued access to permanent investors to continue to originate and sell residential mortgage loans at its current loan volume. Additionally, because of underwriting and other issues, permanent investors have been more aggressive pursuing indemnification or repurchase from loan originators, which may reduce PCM's ability to generate cash or operate

profitably.

If our allowance for loan losses is not adequate to cover actual future loan and lease losses, our earnings may decline. We maintain an allowance for loan losses to provide for loan defaults and non-performance by borrowers of their obligations. Our allowance for loan losses may not be adequate to cover actual future loan losses and future provisions for loan losses could materially reduce our income. We base our allowance for loan losses on prior experience, as well as an evaluation

[\(Back to Index\)](#)

20

[\(Back to Index\)](#)

of risks in the current portfolio. However, losses have in the past, and may in the future, exceed our current estimates, and the difference could be substantial. The amount of future losses is susceptible to changes in economic, operating and other conditions that may be beyond our control, including changes in interest rates, changes in borrowers' creditworthiness and the value of collateral securing loans. Additionally, if we seek to expand our loan portfolios, we may need to make additional provisions for loan losses to ensure that the allowance remains at levels deemed appropriate by our management for the size and quality of our portfolios. While we believe that our allowance for loan and lease losses at December 31, 2016 is adequate to cover our anticipated losses, we cannot assure you that it will not increase in the future. Any increase in our allowance for loan losses will reduce our income and, if sufficiently large, could cause us to incur loss.

Our due diligence may not reveal all of an investment's weaknesses.

Before investing in any asset, we will assess the strength and skills of the asset's management and operations, the value of the asset and, for debt investments, the value of any collateral securing the debt, the ability of the asset or underlying collateral to service the debt and other factors that we believe are material to the performance of the investment. In making the assessment and otherwise conducting customary due diligence, we will rely on the resources available to us and, in some cases, an investigation by third parties. This process is particularly important and subjective with respect to investments in newly-organized entities because there may be little or no information publicly available about the entities or, with respect to debt securities, any underlying collateral. Our due diligence processes, however, may not uncover all facts that may be relevant to an investment decision.

Risks Related to Our Investments

Declines in the market values of our investments may reduce periodic reported results, credit availability and our ability to make distributions.

We classify a substantial portion of our assets for accounting purposes as "available-for-sale." As a result, reductions in the market values of those assets are directly charged or credited to accumulated other comprehensive loss and could reduce our stockholders' equity. A decline in these values will reduce the book value of our assets. Moreover, if the decline in value of an available-for-sale asset is other than temporary, we are required by GAAP to record the decline as an asset impairment which will reduce our earnings.

A decline in the market value of our assets may also adversely affect us in instances where we have borrowed money based on the market value of those assets. If the market value of those assets declines, the lender may require us to post additional collateral to support the loan. If we were unable to post the additional collateral, we would have to repay some portion or all of the loan, which may require us to sell assets, which could potentially be under adverse market conditions. As a result, our earnings would be reduced or we could sustain losses, and cash available to make distributions could be reduced or eliminated.

Increases in interest rates and other factors could reduce the value of our investments, result in reduced earnings or losses and reduce our ability to pay distributions.

A significant risk associated with our investment in commercial real estate-related loans, CMBS and other debt investments is the risk that either or both of long-term and short-term interest rates increase significantly. If long-term rates increase, the market value of our assets would decline. Even if assets underlying investments we may own in the future are guaranteed by one or more persons, including government or government-sponsored agencies, those guarantees do not protect against declines in market value of the related assets caused by interest rate changes. At the same time, with respect to assets that are not match-funded or that have been acquired with variable rate or short-term financing, an increase in short-term interest rates would increase our interest expense, reducing our net interest spread or possibly result in negative cash flow from those assets. This could result in reduced profitability and distributions or losses.

Investing in mezzanine debt and mezzanine or other subordinated tranches of CMBS, syndicated corporate loans and other ABS involves greater risks of loss than senior secured debt investments.

Subject to maintaining our qualification as a REIT and exclusion from regulation under the Investment Company Act, we may invest in mezzanine debt or other subordinated tranches of CMBS, syndicated corporate loans and other ABS and have historically invested in mezzanine debt. These types of investments carry a higher degree of risk of loss than senior secured debt investments such as our whole loan investments because, in the event of default and foreclosure,

holders of senior liens will be paid in full before mezzanine investors. Depending on the value of the underlying collateral at the time of foreclosure, there may not be sufficient assets to pay all or any part of amounts owed to mezzanine investors. Moreover, mezzanine and other subordinate debt investments may have higher loan-to-value ratios than conventional senior lien financing, resulting in less equity in the collateral and increasing the risk of loss of principal. If a borrower defaults or declares bankruptcy, we may be subject to agreements restricting or eliminating our rights as a creditor, including rights to call a default, foreclose on collateral, and accelerate maturity or control decisions made in bankruptcy proceedings. In addition, the prices of lower credit quality securities are generally less sensitive to interest rate changes than more highly rated investments, but more sensitive to economic downturns or individual

[\(Back to Index\)](#)

21

[\(Back to Index\)](#)

issuer developments because the ability of obligors of investments underlying the securities to make principal and interest payments may be impaired. In such event, existing credit support relating to the securities' structure may not be sufficient to protect us against loss of our principal. For additional risks regarding real estate-related loans, see "Risks Related to Real Estate Investments."

We record some of our portfolio investments, including those classified as assets held for sale, at fair value as estimated by our management and, as a result, there will be uncertainty as to the value of these investments.

We currently hold, and expect that we will hold in the future, portfolio investments that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. We value these investments quarterly at fair value as determined under policies approved by our board of directors. Because such valuations are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have obtained if a ready market for them existed. The value of our common stock will likely decrease if our determinations regarding the fair value of these investments are materially higher than the values that we ultimately realize upon their disposal.

Our assets have historically included syndicated corporate loans, ABS and corporate bonds which will carry higher risks of loss than our real estate-related portfolio.

Historically we have invested in syndicated corporate loans, ABS and corporate bonds, subject to maintaining our qualification as a REIT and exclusion from regulation under the Investment Company Act. Syndicated corporate loan investments, ABS investments or corporate bond investments, which are principally backed by small business and syndicated corporate loans, may not be secured by mortgages or other liens on assets or may involve higher loan-to-value ratios than our real estate-related investments. Our syndicated corporate loan investments, ABS investments and our corporate bond investments backed by loans, include loans with a par amount of \$1.4 million at December 31, 2016 that have an interest-only payment schedule or a schedule that does not fully amortize principal over the term of the loan, which will make repayment of loans depend upon the borrowers' liquidity or ability to refinance the loans at maturity. Numerous factors affect a borrower's ability to repay or refinance loans at maturity, including national and local economic conditions, a downturn in a borrower's industry, loss of one or more principal customers and conditions in the credit markets. A deterioration in a company's financial condition or prospects may be accompanied by a deterioration in the collateral for the syndicated corporate loan or any ABS or Corporate Bond backed by such company's loans.

We may face competition for suitable investments.

There are numerous REITs and other financial investors seeking to invest in the types of assets we target. This competition may cause us to forgo particular investments or to accept economic terms or structural features that we would not otherwise have accepted, and it may cause us to seek investments outside of our currently targeted areas. Competition for investment assets may slow our growth or limit our profitability and ability to make distributions to our stockholders.

We may not have control over certain of our loans and investments.

Our ability to manage our portfolio of loans and investments may be limited by the form in which they are made. In certain situations, we may:

- acquire investments subject to rights of senior classes and servicers under inter-creditor or servicing agreements;
- acquire only a minority and/or non-controlling participation in an underlying investment;
- co-invest with third parties through partnerships, joint ventures or other entities, thereby acquiring non-controlling interests; or
- rely on independent third-party management or strategic partners with respect to the management of an asset.

Therefore, we may not be able to exercise control over the loan or investment. Such financial assets may involve risks not present in investments where senior creditors, servicers or third-party controlling investors are not involved. Our rights to control the process following a borrower default may be subject to the rights of senior creditors or servicers whose interests may not be aligned with ours. A third party partner or co-venturer may have financial difficulties resulting in a negative impact on such asset, may have economic or business interest or goals which are inconsistent with ours, or may be in a position to take action contrary to our investment objectives. In addition, we may, in certain circumstances, be liable for the actions of our third-party partners or co-venturers.

[\(Back to Index\)](#)

22

[\(Back to Index\)](#)

Risks Related to Our Manager

We depend on our Manager, C-III and Resource America to develop and operate our business and may not find suitable replacements if the management agreement terminates.

Apart from persons employed by PCM, our residential mortgage subsidiary, we have no employees. Our officers, portfolio managers, administrative personnel and support personnel are employees of Resource America. We have no separate facilities and, except for PCM's operations, completely rely on our Manager and, because our Manager has no direct employees, Resource America and C-III, which has significant discretion as to the implementation of our operating policies and investment strategies. If our management agreement terminates, we may be unable to find a suitable replacement for our Manager. Moreover, we believe that our success depends to a significant extent upon the experience of the portfolio managers and officers of our Manager, C-III and Resource America who provide services to us, whose continued service is not guaranteed. The departure of any such persons could harm our investment performance.

We must pay our Manager the base management fee regardless of the performance of our portfolio.

Our Manager is entitled to receive a monthly base management fee equal to 1/12 of our equity, as defined in the management agreement, times 1.50%, regardless of the performance of our portfolio. Our Manager's entitlement to substantial non-performance based compensation might reduce its incentive to devote its time and effort to seeking profitable opportunities for our portfolio. This in turn could hurt our ability to make distributions to our stockholders. The incentive fee we pay our Manager may induce it to make riskier investments.

In addition to its base management fee, our Manager is entitled to receive incentive compensation, payable quarterly, equal to 25% of the amount by which our adjusted operating earnings, as defined in the management agreement, exceed the weighted average prices for our common stock in all of our offerings multiplied by the greater of 2.00% or 0.50% plus one-fourth of the average 10-year U.S. Treasury rate for such quarter, multiplied by the weighted average number of common shares outstanding during the quarter. In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on net income may lead our Manager to place undue emphasis on the maximization of net income at the expense of other criteria, such as preservation of capital, in order to achieve higher incentive compensation. Investments with higher yields generally have higher risk of loss than investments with lower yields.

Our Manager manages our portfolio pursuant to very broad investment guidelines and our board does not approve each investment decision, which may result in our making riskier investments.

Our Manager is authorized to follow very broad investment guidelines. While our directors periodically review our investment guidelines and our investment portfolio, they do not review all of our proposed investments. In addition, in conducting periodic reviews, the directors may rely primarily on information provided to them by our Manager. Furthermore, our Manager may use complex strategies, and transactions entered into by our Manager may be difficult or impossible to unwind by the time they are reviewed by the directors. Our Manager has great latitude within the broad investment guidelines in determining the types of investments it makes for us. Poor investment decisions could impair our ability to make distributions to our stockholders.

Our management agreement was not negotiated at arm's-length and, as a result, may not be as favorable to us as if it had been negotiated with a third-party.

At the time the management agreement was negotiated, two of our former officers and directors, Edward E. Cohen and Jonathan Z. Cohen, were also officers or directors of our Manager or Resource America. As a consequence, our management agreement was not the result of arm's-length negotiations and its terms, including fees payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third-party.

Termination of the management agreement by us without cause is difficult and could be costly.

Termination of our management agreement without cause is difficult and could be costly. We may terminate the management agreement without cause only annually upon the affirmative vote of at least two-thirds of our independent directors or by a vote of the holders of at least a majority of our outstanding common stock, based upon unsatisfactory performance by our Manager that is materially detrimental to us or a determination that the management fee payable to our Manager is not fair. Moreover, with respect to a determination that the management fee is not fair, our Manager may prevent termination by accepting a mutually acceptable reduction of management

fees. We must give not less than 180 days' prior notice of any termination. Upon any termination without cause, our Manager will be paid a termination fee equal to four times the sum of the average annual base management fee and the average annual incentive compensation earned by it during the two 12-month periods immediately preceding the date of termination, calculated as of the end of the most recently completed fiscal quarter before the date of termination.

[\(Back to Index\)](#)

23

[\(Back to Index\)](#)

Our Manager, C-III and Resource America may engage in activities that compete with us.

Our management agreement does not prohibit our Manager, C-III or Resource America from investing in or managing entities that invest in asset classes that are the same as or similar to our targeted asset classes, except that they may not raise funds for, sponsor or advise any new publicly-traded REIT that invests primarily in mortgage-backed securities, or MBS, in the United States. Our Manager's policies regarding resolution of conflicts of interest may be varied by it if economic, market, regulatory or other conditions make their application economically inefficient or otherwise impractical. Moreover, our officers, other than our Chief Financial Officer, Chief Accounting Officer and several accounting professionals on his staff, and the officers, directors and employees of Resource America who provide services to us are not required to work full time on our affairs, and devote significant time to the affairs of Resource America. As a result, there may be significant conflicts between us, on the one hand, and our Manager, C-III and Resource America on the other, regarding allocation of our Manager's and Resource America's resources to the management of our investment portfolio.

We have engaged in transactions with entities affiliated with our Manager. Our policies and procedures may be insufficient to address any conflicts of interest that may arise.

We have established procedures and policies regarding review, approval and ratification of transactions which may give rise to a conflict of interest between us and persons affiliated or associated with our Manager. In the ordinary course of our business, we have ongoing relationships and have engaged in transactions with entities affiliated or associated with our Manager. See Item 13, "Certain Relationships and Related Transactions and Director Independence - Relationships and Related Transactions" in this report. Our procedures may not be sufficient to address any conflicts of interest that arise.

Our Manager's liability is limited under the management agreement, and we have agreed to indemnify our Manager against certain liabilities.

Our Manager does not assume any responsibility other than to render the services called for under the management agreement, and will not be responsible for any action of our board of directors in following or declining to follow its advice or recommendations. Resource America, our Manager, their directors, managers, officers, employees and affiliates will not be liable to us, any subsidiary of ours, our directors, our stockholders or any subsidiary's stockholders for acts performed in accordance with and pursuant to the management agreement, except for acts constituting bad faith, willful misconduct, gross negligence, or reckless disregard of their duties under the management agreement. We have agreed to indemnify the parties for all damages and claims arising from acts not constituting bad faith, willful misconduct, gross negligence, or reckless disregard of duties, performed in good faith in accordance with and pursuant to the management agreement.

We depend upon information systems of our Manager, C-III and Resource America to conduct our operations.

Systems failures could significantly disrupt our business.

Our business depends on communications and information systems of our Manager, C-III and Resource America. Any failure or interruption of their systems could cause delays or other problems in our activities which could harm our operating results, cause the market price of our common stock to decline and reduce our ability to make distributions.

Risks Related to Real Estate Investments

Our investments in commercial mortgage loans and mezzanine loans will be subject to the risks inherent in the real estate securing or underlying those investments which could result in losses to us.

Commercial mortgage loans are secured by, and mezzanine loans depend on, the performance of the underlying property and are subject to risks of delinquency and foreclosure, and risks of loss, that are greater than similar risks associated with loans made on the security of single-family residential properties. The ability of a borrower to repay a loan secured by or dependent upon an income-producing property typically depends primarily upon the successful operation of the property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income producing property can be affected by, among other things:

- tenant mix, success of tenant businesses, tenant bankruptcies and property management decisions;
- property location and condition;

- competition from comparable types of properties;
- changes in laws that increase operating expenses or limit rents that may be charged;

[\(Back to Index\)](#)

24

[\(Back to Index\)](#)

- any need to address environmental contamination at the property;
- the occurrence of any uninsured casualty at the property;
- changes in national, regional or local economic conditions and/or the conditions of specific industry segments in which the lessees may operate;
- declines in regional or local real estate values;
- declines in regional or local rental or occupancy rates;
- increases in interest rates, real estate tax rates and other operating expenses;
- the availability of debt or equity financing;
- increases in costs of construction material;
- changes in governmental rules, regulations and fiscal policies, including environmental legislation and zoning laws; and
- acts of God, terrorism, social unrest and civil disturbances.

We risk loss of principal on defaulted mortgage loans we hold to the extent of any deficiency between the value we can realize from the sale of the collateral securing the loan upon foreclosure and the loan's principal and accrued interest. Moreover, foreclosure of a mortgage loan can be an expensive and lengthy process which could reduce the net amount we can realize on the foreclosed mortgage loan. In a bankruptcy of a mortgage loan borrower, the mortgage loan will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy as determined by the bankruptcy court, and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law.

For a discussion of additional risks associated with mezzanine loans, see -"Investing in mezzanine debt and mezzanine or other subordinated tranches of CMBS, syndicated corporate loans and other ABS involves greater risks of loss than senior secured debt investments."

Our investment portfolio may have material geographic, sector, property-type and sponsor concentrations.

We may have material geographic concentrations related to our direct or indirect investments in real estate loans and properties. We also may have material concentrations in the property types and industry sectors that are in our loan portfolio. Where we have any kind of concentration risk in our investments, we may be affected by sector-specific economic or other problems that are not reflected in the national economy generally or in more diverse portfolios. An adverse development in that area of concentration could reduce the value of our investment and our return on that investment and, if the concentration affects a material amount of our investments, impair our ability to execute our investment strategies successfully, reduce our earnings and reduce our ability to make distributions.

The B notes in which we may invest may be subject to additional risks relating to the privately negotiated structure and terms of the transaction, which may result in losses to us.

We may invest in B notes. A B note is a loan typically secured by a first mortgage on a single large commercial property or group of related properties and subordinated to a senior note secured by the same first mortgage on the same collateral. As a result, if a borrower defaults, there may not be sufficient funds remaining for B note owners after payment to the senior note owners. Since each transaction is privately negotiated, B notes can vary in their structural characteristics and risks. For example, the rights of holders of B notes to control the process following a borrower default may be limited in certain investments. Depending upon market and economic conditions, we may make B note investments at any time. B notes are less liquid than other forms of CRE debt investments, such as CMBS, and, as a result, we may be able to dispose of underperforming or non-performing B note investments only at a significant discount to book value.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

Risks Related to Our Organization and Structure

Our charter and bylaws contain provisions that may inhibit potential acquisition bids that you and other stockholders may consider favorable, and the market price of our common stock may be lower as a result.

Our charter and bylaws contain provisions that may have an anti-takeover effect and inhibit a change in our board of directors. These provisions include the following:

There are ownership limits and restrictions on transferability and ownership in our charter. For purposes of assisting us in maintaining our REIT qualification under the Internal Revenue Code, our charter generally prohibits any person from beneficially or constructively owning more than 9.8% in value or number of shares, whichever is more restrictive, of any class or series of our outstanding capital stock. This restriction may:

discourage a tender offer or other transactions or a change in the composition of our board of directors or control that might involve a premium price for our shares or otherwise be in the best interests of our stockholders; or result in shares issued or transferred in violation of such restrictions being automatically transferred to a trust for a charitable beneficiary, resulting in the forfeiture of those shares.

Our charter permits our board of directors to issue stock with terms that may discourage a third-party from acquiring us. Our board of directors may amend our charter without stockholder approval to increase the total number of authorized shares of stock or the number of shares of any class or series and issue common or preferred stock having preferences, conversion or other rights, voting powers, restrictions, limitations as to distributions, qualifications, or terms or conditions of redemption as determined by our board. Thus, our board could authorize the issuance of stock with terms and conditions that could have the effect of discouraging a takeover or other transaction in which holders of some or a majority of our shares might receive a premium for their shares over the then-prevailing market price.

Our charter and bylaws contain other possible anti-takeover provisions. Our charter and bylaws contain other provisions, including advance notice procedures for the introduction of business and the nomination of directors, that may have the effect of delaying or preventing a change in control of us or the removal of existing directors and, as a result, could prevent our stockholders from being paid a premium for their common stock over the then-prevailing market price.

Maryland takeover statutes may prevent a change in control of us, and the market price of our common stock may be lower as a result.

Maryland Control Share Acquisition Act. Maryland law provides that "control shares" of a corporation acquired in a "control share acquisition" will have no voting rights except to the extent approved by a vote of two-thirds of the votes eligible to be cast on the matter under the Maryland Control Share Acquisition Act. The act defines "control shares" as voting shares of stock that, if aggregated with all other shares of stock owned by the acquirer or in respect of which the acquirer is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquirer to exercise voting power in electing directors within one of the following ranges of voting power: one-tenth or more but less than one-third, one-third or more but less than a majority, or a majority or more of all voting power. A "control share acquisition" means the acquisition of control shares, subject to specific exceptions. If voting rights or control shares acquired in a control share acquisition are not approved at a stockholders' meeting or if the acquiring person does not deliver an acquiring person statement as required by the Maryland Control Share Acquisition Act then, subject to specific conditions and limitations, the issuer may redeem any or all of the control shares for fair value. If voting rights of such control shares are approved at a stockholders' meeting and the acquirer becomes entitled to vote a majority of the shares entitled to vote, all other stockholders may exercise appraisal rights. Our bylaws contain a provision exempting acquisitions of our shares from the Maryland Control Share Acquisition Act. However, our board of directors may amend our bylaws in the future to repeal this exemption.

Business combinations. Under Maryland law, "business combinations" between a Maryland corporation and an interested stockholder or an affiliate of an interested stockholder are prohibited for five years after the most recent date on which the interested stockholder becomes an interested stockholder. These business combinations include a merger, consolidation, share exchange or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities. An interested stockholder is defined as:

any person who beneficially owns ten percent or more of the voting power of the corporation's shares; or

an affiliate or associate of the corporation who, at any time within the two-year period before the date in question, was the beneficial owner of ten percent or more of the voting power of the then outstanding voting stock of the corporation.

[\(Back to Index\)](#)

26

[\(Back to Index\)](#)

A person is not an interested stockholder under the statute if the board of directors approved in advance the transaction by which such person otherwise would have become an interested stockholder. However, in approving a transaction, the board of directors may provide that its approval is subject to compliance, at or after the time of approval, with any terms and conditions determined by the board.

After the five-year prohibition, any business combination between the Maryland Corporation and an interested stockholder generally must be recommended by the board of directors of the corporation and approved by the affirmative vote of at least:

• 80% of the votes entitled to be cast by holders of outstanding shares of voting stock of the corporation; and two-thirds of the votes entitled to be cast by holders of voting stock of the corporation other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder.

These super-majority vote requirements do not apply if the corporation's common stockholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares.

The statute permits exemptions from its provisions, including business combinations that are exempted by the board of directors before the time that the interested stockholder becomes an interested stockholder.

Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions not in your best interests.

Our charter limits the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- a final judgment based upon a finding of active and deliberate dishonesty by the director or officer that was material to the cause of action adjudicated.

In addition, our charter authorizes us to indemnify our present and former directors and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each present or former director or officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to fund the defense costs incurred by our directors and officers.

Our right to take action against our Manager is limited.

The obligation of our Manager under the management agreement is to render its services in good faith. It will not be responsible for any action taken by our board of directors or investment committee in following or declining to follow its advice and recommendations. Furthermore, as discussed above under – "Risks Related to Our Manager," it will be difficult and costly for us to terminate the management agreement without cause. In addition, we will indemnify our Manager, Resource America and their officers and affiliates for any actions taken by them in good faith.

We have not established a minimum distribution payment level and we cannot assure you of our ability to make distributions in the future. We may in the future use uninvested offering proceeds or borrowed funds to make distributions.

We expect to make quarterly distributions to our stockholders in amounts such that we distribute all or substantially all of our taxable income in each year, subject to certain adjustments. We have not established a minimum distribution payment level, and our ability to make distributions may be impaired by the risk factors described in this report. All distributions will be made at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our REIT qualification and other factors as our board of directors may deem relevant from time to time. We may not be able to make distributions in the future. In addition, some of our distributions may include a return of capital. To the extent that we decide to make distributions in excess of our current and accumulated taxable earnings and profits, such distributions would generally be considered a return of capital for federal income tax purposes. A return of capital is not taxable, but it has the effect of reducing the holder's tax basis in its investment. Although we currently do not expect that we will do so, we have in the past and may in the future also use proceeds from any offering of our securities that we have not invested or borrowed funds to make distributions. If we use uninvested offering proceeds to pay distributions in the future, we will have less funds available for investment and, as

a result, our earnings and cash available for distribution would be less than we might otherwise have realized had such funds been invested. Similarly, if we borrow to fund distributions, our future interest costs would increase, thereby reducing our future earnings and cash available for distribution from what they otherwise would have been.

[\(Back to Index\)](#)

27

[\(Back to Index\)](#)

Loss of our exclusion from regulation under the Investment Company Act would require significant changes in our operations and could reduce the market price of our common stock and our ability to make distributions.

We rely on an exclusion from registration as an investment company afforded by Section 3(a)(1)(C) of the Investment Company Act. To qualify for this exclusion, we do not engage in the business of investing, reinvesting, owning, holding, or trading securities and we do not own "investment securities" with a value that exceeds 40% of the value of our total assets (exclusive of government securities and cash items) on an unconsolidated basis. We may not be able to maintain such a mix of assets in the future, and attempts to maintain such an asset mix may impair our ability to pursue otherwise attractive investments. In addition, these rules are subject to change and such changes may have an adverse impact on us. We may need to avail ourselves of alternative exclusions and exemptions which may require a change in the organizational structure of our business.

Furthermore, as it relates to our investment in our real estate subsidiary, RCC Real Estate, we rely on an exclusion from registration as an investment company afforded by Section 3(c)(5)(C) of the Investment Company Act. Given the material size of RCC Real Estate relative to our 3(a)(1)(C) exclusion, were RCC Real Estate to be deemed to be an investment company (other than by application of the Section 3(c)(1) exemption for closely held companies and the Section 3(c)(7) exemption for companies owned by "qualified purchasers"), we would not qualify for our 3(a)(1)(C) exclusion. Under the Section 3(c)(5)(C) exclusion, RCC Real Estate is required to maintain, on the basis of positions taken by the SEC staff in interpretive and no-action letters, a minimum of 55% of the value of the total assets of its portfolio in "mortgages and other liens on and interests in real estate," which we refer to as Qualifying Interests, and a minimum of 80% in Qualifying Interests and real estate-related assets, with the remainder permitted to be miscellaneous assets. Because registration as an investment company would significantly affect RCC Real Estate's ability to engage in certain transactions or to organize itself in the manner it is currently organized, we intend to maintain its qualification for this exclusion from registration.

We treat our investments in CMBS, B Notes and mezzanine loans as Qualifying Interests for purposes of determining our eligibility for the exclusion provided by Section 3(c)(5) to the extent such treatment is consistent with guidance provided by the SEC or its staff. In the absence of specific guidance or guidance that otherwise supports the treatment of these investments as Qualifying Interests, we will treat them, for purposes of determining our eligibility for the exclusion provided by Section 3(c)(5)(C), as real estate-related assets or miscellaneous assets, as appropriate. The SEC staff has commenced an advance notice rulemaking initiative, indicating that it is reconsidering its interpretive policy under Section 3(c)(5)(C) and whether to propose rules to define the basis for the exclusion. We cannot predict the outcome or timing of this reconsideration or potential rulemaking initiative and its impact on our ability to rely on the exclusion.

If RCC Real Estate's portfolio does not comply with the requirements of the exclusion we rely upon, it could be forced to alter its portfolio by selling or otherwise disposing of a substantial portion of the assets that are not Qualifying Interests or by acquiring a significant position in assets that are Qualifying Interests. Altering its portfolio in this manner may have an adverse effect on its investments if it is forced to dispose of or acquire assets in an unfavorable market, and may adversely affect our stock price.

If it were established that we were an unregistered investment company, there would be a risk that we would be subject to monetary penalties and injunctive relief in an action brought by the SEC, that we would be unable to enforce contracts with third parties, that third parties could seek to obtain rescission of transactions undertaken during the period it was established that we were an unregistered investment company, and that we would be subject to limitations on corporate leverage that would have an adverse impact on our investment returns.

Rapid changes in the values of our real-estate related investments may make it more difficult for us to maintain our qualification as a REIT or exclusion from regulation under the Investment Company Act.

If the market value or income potential of our real estate-related investments declines as a result of economic conditions, increased interest rates, prepayment rates or other factors, we may need to increase our real estate-related investments and income and/or liquidate our non-qualifying assets in order to maintain our REIT qualification or exclusion from registration under the Investment Company Act. If the decline in real estate asset values and/or income occurs quickly, this may be especially difficult to accomplish. This difficulty may be exacerbated by the illiquid nature of many of our non-real estate assets. We may have to make investment decisions that we otherwise would not

make absent REIT qualification and Investment Company Act considerations.

[\(Back to Index\)](#)

28

[\(Back to Index\)](#)

Tax Risks

Complying with REIT requirements may cause us to forgo otherwise attractive opportunities.

To qualify as a REIT for federal income tax purposes, we must continually satisfy various tests regarding the sources of our income, the nature and diversification of our assets, the amounts we distribute to our stockholders and the ownership of our common stock. In order to meet these tests, we may be required to forgo investments we might otherwise make. Thus, compliance with the REIT requirements may hinder our investment performance.

In particular, at least 75% of our assets at the end of each calendar quarter must consist of real estate assets, government securities, cash and cash items. For this purpose, "real estate assets" generally include interests in real property, such as land, buildings, leasehold interests in real property, stock of other entities that qualify as REITs, interests in mortgage loans secured by real property, investments in stock or debt investments during the one-year period following the receipt of new capital and regular or residual interests in a real estate mortgage investment conduit, or REMIC. In addition, the amount of securities of a single issuer, other than a TRS, that we hold must generally not exceed either 5% of the value of our gross assets or 10% of the vote or value of such issuer's outstanding securities.

Certain of the assets that we hold or intend to hold, including interests in CDOs or corporate leveraged loans, are not qualified and will not be qualified real estate assets for purposes of the REIT asset tests. ABS-RMBS and CMBS securities should generally qualify as real estate assets. However, to the extent that we own non-REMIC collateralized mortgage obligations or other debt investments secured by mortgage loans (rather than by real property) or secured by non-real estate assets, or debt securities that are not secured by mortgages on real property, those securities are likely not qualifying real estate assets for purposes of the REIT asset test, and will not produce qualifying real estate income. Further, whether securities held by warehouse lenders or financed using repurchase agreements are treated as qualifying assets or as generating qualifying real estate income for purposes of the REIT asset and income tests depends on the terms of the warehouse or repurchase financing arrangement.

We generally will be treated as the owner of any assets that collateralize CDO transactions to the extent that we retain all of the equity of the securitization vehicle and do not make an election to treat such securitization vehicle as a TRS, as described in further detail below. It may be possible to reduce the impact of the REIT asset and gross income requirements by holding certain assets through our TRSs, subject to certain limitations as described below.

Our qualification as a REIT and exemption from U.S. federal income tax with respect to certain assets may depend on the accuracy of legal opinions or advice rendered or given or statements by the issuers of securities in which we invest, and the inaccuracy of any such opinions, advice or statements may adversely affect our REIT qualification and result in significant corporate level tax.

When purchasing securities, we have relied and may rely on opinions or advice of counsel for the issuer of such securities, or statements, made in related offering documents, for purposes of determining whether such securities represent debt or equity securities for U.S. federal income tax purposes, and also to what extent those securities constitute REIT real estate assets for purposes of the REIT asset tests and produce income which qualifies under the 75% REIT gross income test. In addition, when purchasing CDO equity, we have relied and may rely on opinions or advice of counsel regarding the qualification of interests in the debt of such CDOs for U.S. federal income tax purposes. The inaccuracy of any such opinions, advice or statements may adversely affect our REIT qualification and result in significant corporate-level tax.

We may realize excess inclusion income that would increase our tax liability and that of our stockholders.

If we realize excess inclusion income and allocate it to stockholders, this income cannot be offset by net operating losses of the stockholders. If the stockholder is a tax-exempt entity, then this income would be fully taxable as unrelated business taxable income under Section 512 of the Internal Revenue Code. If the stockholder is a foreign person, it would be subject to federal income tax withholding on this income without reduction or exemption pursuant to any otherwise applicable income tax treaty.

Excess inclusion income could result if we hold a residual interest in a REMIC. Excess inclusion income also could be generated if we issue debt obligations, such as certain CDOs, with two or more maturities and the terms of the payments on these obligations bore a relationship to the payments that we received on our mortgage related securities securing those debt obligations, i.e., if we were to own an interest in a taxable mortgage pool. While we do not expect

to acquire significant amounts of residual interests in REMICs, nor do we currently own residual interests in taxable mortgage pools, it is possible that we may generate excess inclusion income in the future.

[\(Back to Index\)](#)

29

[\(Back to Index\)](#)

If we realize excess inclusion income, we will be taxed at the highest corporate income tax rate on a portion of such income that is allocable to the percentage of our stock held in record name by "disqualified organizations," which are generally cooperatives, governmental entities and tax-exempt organizations that are exempt from unrelated business taxable income. To the extent that our stock owned by "disqualified organizations" is held in record name by a broker-dealer or other nominee, the broker/dealer or other nominee would be liable for the corporate level tax on the portion of our excess inclusion income allocable to the stock held by the broker-dealer or other nominee on behalf of "disqualified organizations." We expect that disqualified organizations will own our stock. Because this tax would be imposed on us, all of our investors, including investors that are not disqualified organizations, would bear a portion of the tax cost associated with the classification of us or a portion of our assets as a taxable mortgage pool. A regulated investment company or other pass through entity owning stock in record name will be subject to tax at the highest corporate rate on any excess inclusion income allocated to its owners that are disqualified organizations. Finally, if we fail to qualify as a REIT, our taxable mortgage pool securitizations will be treated as separate corporations, for federal income tax purposes that cannot be included in any consolidated corporate tax return.

Failure to qualify as a REIT would subject us to federal income tax, which would reduce the cash available for distribution to our stockholders.

We believe that we have been organized and operated in a manner that has enabled us to qualify as a REIT for federal income tax purposes commencing with our taxable year ended on December 31, 2005. However, the federal income tax laws governing REITs are extremely complex, and interpretations of the federal income tax laws governing qualification as a REIT are limited. Qualifying as a REIT requires us to meet various tests regarding the nature of our assets and our income, the ownership of our outstanding stock, and the amount of our distributions on an ongoing basis.

If we fail to qualify as a REIT in any calendar year and we do not qualify for certain statutory relief provisions, we will be subject to federal income tax, including any applicable alternative minimum tax on our taxable income, at regular corporate rates. Distributions to stockholders would not be deductible in computing our taxable income. Corporate tax liability would reduce the amount of cash available for distribution to our stockholders. Under some circumstances, we might need to borrow money or sell assets in order to pay that tax. Furthermore, if we fail to maintain our qualification as a REIT and we do not qualify for the statutory relief provisions, we no longer would be required to distribute substantially all of our REIT taxable income, determined without regard to the dividends paid deduction and not including net capital gains, to our stockholders. Unless our failure to qualify as a REIT was excused under federal tax laws, we could not re-elect to qualify as a REIT until the fifth calendar year following the year in which we failed to qualify. In addition, if we fail to qualify as a REIT, our taxable mortgage pool securitizations will be treated as separate corporations for U.S. federal income tax purposes.

A determination that we have not made required distributions would subject us to tax or require us to pay a deficiency dividend; payment of tax would reduce the cash available for distribution to our stockholders.

In order to qualify as a REIT, in each calendar year we must distribute to our stockholders at least 90% of our REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gain. To the extent that we satisfy the 90% distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed income. In addition, we will incur a 4% nondeductible excise tax on the amount, if any, by which our distributions in any calendar year are less than the sum of:

- 85% of our ordinary income for that year;
- 95% of our capital gain net income for that year; and
- 100% our undistributed taxable income from prior years.

We intend to make distributions to our stockholders in a manner intended to satisfy the 90% distribution requirement and to distribute all or substantially all of our net taxable income to avoid both corporate income tax and the 4% nondeductible excise tax. There is no requirement that a domestic TRS distribute its after-tax net income to its parent REIT or their stockholders and our U.S. TRSs may determine not to make any distributions to us. However, non-U.S. TRSs, such as Apidos CDO I, Apidos CDO III, Apidos Cinco CDO, Harvest CLO VII, Harvest CLO VIII, and Harvest CLO XV Designated Activity Company, which we discuss in "Management's Discussion and Analysis of

Financial Conditions and Results of Operations," will generally be deemed to distribute their earnings to us on an annual basis for federal income tax purposes, regardless of whether such TRSs actually distribute their earnings. Our taxable income may substantially exceed our net income as determined by GAAP because, for example, realized capital losses will be deducted in determining our GAAP net income but may not be deductible in computing our taxable income. In addition, we may invest in assets that generate taxable income in excess of economic income or in advance of the corresponding cash flow from the assets, referred to as phantom income. Although some types of phantom income are excluded to the extent

[\(Back to Index\)](#)

30

[\(Back to Index\)](#)

they exceed 5% of our REIT taxable income in determining the 90% distribution requirement, we will incur corporate income tax and the 4% nondeductible excise tax with respect to any phantom income items if we do not distribute those items on an annual basis. As a result, we may generate less cash flow than taxable income in a particular year. It is also possible that a loss that we treat as an ordinary loss would be recharacterized as a capital loss. In such event we might have to pay tax for the year in question or pay a deficiency dividend with respect to that we meet the dividends paid requirement for that year. In all such events, we may be required to use cash reserves, incur debt, or liquidate non-cash assets at rates or times that we regard as unfavorable in order to satisfy the distribution requirement and to avoid corporate income tax and the 4% nondeductible excise tax in that year.

If we make distributions in excess of our current and accumulated earnings and profits, they will be treated as a return of capital, which will reduce the adjusted basis of your stock. To the extent such distributions exceed your adjusted basis, you may recognize a capital gain.

Unless you are a tax-exempt entity, distributions that we make to you generally will be subject to tax as ordinary income to the extent of our current and accumulated earnings and profits as determined for federal income tax purposes. If the amount we distribute to you exceeds your allocable share of our current and accumulated earnings and profits, the excess will be treated as a return of capital to the extent of your adjusted basis in your stock, which will reduce your basis in your stock but will not be subject to tax. To the extent the amount we distribute to you exceeds both your allocable share of our current and accumulated earnings and profits and your adjusted basis, this excess amount will be treated as a gain from the sale or exchange of a capital asset. For risks related to the use of uninvested offering proceeds or borrowings to fund distributions to stockholders, see "– Risks Related to Our Organization and Structure – We have not established a minimum distribution payment level and we cannot assure you of our ability to make distributions in the future."

Our ownership of and relationship with our TRSs will be limited and a failure to comply with the limits would jeopardize our REIT qualification and may result in the application of a 100% excise tax.

A REIT may own up to 100% of the securities of one or more TRSs. A TRS may earn specified types of income or hold specified assets that would not be qualifying income or assets if earned or held directly by the parent REIT. Both the subsidiary and the REIT must jointly elect to treat the subsidiary as a TRS. A corporation of which a TRS directly or indirectly owns more than 35% of the voting power or value of the stock will automatically be treated as a TRS. Overall, no more than 25% (20% for year beginning after December 31, 2017) of the value of a REIT's assets may consist of stock or securities of one or more TRSs. A TRS will pay federal, state and local income tax at regular corporate rates on any income that it earns, whether or not it distributes that income to us. In addition, the TRS rules limit the deductibility of interest paid or accrued by a TRS to its parent REIT to assure that the TRS is subject to an appropriate level of corporate taxation. The rules also impose a 100% excise tax on certain transactions between a TRS and its parent REIT that are not conducted on an arm's-length basis.

RCC Resi TRS will pay federal, state and local income tax on its taxable income, and its after-tax net income is available for distribution to us but is not required to be distributed to us. Income that is not distributed to us by our U.S. TRS will not be subject to the REIT 90% distribution requirement and therefore will not be available for distributions to our stockholders. We anticipate that the aggregate value of the securities we hold in our TRS will be less than 25% (20% for year beginning after December 31, 2017) of the value of our total assets, including our TRS security. We will monitor the compliance of our investments in TRSs with the rules relating to value of assets and transactions not on an arm's-length basis. We cannot assure you, however, that we will be able to comply with such rules.

Complying with REIT requirements may limit our ability to hedge effectively.

The REIT provisions of the Internal Revenue Code substantially limit our ability to hedge MBS and related borrowings. Under these provisions, our annual gross income from qualifying and non-qualifying hedges of our borrowings, together with any other income not generated from qualifying real estate assets, cannot exceed 25% of our gross income. In addition, our aggregate gross income from non-qualifying hedges, fees and certain other non-qualifying sources cannot exceed 5% of our annual gross income determined without regard to income from qualifying hedges. As a result, we might have to limit our use of advantageous hedging techniques or implement those hedges through Resource TRS. This could increase the cost of our hedging activities or expose us to greater risks

associated with changes in interest rates than we would otherwise want to bear.

The tax on prohibited transactions will limit our ability to engage in transactions, including certain methods of securitizing mortgage loans that would be treated as sales for federal income tax purposes.

A REIT's net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, but including mortgage loans, held primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we were able to sell or securitize loans in a manner that was treated as a sale of the loans for federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales of loans and may limit the structures we utilize for our securitization transactions even though

[\(Back to Index\)](#)

31

[\(Back to Index\)](#)

such sales or structures might otherwise be beneficial to us.

New legislation or administrative or judicial action, in each instance potentially with retroactive effect, could make it more difficult or impossible for us to qualify as a REIT or could reduce the market price of our common shares.

The present federal income tax treatment of REITs may be modified, possibly with retroactive effect, by legislative, judicial or administrative action at any time, which could affect the federal income tax treatment of an investment in us. The rules dealing with U.S. federal income taxation are continually under review by Congress, the IRS and the U.S. Department of the Treasury. According to publicly released statements, a top legislative priority of the new Congress and administration may be to enact significant reform of the Internal Revenue Code, including significant changes to taxation of business entities and the deductibility of interest expense and capital investment. There is a substantial lack of clarity around the likelihood, timing and details of any such tax reform and the impact of any potential tax reform on us or an investment in our securities, and we cannot, at this time, determine whether any such changes will adversely affect our taxation or the taxation of our shareholders. Revisions in federal tax laws and interpretations thereof could affect or cause us to change our investments and commitments and affect the tax considerations of an investment in us, or could reduce the market price of our common shares.

Dividends paid by REITs do not qualify for the reduced tax rates provided for under current law.

Dividends paid by REITs are generally not eligible for the reduced 15% maximum tax rate for dividends paid to individuals (20% for those with taxable income above \$415,050 (if single) or \$466,950 (if married and filing jointly) under current law). The more favorable rates applicable to regular corporate dividends could cause stockholders who are individuals to perceive investments in REITs to be relatively less attractive than investments in the stock of non-REIT corporations that pay dividends to which more favorable rates apply, which could reduce the value of the stocks of REITs. Dividends from REITs as well as regular corporate dividends will also be subject to a 3.8% Medicare surtax for taxpayers with modified adjusted gross income above \$200,000 (if single) or \$250,000 (if married and filing jointly).

We may lose our REIT qualification or be subject to a penalty tax if the Internal Revenue Service successfully challenges our characterization of income inclusions from our foreign TRSs.

We likely will be required to include in our income, even without the receipt of actual distributions, earnings from our foreign TRSs, including from our current and contemplated equity investments in CDOs, such as our investment in Apidos CDO I, Apidos CDO III, Apidos Cinco CDO, Harvest CLO VII, Harvest CLO VIII, and Harvest CLO XV Designated Activity Company. We intend to treat certain of these income inclusions as qualifying income for purposes of the 95% gross income test applicable to REITs but not for purposes of the REIT 75% gross income test. The provisions that set forth what income is qualifying income for purposes of the 95% gross income test provide that gross income derived from dividends, interest and other enumerated classes of passive income qualify for purposes of the 95% gross income test. Income inclusions from equity investments in our foreign TRSs are technically neither dividends nor any of the other enumerated categories of income specified in the 95% gross income test for U.S. federal income tax purposes, and there is no clear precedent with respect to the qualification of such income for purposes of the REIT gross income tests. However, based on advice of counsel, we intend to treat such income inclusions, to the extent distributed by a foreign TRS in the year accrued, as qualifying income for purposes of the 95% gross income test. In addition, in 2011, the IRS issued a private letter ruling to a REIT reaching a result consistent with our treatment. Nevertheless, because this income does not meet the literal requirements of the REIT provisions, it is possible that the IRS could successfully take the position that it is not qualifying income. In the event that it was determined not to qualify for the 95% gross income test, we would be subject to a penalty tax with respect to the income to the extent it and other nonqualifying income exceeds 5% of our gross income and/or we could fail to qualify as a REIT. See "Federal Income Tax Consequences of Our Qualification as a REIT." In addition, if such income was determined not to qualify for the 95% gross income test, we would need to invest in sufficient qualifying assets, or sell some of our interests in our foreign TRSs to ensure that the income recognized by us from our foreign TRSs or such other corporations does not exceed 5% of our gross income, or cease to qualify as a REIT.

We may lose our REIT qualification or be subject to a penalty tax if we modify mortgage loans or acquired distressed debt in a way that causes us to fail our REIT gross income or asset tests.

Many of the terms of our mortgage loans, mezzanine loans and B notes and the loans supporting our MBS have been modified and may in the future be modified to avoid foreclosure actions and for other reasons. If the terms of the loan are modified in a manner constituting a "significant modification," such modification triggers a deemed exchange for tax purposes of the original loan for the modified loan. Under existing Treasury Regulations, if a loan is secured by real property and other property and the highest principal amount of the loan outstanding during a taxable year exceeds the fair market value of the real property securing the loan as of (1) the date we agreed to acquire or originate the loan or (2) in the event of certain significant modifications, the date we modified the loan, then a portion of the interest income from such a loan will not be qualifying income for purposes of the 75% gross income test, but will be qualifying income for purposes of the 95% gross income test. Although the law is not

[\(Back to Index\)](#)

32

[\(Back to Index\)](#)

entirely clear, a portion of the loan may not be treated as a qualifying "real estate asset" for purposes of the 75% asset test. The non-qualifying portion of such a loan would be subject to, among other requirements, the 10% value test. Revenue Procedure 2011-16, as modified and superseded by Revenue Procedure 2014-51, provides a safe harbor pursuant to which we will not be required to redetermine the fair market value of the real property securing a loan for purposes of the REIT gross income and asset tests in connection with a loan modification that is: (1) occasioned by a borrower default; or (2) made at a time when we reasonably believe that the modification to the loan will substantially reduce a significant risk of default on the original loan. We cannot assure you that all of our loan modifications have qualified or will qualify for the safe harbor in Revenue Procedure 2011-16, as modified and superseded by Revenue Procedure 2014-51. To the extent we significantly modify loans in a manner that does not qualify for that safe harbor, we will be required to redetermine the value of the real property securing the loan at the time it was significantly modified. In determining the value of the real property securing such a loan, we generally will not obtain third party appraisals, but rather will rely on internal valuations. No assurance can be provided that the IRS will not successfully challenge our internal valuations. If the terms of our mortgage loans, mezzanine loans and B notes and loans supporting our mortgage backed securities are significantly modified in a manner that does not qualify for the safe harbor in Revenue Procedure 2011-16, as modified and superseded by Revenue Procedure 2014-51 and the fair market value of the real property securing such loans has decreased significantly, we could fail the 75% gross income test, the 75% asset test and/or the 10% value test. Unless we qualified for relief under certain cure provisions in the Code, such failures could cause us to fail to qualify as a REIT.

We and our subsidiaries have and may invest in future acquire distressed debt, including distressed mortgage loans, mezzanine loans, B notes and MBS. Revenue Procedure 2011-16, as modified and superseded by Revenue Procedure 2014-51, provides that the IRS will treat a distressed mortgage loan acquired by a REIT that is secured by real property and other property as producing in part non-qualifying income for the 75% gross income test. Specifically, Revenue Procedure 2011-16, as modified and superseded by Revenue Procedure 2014-51, indicates that interest income on a loan will be treated as qualifying income based on the ratio of (1) the fair market value of the real property securing the loan determined as of the date the REIT committed to acquire the loan and (2) the face amount of the loan (and not the purchase price or current value of the loan). The face amount of a distressed mortgage loan and other distressed debt will typically exceed the fair market value of the real property securing the debt on the date the REIT commits to acquire the debt. We believe that we will continue to invest in distressed debt in a manner consistent with complying with the 75% gross income test and maintaining our qualification as a REIT.

The failure of a loan subject to a repurchase agreement or a mezzanine loan to qualify as a real estate asset would adversely affect our ability to qualify as a REIT.

We have entered into and we intend to continue to enter into sale and repurchase agreements under which we nominally sell certain of our loan assets to a counterparty and simultaneously enter into an agreement to repurchase the sold assets. We believe that we have been and will be treated for U.S. federal income tax purposes as the owner of the loan assets that are the subject of any such agreement notwithstanding that the agreement may transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could assert that we did not own the loan assets during the term of the sale and repurchase agreement, in which case we could fail to qualify as a REIT.

In addition, we have acquired in the past and may continue to acquire mezzanine loans, which are loans secured by equity interest in a partnership or limited liability company that directly or indirectly owns real property. In Revenue Procedure 2003-65, the IRS provided a safe harbor pursuant to which a mezzanine loan, if it meets each of the requirements contained in the Revenue Procedure, will be treated by the IRS as a real estate asset for purposes of the REIT asset tests, and interest derived from the mezzanine loan will be treated as qualifying mortgage interest for purposes of the REIT 75% income test. Although the Revenue Procedure provides a safe harbor on which taxpayers may rely, it does not prescribe rules of substantive tax law. We have acquired and may continue to acquire mezzanine loans that may not meet all of the requirements for reliance on this safe harbor. In the event we own a mezzanine loan that does not meet the safe harbor, the IRS could challenge the loan's treatment as a real estate asset for purposes of the REIT asset and income tests, and if the challenge were sustained, we could fail to qualify as a REIT.

[\(Back to Index\)](#)

33

[\(Back to Index\)](#)

ITEM 1B. UNRESOLVED STAFF COMMENTS

As part of a periodic review by the Division of Corporation Finance of the Securities and Exchange Commission ("SEC") of our Annual Report on Form 10-K for the year ended December 31, 2014 and Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, on May 6, 2016, we received a comment letter from the SEC staff related to disclosure in our periodic reports of the impairment analysis in connection with a subordinated mezzanine loan position secured by properties located in Puerto Rico. We submitted a response to the comment letter on May 20, 2016. No further comments have been received and the SEC staff has not indicated if they will have further comment.

ITEM 2. PROPERTIES

Philadelphia, Pennsylvania:

We maintain offices through our Manager. Our Manager and Resource America maintain executive and corporate offices at One Crescent Drive in the Philadelphia Navy Yard, Philadelphia, Pennsylvania, under a lease for 20,234 square feet that expires in May 2019.

In addition, in October 2012 Resource America signed a ten-year lease which commenced in August 2013 for 34,476 square feet of office space at 1845 Walnut Street, Philadelphia, Pennsylvania, an office building in which Resource America owns a 7% equity interest. The lease was amended in May 2013 and expires in September 2023.

New York, New York:

Resource America maintains additional executive offices in a 12,930 square foot location at 712 Fifth Avenue, New York, New York under a lease agreement that expires in July 2020. A portion of this office space is sublet.

ITEM 3. LEGAL PROCEEDINGS

In September 2015, Daren Levin filed a putative class action in the United States District Court for the Southern District of New York on behalf of all persons who purchased our common stock between March 2, 2015 and August 4, 2015. In November 2015, the Court appointed Douglas Drees as the lead plaintiff in the action, and thereafter entered a stipulation and order directing the lead plaintiff to file an amended complaint. In February 2016, the lead plaintiff filed an amended complaint, alleging that we and certain of our officers and directors materially misrepresented certain risks of our commercial loan portfolio and our processes and controls for assessing the quality of our portfolio. Based on these allegations, the amended complaint asserts claims for violations of securities laws and seeks a variety of relief, including unspecified monetary damages as well as costs and attorneys' fees. In April 2016, we filed a motion to dismiss the amended complaint, which the court denied on October 5, 2016. The parties have now commenced discovery. We believe the amended complaint is without merit and intend to defend ourselves vigorously.

In December 2015, Josh Reaves filed a shareholder derivative suit in the Supreme Court of New York alleging that certain current and former officers and directors breached their fiduciary duties by causing us to misrepresent certain risks of our commercial loan portfolio, by failing to employ adequate internal and financial controls and by failing to disclose the alleged internal control deficiencies. The complaint, which also asserts an unjust enrichment claim against the defendants, purports to seek relief on behalf of us for unspecified damages as well as costs and attorneys' fees. We believe that the plaintiff, who failed to make a pre-suit demand on the board of directors, lacks standing to assert claims derivatively on our behalf. In April 2016, the parties entered into a stipulation staying this proceeding until such time as the court ruled on the motion to dismiss the Levin action referenced above or certain other triggering events occur. That stay has now been lifted because the motion to dismiss the Levin action was denied. The parties have agreed to discuss whether to continue the stay and other litigation-related scheduling matters.

In January 2017, Joseph Greenberg filed a shareholder derivative suit in the United States District Court for the Southern District of New York against certain of our current and former officers and directors, as well as our Manager and Resource America. In addition to asserting breach of fiduciary duty and unjust enrichment claims against certain of our current and former officers and directors that are substantially similarly to those at issue in the Reaves action, the Greenberg complaint asserts three new claims on our behalf: (i) a claim under Section 14(a) of the Securities

Exchange Act, based on allegations that the defendants caused us to issue misleading proxy statements between 2014 and 2015, (ii) a claim against the individual defendants for waste of corporate assets, based on allegations that the defendants caused us to pay excessive fees to our Manager, to expend resources in defending against the Levin action, and to pay improper compensation and bonuses to certain officers and directors, and (iii) a claim against Resource America and our Manager for unjust enrichment, based on allegations that these defendants were unjustly enriched through the payment of excessive management fees. We believe that the plaintiff, who failed to make a pre-suit demand on the board of directors, lacks standing to assert claims derivatively on our behalf.

[\(Back to Index\)](#)

34

[\(Back to Index\)](#)

In January 2017, Robert Canoles filed a shareholder derivative suit in the United States District Court for the Southern District of New York against certain of our current and former officers and directors. The Canoles complaint asserts a single claim on our behalf under Section 14(a) of the Securities Exchange Act, based on allegations that the defendants caused us to issue misleading proxy statements from 2013 to 2015. We believe that the plaintiff, who failed to make a pre-suit demand on the board of directors, lacks standing to assert claims derivatively on our behalf.

In January 2017, James M. DeCaro, for the benefit of Charles J. DeCaro, filed a shareholder derivative suit in the United States District Court for the Southern District of New York against certain of our current and former officers and directors, as well as our Manager and Resource America. The DeCaro complaint asserts a claim for breach of fiduciary duty, a claim under Section 14(a) of the Securities Exchange Act, and claims for corporate waste and unjust enrichment, all of which are substantially similar to the claims at issue in the Greenberg action. We believe that the plaintiff, who failed to make a pre-suit demand on the board of directors, lacks standing to assert claims derivatively on our behalf.

In February 2017, Patrick Caito filed a shareholder derivative suit in the Supreme Court of New York against certain of our current and former officers and directors, as well as our Manager and Resource America. The complaint asserts breach of fiduciary duty and unjust enrichment claims that are substantially similar to those at issue in the Reaves, Greenberg and DeCaro actions. We believe that the plaintiff, who failed to make a pre-suit demand on the board of directors, lacks standing to assert claims derivatively on our behalf.

In February 2017, Mark McKinney filed a shareholder derivative suit in the Southern District of New York against certain of our current and former officers and directors alleging claims under Section 14(a) of the Securities Act and for breach of fiduciary duty and unjust enrichment that are substantially similar to claims asserted in the Reaves, Greenberg, Canoles, DeCaro and Caito actions. Although Mr. McKinney previously made a demand on the board of directors to investigate certain of these claims, he filed suit before receiving a final response to his demand from the board, alleging that the board “functionally refused” the demand. We believe Mr. McKinney’s action was filed prematurely, that his allegations that the demand was wrongfully refused are without merit and that he lacks standing to assert claims derivatively on our behalf.

In March 2017, John Simpson filed a shareholder derivative suit in the Supreme Court of New York against certain of our current and former officers and directors, as well as our Manager and Resource America. The complaint asserts breach of fiduciary duty and unjust enrichment claims that are substantially similar to those at issue in the Reaves, Greenberg, DeCaro and Caito actions. We believe that the plaintiff, who failed to make a pre-suit demand on the board of directors, lacks standing to assert claims derivatively on our behalf.

In March 2017, Kelly Sue Heckel filed a shareholder derivative suit in the Supreme Court of New York against certain of our current and former officers and directors, as well as our Manager and Resource America. The complaint asserts breach of fiduciary duty and unjust enrichment claims that are substantially similar to those at issue in the Reaves, Greenberg, DeCaro and Caito actions. We believe that the plaintiff, who failed to make a pre-suit demand on the board of directors, lacks standing to assert claims derivatively on our behalf.

A subsidiary of the Company is the subject of a lawsuit brought in 2014 by the purchaser of a hotel from such subsidiary. The complaint asserts breach of contract claims for non-payment of certain fees and expenses. We believe the complaint is without merit and intend to defend ourselves vigorously.

PCM is a party to various claims and legal proceedings at various times. If PCM believes that a loss arising from any of these matters is probable and can be reasonably estimated, the loss is recorded. Currently, the only litigation involving PCM relates to claims for repurchases or indemnifications related to loans that PCM sold to investors. Such claims are included in the reserve for mortgage repurchases and indemnifications. The reserve for mortgage

repurchases and indemnifications was \$4.8 million and \$3.7 million at December 31, 2016 and 2015, respectively. Mortgage loans on one-to-four residences originated by PCM are sold to various financial institutions and governmental entities with representations and warranties that are usual and customary for the industry. In the event of a breach of any of the representations and warranties related to a loan sold, PCM may be required to indemnify the investor against future losses, repurchase the mortgage loan or reimburse the investor for actual losses incurred (referred to as “make whole payments”). The maximum exposure to credit loss in the event of an indemnification or loan repurchase would be the unpaid principal balance of the loan along with any premium paid by the investor when the loan was purchased, accrued but unpaid interest and other minor cost reimbursements. This maximum exposure is at least partially mitigated by the value of the collateral underlying the mortgage loan.

[\(Back to Index\)](#)

35

[\(Back to Index\)](#)

At December 31, 2016, outstanding demands for indemnification, repurchase or make whole payments totaled approximately \$10.2 million. This amount excludes claims asserted by ResCap Liquidating Trust, as successor to Residential Funding Company, LLC, since these claims were settled by PCM in October 2016.

On May 13, 2014, ResCap Liquidating Trust, or ResCap, as successor to Residential Funding Company, LLC, or RFC, filed an adversary proceeding against PCM in United States Bankruptcy Court of the Southern District of New York. ResCap has sued approximately 90 sellers of residential mortgage loans for alleged breaches of warranty relating to various loans sold to RFC. RFC contends that such breaches caused it damages from loan losses and liability to other transferees of the loans. PCM has since settled repurchase claims with two of the four investors including those subject to the litigation initiated by ResCap.

The most significant remaining demands against PCM are from Lehman Brothers Holding, Inc., or LBHI, which filed suit against PCM and approximately 145 sellers of residential mortgage loans on February 3, 2016 alleging breaches of representations and warranties relating to on loans sold to them. The repurchase claims asserted by LBHI relate to loans sold to LBHI that were subsequently sold by LBHI to either FNMA or FHLMC. PCM has established a reserve for these asserted claims at December 31, 2016. PCM sold additional loans to LBHI that were subsequently securitized and sold as residential MBS (RMBS) by LBHI. Claims have been asserted by the RMBS investors against LBHI but no amounts have been paid by LBHI and no claim has been asserted by LBHI against PCM. No reserve has been established by PCM at December 31, 2016 for potential future claims related to loans sold to and securitized by LBHI. PCM intends to defend the actions vigorously.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

PART II

ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND
ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our common stock has been listed on the NYSE under the symbol "RSO" since our initial public offering in February 2006. The following table sets forth for the indicated periods the high and low prices for our common stock, as reported on the NYSE, and the dividends declared and paid during our past two fiscal years:

	High ⁽²⁾	Low ⁽²⁾	Dividends Declared ⁽²⁾
December 31, 2016			
Fourth Quarter ⁽¹⁾	\$12.75	\$8.02	\$0.05
Third Quarter	\$13.64	\$12.36	\$0.42
Second Quarter	\$13.18	\$10.92	\$0.42
First Quarter	\$12.91	\$9.32	\$0.42

December 31, 2015

Fourth Quarter	\$13.72	\$10.15	\$0.42
Third Quarter	\$15.64	\$11.06	\$0.64
Second Quarter	\$18.20	\$15.44	\$0.64
First Quarter	\$20.28	\$18.04	\$0.64

(1) We distributed a regular dividend of \$0.05 on January 30, 2017 to stockholders of record as of January 2, 2017.

(2) Effective August 31, 2015, we completed a one-for-four reverse stock split of our outstanding common stock. All amounts stated give retroactive effect to the reverse stock split for all periods presented for comparison purposes. We are organized and conduct our operations to qualify as a REIT, which requires that we distribute at least 90% of our REIT taxable income. Therefore, we intend to continue to declare quarterly distributions on our common stock. No assurance, however, can be given as to the amounts or timing of future distributions as such distributions are subject to our earnings, financial condition, capital requirements and such other factors as our board of directors deems relevant.

As of March 10, 2017, there were 31,398,186 common shares outstanding held by 426 persons of record.

See Item 12. - "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" for information relating to securities authorized for issuance under our equity compensation plans.

Our 8.50% Series A Cumulative Redeemable Preferred Stock, or Series A Preferred Stock, are listed on the NYSE and traded under the symbol "RSOPrA." The Series A Preferred shares were first issued in the second quarter of 2012. We have declared and paid the specified dividend per share of \$0.53125. No dividends are currently in arrears on the Series A Preferred Stock.

Our 8.25% Series B Cumulative Redeemable Preferred Stock, or Series B Preferred Stock, are listed on the NYSE and traded under the symbol "RSOPrB." The Series B Preferred shares were first issued in the third quarter of 2012. We have declared and paid the specified dividend per share of \$0.515625. No dividends are currently in arrears on the Series B Preferred Stock.

Our Series C 8.625% Cumulative Redeemable Preferred Stock, or Series C Preferred Stock, are listed on the NYSE and traded under the symbol "RSOPrC." The Series C Preferred shares were first issued in the second quarter of 2014. We have declared and paid the specified dividend per share of \$0.5390625. No dividends are currently in arrears on the Series C Preferred Stock.

Issuer Purchases of Equity Securities

On August 3, 2015, our board of directors authorized a program to repurchase up to \$50.0 million of our outstanding equity and debt securities. In March 2016, the board of directors approved a new securities repurchase program for up to \$50.0 million of our outstanding securities, which replaced the August 2015 repurchase plan.

[\(Back to Index\)](#)

37

[\(Back to Index\)](#)

The following tables provide information about our common stock and 8.25% Series B Preferred Stock repurchases made during the year ended December 31, 2016 in accordance with our repurchase programs:

Common Stock

Period	Total Number of Shares Purchased	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
January 2016	196,562	\$ 12.81	196,562	\$21,556,458
February 2016	198,979	\$ 10.08	198,979	\$ 19,551,480
March 2016	247,904	\$ 11.14	247,904	\$46,828,116
April 2016	22,013	\$ 11.12	22,013	\$46,583,349
May 2016	37,200	\$ 12.61	37,200	\$46,114,214
June 2016	—	\$ —	—	\$46,114,214
July 2016	—	\$ —	—	\$46,114,214
August 2016	97,542	\$ 12.70	97,542	\$44,875,735
September 2016	—	\$ —	—	\$44,875,735
October 2016	—	\$ —	—	\$44,875,735
November 2016	—	\$ —	—	\$44,875,735
December 2016	—	\$ —	—	\$44,875,735
	800,200	\$ 11.54	800,200	

(1) The average price per share as reflected above includes broker fees and commissions.

8.25% Series B Preferred Stock

Period	Total Number of Shares Purchased	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
January 2016	—	\$ —	—	\$21,556,458
February 2016	—	\$ —	—	\$ 19,551,480
March 2016	195,900	\$ 15.90	195,900	\$46,828,116
April 2016	—	\$ —	—	\$46,583,349
May 2016	—	\$ —	—	\$46,114,214
June 2016	—	\$ —	—	\$46,114,214
July 2016	—	\$ —	—	\$46,114,214

Edgar Filing: Resource Capital Corp. - Form 10-K

August 2016	—	\$ —	—	\$44,875,735
September 2016	—	\$ —	—	\$44,875,735
October 2016	—	\$ —	—	\$44,875,735
November 2016	—	\$ —	—	\$44,875,735
December 2016	—	\$ —	—	\$44,875,735
	195,900	\$ 15.90	195,900	

(1) The average price per share as reflected above includes broker fees and commissions.

[\(Back to Index\)](#)

38

[\(Back to Index\)](#)

Performance Graph

The following line graph presentation compares cumulative total shareholder returns of our common stock with the Russell 2000 Index and the NAREIT All REIT Index for the period from December 31, 2011 to December 31, 2016. The graph and table assume that \$100 was invested in each of our common stock, the Russell 2000 Index and the NAREIT All REIT Index on December 31, 2011, and that all dividends were reinvested. This data as furnished by the Research Data Group.

*\$100 invested on 12/31/11 in stock or index, including reinvestment of dividends.

Fiscal year ending December 31,

[\(Back to Index\)](#)

39

[\(Back to Index\)](#)

ITEM 6 . SELECTED FINANCIAL DATA

SELECTED CONSOLIDATED FINANCIAL INFORMATION OF
RESOURCE CAPITAL CORP AND SUBSIDIARIES

The following selected financial and operating information should be read in conjunction with Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our financial statements, including the notes, included elsewhere herein (in thousands, except share data).

	As of and for the Years Ended December 31,				
	2016	2015	2014	2013	2012
Consolidated Statement of Operations Data:					
REVENUES:					
Interest income	\$ 112,618	\$ 122,474	\$ 113,281	\$ 117,236	\$ 133,330
Interest expense	53,747	56,530	43,493	60,928	42,792
Net interest income	58,871	65,944	69,788	56,308	90,538
Other revenues	3,809	4,931	14,518	25,654	18,600
Total revenues	62,680	70,875	84,306	81,962	109,138
OPERATING EXPENSES	77,023	77,840	43,735	58,427	63,850
	(14,343)	(6,965)	40,571	23,535	45,288
OTHER INCOME (EXPENSE)					
Equity in earnings of unconsolidated entities	5,973	2,388	4,767	949	(2,709)
Net realized and unrealized gain (loss) on sales of investment securities available-for-sale and loans and derivatives	4,066	18,459	6,925	8,809	4,106
Net realized and unrealized gain (loss) on investment securities, trading	2,398	(547)	(2,818)	(324)	12,435
Fair value adjustments on financial assets held for sale	—	—	—	—	—
Unrealized gain (loss) and net interest income on linked transactions, net	—	235	7,850	(3,842)	728
(Loss) on reissuance/gain on extinguishment of debt	—	(1,403)	(4,442)	—	16,699
Gain on sale of real estate	64	206	6,127	16,616	—
Other income (expense)	1,500	60	(1,262)	—	2,498
Total other income (expense)	14,001	19,398	17,147	22,208	33,757
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE TAXES	(342)	12,433	57,718	45,743	79,045
Income tax (expense) benefit	(10,992)	(1,354)	1,867	807	(14,602)
NET INCOME (LOSS) FROM CONTINUING OPERATIONS	(11,334)	11,079	59,585	46,550	64,443
NET INCOME (LOSS) FROM DISCONTINUED OPERATIONS, NET OF TAX	(19,260)	6,104	2,583	(97)	—
NET INCOME (LOSS)	(30,594)	17,183	62,168	46,453	64,443
Net (income) loss allocated to preferred shares	(24,091)	(24,437)	(17,176)	(7,221)	(1,244)
Carrying value in excess of consideration paid for preferred shares	1,500	—	—	—	—
Net (income) loss allocable to non-controlling interest, net of taxes	229	(6,628)	(965)	—	—
NET INCOME (LOSS) ALLOCABLE TO COMMON SHARES	\$(52,956)	\$(13,882)	\$44,027	\$39,232	\$63,199

[\(Back to Index\)](#)

40

[\(Back to Index\)](#)

	As of and for the Years Ended December 31,				
	2016	2015	2014	2013	2012
Consolidated Balance Sheet Data:					
Cash and cash equivalents	\$116,026	\$78,756	\$79,905	\$262,270	\$85,278
Restricted cash	3,544	40,635	122,138	63,140	94,112
Investment securities, trading	4,492	25,550	20,786	11,558	24,843
Investment securities available-for-sale, including securities pledged as collateral of \$97.5 million and \$162.3 million	124,968	208,088	275,719	215,207	204,339
Investment in real estate	—	—	—	29,778	75,452
Loans, pledged as collateral and net of allowances of \$3.8 million, \$43.1 million, \$4.6 million, \$13.8 million and \$17.7 million	1,286,278	1,783,503	1,673,065	1,327,898	1,827,780
Loans held for sale	1,007	1,475	282	2,377	14,894
Investments in unconsolidated entities	87,919	50,030	59,827	69,069	45,413
Intangible assets	213	5,316	9,434	11,264	13,192
Assets held for sale	383,310	510,908	404,964	68,762	—
Total assets	2,053,543	2,765,562	2,728,679	2,147,147	2,449,458
Borrowings	1,191,456	1,621,713	1,503,159	1,305,183	1,765,184
Liabilities held for sale	142,563	286,406	221,657	16,571	21
Total liabilities	1,350,453	1,938,802	1,776,569	1,373,223	1,836,114
Total stockholders' equity	704,299	818,864	935,523	773,924	613,344
Non-controlling interests	(1,209)	7,896	16,588	—	—
Total equity	\$703,090	\$826,760	\$952,111	\$773,924	\$613,344

	As of and for the Years Ended December 31,				
	2016	2015	2014	2013	2012
Per Share Data: ⁽¹⁾					
Dividends declared per common share	\$1.31	\$2.34	\$3.20	\$3.20	\$3.20
NET INCOME (LOSS) PER COMMON SHARE – BASIC:					
CONTINUING OPERATIONS	\$(1.10)	\$(0.62)	\$1.30	\$1.32	\$2.86
DISCONTINUED OPERATIONS	(0.63)	0.19	0.08	—	—
TOTAL NET INCOME (LOSS) PER COMMON SHARE - BASIC	\$(1.73)	\$(0.43)	\$1.38	\$1.32	\$2.86
NET INCOME (LOSS) PER COMMON SHARE – DILUTED:					
CONTINUING OPERATIONS	\$(1.10)	\$(0.62)	\$1.28	\$1.31	\$2.83
DISCONTINUED OPERATIONS	(0.63)	0.19	0.08	—	—
TOTAL NET INCOME (LOSS) PER COMMON SHARE – DILUTED	\$(1.73)	\$(0.43)	\$1.36	\$1.31	\$2.83
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – BASIC	30,539,369	28,280,319	32,007,766	29,619,668	22,102,568
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING – DILUTED	30,539,369	28,280,319	32,314,847	30,009,743	22,321,122

⁽¹⁾ All per share amounts stated take into account the one-for-four reverse stock split effective on August 31, 2015 as though it were in full effect for all periods presented for comparison purposes.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

The following discussion provides information to assist you in understanding our financial condition and results of operations. This discussion should be read in conjunction with our consolidated financial statements and related notes appearing elsewhere in this report. This discussion contains forward-looking statements. Actual results could differ materially from those expressed in or implied by those forward-looking statements. Additionally, please see the sections "Forward-Looking Statements" and "Risk Factors" for a discussion of risks, uncertainties and assumptions associated with those statements.

We are a commercial mortgage real estate investment trust ("REIT") that is primarily focused on originating, holding and managing commercial real estate ("CRE") debt investments. Historically, we have also made commercial finance investments. We are organized and conduct our operations to qualify as a REIT under Subchapter M of the Internal Revenue Code of 1986, as amended. Our objective is to provide our stockholders with total returns over time, including quarterly distributions and capital appreciation, while seeking to manage the risks associated with our investment strategies. We primarily invest in CRE debt investments, and we have invested, to a lesser extent, in higher-yielding commercial finance assets. We have financed a substantial portion of our portfolio investments through borrowing strategies seeking to match the maturities and repricing dates of our financings with the maturities and repricing dates of our investments, and we have sought to mitigate interest rate risk through derivative instruments.

We are externally managed by Resource Capital Manager, Inc., or our Manager, an indirect wholly-owned subsidiary of Resource America, Inc. (formerly traded on NASDAQ: REXI), or Resource America. On September 8, 2016, Resource America was acquired by C-III Capital Partners LLC ("C-III"), a leading CRE services company engaged in a broad range of activities, including primary and special loan servicing, loan origination, fund management, CDO management, principal investment, investment sales and multifamily property management. As a result of the transaction, C-III controls our Manager and is the beneficial owner of 715,396 shares of our common stock (2.3% of our outstanding shares) held by Resource America. In connection with C-III's acquisition of Resource America, we were paid a \$1.5 million consent fee by Resource America for waiving our right to terminate the Management Agreement as a result of the change of control of our Manager. Our Manager now draws upon C-III's and Resource America's management teams and their collective investment experience to provide its services.

In November 2016, we received approval from our board of directors to execute a strategic plan, or (the "Plan"), to focus our strategy on CRE debt investments. The Plan contemplates disposing of certain legacy CRE debt investments, exiting non-core assets classes and establishing a dividend policy based on sustainable earnings. Legacy CRE loans are loans underwritten prior to 2010. The non-core asset classes, which we have historically invested in, are expected to be substantially disposed of over the next 12 to 24 months. For a description of these asset classes, please see Item 7 - "Management's Discussion and Analysis of Financial Condition and Results of Operations".

During the year ended December 31, 2016, we recognized a net loss of \$53.0 million, as our credit review process resulted in several significant write-downs and adjustments. In 2016, we recorded provisions for loan losses of \$16.0 million on four legacy real estate loans and \$2.5 million on a real estate loan originated in 2013. We also recorded a \$17.0 million loss to recognize fair value on a middle market loan that was impaired and classified as held for sale during the year. Securities available-for-sale had other-than-temporary impairments of \$20.7 million. Most of these charges related to our legacy real estate portfolio, specifically the RREF CDO 2007-1 securitization in which several legacy loans were held. When we determined to dispose of these investments during the fourth quarter, we looked to the as-is value of the underlying real estate collateral as reflected in independent appraisals we obtained to assess value. Upon making the decision to dispose of non-core asset, which were typically owned by taxable REIT subsidiaries ("TRS"), we re-evaluated our net deferred tax asset, which resulted in a net \$10.4 million increase of our valuation allowance in 2016.

We began the process of disposing of several ancillary businesses as part of the Plan during the fourth quarter of 2016. The anticipated dispositions include our residential mortgage origination operations and our middle market lending

segment, which currently holds syndicated corporate loans and an impaired middle market direct origination loan. We moved these segments to discontinued operations and also moved our life settlement contract investment as well as several legacy CRE loans to held for sale classification in the fourth quarter of 2016. GAAP net loss for the three months ended December 31, 2016 includes impairments of \$12.2 million attributable to the reclassification of assets to held for sale comprised of provisions for loan losses of \$7.7 million on two legacy CRE loans and fair value adjustments of \$4.5 million on business segments classified as discontinued operations. Additionally, GAAP net loss for the three months ended December 31, 2016 includes an unrealized loss of \$2.6 million on a previously impaired middle market loan, a specific provision for loan loss of \$2.5 million on one CRE whole loan, a \$1.4 million

[\(Back to Index\)](#)

42

[\(Back to Index\)](#)

write-down of RSO's deferred tax asset and a gain of \$2.8 million on the liquidation of our last remaining legacy CRE securitization, totaling a net impairment charge for the fourth quarter of 2016 of \$15.9 million. From September 30, 2016 through February 28, 2017, we have monetized \$78.4 million of the investments that were included in the Plan and expect to continue this disposition process during the remainder of 2017.

In August 2016, we sold our interest in Northport TRS, LLC, our self-originated middle market lending operation. We also liquidated our last syndicated corporate loan CLO, Apidos Cinco CDO, Ltd. ("Apidos Cinco"), in November 2016.

During the latter half of 2015 our common shares began to trade at prices well below our book value per share. We had previously sought to enhance shareholder value through our \$50.0 million securities repurchase program authorized by our board in August 2015. Through December 31, 2016, we repurchased \$38.3 million of our common and preferred shares. However, in September 2016 we halted the buy-back program and instead began to marshal resources as part of our strategy to transform our operations into a CRE debt focused enterprise.

We generate our income primarily from the spread between the revenues we receive from our assets and the cost to finance our ownership of those assets, from management of assets and from hedging interest rate risks. Historically, we have generated revenues from the interest and fees we've earned on our whole loans, commercial mortgage-backed securities, or CMBS, middle market loans, other asset-backed securities, or ABS, and structured note investments. We also generated revenues from fees we've received for the management of externally originated syndicated corporate loans, from our residential mortgage origination business and from our investment in an equipment leasing business. Because the Plan focuses our investment strategy on CRE activities, we expect to shift away from these ancillary businesses which will reduce and ultimately terminate the fee income we receive from them as we dispose of those investments and re-deploy the proceeds into CRE debt investments.

Historically, we have used a substantial amount of leverage to enhance our returns and we have financed each of our different asset classes with different degrees of leverage. The cost of borrowings to finance our investments is a significant part of our expenses. Our net income depends on our ability to control these expenses relative to our revenue. As it relates to our CRE loan portfolio, we historically have used repurchase agreements as a short-term financing source, and securitizations and, to a lesser extent, other term financing as long-term financing sources, and we expect to continue to use these financing sources into the near term future.

The current state of moderate growth in the United States economy has allowed us to make new investments, particularly in our primary business of CRE lending. During 2015 and 2016, we originated 49 new CRE loans for a total of \$940.9 million. These loans were initially financed in part through our CRE term facilities and then financed longer-term through CRE securitizations. As a result of the dispositions contemplated by the Plan, coupled with available debt financing under our existing facilities of over \$390.0 million, we intend to begin to grow our CRE lending program, which will allow us to maintain a market presence and working relationships with our CRE borrowers.

At December 31, 2016, and as we move to a CRE debt focused investment strategy, our invested equity capital was allocated as follows: 74% in CRE assets; 14% in commercial finance assets; 6% in the residential mortgage lending business; and 6% in other investments. As we implement the Plan, we expect that the allocation to CRE assets will increase substantially. At December 31, 2015, our invested equity capital was allocated as follows: 62% in CRE assets; 28% in commercial finance assets; 6% in the residential mortgage lending business; and 4% in other investments.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

Results of Operations

Our net income (loss) allocable to common shares for the year ended December 31, 2016 was \$(53.0) million, or \$(1.73) per share-basic (\$1.73) per share-diluted), as compared to net income (loss) allocable to common shares of \$(13.9) million, or \$(0.43) per share-basic (\$(0.43) per share-diluted), for the year ended December 31, 2015 and net income (loss) allocable to common shares of \$44.0 million, or \$1.38 per share-basic (\$1.36 per share-diluted), for the year ended December 31, 2014.

Interest Income

Year Ended December 31, 2016 as compared to Year Ended December 31, 2015

The following tables set forth information relating to our interest income recognized for the periods presented (in thousands, except percentages):

	For the Year Ended December 31, 2016		For the Year Ended December 31, 2015		For the Year Ended December 31, 2014	
	Weighted Average Yield	Balance	Weighted Average Yield	Balance	Weighted Average Yield	Balance
Interest income:						
Interest income from loans:						
CRE loans ⁽¹⁾	5.96%	\$1,429,925	5.63%	\$1,570,595	5.84%	\$1,088,880
Syndicated corporate loans	—%	\$—	4.50%	\$220,107	4.69%	\$514,939
Interest income from securities:						
CMBS	5.12%	\$90,346	5.68%	\$183,626	6.53%	\$186,732
ABS	13.17%	\$134,655	14.62%	\$49,529	8.89%	\$45,609
Corporate bonds	—%	\$—	5.14%	\$2,455	6.98%	\$2,685
RMBS	4.99%	\$1,802	4.61%	\$13,374	7.80%	\$9,228
Preference payments on structured notes	13.36%	\$36,834	20.01%	\$20,669	31.34%	\$20,918

(1) Includes \$158.2 million of loans classified as assets held for sale on our consolidated balance sheet for the year ended December 31, 2016.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

The following tables summarize interest income for the years indicated (in thousands, except percentages):

Type of Investment	Weighted Average Coupon Interest	Unamortized (Discount) Premium	Net Amortization/Accretion	Interest Income	Fee Income	Total
For the Year Ended December 31, 2016:						
CRE loans	5.39 %	\$ (5,819)	\$ (73)	\$76,631	\$7,886	\$84,444
Legacy CRE loans held for sale	2.90 %	\$ —		731		731
Syndicated corporate loans	— %	\$ —	—	48	6	54
Total interest income from loans			(73)	77,410	7,892	85,229
CMBS	5.22 %	\$ (1,266)	(223)	4,846	—	4,623
ABS	4.08 %	\$ —	9	17,683	—	17,692
RMBS	3.62 %	\$ 35	(1)	70	—	69
Total interest income from securities			(215)	22,599	—	22,384
Direct financing leases	N/A	N/A	—	—	—	—
Total interest income from leasing			—	—	—	—
Preference payments on structured notes	N/A	N/A	—	4,935	—	4,935
Other	N/A	N/A	—	70	—	70
Total interest income - other			—	5,005	—	5,005
Total interest income			\$ (288)	\$105,014	\$7,892	\$112,618
For the Year Ended December 31, 2015:						
CRE loans	5.09 %	\$ (9,939)	\$ 53	\$87,020	\$2,375	\$89,448
Syndicated corporate loans	3.76 %	\$ (320)	650	8,777	459	9,886
Total interest income from loans			703	95,797	2,834	99,334
CMBS	5.21 %	\$ (947)	1,288	9,467	—	10,755
ABS	13.41 %	\$ (309)	730	6,359	—	7,089
Corporate bonds	4.88 %	\$ (33)	6	120	—	126
RMBS	4.59 %	\$ 25	(38)	400	—	362
Total interest income from securities			1,986	16,346	—	18,332
Direct financing leases	N/A	N/A	—	556	—	556
Total interest income from leasing			—	556	—	556
Preference payments on structured notes	N/A	N/A	—	4,078	—	4,078
Other	N/A	N/A	—	174	—	174
Total interest income - other			—	4,252	—	4,252
Total interest income			\$ 2,689	\$116,951	\$2,834	\$122,474
For the Year Ended December 31, 2014:						
Syndicated corporate loans	3.84 %	\$ (1,240)	\$ 2,136	\$21,593	\$849	\$24,578
CRE loans	5.51 %	\$ (7,656)	39	61,941	2,672	64,652
Total interest income from loans			2,175	83,534	3,521	89,230
CMBS	4.29 %	\$ (2,980)	2,804	9,440	—	12,244
ABS	6.56 %	\$ (4,249)	1,047	3,066	—	4,113
Corporate bonds	5.94 %	\$ (40)	28	160	—	188
RMBS	— %	\$ (1,845)	63	657	—	720
Total interest income from securities			3,942	13,323	—	17,265

Edgar Filing: Resource Capital Corp. - Form 10-K

Preference payments on structured notes	N/A	N/A	—	6,556	—	6,556
Other	N/A	N/A	—	230	—	230
Total interest income - other			—	6,786	—	6,786
Total interest income			\$ 6,117	\$103,643	\$ 3,521	\$113,281

[\(Back to Index\)](#)

45

[\(Back to Index\)](#)

	For the Years Ended December 31, 2016		2015	Dollar Change	Percent Change
Interest income from loans:					
CRE loans	\$84,444	\$89,448		\$(5,004)	(6)%
Legacy CRE loans held for sale	731	—		731	100%
Syndicated corporate loans	54	9,886		(9,832)	(99)%
Total interest income from loans	85,229	99,334		(14,105)	(14)%
Interest income from securities:					
CMBS	4,623	10,755		(6,132)	(57)%
ABS	17,692	7,089		10,603	150%
Corporate bonds	—	126		(126)	(100)%
RMBS	69	362		(293)	(81)%
Total interest income from securities	22,384	18,332		4,052	22%
Interest income from leasing:					
Direct financing leases	—	556		(556)	100%
Total interest income from leasing	—	556		(556)	100%
Interest income - other:					
Preference payments on structured notes	4,935	4,078		857	21%
Temporary investment in over-night repurchase agreements	70	174		(104)	(60)%
Total interest income - other	5,005	4,252		753	18%
Total interest income	\$112,618	\$122,474		\$(9,856)	(8)%

Aggregate interest income decreased by \$9.9 million to \$112.6 million for the year ended December 31, 2016 as compared to \$122.5 million for the year ended December 31, 2015. We attribute this decrease to the following:

Interest Income from Loans

Commercial real estate loans. Interest income on CRE loans decreased by \$5.0 million to \$84.4 million for the year ended December 31, 2016 due primarily to a decrease in the weighted average balance of loans from \$1.6 billion to \$1.4 billion. This decrease is due to our deconsolidation of two of our CRE CDOs, RREF CDO 2006-1 and RREF CDO 2007-1, combined with net paydowns on the portfolio of \$116.3 million during the year ended December 31, 2016. The decrease in income was partially offset by an increase in fee income from loans.

Syndicated corporate loans. The weighted average loan balance of our syndicated corporate loan portfolio decreased by \$220.1 million to zero for the year ended December 31, 2016. This decrease is principally due to the liquidation of Apidos CDO III, Ltd. (“Apidos CDO III”) in June 2015, and the deconsolidation of Apidos Cinco as of January 1, 2016, which is now recorded in interest income from securities.

Interest Income from Securities

Asset-Backed Securities. Interest income from ABS increased by \$10.6 million to \$17.7 million for the year ended December 31, 2016. This increase is primarily attributable to the deconsolidation of RREF CDO 2006-1, RREF CDO 2007-1 and Apidos Cinco on January 1, 2016. As a result of those deconsolidations, the interest income derived from ABS is now reported as interest income from available-for-sale securities rather than being included in loan interest income as it was in the prior year. The deconsolidations contributed significantly to the increase in the weighted average balance of ABS. The decrease in weighted average yield directly relates to the deconsolidation of RCM Global, LLC, or RCM Global, and Pelium Capital Partners, L.P., or Pelium Capital, whose income is now reported under earnings in unconsolidated entities.

Commercial Mortgage-Backed Securities. Interest income from CMBS decreased by \$6.1 million to \$4.6 million for the year ended December 31, 2016. This decrease, and the decrease in the weighted average balance, are due to the

deconsolidation of \$55.8 million of CMBS held by RREF CDO 2006-1 and RREF CDO 2007-1 on January 1, 2016 combined with paydowns of \$35.8 million on the portfolio during the year ended December 31, 2016. These CDOs held CMBS that significantly contributed to our CMBS portfolio in 2015 and prior years.

[\(Back to Index\)](#)

46

[\(Back to Index\)](#)

Year Ended December 31, 2015 as compared to Year Ended December 31, 2014

	Years Ended December 31,		Dollar	Percent
	2015	2014	Change	Change
Interest income from loans:				
CRE loans	\$89,448	\$64,652	\$24,796	38 %
Syndicated corporate loans	9,886	24,578	(14,692)	(60)%
Residential mortgage loans	—	—	—	— %
Total interest income from loans	99,334	89,230	10,104	11 %
Interest income from securities:				
CMBS	10,755	12,244	(1,489)	(12)%
ABS	7,089	4,113	2,976	72 %
Corporate bonds	126	188	(62)	(33)%
RMBS	362	720	(358)	(50)%
Total interest income from securities	18,332	17,265	1,067	6 %
Interest income from leasing:				
Direct financing leases	556	—	556	100 %
Total interest income from leasing	556	—	556	100 %
Interest income - other:				
Preference payments on structured notes	4,078	6,556	(2,478)	(38)%
Temporary investment in over-night repurchase agreements	174	230	(56)	(24)%
Total interest income - other	4,252	6,786	(2,534)	(37)%
Total interest income	\$122,474	\$113,281	\$9,193	8 %

Aggregate interest income increased by \$9.2 million to \$122.5 million for the year ended December 31, 2015. We attribute this increase to the following:

Commercial real estate loans. Interest income on CRE loans increased by \$24.8 million to \$89.4 million for the year ended December 31, 2015 due primarily to an increase in the weighted average balance of loans from \$1.1 billion to \$1.6 billion. The increase in the weighted average balance of loans is due to our origination of loans for inclusion in our CRE securitizations that closed in December 2013, July 2014 and February 2015. The income derived from the increase in loans was partially offset by a decrease in the weighted average yield from 5.84% to 5.63%.

Syndicated corporate loans. The weighted average loan balance of our syndicated corporate loan portfolio decreased by \$294.8 million to \$220.1 million. This decrease is principally due to three of our CLOs, Apidos CDO I, Ltd. ("Apidos CDO I"), Moselle CLO S.A. ("Moselle CLO") and Apidos CDO III, Ltd. ("Apidos CDO III"), liquidating in October 2014, December 2014 and June 2015, respectively, in accordance with their terms. Additionally, the remaining CLO, Apidos Cinco, matured and reached the end of its reinvestment period in early 2014, and, as a result, we used principal collected to pay down notes instead of reinvesting in new assets.

Interest Income from Securities

Asset-Backed Securities. Interest income from ABS increased by \$3.0 million to \$7.1 million for the year ended December 31, 2015. This increase is primarily due to the acquisitions of structured asset-backed securities by our consolidated variable interest entities, RCM Global and Pelium Capital, which significantly contributed to the increased the weighted average balance of the ABS portfolio from \$45.6 million to \$49.5 million. These purchases also increased the weighted average yield of our ABS portfolio from 8.89% to 14.62% during 2015, as these securities are higher-yielding, foreign currency denominated CLO mezzanine and equity securities purchased at significant discounts to par.

[\(Back to Index\)](#)

47

[\(Back to Index\)](#)

Interest Income - Other. Interest income-other decreased by \$2.5 million to \$4.3 million for the year ended December 31, 2015. The decrease is related to the decline in interest income that resulted from sales of our investment securities available for sale in August and September 2015, partially offset by the income earned on our investment in ZWH4, LLC ("ZAIS") in 2015.

Interest Expense

Year Ended December 31, 2016 as compared to Year Ended December 31, 2015

The following tables set forth information relating to our interest expense incurred for the periods presented by asset class (in thousands, except percentages):

	For the Year Ended December 31, 2016		For the Year Ended December 31, 2015		For the Year Ended December 31, 2014	
	Weighted Average Cost of Funds	Balance	Weighted Average Cost of Funds	Balance	Weighted Average Cost of Funds	Balance
Interest expense:						
CRE loans	3.29 %	\$960,035	2.50 %	\$1,054,876	2.38 %	\$685,324
Syndicated corporate loans	— %	\$—	1.25 %	\$196,249	1.33 %	\$530,088
CMBS	2.39 %	\$72,612	1.59 %	\$78,591	1.39 %	\$49,757
RMBS	— %	\$—	5.24 %	\$6,285	1.5 %	\$11,510
Hedging	14.11 %	\$842	5.59 %	\$111,698	5.32 %	\$121,306
Securitized borrowings	— %	\$—	2.82 %	\$5,193	15.29 % ⁽¹⁾	\$5,626
Convertible senior notes	8.25 %	\$215,000	8.24 %	\$211,712	7.66 %	\$115,000
General	4.97 %	\$51,548	4.62 %	\$51,548	6.88 %	\$51,548

(1) Third party equity holders' interests are accounted for as interest expense in our statements of operations using an imputed interest rate on the underlying subordinated debt.

Type of Security	Coupon Interest	Unamortized		Net Amortization	Interest Expense	Total
		Deferred Debt Expense	Expense			
For the Year Ended December 31, 2016:						
CRE loans	2.54 %	\$ 3,567	\$ 5,667	\$25,925	\$31,592	
CMBS	2.28 %	\$ —	25	1,709	1,734	
Hedging	2.35 %	\$ —	—	119	119	
Convertible senior notes	6.93 %	\$ 2,727	2,832	14,899	17,731	
General	4.63 %	\$ —	135	2,436	2,571	
Total interest expense			\$ 8,659	\$45,088	\$53,747	
For the Year Ended December 31, 2015:						
Syndicated corporate loans	0.94 %	\$ —	\$ 201	\$2,300	\$2,501	
CRE loans	1.95 %	\$ 1,073	5,331	21,055	26,386	
CMBS	1.58 %	\$ 2	1	1,291	1,292	
RMBS	1.17 %	\$ —	36	75	111	
Hedging	5.13 %	\$ —	—	6,097	6,097	
Securitized borrowings	— %	\$ —	—	145	145	
Convertible senior notes	6.91 %	\$ 3,899	2,775	14,612	17,387	
General	4.23 %	\$ 135	208	2,403	2,611	
Total interest expense			\$ 8,552	\$47,978	\$56,530	

Edgar Filing: Resource Capital Corp. - Form 10-K

For the Year Ended December 31, 2014:

Syndicated loans	0.96%	\$22	\$770	\$6,564	\$7,334
CRE loans	1.78%	\$4,490	4,063	12,631	16,694
CMBS	1.37%	\$—	12	697	709
RMBS	1.15%	\$—	40	133	173
Hedging	5.08%	\$22	—	6,555	6,555
Securitized borrowings	— %	\$—	—	849	849
Convertible senior notes	6 %	\$2,907	1,880	6,900	8,780
General	4.18%	\$343	200	2,199	2,399
Total interest expense			\$6,965	\$36,528	\$43,493

[\(Back to Index\)](#)

48

[\(Back to Index\)](#)

	Years Ended		Dollar	Percent
	December 31,	December 31,	Change	Change
	2016	2015		
Interest expense:				
CRE loans	\$31,592	\$26,386	\$5,206	20 %
Convertible senior notes	17,731	17,387	344	2 %
Syndicated corporate loans	—	2,501	(2,501)	(100)%
CMBS	1,734	1,292	442	34 %
RMBS	—	111	(111)	(100)%
Hedging	119	6,097	(5,978)	(98)%
Securitized borrowings	—	145	(145)	(100)%
General	2,571	2,611	(40)	(2)%
Total interest expense	\$53,747	\$56,530	\$(2,783)	(5)%

Aggregate interest expense decreased by \$2.8 million to \$53.7 million for the year ended December 31, 2016. We attribute this decrease to the following:

Commercial real estate loans. Interest expense on CRE loans increased by \$5.2 million to \$31.6 million for the year ended December 31, 2016. This increase was related to increased borrowings under our Wells Fargo and Morgan Stanley financing facilities combined with RCC 2015-CRE3 (February 2015 closing) and RCC 2015-CRE4 (August 2015 closing) being outstanding for the full year in 2016. Interest expense for 2016 also included an acceleration of deferred debt issuance costs related to paydowns of senior notes in RCC CRE Notes 2013, RCC 2014-CRE2, RCC 2015-CRE3 and RCC 2015-CRE4, which were partially offset by the senior note paydowns as the underlying collateral was paid down or paid off.

Syndicated Corporate Loans. There was no interest expense on syndicated corporate loans for 2016 due to the deconsolidation of Apidos Cinco, our last remaining syndicated corporate loan CLO, on January 1, 2016. Apidos Cinco was subsequently liquidated in November 2016 and the outstanding notes were paid down.

Commercial Mortgage-Backed Securities. In May 2016, we modified the terms of our Deutsche Bank CMBS lending facility to a one-year term. The increase in interest expense is attributable to the higher cost of funds, as borrowings under the current facility are charged three-month LIBOR as opposed to one-month LIBOR.

Cash Flow Hedges. Our hedges substantially declined primarily due to the deconsolidation of RREF CDO 2006-1 and RREF CDO 2007-1 and the removal and subsequent termination of interest rate swaps associated with those CDOs.

Year Ended December 31, 2015 as compared to Year Ended December 31, 2014

	Years Ended		Dollar	Percent
	December 31,	December 31,	Change	Change
	2015	2014		
Interest expense:				
CRE loans	\$26,386	\$16,694	\$9,692	58 %
Convertible senior notes	17,387	8,780	8,607	98 %
Syndicated corporate loans	2,501	7,334	(4,833)	(66)%
CMBS	1,292	709	583	82 %
RMBS	111	173	(62)	(36)%
Hedging	6,097	6,555	(458)	(7)%
Securitized borrowings	145	849	(704)	(83)%
General	2,611	2,399	212	9 %
Total interest expense	\$56,530	\$43,493	\$13,037	30 %

[\(Back to Index\)](#)

[\(Back to Index\)](#)

Aggregate interest expense decreased by \$13.0 million to \$56.5 million for the year ended December 31, 2015. We attribute this decrease to the following:

Commercial real estate loans. Interest expense on CRE loans increased by \$9.7 million to \$26.4 million for the year ended December 31, 2015 as a result of an increase in securitization financings that closed in February 2015 and August 2015, which we consolidated on our financial statements, and to a lesser extent by our securitization financing that closed in July 2014, which we also consolidated. Interest expense in 2015 also included an acceleration of deferred debt issuance costs related to the paydown of notes. These increases were partially offset by senior note paydowns in RREF CDO 2006-1, RREF CDO 2007-1 and RCC CRE Notes 2013 as the underlying collateral paid down or paid off.

Convertible senior notes. Interest expense on convertible senior notes increased by \$8.6 million to \$17.4 million for the year ended December 31, 2015. The interest expense increase in 2015 was due to interest expense on our \$100.0 million (at par) 8% Convertible Senior Notes, which we issued in January 2015.

Syndicated corporate loans. Interest expense on syndicated corporate loans declined by \$4.8 million to \$2.5 million for the year ended December 31, 2016. This was primarily due to a decrease in the weighted average note balance outstanding from \$530.1 million to \$196.2 million in our syndicated corporate loan CLOs due to the call and liquidation of Apidos CDO I in October 2014 and Apidos CLO VIII and Whitney CLO in September 2013 and October 2013, respectively, which resulted in the paydown of all outstanding notes. In addition, Apidos CDO III and Apidos Cinco reached the ends of their reinvestment periods; and, as a result, cash received from their collateral was applied to pay down the principal amounts of the CLOs' notes. The decrease from 1.33% to 1.25% in the weighted average cost of funds is attributable to the liquidations of both Apidos CLO VIII and Whitney CLO I in 2013, as these vehicles had higher costs of funds.

Securitized borrowings. Securitized borrowings expense decreased by \$704,000 to \$145,000 for the year ended December 31, 2015. This interest expense was related to our subordinated investments in Apidos CLO VIII and Whitney CLO I, which were liquidated in 2013. The interest expense in 2015 was primarily related to Moselle CLO, which was consolidated in 2014 and substantially liquidated in December 2014.

Revenue

Year Ended December 31, 2016 as compared to Year Ended December 31, 2015

The following table sets forth information relating to our non-interest revenue for the periods presented (in thousands, except percentages):

	Years Ended December 31, 2016	2015	Dollar Change	Percent Change
Revenue:				
Fee income	\$3,943	\$4,865	\$(922)	(19)%
Dividend income	(134)	66	(200)	(303)%
Total revenue	\$3,809	\$4,931	\$(1,122)	(23)%

Fee income. Fee income decreased by \$922,000 to \$3.9 million for the year ended December 31, 2016, primarily due to a \$1.1 million decrease in income resulting from the run-off of managed assets related to our investment in Resource Capital Asset Management ("RCAM"), a portfolio that holds asset-based management contracts that entitle us to collect senior, subordinated and incentive fees related to the underlying CLOs that it manages. In October 2016, one of the two remaining CLOs was called and the remaining CLO was called in early 2017. The decrease is partially offset by an increase of \$184,000 attributable to management fees earned on the Harvest CLOs.

Dividend income. Dividend income decreased by \$200,000 to a loss of \$134,000 for the year ended December 31, 2016 due to the reversal of \$206,000 of dividend income from our Series E preferred stock investment in an equipment leasing company.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

Year Ended December 31, 2015 as compared to Year Ended December 31, 2014

The following table sets forth information relating to our non-interest for the periods presented (in thousands, except percentages):

	Years Ended		Dollar	Percent
	December 31,	December 31,	Change	Change
	2015	2014		
Revenue:				
Fee income	\$4,865	\$5,891	\$(1,026)	(17)%
Dividend income	66	186	(120)	(65)%
Rental income	—	8,441	(8,441)	(100)%
Total revenue	\$4,931	\$14,518	\$(9,587)	(66)%

Fee income. Fee income decreased by \$1.0 million to \$4.9 million for the year ended December 31, 2015, primarily due to a decrease in senior, subordinated and incentive fees recognized on CLOs related to our RCAM portfolio.

Rental income. There was no rental income for the year ended December 31, 2015. All of our rental properties were sold during 2014. We did not hold any investments in CRE properties at December 31, 2015.

Operating Expenses

Year Ended December 31, 2016 as compared to the Year Ended December 31, 2015

The following table sets forth information relating to our operating expenses for the periods presented (in thousands, except percentages):

	Years Ended		Dollar	Percent
	December 31,	December 31,	Change	Change
	2016	2015		
Operating expenses:				
Management fees – related party	\$12,991	\$13,306	\$(315)	(2)%
Equity compensation – related party	3,025	2,420	605	25%
Rental operating	—	6	(6)	(100)%
Lease operating	9	57	(48)	(84)%
General and administrative	15,197	16,346	(1,149)	(7)%
Depreciation and amortization	1,566	4,245	(2,679)	(63)%
Impairment losses	26,470	372	26,098	7,016%
Provision for loan and lease losses	17,765	41,088	(23,323)	(57)%
Total operating expenses	\$77,023	\$77,840	\$(817)	(1)%

Management fees – related party. Management fee-related party decreased by \$315,000 to \$13.0 million for the year ended December 31, 2016. This expense represents compensation in the form of base management fees pursuant to our management agreement with our Manager. For a description of these fees, see Item 1, "Business Management Agreement". The changes are described below:

Base management fee is a monthly fee equal to 1/12th of the amount of our equity multiplied by 1.50%. Under the management agreement, "equity" is equal to the net proceeds from issuances of shares of capital stock less offering-related costs, plus or minus our retained earnings (excluding non-cash equity compensation incurred in current or prior periods) less any amounts we have paid for common stock and preferred stock repurchases. The calculation is adjusted for one-time events due to changes in accounting principles generally accepted in the United States, which we refer to as GAAP, as well as other non-cash charges, upon approval of our independent directors. The base management fee decreased by approximately \$315,000 for the year ended December 31, 2016 as compared to the year ended December 31, 2015 due to decreased stockholders' equity, a component in the formula by which base management fees are calculated, primarily as a result of our repurchase of approximately 8.3% of our outstanding common

[\(Back to Index\)](#)

51

[\(Back to Index\)](#)

shares as part of our board authorized \$50.0 million repurchase plan and quarterly distributions in excess of earnings. An oversight management fee is a quarterly fee paid to Resource America for reimbursement of additional costs incurred related to our life care business, Long Term Care Conversion Funding, established for the purpose of originating and acquiring life settlement contracts. The initial agreement, authorized in December 2012, provided for an annual fee of \$550,000, with a two-year term. In March 2015, the agreement was amended to extend the term for an additional two years terminating in December 2016. In December 2016, the agreement was amended to extend the term for one additional year through December 2017 for a reduced fee of \$250,000. The oversight management fee was \$550,000 for each of the years ended December 31, 2016 and 2015.

Equity compensation - related party. Equity compensation - related party increased by \$605,000 to \$3.0 million for the year ended December 31, 2016 as compared to the year ended December 31, 2015. These expenses relate to the amortization of annual grants of restricted common stock to our non-employee independent directors, and annual and discretionary grants of restricted stock to employees of Resource America who provide investment management services to us through our Manager. The increase in equity compensation expense was primarily attributable to additional amortization in the amount of \$691,000 related to the acceleration of vesting of shares held by terminated executives, as a result of C-III's acquisition of Resource America. This expense included the vesting of 549,911 shares of restricted stock and was offset by a decrease in our stock price during the period.

General and administrative expense. General and administrative expense decreased by \$1.1 million to \$15.2 million for the year ended December 31, 2016 as compared to the year ended December 31, 2015. Certain general and administrative expenses incurred in 2015 and 2016 relate to assets that are deemed to be non-core under the Plan. We anticipate incurring additional general and administrative expense associated with executing the Plan. The following table summarizes the information relating to our general and administrative expenses for the periods presented (in thousands, except percentages):

	Years Ended		Dollar	Percent
	December 31,		Change	Change
	2016	2015		
Professional services ⁽¹⁾⁽²⁾	\$4,865	\$5,017	\$(152)	(3.0)%
Wages and benefits	4,570	4,263	307	7.2 %
Operating expenses	1,535	1,825	(290)	(15.9)%
Dues & subscriptions	1,211	1,736	(525)	(30.2)%
Director fees	885	811	74	9.1 %
D&O insurance	848	847	1	0.1 %
Rent and utilities	564	559	5	0.9 %
Travel	456	711	(255)	(35.9)%
Tax penalties, interest & franchise tax	263	577	(314)	(54.4)%
Total general and administrative expenses	\$15,197	\$16,346	\$(1,149)	(7.0)%

(1) For the year ended December 31, 2016, professional services include approximately \$563,000 of expenses related to the restructuring of our TRSs and related tax preparation work performed. We expect to incur approximately \$100,000 of additional expense related to this restructuring and associated compliance work in 2017 and no such expense in future periods thereafter.

(2) Professional services for the year ended December 31, 2016 and 2015 include approximately \$850,000 and \$539,000, respectively, of legal expenses related to the modification of one of our legacy CRE loans. This loan is classified as held for sale at December 31, 2016.

The decrease in general and administrative expenses is related to the deconsolidation of RCM Global, Pelium, Apidos Cinco, RREF CDO 2006-1 and RREF CDO 2007-1 on January 1, 2016 due to new consolidation guidance. Specific expenses are no longer recorded on an entity level basis for these entities. Prior to deconsolidation, each of the three CDOs and Pelium recorded an average of \$50,000 and \$75,000, respectively, each quarter of general and administrative expenses related to dues and subscriptions, professional services and operating expenses. In addition, there was a decrease of \$314,000 of tax penalties, interest and franchise tax year over year. In 2015, we were charged

federal and state tax penalties due to the late payment of certain 2013 tax liabilities. There was also a decrease of \$255,000 due to a decline in travel related expenses reimbursed to our Manager. These decreases were offset by an increase of \$307,000 in wages and benefits reimbursed to our Manager.

Depreciation and amortization. Depreciation and amortization decreased by \$2.7 million to \$1.6 million for the year ended December 31, 2016 as compared to the year ended December 31, 2015. This decrease was primarily due to two RCAM-managed CLOs being called in January 2016 and October 2016, respectively, and, as a result, termination of amortization of the underlying intangible assets.

Net impairment losses recognized in earnings. Net impairment losses recognized in earnings were \$26.5 million for the

[\(Back to Index\)](#)

52

[\(Back to Index\)](#)

year ended December 31, 2016, an increase of \$26.1 million. This impairment is primarily related to other-than-temporary impairment recorded on our investment in RREF CDO 2007-1, which is now classified as investment securities available-for-sale. Third-party appraisers were engaged to perform appraisals on six of the seven remaining legacy CRE loans and their underlying properties, which were part of the asset pool of RREF CDO 2007-1. As a result of having the properties supporting the loans appraised, two of the CRE loans in the vehicle were determined to have cost bases in excess of their updated cash flows, resulting in an aggregate impairment charge of \$19.9 million. In addition, impairment losses of \$3.7 million were recognized as a result of the reduction of the actual and expected revenue-earning useful lives of two RCAM managed CLOs: Shasta CLO and San Gabriel CLO. The Shasta CLO was called on October 20, 2016 and the San Gabriel CLO will be called in early 2017.

Provision for loan and lease losses. Provision for loan and lease losses decreased by \$23.3 million to \$17.8 million for the year ended December 31, 2016 as compared to the year ended December 31, 2015. The following table summarizes information relating to our loan and lease losses for the periods presented (in thousands, except percentages):

	Years Ended		Dollar	Percent
	December 31,		Change	Change
	2016	2015		
CRE loans	\$18,167	\$37,736	\$(19,569)	(52)%
Syndicated corporate loans	(402)	2,887	(3,289)	(114)%
Direct financing leases	—	465	(465)	100%
Total provision for loan and lease losses	\$17,765	\$41,088	\$(23,323)	(57)%

CRE loans provision. The CRE loan portfolio decreased by \$19.6 million to \$18.2 million for the year ended December 31, 2016. During the three months ended September 30, 2016, we recorded specific provisions of \$6.1 million and \$2.0 million against two loans with carrying values of \$27.5 million and \$2.0 million, respectively. As part of our ongoing monitoring, we obtained appraisals on six CRE loans from third party vendors. The two loans against which we took provisions were valued below their previously stated cost bases. One loan, a hotel located in Studio City, California, was previously under contract for sale that supported the value in excess of our loan amount. The contract for sale was terminated in October 2016, and we utilized an updated appraisal as the determinant of value. The loan has a maturity date of February 2017, which triggered an appraisal on an 'as-is' basis to determine its current value resulting in a specific reserve of \$6.1 million on the mezzanine tranches of the loan. The second loan, a hotel located in Tucson, Arizona, was supported by a broker quote received during the December 2015 valuation. After the property had a modification of terms with its operating manager, an updated appraisal was obtained which applied updated assumptions to the cash flow analysis of the property. The appraisal returned an 'as-stabilized' value below our cost basis and, as a result, the mezzanine tranche of \$2.0 million was fully reserved. The senior tranche of the loan is held in RREF CDO 2007-1. The provisions recorded against the loans reflect the estimated recoverable values.

As part of the Plan, eight non-performing legacy CRE loans were identified and transferred to held for sale status in the fourth quarter of 2016. Additional provisions of \$7.7 million were recorded during the three months ended December 31, 2016 to write-down two loans to the lower of cost or fair market value. In addition, we recorded specific provisions of \$2.5 million on another CRE whole loan that is currently held for investment after receiving an appraisal of the property securing the loan. This loan is backed by an asset where an L.A. Fitness gave notice of intent to vacate. As the borrower did not qualify for an extension of the loan, its maturity fell to within one year necessitating the use of the as-is value of the loan in evaluating impairment. All CRE loans continue to be monitored consistent with our impairment evaluation process.

During the second quarter of 2015, we recorded an allowance for loan loss on a subordinated mezzanine loan position that was acquired in 2007. The outstanding loan balance of \$38.1 million was fully reserved and associated accrued interest of \$3.0 million was reversed against interest income, for a total charge to operations of \$41.1 million. The loan was originally supported by a portfolio of 13 hotel properties, most of which were luxury brand hotels. As of June 2015, of the original 13 hotel properties securing the loan, three properties remained, all of which were located in

or near San Juan, Puerto Rico. As a result of economic and credit disruptions in Puerto Rico, we determined that the loan was impaired and required a full reserve as of June 2015.

Syndicated corporate loans provision. The syndicated corporate loan provision decreased by \$3.3 million for the year ended December 31, 2016 to \$402,000. The decrease is the result of the call and liquidation of Apidos CDO III in June 2015 and the deconsolidation of Apidos Cinco on January 1, 2016. The recovery on the syndicated corporate loans recorded in 2016 is due to receiving a cash payment on a position that was previously written-off at the time of liquidation.

Direct financing leases provision. During the year ended December 31, 2016, there was no provision recorded against the value of our direct financing leases. At December 31, 2016, we held \$527,000 of direct financing leases, net of provisions.

[\(Back to Index\)](#)

53

[\(Back to Index\)](#)

Year Ended December 31, 2015 as compared to the Year Ended December 31, 2014

The following table sets forth information relating to our operating expenses for the periods presented (in thousands, except percentages):

	Years Ended		Dollar	Percent
	December 31,	December 31,	Change	Change
	2015	2014		
Operating expenses:				
Management fees – related party	\$13,306	\$13,584	\$(278)	(2)%
Equity compensation – related party	2,420	5,933	(3,513)	(59)%
Rental operating	6	5,443	(5,437)	(100)%
Lease operating	57	—	57	100 %
General and administrative	16,346	14,705	1,641	11 %
Depreciation and amortization	4,245	2,358	1,887	80 %
Impairment losses	372	—	372	100 %
Provision for loan and lease losses	41,088	1,712	39,376	2,300 %
Total operating expenses	\$77,840	\$43,735	\$34,105	78 %

Management fees - related party. Management fees - related party decreased by \$278,000 to \$13.3 million for the year ended December 31, 2015 as compared to the year ended December 31, 2014. This expense represents compensation in the form of base management fees pursuant to our management agreement with our Manager. The changes are described below:

Base management fees decreased by approximately \$278,000 for the year ended December 31, 2015. This decrease was due to decreased stockholders' equity, a component in the formula by which base management fees are calculated, primarily as a result of our repurchase of approximately 5.9% of our outstanding common shares as part of our board authorized \$50.0 million repurchase plan during the second half of 2015.

An oversight management fee is a quarterly fee paid to Resource America for reimbursement of additional costs incurred related to our life care business, Long Term Care Conversion Funding, established for the purpose of originating and acquiring life settlement contracts. The initial agreement, authorized in December 2012, provided for an annual fee of \$550,000, with a two-year term. In March 2015, the agreement was amended to reimburse Resource America for an additional year through 2016. The oversight management fee was \$550,000 for both of the years ended December 31, 2015 and 2014.

Equity compensation - related party. Equity compensation - related party decreased by \$3.5 million to \$2.4 million for the year ended December 31, 2015. These expenses relate to the amortization of annual grants of restricted common stock to our non-employee independent directors and annual and discretionary grants of restricted stock to employees of Resource America who provide investment management services to us through our Manager. The decrease in expense was primarily attributable to a decrease in our stock price, which directly impacts our quarterly measurement of compensation expense, as well as the result of vestings of restricted stock during the year ended December 31, 2015.

Rental operating expense. Rental operating expense decreased by \$5.4 million to \$6,000 for the year ended December 31, 2015. This decrease in expense is due to the sale of all of our remaining properties in 2014. The expense recognized in 2015 was due to the payment of residual invoices received after the properties were sold. We held no investments in CRE properties at December 31, 2015.

General and administrative expense. General and administrative expense increased by \$1.6 million to \$16.3 million for the year ended December 31, 2015. The following table summarizes the information relating to our general and administrative expenses for the periods presented (in thousands, except percentages):

[\(Back to Index\)](#)

[\(Back to Index\)](#)

	Years Ended		Dollar Change	Percent Change	
	December 31, 2015	2014			
Professional Services	\$5,017	\$4,302	\$715	16.6	%
Wages and Benefits	4,263	3,335	928	27.8	%
Operating Expenses	1,825	1,586	239	15.1	%
Dues & Subscriptions	1,736	1,466	270	18.4	%
Director Fees	811	805	6	0.7	%
D&O Insurance	847	849	(2)	(0.2)	%
Rent and Utilities	559	503	56	11.1	%
Travel	711	667	44	6.6	%
Tax Penalties, Interest & Franchise Tax	577	292	285	97.6	%
Real Estate Transaction Expenses	—	900	(900)	(100.0)	%
Total general and administrative expenses	\$16,346	\$14,705	\$1,641	11.2	%

The increase in general and administrative expenses is attributable to an increase of approximately \$928,000 in wages and benefits related to discretionary bonuses and overall payroll costs year over year due to increased headcount; an increase of \$285,000 of federal and state tax penalties due to the late payments of prior year tax liabilities; a \$715,000 increase in professional services due to the timing of audit services provided; and billed and increased costs for valuation services on our portfolio investments year over year. These increases were offset by a decrease of \$900,000 of real estate transaction expenses related to the sale of our hotel property in April 2014.

Depreciation and amortization. Depreciation and amortization decreased by \$1.9 million to \$4.2 million for the year ended December 31, 2015. This decrease was primarily due to an impairment of \$2.4 million, pre-tax, taken on one of our CLOs in our RCAM portfolio. The CLO was liquidated and its notes were paid off in January 2016.

Provision for loan and lease losses. Our provision for loan and lease losses increased by \$39.4 million to \$41.1 million for the year ended December 31, 2015. The following table summarizes information relating to our loan losses for the periods presented (in thousands, except percentages):

	Years Ended		Dollar Change	Percent Change	
	December 31, 2015	2014			
CRE loans	\$37,736	\$(3,758)	\$41,494	(1,104)	%
Syndicated corporate loans	2,887	4,173	(1,286)	(31)	%
Direct financing leases	465	—	465	100	%
Loan receivable – related party	—	1,297	(1,297)	(100)	%
Total provision for loan losses	\$41,088	\$1,712	\$39,376	2,300	%

CRE loans provision. The increase is the result of an allowance for loan loss on a subordinated mezzanine loan position that was acquired in 2007. The outstanding loan balance of \$38.1 million was fully reserved and associated accrued interest of \$3.0 million was reversed against interest income, for a total charge to operations of \$41.1 million. See "Operating Expenses - Year Ended December 31, 2016 as compared to the Year Ended December 31, 2015" for a discussion of this loan.

Syndicated corporate loans. The syndicated corporate loan provision decreased by \$1.3 million for the year ended December 31, 2015 to \$2.9 million. The principal reason for the decreased provision was due to the recognition of losses on positions that were subsequently sold for credit reasons as well as losses recognized due to the liquidation of Apidos CLO I. We record all such losses as an adjustment to the allowance for loan and lease losses, effectively increasing the provision for loan and lease losses.

Direct financing leases provision. During the year ended December 31, 2015, we recorded a provision against the value of the direct financing leases in the amount of \$465,000. At December 31, 2015, we held \$931,000 of direct financing leases, net of provisions.

Loan receivable – related party provision. The loan receivable - related party provision increased by \$1.3 million for the year ended December 31, 2015. This 2014 provision was recognized on a related party loan before we assumed lease collateral as payment in full of our loan in the fourth quarter of 2014. We had no related party loans at December 31, 2015.

[\(Back to Index\)](#)

55

[\(Back to Index\)](#)

Other Income (Expense)

Year Ended December 31, 2016 as compared to Year Ended December 31, 2015

The following table sets forth information relating to our other income (expense) for the periods presented (in thousands, except percentages):

	Years Ended		Dollar	Percent
	December 31,	December 31,	Change	Change
	2016	2015		
Other Income (Expense):				
Equity in earnings of unconsolidated entities	\$5,973	\$2,388	\$3,585	150 %
Net realized and unrealized gain (loss) on sales of investment securities available-for-sale and loans and derivatives	4,066	18,459	(14,393)	(78) %
Net realized and unrealized gain (loss) on investment securities, trading	2,398	(547)	2,945	(538) %
Unrealized gain (loss) and net interest income on linked transactions, net	—	235	(235)	(100) %
(Loss) on reissuance / gain on extinguishment of debt	—	(1,403)	1,403	(100) %
Gain on sale of real estate	64	206	(142)	(69) %
Other income (expense)	1,500	60	1,440	2,400 %
Total other income (expense)	\$14,001	\$19,398	\$(5,397)	(28) %

Equity in earnings of unconsolidated entities. Equity in earnings of unconsolidated subsidiaries increased by \$3.6 million to \$6.0 million for the year ended December 31, 2016. An increase in earnings of approximately \$4.0 million, was primarily related to two of our previously consolidated VIEs, RCM Global and Pelium, which are now accounted for as equity method investments due to a new amendment to consolidation guidance, which we adopted on January 1, 2016. We also recognized an increase in earnings from our equity investment in Pearlmark for the year ended December 31, 2016 of \$1.4 million. We did not begin recognizing income from this investment until the fourth quarter of 2015. This was offset by a decrease in income from our investment in Leaf Commercial Capital of \$2.2 million, which was reflective of a cumulative adjustment to recognize income allocable to our ownership interest in Leaf Commercial Capital given a liquidation of the investment at net book value. This method, called the hypothetical liquidation at book value method ("HLBV"), is a prescribed method that can be used for non-controlling investments in unconsolidated entities qualifying for equity method treatment with substantive profit-sharing arrangements to recognize earnings. Under the HLBV method, earnings are calculated and recognized based on the change in how the unconsolidated entity would allocate and distribute its cash if it were to liquidate the carrying value of its assets and liabilities on the beginning and end dates of the earnings period, excluding contributions made or distributions received.

Net realized and unrealized gain (loss) on sales of investment securities available-for-sale and loans and derivatives. Net realized gains on investment securities available-for-sale and loans and derivatives decreased by \$14.4 million to \$4.1 million for the year ended December 31, 2016. The gains are primarily attributable to \$8.5 million of increased realized gains during the year ended December 31, 2015 related to sale and settlement of certain securities in the RCM Global portfolio, and the in-kind distribution and subsequent sale of those securities. We had no such gains during the year ended December 31, 2016. In addition, the RCM Global portfolio was deconsolidated effective January 1, 2016 and, as a result, our investment is now accounted for as an equity method investment. There was also a decrease in net realized and unrealized gains on foreign exchange transactions from the settlement of related derivative contracts.

Net realized and unrealized (loss) gain on investment securities, trading. Net realized and unrealized (loss) gain on investment securities, trading increased by \$2.9 million to a gain of \$2.4 million during the year ended December 31, 2016. The 2016 activity is primarily related to an increase in the fair market value of our trading portfolio at December 31, 2016 compared to December 31, 2015. The 2015 activity was primarily related to unrealized and realized gains recognized on Pelium Capital, which owned structured securities classified as trading securities. The Pelium Capital portfolio was deconsolidated effective January 1, 2016 and is now accounted for as an equity method investment.

(Loss) on reissuance / gain on extinguishment of debt. Loss on reissuance of debt was \$1.4 million for the year ended December 31, 2015. There were no gains or losses for the year ended December 31, 2016. The transactions that give rise to the recognition of a loss on the reissuance of debt resulted from the reissuance of previously repurchased senior and junior notes in our consolidated VIEs in the open market. These senior and junior notes were originally repurchased at discounts to par and represented an opportunity to provide us strategic financing at beneficial rates upon reissuance. At the date these notes were repurchased, a gain, representing the difference between the repurchase price and the par value of the note, was recognized. As

[\(Back to Index\)](#)

56

[\(Back to Index\)](#)

the same notes are reissued at a price less than par, an unrealized loss equal to the difference between the reissued price and the par value of the note is recognized in current earnings.

Other income (expense). Other income (expense) increased by \$1.4 million to income of \$1.5 million during the year ended December 31, 2016. This income represents a consent fee paid to us by Resource America in connection with its acquisition by C-III on September 8, 2016 in exchange for us waiving our right under the management agreement to terminate the agreement as a result of a change in control of our Manager.

Year Ended December 31, 2015 as compared to Year Ended December 31, 2014

The following table sets forth information relating to our other income (expense) incurred for the periods presented (in thousands, except percentages):

	Years Ended		Dollar	Percent
	December 31,	December 31,	Change	Change
	2015	2014		
Other Income (Expense):				
Equity in earnings of unconsolidated entities	\$2,388	\$4,767	\$(2,379)	(50)%
Net realized and unrealized gain (loss) on sales of investment securities available-for-sale and loans and derivatives	18,459	6,925	11,534	167%
Net realized and unrealized gain (loss) on investment securities, trading	(547)	(2,818)	2,271	(81)%
Unrealized gain (loss) and net interest income on linked transactions, net	235	7,850	(7,615)	(97)%
(Loss) on reissuance / gain on extinguishment of debt	(1,403)	(4,442)	3,039	(100)%
Gain on sale of real estate	206	6,127	(5,921)	(97)%
Other income (expense)	60	(1,262)	1,322	(105)%
Total other income (expense)	\$19,398	\$17,147	\$2,251	13%

Equity in earnings of unconsolidated entities. Equity in earnings of unconsolidated subsidiaries decreased by \$2.4 million to \$2.4 million for the year ended December 31, 2015. This decrease in earnings was primarily related to the sale of properties in which we owned equity interests in a real estate joint venture. We did not recognize any income from this joint venture in 2015 as all properties were sold during 2014. The decrease is also attributable a reduction in income related to our investment in CVC Global Credit Opportunities Fund, on which we earned \$8,000 for the year ended December 31, 2015 compared to \$2.0 million for the year ended December 31, 2014. We have withdrawn our entire investment in this fund as of December 31, 2015. This decrease was offset by a gain in our investment in LCC Preferred Stock. We recognized \$2.6 million in earnings for the year ended December 31, 2015 as compared to a loss of \$1.5 million for 2014. The additional earnings were the result of an increase in originations year over year and continued growth of the portfolio.

Net realized and unrealized gain (loss) on sales of investment securities available-for-sale and loans and derivatives.

Net realized and unrealized gain (loss) on sales of investment securities available-for-sale and loans and derivatives increased by \$11.5 million to \$18.5 million for the year ended December 31, 2015. This increase is primarily related to the net gain on the sale and settlement of certain securities in the partial liquidation of our RCM Global portfolio, realized and unrealized gains on foreign exchange transactions from the settlement of related derivative contracts and unrealized gains on foreign exchange transactions from the settlement of related derivative contracts.

Net realized and unrealized (loss) gain on investment securities, trading. Net realized and unrealized (loss) gain on investment securities, trading increased by \$2.3 million to a loss of \$547,000 during the year ended December 31, 2015. The decline in loss is due to realized gains recognized by Pelium Capital, our consolidated subsidiary that invests in structured securities classified as trading securities, from the sale of securities in the first quarter of the year. This change was offset by a decline in the valuation of other trading securities at year end. Also, we did not make an investment in Pelium Capital until September 2014, and, therefore, recognized only three full months of income in 2014.

Unrealized gain (loss) and net interest income on linked transactions, net. Unrealized (loss) gain and net interest income on linked transactions, net increased by \$7.6 million to \$235,000 for the year ended December 31, 2015. This amount is related to our CMBS that are financed with repurchase agreements with the same counterparty from whom

the securities were purchased. These transactions were entered into contemporaneously or in contemplation of each other and are presumed not to meet sale accounting criteria. We accounted for these transactions on a net basis and recorded a forward purchase commitment to purchase

[\(Back to Index\)](#)

57

[\(Back to Index\)](#)

securities (each, a “linked transaction”) at fair value. However, due to a change in accounting guidance, as of January 1, 2015, the concept of linked transactions no longer exists.

(Loss) on reissuance / gain on extinguishment of debt. Loss on reissuance of debt was \$1.4 million for the year ended December 31, 2015. The transactions that give rise to the recognition of a loss on the reissuance of debt resulted from the reissuance of previously repurchased senior and junior notes in our consolidated variable interest entities in the open market. These senior and junior notes were originally repurchased at discounts to par and represented an opportunity to provide us strategic financing at beneficial rates upon reissuance. At the date these notes were repurchased, a gain, representative of the difference between the repurchase price and the par value of the note, was recognized. Because these same notes were reissued during the year ended December 31, 2015 at a price less than par, an unrealized loss equal to the difference between the reissued price and the par value of the note was recognized in earnings.

Gain on sale of real estate. Gain on the sale of real estate decreased by \$5.9 million to \$206,000 for the year ended December 31, 2015. All of our investments in CRE properties were sold as of December 31, 2014. Income recognized in 2015 relates to the liquidation of bank accounts held in the names of the respective properties offset by the settlement of any outstanding liabilities owed by the properties following their sales.

Other income (expense). Other income (expense) decreased by \$1.3 million to a loss of \$60,000. During the year ended December 31, 2014, we recorded a loss on the consolidation of Life Care Funding, LLC (“LCF”), our entity that acquires life settlement contracts, as a result of our additional investment in and acquisition of a controlling financial interest in the company.

Net Income (Loss) From Discontinued Operations, Net of Tax

In November 2016, the board of directors approved the Plan that would allow us to focus on making CRE debt investments and exiting non-core assets, disposing of certain underperforming legacy CRE debt investments and establishing a dividend policy based on sustainable earnings. Non-CRE businesses identified for sale were the residential mortgage and middle market lending segments as well as LCF. We met all of the criteria to classify the operating results of the residential mortgage and middle market lending segments as discontinued operations and exclude them from continuing operations for all periods presented. In addition, we transferred the assets and liabilities of LCF and legacy CRE loans to held for sale in the fourth quarter of 2016.

[\(Back to Index\)](#)

[\(Back to Index\)](#)

The following table summarizes the operating results of the residential mortgage and middle market lending segments discontinued operations as reported separately as income (loss) from discontinued operations, net of tax for the years ended December 31, 2016, 2015 and 2014 (in thousands):

	Years Ended December		
	31,		
	2016	2015	2014
REVENUES			
Interest income:			
Loans	\$25,325	\$32,224	\$11,878
Interest income - Other	50	7	—
Total interest income	25,375	32,231	11,878
Interest expense	6,181	6,629	806
Net interest income	19,194	25,602	11,072
Gain (loss) on sale of residential mortgage loans	19,061	13,544	4,815
Fee income	1,221	2,617	2,377
Total revenues	39,476	41,763	18,264
OPERATING EXPENSES			
Equity compensation expense - related party	939	725	633
General and administrative	30,570	25,350	16,306