

Ares Commercial Real Estate Corp  
Form 10-Q  
November 10, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended September 30, 2014

OR

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

For the transition period      to

Commission File No. 001-35517

**ARES COMMERCIAL REAL ESTATE CORPORATION**

(Exact name of Registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**45-3148087**  
(I.R.S. Employer  
Identification Number)

**One North Wacker Drive, 48th Floor, Chicago, IL 60606**

(Address of principal executive office) (Zip Code)

**(312) 252-7500**

(Registrant's telephone number, including area code)

**N/A**

(Former name, former address and former fiscal year, if changed since last report)

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

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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 definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

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Class  
Common stock, \$0.01 par value

Outstanding at November 6, 2014  
28,604,798

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**ARES COMMERCIAL REAL ESTATE CORPORATION**

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Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Consolidated Financial Statements****ARES COMMERCIAL REAL ESTATE CORPORATION AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

(in thousands, except share and per share data)

	September 30, 2014 (unaudited)	As of	December 31, 2013
<b>ASSETS</b>			
Cash and cash equivalents	\$ 11,448	\$	20,100
Restricted cash	24,080		16,954
Loans held for investment (\$688,165 and \$493,783 related to consolidated VIEs, respectively)	1,238,292		958,495
Loans held for sale, at fair value	24,712		89,233
Mortgage servicing rights, at fair value	59,614		59,640
Other assets (\$2,634 and \$2,552 of interest receivable related to consolidated VIEs, respectively; \$8,411 of other receivables related to consolidated VIEs as of September 30, 2014 )	44,332		32,493
Total assets	\$ 1,402,478	\$	1,176,915
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>			
<b>LIABILITIES</b>			
Secured funding agreements	\$ 341,991	\$	264,419
Warehouse lines of credit	17,544		-
Convertible notes	68,240		67,815
Commercial mortgage-backed securitization debt (consolidated VIE)	219,043		395,027
Collateralized loan obligation securitization debt (consolidated VIE)	308,703		-
Allowance for loss sharing	13,322		16,480
Due to affiliate	2,654		2,796
Dividends payable	7,151		7,127
Other liabilities (\$469 and \$384 of interest payable related to consolidated VIEs, respectively)	22,791		17,035
Total liabilities	1,001,439		770,699
Commitments and contingencies (Note 8)			
<b>STOCKHOLDERS EQUITY</b>			
Common stock, par value \$0.01 per share, 450,000,000 shares authorized at September 30, 2014 and December 31, 2013, 28,604,798 and 28,506,977 shares issued and outstanding at September 30, 2014 and December 31, 2013, respectively	284		284
Additional paid-in capital	420,182		419,405
Accumulated deficit	(19,427)		(13,473)
Total stockholders equity	401,039		406,216

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Total liabilities and stockholders' equity	\$	1,402,478	\$	1,176,915
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See accompanying notes to consolidated financial statements.

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## ARES COMMERCIAL REAL ESTATE CORPORATION AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share and per share data)

	For the three months ended		For the nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
<b>Net interest margin:</b>				
Interest income from loans held for investment	\$ 17,967	\$ 10,695	\$ 50,854	\$ 25,494
Interest expense	(8,010)	(1,995)	(19,917)	(5,260)
Net interest margin	9,957	8,700	30,937	20,234
<b>Mortgage banking revenue:</b>				
Servicing fees, net	3,898	1,361	12,694	1,361
Gains from mortgage banking activities	2,693	3,326	9,525	3,326
Provision for loss sharing	285	32	1,346	32
Change in fair value of mortgage servicing rights	(1,798)	(858)	(5,533)	(858)
Mortgage banking revenue	5,078	3,861	18,032	3,861
Gain on sale of loans	-	-	680	-
Total revenue	15,035	12,561	49,649	24,095
<b>Expenses:</b>				
Other interest expense	1,855	1,646	5,298	4,696
Management fees to affiliate	1,475	1,487	4,445	2,744
Professional fees	635	675	2,663	1,741
Compensation and benefits	4,704	1,765	13,235	1,765
Acquisition and investment pursuit costs	-	2,052	20	3,813
General and administrative expenses	2,437	994	7,256	1,930
General and administrative expenses reimbursed to affiliate	1,000	1,000	3,000	2,610
Total expenses	12,106	9,619	35,917	19,299
Changes in fair value of derivatives	-	-	-	1,739
<b>Income from operations before gain on acquisition and income taxes</b>	2,929	2,942	13,732	6,535
Gain on acquisition	-	4,438	-	4,438
<b>Income before income taxes</b>	2,929	7,380	13,732	10,973
Income tax expense (benefit)	(1,173)	496	(1,764)	496
<b>Net income</b>	\$ 4,102	\$ 6,884	\$ 15,496	\$ 10,477
<b>Net income per common share:</b>				
Basic and diluted earnings per common share	\$ 0.14	\$ 0.25	\$ 0.54	\$ 0.66
<b>Weighted average number of common shares outstanding:</b>				
Basic weighted average shares of common stock outstanding	28,464,613	27,976,562	28,453,719	15,806,777
Diluted weighted average shares of common stock outstanding	28,604,798	28,027,719	28,582,353	15,853,425
Dividends declared per share of common stock	\$ 0.25	\$ 0.25	\$ 0.75	\$ 0.75

See accompanying notes to consolidated financial statements.





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**ARES COMMERCIAL REAL ESTATE CORPORATION AND SUBSIDIARIES**

**CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY**

(in thousands, except share and per share data)

(unaudited)

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-in Capital	Deficit	Stockholders Equity
<b>Balance at December 31, 2013</b>	28,506,977	\$ 284	\$ 419,405	\$ (13,473)	\$ 406,216
Stock-based compensation	97,821	-	777	-	777
Net income	-	-	-	15,496	15,496
Dividends declared	-	-	-	(21,450)	(21,450)
<b>Balance at September 30, 2014</b>	28,604,798	\$ 284	\$ 420,182	\$ (19,427)	\$ 401,039

See accompanying notes to consolidated financial statements.

Table of Contents**ARES COMMERCIAL REAL ESTATE CORPORATION AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS****(in thousands)**

	<b>For the Nine Months Ended September 30,</b>	
	<b>2014</b>	<b>2013</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>
Operating activities:		
Net income	\$ 15,496	\$ 10,477
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Amortization of deferred financing costs	6,315	818
Change in mortgage banking activities	(2,046)	(3,044)
Change in fair value of mortgage servicing rights	5,533	858
Accretion of deferred loan origination fees and costs	(2,692)	(1,854)
Provision for loss sharing	(1,346)	(32)
Cash paid to settle loss sharing obligations	(1,703)	-
Originations of mortgage loans held for sale	(219,780)	(23,521)
Sale of mortgage loans held for sale to third parties	199,995	21,324
Stock-based compensation	777	374
Changes in fair value of derivatives	-	(1,739)
Amortization of convertible notes issuance costs	689	597
Accretion of convertible notes	425	385
Gain on acquisition	-	(4,438)
Depreciation expense	98	9
Deferred tax expense (benefit)	(485)	301
Changes in operating assets and liabilities:		
Restricted cash	(1,419)	1,862
Other assets	(12,169)	(3,068)
Due to affiliate	(142)	1,638
Other liabilities	(646)	4,339
Net cash provided by (used in) operating activities	(13,100)	5,286
Investing activities:		
Issuance of and fundings on loans held for investment	(469,910)	(388,885)
Principal repayment of loans held for investment	193,867	48,220
Proceeds from sale of a mortgage loan held for sale	80,197	-
Receipt of origination fees	4,735	3,694
Acquisition of ACRE Capital, net of cash acquired	-	(58,258)
Purchases of property and equipment	(268)	(10)
Payments for acquisition of intangible assets	(956)	-
Payments for acquisition of mortgage servicing rights	(1,259)	-
Net cash used in investing activities	(193,594)	(395,239)
Financing activities:		
Proceeds from secured funding agreements	800,035	326,899
Repayments of secured funding agreements	(722,463)	(177,137)
Secured funding costs	(8,254)	(1,029)
Proceeds from issuance of debt of consolidated VIEs	308,703	-
Repayments of debt of consolidated VIEs	(175,984)	-
Proceeds from issuance of common stock	-	250,687
Payment of offering costs	(113)	(8,198)
Proceeds from warehouse lines of credit	207,063	24,058
Repayments of warehouse lines of credit	(189,519)	(24,708)

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Dividends paid		(21,426)		(11,456)
Net cash provided by financing activities		198,042		379,116
Change in cash and cash equivalents		(8,652)		(10,837)
Cash and cash equivalents, beginning of period		20,100		23,390
Cash and cash equivalents, end of period	\$	11,448	\$	12,553
Supplemental Information:				
Interest paid during the period	\$	15,928	\$	6,531
Income taxes paid during the period	\$	369	\$	-
Supplemental disclosure of noncash investing and financing activities:				
Dividends payable	\$	7,151	\$	7,119
Deferred financing and offering costs	\$	-	\$	731
Issuance of common stock for acquisition of ACRE Capital	\$	-	\$	7,512
Fair value of assets acquired from ACRE Capital, net of cash acquired	\$	-	\$	112,609
Fair value of liabilities assumed from ACRE Capital	\$	-	\$	48,401

See accompanying notes to consolidated financial statements.

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**ARES COMMERCIAL REAL ESTATE CORPORATION AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**As of September 30, 2014**

**(unaudited)**

**1. ORGANIZATION**

Ares Commercial Real Estate Corporation (together with its consolidated subsidiaries, the Company or ACRE) is a specialty finance company that operates both as a principal lender and a mortgage banker (with respect to loans collateralized by multifamily and senior-living properties). Through Ares Commercial Real Estate Management LLC (ACREM or the Company's Manager), a Securities and Exchange Commission (SEC) registered investment adviser and a subsidiary of Ares Management L.P. (Ares Management), a publicly traded, leading global alternative asset manager, it has investment professionals strategically located across the nation who directly source new loan opportunities for the Company with owners, operators and sponsors of commercial real estate (CRE) properties. The Company was formed and commenced operations in late 2011. The Company is a Maryland corporation and completed its initial public offering (the IPO) in May 2012. The Company is externally managed by its Manager, pursuant to the terms of a management agreement.

In the Company's principal lending business, it is primarily focused on directly originating, managing and servicing a diversified portfolio of CRE debt-related investments for the Company's own account. The Company's target investments in its principal lending business include senior loans, bridge loans, subordinated mortgages and B-Notes, preferred equity and other CRE-related investments. These investments, which are referred to as the Company's principal lending target investments, are generally held for investment and are secured, directly or indirectly, by office, multifamily, retail, industrial, lodging, senior living and other commercial real estate properties, or by ownership interests therein and include: (a) transitional senior mortgage loans, (b) stretch senior mortgage loans, (c) bridge financing mortgage loans, (d) subordinated real estate loans such as B-Notes, mezzanine loans, certain rated tranches of securitizations, and (e) other select CRE debt and preferred equity investments. Transitional senior mortgage loans provide strategic, flexible, short-term financing solutions for owners of transitional CRE middle-market assets that are the subject of a business plan that is expected to enhance the value of the property. Stretch senior mortgage loans provide flexible one stop financing for owners of CRE middle-market assets that are typically stabilized or near-stabilized properties with healthy balance sheets and steady cash flows. These mortgage loans typically have higher leverage (and thus higher loan-to-value ratios) than conventional mortgage loans provided by banks, insurance companies and other CRE lenders and are generally non-recourse to the borrower (as compared to conventional mortgage loans, which are often partial or full recourse to the borrower). Bridge loans provide short-term financing to borrowers ranging from six to 24 months in term and may be used to provide financing to borrowers seeking permanent loans from government and government-sponsored enterprises (collectively, GSEs) while they work through the application process or in the event the underlying properties need additional time to stabilize before locking in long-term debt.

The Company is also engaged in the mortgage banking business through its wholly owned subsidiary, ACRE Capital LLC (ACRE Capital), which the Company believes is complementary to its principal lending business. In this business segment, the Company primarily originates, sells and services multifamily and senior-living related loans under programs offered by GSEs, such as the Federal National Mortgage Association (Fannie Mae), the Federal Home Loan Mortgage Corporation (Freddie Mac), the Government National Mortgage Association (Ginnie Mae) and the Federal Housing Administration, a division of the U.S. Department of Housing and Urban Development (together with Ginnie Mae, HUD). ACRE Capital is approved as a Fannie Mae Delegated Underwriting and Servicing (DUS) lender, a Freddie Mac Program Plus® lender, a Multifamily Accelerated Processing (MAP) and Section 232 LEAN lender for HUD, and a Ginnie Mae issuer. While the Company earns little interest income from these activities as it generally only holds loans for short periods, the Company receives origination fees when it closes loans and sale premiums when it sells loans. The Company also retains the rights to service the loans, which are known as mortgage servicing rights (MSRs) and receives fees for such servicing during the life of the loans, which generally last ten years or more.

Since the Company operates both as a principal lender and a mortgage banker, the Company can offer a wider array of financing solutions to its customers, including (i) short and long-term loans ranging from one to ten (or more) years, (ii) bridge and permanent loans, (iii) floating and fixed rate loans, and (iv) loans collateralized by development, value-add (or transitional) and stabilized properties. The Company also has the flexibility to provide a combination of solutions to its customers, including instances where the Company's principal lending business provides a short-term, bridge loan to an owner of multifamily properties while the Company's mortgage banking business seeks long-term permanent financing for the same customer. This provides the Company the opportunity to offer its customer an efficient one stop financial product and at the same time earn revenues at multiple times in the relationship with the customer. First, the Company earns interest and interest-related income while holding the short term bridge loan. Second, the Company earns origination fees and sale premiums when the Company

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provides permanent financing and sells the loans under GSE programs. Third, the Company earns servicing fees from MSRs that the Company retains on the permanent loans.

The Company has elected and qualified to be taxed as a real estate investment trust ( REIT ) for U.S. federal income tax purposes under the Internal Revenue Code of 1986, as amended, commencing with its taxable year ended December 31, 2012. The Company generally will not be subject to U.S. federal income taxes on its REIT taxable income, determined without regard to the deduction for dividends paid and excluding net capital gains, to the extent that it annually distributes all of its REIT taxable income to stockholders and complies with various other requirements as a REIT.

In connection with the acquisition of ACRE Capital, the Company created a wholly owned subsidiary, ACRE Capital Holdings LLC ( TRS Holdings ), to hold the common units of ACRE Capital. The Company formed a wholly owned subsidiary in December 2013, ACRC Lender W TRS LLC ( ACRC W TRS ) and in March 2014, ACRC Lender U TRS LLC ( ACRC U TRS ) in order to issue and hold certain loans intended for sale. Entity classification elections to be taxed as a corporation and taxable REIT subsidiary ( TRS ) elections were made with respect to TRS Holdings, ACRC W TRS and ACRC U TRS. A TRS is an entity taxed as a corporation other than a REIT in which a REIT directly or indirectly holds equity, and that has made a joint election with such REIT to be treated as a TRS. Other than some activities relating to lodging and health care facilities, a TRS generally may engage in any business, including investing in assets and engaging in activities that could not be held or conducted directly by the Company without jeopardizing its qualification as a REIT. A TRS is subject to applicable U.S. federal, state, local and foreign income tax on its taxable income. In addition, as a REIT, the Company also may be subject to a 100% excise tax on certain transactions between it and its TRS that are not conducted on an arm's-length basis.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### *Basis of Presentation*

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with generally accepted accounting principles ( GAAP ) and include the accounts of the Company, the consolidated variable interest entities ( VIEs ) that the Company controls and of which the Company is the primary beneficiary, and the Company's wholly owned subsidiaries. The consolidated financial statements reflect all adjustments and reclassifications that, in the opinion of management, are necessary for the fair presentation of the Company's results of operations and financial condition as of and for the periods presented. All intercompany balances and transactions have been eliminated.

Interim financial statements are prepared in accordance with United States GAAP for interim financial information and pursuant to the requirements for reporting on Form 10-Q and Article 10 of Regulation S-X. The current period's results of operations will not necessarily be indicative of results that ultimately may be achieved for the year ending December 31, 2014.

### *Variable Interest Entities*

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The Company evaluates all of its interests in VIEs for consolidation. When the Company's interests are determined to be variable interests, the Company assesses whether it is deemed to be the primary beneficiary of the VIE. The primary beneficiary of a VIE is required to consolidate the VIE. Financial Accounting Standards Board ( FASB ) Accounting Standards Codification ( ASC ) Topic 810, *Consolidation* ( ASC 810 ), defines the primary beneficiary as the party that has both (i) the power to direct the activities of the VIE that most significantly impact its economic performance, and (ii) the obligation to absorb losses and the right to receive benefits from the VIE which could be potentially significant. The Company considers its variable interests, as well as any variable interests of its related parties in making this determination. Where both of these factors are present, the Company is deemed to be the primary beneficiary and it consolidates the VIE. Where either one of these factors is not present, the Company is not the primary beneficiary and it does not consolidate the VIE.

To assess whether the Company has the power to direct the activities of a VIE that most significantly impact the VIE's economic performance, the Company considers all facts and circumstances, including its role in establishing the VIE and its ongoing rights and responsibilities. This assessment includes first, identifying the activities that most significantly impact the VIE's economic performance; and second, identifying which party, if any, has power over those activities. In general, the parties that make the most significant decisions affecting the VIE or have the right to unilaterally remove those decision makers are deemed to have the power to direct the activities of a VIE.

To assess whether the Company has the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE, the Company considers all of its economic interests, including debt and equity investments, servicing fees, and other arrangements deemed to be variable interests in the VIE. This assessment requires

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that the Company applies judgment in determining whether these interests, in the aggregate, are considered potentially significant to the VIE. Factors considered in assessing significance include: the design of the VIE, including its capitalization structure; subordination of interests; payment priority; relative share of interests held across various classes within the VIE's capital structure; and the reasons why the interests are held by the Company.

For VIEs of which the Company is determined to be the primary beneficiary, all of the underlying assets, liabilities, equity, revenue and expenses of the structures are consolidated into the Company's consolidated financial statements.

The Company performs an ongoing reassessment of: (1) whether any entities previously evaluated under the majority voting interest framework have become VIEs, based on certain events, and therefore are subject to the VIE consolidation framework, and (2) whether changes in the facts and circumstances regarding its involvement with a VIE causes the Company's consolidation conclusion regarding the VIE to change. See Note 16 for further discussion of the Company's VIEs.

***Segment Reporting***

The Company has two reportable business segments: principal lending and mortgage banking. See Note 18 for further discussion of the Company's reportable business segments.

***Reclassifications***

Certain prior period amounts have been reclassified to conform to the current period presentation. Accounts payable and accrued expenses have been reclassified into other liabilities in the consolidated statements of cash flows. Gains attributable to fair value of future servicing rights, change in fair value of interest rate lock commitments and change in fair value of forward sale commitments have been reclassified into change in mortgage banking activities in the consolidated statements of cash flows. Sale of loans to third parties has been reclassified into sale of mortgage loans held for sale to third parties in the consolidated statements of cash flows.

Gains from mortgage banking activities for the period ended September 30, 2013 has been adjusted from the amount reported in the Company's previously filed Form 10-Q as of September 30, 2013 to reflect a \$516 thousand reclassification from compensation and benefits into gains from mortgage banking activities in the consolidated statements of operations. Change in fair value of mortgage servicing rights were included within servicing fees, net for the period ended September 30, 2013 in the previously filed Form 10-Q as of September 30, 2013. In order to conform to the current period presentation, changes in fair value of mortgage servicing rights was reclassified into change in fair value of mortgage servicing rights in the consolidated statements of operations for the three and nine months ended September 30, 2013.

***Cash and Cash Equivalents***



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Cash and cash equivalents include funds on deposit with financial institutions, including demand deposits with financial institutions. Cash and short-term investments with an original maturity of three months or less when acquired are considered cash and cash equivalents for the purpose of the consolidated balance sheets and statements of cash flows.

### ***Restricted Cash***

Restricted cash includes escrow deposits for taxes, insurance, leasing outlays, capital expenditures, tenant security deposits and payments required under certain loan agreements. These escrow deposits are held on behalf of the respective borrowers and are offset by escrow liabilities included in other liabilities in the consolidated balance sheets. As of September 30, 2014 and December 31, 2013, through ACRE Capital, the Company held restricted cash, which consisted of reserves that are a requirement of the Fannie Mae DUS program and borrower deposits, which represent funds that were collected for the processing of the borrowers loan applications and loan commitments.

### ***Concentration of Credit Risk***

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and restricted cash, loans held for investment, MSRs, loans held for sale, interest receivable and derivative financial instruments. The Company places its cash and cash equivalents with financial institutions and, at times, cash held may exceed the FDIC-insured limit. The Company has exposure to credit risk on its loans held for investment and through its subsidiary ACRE Capital, the Company has exposure on credit risk on loans held for sale and the servicing portfolio whereby ACRE Capital shares in the risk of loss (see Note 7). The Company and the Company's Manager seek to manage credit risk by

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performing due diligence prior to origination or acquisition and through the use of non-recourse financing, when and where available and appropriate.

***Loans Held for Investment***

The Company originates CRE debt and related instruments generally to be held for investment. Loans that are held for investment are carried at cost, net of unamortized loan fees and origination costs, unless the loans are deemed impaired. Impairment occurs when it is deemed probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan. If a loan is considered to be impaired, the Company will record an allowance to reduce the carrying value of the loan to the present value of expected future cash flows discounted at the loan's contractual effective rate.

Each loan classified as held for investment is evaluated for impairment on a periodic basis. Loans are collateralized by real estate. The extent of any credit deterioration associated with the performance and/or value of the underlying collateral property and the financial and operating capability of the borrower could impact the expected amounts received. The Company monitors performance of its investment portfolio under the following methodology: (1) borrower review, which analyzes the borrower's ability to execute on its original business plan, reviews its financial condition, assesses pending litigation and considers its general level of responsiveness and cooperation; (2) economic review, which considers underlying collateral, (i.e. leasing performance, unit sales and cash flow of the collateral and its ability to cover debt service, as well as the residual loan balance at maturity); (3) property review, which considers current environmental risks, changes in insurance costs or coverage, current site visibility, capital expenditures and market perception; and (4) market review, which analyzes the collateral from a supply and demand perspective of similar property types, as well as from a capital markets perspective. Such impairment analyses are completed and reviewed by asset management and finance personnel who utilize various data sources, including periodic financial data such as property occupancy, tenant profile, rental rates, operating expenses, and the borrower's exit plan, among other factors.

In addition, the Company evaluates the entire portfolio to determine whether the portfolio has any impairment that requires a valuation allowance on the remainder of the loan portfolio. As of September 30, 2014 and December 31, 2013, with respect to the Company's loans held for investment, no impairment charges have been recognized.

Preferred equity investments, where the risks and payment characteristics are equivalent to mezzanine loans, are accounted for as loans held for investment and are carried at cost, net of unamortized loan fees and origination costs, unless the loans are deemed impaired, and are included within loans held for investment in the Company's consolidated balance sheets. The Company accretes or amortizes any discounts or premiums over the life of the related loan receivable utilizing the effective interest method.

***Loans Held for Sale***

Through its subsidiaries, including ACRE Capital, ACRC U TRS and ACRC W TRS, the Company originates mortgage loans held for sale, which are recorded at fair value. The holding period for loans originated by ACRE Capital is approximately 30 days. The carrying value of the mortgage loans sold is reduced by the value allocated to the associated retained MSR's based on relative fair value at the time of the sale. Gains or losses on sales of mortgage loans are recognized based on the difference between the selling price and the adjusted value of the related mortgage loans sold.

Although the Company generally holds its target investments as long-term investments within its principal lending business, the Company may occasionally classify some of its investments as held for sale. Investments held for sale will be carried at fair value within loans held for sale, at fair value in the Company's consolidated balance sheets, with changes in fair value recorded through earnings. The fees received are deferred and recognized as part of the gain or loss on sale. As of September 30, 2014, the Company did not have any loans held for sale in its principal lending business. As of December 31, 2013, the Company had one loan held for sale in its principal lending business of \$84.8 million, net of deferred fees, included in the \$89.2 million of loans held for sale in the consolidated balance sheets.

***Mortgage Servicing Rights***

When a mortgage loan is sold, ACRE Capital retains the right to service the loan and recognizes the MSR at fair value. The initial fair value represents expected net cash flows from servicing, as well as interest earnings on escrows and interim cash balances, borrower prepayment penalties, delinquency rates, late charges along with ancillary fees that are discounted at a rate that reflects the credit and liquidity risk of the MSR over the estimated life of the underlying loan. After initial recognition, changes in the MSR fair value are included within change in fair value of mortgage servicing rights in the Company's consolidated statements of operations for the period in which the change occurs.

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***Intangible Assets***

Intangible assets consist of ACRE Capital's licenses permitting it to participate in programs offered by Fannie Mae, Freddie Mac and HUD (including Ginnie Mae). These licenses are intangible assets with indefinite lives. The Company evaluates identified intangibles for impairment annually or if other events or circumstances indicate that the carrying value may be impaired.

***Debt Issuance Costs***

Debt issuance costs under the Company's funding agreements and convertible notes are capitalized and amortized over the terms of the respective debt instrument. Debt issuance costs related to debt securitizations are capitalized and amortized over the term of the underlying loans using the effective interest method. When an underlying loan is prepaid in a debt securitization, the related unamortized debt issuance costs are charged to expense based on a pro-rata share of the debt issuance costs being allocated to the specific loans that were prepaid. Amortization of debt issuance costs is included within interest expense in the Company's consolidated statements of operations while the unamortized balance is included within other assets in the Company's consolidated balance sheets.

***Derivative Financial Instruments***

The Company does not hold or issue derivative instruments for trading purposes. The Company recognizes derivatives on its consolidated balance sheets, measures them at their estimated fair value and recognizes changes in their estimated fair value in the Company's consolidated statements of operations for the period in which the change occurs.

Through its subsidiary, ACRE Capital, the Company enters into loan commitments with borrowers on loan originations whereby the interest rate on the prospective loan is determined prior to funding. In general, ACRE Capital simultaneously enters into forward sale commitments with investors in order to hedge interest rate exposure on loan commitments. The forward sale commitment with the investor locks in an interest rate and price for the sale of the loan. The terms of the loan commitment with the borrower and the forward sale commitment with the investor are matched with the objective of hedging interest rate risk. Loan commitments and forward sale commitments are considered undesignated derivative instruments. Accordingly, such commitments, along with any related fees received from potential borrowers, are recorded at fair value, with changes in fair value recorded in earnings.

On December 19, 2012, the Company issued unsecured 7.00% Convertible Senior Notes that mature in 2015 (the 2015 Convertible Notes). The conversion features of the 2015 Convertible Notes were deemed to be an embedded derivative under FASB ASC Topic 815, *Derivatives and Hedging* (ASC 815). In accordance with ASC 815, the Company was required to bifurcate the embedded derivative related to the conversion features of the 2015 Convertible Notes. Prior to June 26, 2013, the Company recognized the embedded derivative as a liability on its balance sheet, measured at its estimated fair value and recognized changes in its estimated fair value within changes in fair value of derivatives in the Company's consolidated statements of operations for the period in which the change occurs. See Note 6 for information on the derivative liability reclassification.

*Fair Value Measurements*

GAAP establishes market-based or observable inputs as the preferred source of values, followed by valuation models using management assumptions in the absence of market inputs. The financial instruments recorded at fair value on a recurring basis in the Company's consolidated financial statements are derivative financial instruments, MSR's and loans held for sale. The Company has not elected the fair value option for certain other financial instruments, including loans held for investment, secured funding agreements and other debt instruments. Such financial instruments are carried at cost. Fair value is separately disclosed (see Note 13).

*Allowance for Loss Sharing*

When a loan is sold under the Fannie Mae DUS program, ACRE Capital undertakes an obligation to partially guarantee the performance of the loan. The date ACRE Capital commits to make a loan to a borrower, a liability for the fair value of the obligation undertaken in issuing the guaranty is recognized. Subsequent to the initial commitment date, the Company monitors the performance of each loan for events or circumstances which may signal a liability to be recognized if there is a probable and estimable loss. The initial fair value of the guarantee is estimated by examining historical loss share experienced in the ACRE Capital Fannie Mae DUS portfolio since inception. The initial fair value of the guarantee is included

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within provision for loss sharing in the Company's consolidated statements of operations. These historical loss shares serve as a basis to derive a loss share rate which is then applied to the current ACRE Capital DUS portfolio (net of specifically identified impaired loans that are subject to a separate loss share reserve analysis).

***Servicing Fee Payable***

ACRE Capital provides additional payments to certain personnel by providing them with a percentage of the servicing fee revenue that is earned by ACRE Capital, which is initially recorded as a liability when the MSR is obtained and expensed as the servicing fee is earned over the life of the related mortgage loan. ACRE Capital incurs an expense over the life of each loan as long as the related loan is performing. If a particular loan is not performing, the recipient will not receive the additional compensation on that loan, and if a loss sharing event is triggered, the recipient will not receive a portion of the additional compensation on other loans. The servicing fee payable is included within other liabilities in the consolidated balance sheets and the related expense is included within servicing fee revenue on a net basis in the consolidated statements of operations.

***Revenue Recognition***

*Interest income from loans held for investment* is accrued based on the outstanding principal amount and the contractual terms of each loan. For loans held for investment, origination fees, contractual exit fees and direct loan origination costs are also recognized in interest income from loans held for investment over the initial loan term as a yield adjustment using the effective interest method. Fees earned on loans held for sale are included within gains from mortgage banking activities below.

*Servicing fees* are earned for servicing mortgage loans, including all activities related to servicing the loans, and are recognized as services are provided over the life of the related mortgage loan. Also included in servicing fees are the net fees earned on borrower prepayment penalties and interest earned on borrowers' escrow payments and interim cash balances, along with other ancillary fees and reduced by write-offs of MSRs for loans that are prepaid.

*Gains from mortgage banking activities* includes the initial fair value of MSRs, loan origination fees, gain on the sale of loans, interest income on loans held for sale and changes to the fair value of derivative financial instruments attributable to the loan commitments and forward sale commitments. The initial fair value of MSRs, loan origination fees, gain on the sale of loans, and certain direct loan origination costs for loans held for sale are recognized when ACRE Capital commits to make a loan to a borrower. When the Company settles a sale agreement and transfers the mortgage loan to the buyer, the Company recognizes a MSR asset equal to the present value of the expected net cash flows associated with the servicing of loans sold.

***Stock-Based Compensation***

The Company recognizes the cost of stock-based compensation, which is included within compensation and benefits for ACRE Capital and general and administrative expenses for ACRE in the consolidated statements of operations. The fair value of the time vested restricted stock or

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restricted stock units granted is recorded to expense on a straight-line basis over the vesting period for the award, with an offsetting increase in stockholders' equity. For grants to directors, officers and employees, the fair value is determined based upon the market price of the stock on the grant date.

Certain ACRE Capital employees were granted restricted stock that vest in proportion to certain financial performance targets being met over a specified period of time. The fair value of the performance based restricted stock granted is recorded to expense on an accelerated basis, using the accelerated attribution method, over the performance period for the award, with an offsetting increase in stockholders' equity. For performance based measures, compensation expense, net of estimated forfeitures, is recorded based on the Company's estimate of the probable achievement of such measures.

### *Underwriting Commissions and Offering Costs*

Underwriting commissions and offering costs incurred in connection with common stock offerings are reflected as a reduction of additional paid-in capital. Costs incurred that are not directly associated with the completion of a common stock offering are expensed when incurred. Underwriting commissions that are the responsibility of and paid by a related party, such as the Company's Manager, are reflected as a contribution of additional paid-in capital from a sponsor in the consolidated financial statements.

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***Income Taxes***

The Company has elected and qualified for taxation as a REIT commencing with its taxable year ended December 31, 2012. As a result of the Company's REIT qualification and its distribution policy, the Company does not generally pay U.S. federal corporate level income taxes. Many of the REIT requirements, however, are highly technical and complex. To continue to qualify as a REIT, the Company must meet a number of organizational and operational requirements, including a requirement that the Company distribute annually at least 90% of the Company's REIT taxable income to the Company's stockholders. If the Company fails to continue to qualify as a REIT in any taxable year and does not qualify for certain statutory relief provisions, the Company will be subject to U.S. federal and state income taxes at regular corporate rates (including any applicable alternative minimum tax) beginning with the year in which it fails to qualify and may be precluded from being able to elect to be treated as a REIT for the Company's four subsequent taxable years. Even though the Company currently qualifies for taxation as a REIT, the Company may be subject to certain U.S. federal, state, local and foreign taxes on the Company's income and property and to U.S. federal income and excise taxes on the Company's undistributed REIT taxable income.

The Company currently owns 100% of the equity of TRS Holdings, ACRC U TRS and ACRC W TRS, each of which is a TRS. A TRS is subject to applicable U.S. federal, state, local and foreign income tax on its taxable income. In addition, as a REIT, the Company also may be subject to a 100% excise tax on certain transactions between it and its TRS that are not conducted on an arm's-length basis. For financial reporting purposes, a provision for current and deferred taxes has been established for the portion of the Company's GAAP consolidated earnings recognized by TRS Holdings, ACRC U TRS and ACRC W TRS.

FASB ASC Topic 740, *Income Taxes* (ASC 740), prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. The Company has analyzed its various federal and state filing positions and believes that its income tax filing positions and deductions are well documented and supported. As of September 30, 2014 and December 31, 2013, based on the Company's evaluation, there is no reserve for any uncertain income tax positions. TRS Holdings, ACRC U TRS and ACRC W TRS recognize interest and penalties, if any, related to unrecognized tax benefits within income tax expense in the consolidated statements of operations. Accrued interest and penalties, if any, are included within other liabilities in the consolidated balance sheets.

***Comprehensive Income***

For the three and nine months ended September 30, 2014 and 2013, comprehensive income equaled net income; therefore, a separate consolidated statement of comprehensive income is not included in the accompanying consolidated financial statements.

***Earnings per Share***

The Company calculates basic earnings (loss) per share by dividing net income (loss) allocable to common stockholders for the period by the weighted average shares of common stock outstanding for that period after consideration of the earnings (loss) allocated to the Company's restricted stock, which are participating securities as defined in GAAP. Diluted earnings (loss) per share takes into effect any dilutive instruments, such as restricted stock and convertible debt, except when doing so would be anti-dilutive. With respect to the 2015 Convertible



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Notes, the Company has the ability and intention to settle the principal in cash and to settle any amount above par in shares of the Company's common stock if the conversion options were exercised. As such, the Company is applying the treasury stock method when determining the dilutive impact on earnings per share.

### *Use of Estimates in the Preparation of Financial Statements*

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

### *Business Combinations*

The Company accounts for business combinations using the acquisition method of accounting, under which the purchase price of the acquisition is allocated to the assets acquired and liabilities assumed using the fair values determined by management as of the acquisition date. The Company recognizes identifiable assets acquired and liabilities (both specific and contingent) assumed at their fair values at the acquisition date. Furthermore, acquisition-related costs, such as due diligence,

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legal and accounting fees, are not capitalized or applied in determining the fair value of the acquired assets. The excess of the assets acquired and liabilities assumed over the purchase price is recognized as a gain on acquisition. During the measurement period, the Company records adjustments to the assets acquired and liabilities assumed with corresponding adjustments to the gain on acquisition. After the measurement period, which could be up to one year after the transaction date, subsequent adjustments are recorded through earnings.

*Asset Acquisitions*

The Company accounts for acquired assets and assumed liabilities that do not meet the definition of a business as an asset acquisition, under which the cost of the acquisition is allocated to the assets acquired and liabilities assumed on a relative fair value basis. Acquisition-related costs, such as due diligence, legal and accounting fees, are capitalized as a component of the cost of the assets acquired.

*Costs Associated with Restructuring Activities*

The Company began restructuring and relocating certain ACRE Capital support services during the three months ended March 31, 2014. The Company has incurred costs related to these restructuring activities, including employee termination costs and office relocation costs. The employee termination costs are associated with the severance of certain employees, retention bonuses and guaranteed bonuses to certain key employees, insurance and outplacement, which will be accounted for on a straight-line basis over the period from notification through each employee's termination date. If employees are required to render service (beyond a minimum retention period) in order to receive the termination benefits, a liability for employee termination costs is measured initially at the communication date based on its fair value, as of the termination date, and recognized ratably over the future service period. Office relocation costs include costs that will be incurred in the physical move of offices and incremental rent costs, which will be expensed when space is vacated. The costs incurred to date are included within general and administrative expenses in the Company's consolidated statements of operations.

*New Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) No. 2014-09, Revenue from Contracts with Customers (Topic 606). The guidance in this ASU supersedes the revenue recognition requirements in Topic 605, Revenue Recognition. Under the new guidance, an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The amendments in ASU No. 2014-09 are effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. Early application is not permitted. The Company is currently evaluating the impact of adopting this ASU on its consolidated financial statements.

**3. LOANS HELD FOR INVESTMENT**

As of September 30, 2014, the Company had originated or co-originated 43 loans secured by CRE middle market properties, excluding 10 loans that were repaid since inception. The aggregate originated commitment under these loans at closing was approximately \$1.4 billion and

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outstanding principal was \$1.2 billion as of September 30, 2014. During the nine months ended September 30, 2014, the Company funded approximately \$475.7 million and received repayments of \$193.9 million as described in more detail in the tables below. Such investments are referred to herein as the Company's investment portfolio. As of September 30, 2014, 72.7% of the Company's loans have LIBOR floors, with a weighted average floor of 0.30%, calculated based on loans with LIBOR floors. References to LIBOR or L are to 30-day LIBOR (unless otherwise specifically stated).

The Company's investments in mortgages and loans held for investment are accounted for at amortized cost. The following tables summarize the Company's loans held for investment as of September 30, 2014 and December 31, 2013:

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\$ in thousands	September 30, 2014				
	Carrying Amount (1)	Outstanding Principal (1)	Weighted Average Interest Rate	Weighted Average Unleveraged Effective Yield (2)	Weighted Average Remaining Life (Years)
Senior mortgage loans	\$1,102,485	\$1,110,318	4.6%	5.1%	2.3
Subordinated debt and preferred equity investments	135,807	136,958	9.8%	10.2%	3.8
Total	\$1,238,292	\$1,247,276	5.1%	5.6%	2.5

  

\$ in thousands	December 31, 2013				
	Carrying Amount (1)	Outstanding Principal (1)	Weighted Average Interest Rate	Weighted Average Unleveraged Effective Yield (2)	Weighted Average Remaining Life (Years)
Senior mortgage loans	\$867,578	\$873,781	5.1%	5.6%	2.4
Subordinated debt and preferred equity investments	90,917	91,655	9.8%	10.2%	3.6
Total	\$958,495	\$965,436	5.5%	6.0%	2.5

(1) The difference between the Carrying Amount and the Outstanding Principal face amount of the loans held for investment consists of unamortized purchase discount, deferred loan fees and loan origination costs.

(2) Unleveraged Effective Yield is the compounded effective rate of return that would be earned over the life of the investment based on the contractual interest rate (adjusted for any deferred loan fees, costs, premium or discount) and assumes no dispositions, early prepayments or defaults. The Total Weighted Average Unleveraged Effective Yield is calculated based on the average of Unleveraged Effective Yield of all loans held by the Company as of September 30, 2014 and December 31, 2013 as weighted by the Outstanding Principal balance of each loan.

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A more detailed listing of the Company's current investment portfolio, based on information available as of September 30, 2014 is as follows:

*(amounts in millions, except percentages)*

<b>Loan Type</b>	<b>Location</b>	<b>Outstanding Principal (1)</b>	<b>Carrying Amount (1)</b>	<b>Interest Rate</b>	<b>Unleveraged Effective Yield (2)</b>	<b>Maturity Date (3)</b>	<b>Payment Terms (4)</b>
<i>Transitional Senior Mortgage Loans:</i>							
Office	CA	\$ 75.0	\$ 74.5	L+3.75%	4.2%	Aug 2017	I/O
Retail	IL	70.0	69.4	L+4.25%	4.9%	Aug 2017	I/O
Office	TX	57.9	57.1	L+5.00%	6.1%	Jan 2017	I/O
Apartment	GA	45.3	45.2	L+4.95%	(5) 5.7%	Apr 2016	I/O
Mixed-use	IL	45.1	44.4	L+3.60%	4.2%	Oct 2018	I/O
Apartment	TX	44.1	43.9	L+3.75%	4.5%	July 2016	I/O
Apartment	GA	38.0	38.0	L+4.95%	(5) 5.7%	Apr 2016	I/O
Industrial	MO/KS	38.0	37.7	L+4.30%	5.1%	Jan 2017	I/O
Apartment	NY	37.8	37.5	L+5.00%	6.1%	Oct 2017	I/O
Apartment	TX	35.4	35.2	L+4.70%	5.6%	Apr 2016	I/O
Apartment	FL	34.3	34.0	L+3.75%	4.7%	Mar 2017	I/O
Apartment	TX	34.3	34.2	L+3.75%	4.5%	July 2016	I/O
Office	FL	32.2	32.0	L+3.65%	4.0%	Oct 2017	I/O
Office	OH	29.7	29.6	L+5.35%-L+5.00% (6)	6.0%	Nov 2015	I/O
Retail	IL	29.0	28.7	L+3.25%	3.8%	Sep 2018	I/O
Office	CA	27.6	27.4	L+4.50%	5.2%	Apr 2017	I/O
Apartment	NY	27.0	26.7	L+3.75%	4.4%	Oct 2017	I/O
Apartment	TX	26.9	26.7	L+3.65%	4.3%	Jan 2017	I/O
Office	KS	25.5	25.4	L+5.00%	5.8%	Mar 2016	I/O
Mixed-use	NY	25.3	25.1	L+4.25%	4.8%	Aug 2017	I/O
Apartment	TX	24.3	24.2	L+3.65%	4.3%	Jan 2017	I/O
Apartment	GA	23.3	23.3	L+4.95%	(5) 5.7%	Apr 2016	I/O
Apartment	AZ	21.8	21.7	L+4.25%	5.9%	Sep 2015	I/O
Apartment	GA	21.4	21.2	L+3.85%	4.8%	May 2017	I/O

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Industrial	CA	19.6	19.4	L+5.25%	6.0%	May 2017	I/O
Industrial	VA	19.0	18.9	L+5.25%	6.4%	Dec 2015	I/O
Apartment	NY	15.7	15.6	L+4.50%	5.2%	Dec 2016	I/O
Office	CA	15.5	15.4	L+3.75%	4.5%	July 2016	I/O
Office	CA	14.8	14.7	L+4.50%	5.3%	July 2016	I/O
Apartment	NC	14.6	14.4	L+4.00%	4.8%	Apr 2017	I/O
Apartment	FL	13.3	13.2	L+3.80%	4.6%	Feb 2017	I/O
Mixed-use	NY	12.5	12.3	L+3.95%	4.7%	Sep 2017	I/O
Apartment	FL	11.0	10.9	L+3.75%	4.6%	Apr 2017	I/O
Apartment	FL	10.6	10.5	L+3.80%	4.6%	Feb 2017	I/O

**Stretch Senior Mortgage Loans:**

Office	FL	47.3	47.3	L+5.25%	(7)	5.4%	Apr 2016	I/O
Industrial	OH	32.7	32.4	L+4.20%		4.7%	May 2018	I/O
Office	CA	14.5	14.4	L+4.75%		5.7%	Feb 2016	I/O

**Subordinated Debt and Preferred Equity Investments:**

Office	IL	37.0	36.8	8.75%		9.1%	Aug 2016	I/O
Apartment	NY	33.3	33.1	L+7.46%	(8)	7.9%	Jan 2019	I/O
Apartment	GA/FL	33.3	32.7	L+11.85%	(9)	12.2%	June 2021	I/O
Office	GA	14.3	14.3	11.00%	(10)	11.0%	Aug 2017	I/O
Mixed-use	NY	14.2	14.1	11.50%	(11)	11.9%	Nov 2016	I/O
Apartment	TX	4.9	4.8	L+11.00%	(12)	11.5%	Oct 2016	I/O

Total/Weighted Average                      \$ 1,247.3      \$ 1,238.3                      5.6%

(1)                      The difference between the Carrying Amount and the Outstanding Principal amount of the loans held for investment consists of unamortized purchase discount, deferred loan fees and loan origination costs.

(2)                      Unleveraged Effective Yield is the compounded effective rate of return that would be earned over the life of the investment based on the contractual interest rate (adjusted for any deferred loan fees, costs, premium or discount) and assumes no dispositions, early prepayments or defaults. Unleveraged Effective Yield for each loan is calculated based on LIBOR as of September 30, 2014 or the LIBOR floor, as applicable. The Weighted Average Unleveraged Effective Yield is calculated based on the average of Unleveraged Effective Yield of all loans held by the Company as of September 30, 2014 as weighted by the Outstanding Principal balance of each loan.

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- (3) Certain loans are subject to contractual extension options that vary between one and two 12-month extensions and may be subject to performance based or other conditions as stipulated in the loan agreement. Actual maturities may differ from contractual maturities stated herein as certain borrowers may have the right to prepay with or without paying a prepayment penalty. The Company may also extend contractual maturities in connection with loan modifications.
- (4) I/O = interest only. Amortization begins on the transitional senior Missouri/Kansas loan with an outstanding principal of \$38.0 million in January 2015 and on the transitional senior New York loan with an outstanding principal of \$37.8 million in October 2016, respectively, as of September 30, 2014. Amortization begins on the stretch senior Ohio loan with an outstanding principal as of September 30, 2014 of \$32.7 million in May 2017. The remainder of the loans in the Company's principal lending portfolio are non-amortizing through their primary terms.
- (5) These loans were originally structured as an A/B note in a cross collateralized loan pool with the Company holding the B-note. In connection with the commercial mortgage-backed securities (CMBS) financing on November 19, 2013, the Company purchased the A-note and modified and split the combined loan into individual senior whole loans.
- (6) The initial interest rate for this loan of L+5.35% steps down based on performance hurdles to L+5.00%.
- (7) In March 2014, the Company entered into a loan modification that extended the loan for a term of two years and lowered the interest rate to L+5.25%.
- (8) In March 2014, the \$85.2 million (outstanding principal) senior loan held for sale by the Company was restructured whereby the principal balance was reduced from \$85.2 million to \$80.4 million and total commitment was decreased from \$93.8 million to \$88.4 million. The senior loan was subsequently sold to third party purchasers. The transaction qualified for sale accounting under FASB ASC Topic 860, *Transfers and Servicing*. The origination and exit fees associated with the senior loan were not restructured and the Company retained the right to a portion of the origination and the exit fees. Upon the sale of the senior loan, the Company recorded a \$680 thousand (net of expenses) gain on sale of loans in its consolidated statements of operations. The \$28.4 million (outstanding principal) mezzanine loan retained by the Company was also restructured whereby the principal balance was increased from \$28.4 million to \$33.3 million and total commitment was increased from \$31.3 million to \$36.6 million. In connection with the restructuring of the mezzanine loan, the interest rate decreased from L+9.90% with a LIBOR floor of 0.17% to L+7.46% with a LIBOR floor of 0.17%. The principal balance, interest rate and unleveraged effective yield of the mezzanine loan may change further based on certain asset-level performance hurdles being met.
- (9) The preferred return is L+11.85% with 2.00% as payment-in-kind (PIK), to the extent cash flow is not available. There is no capped dollar amount on accrued PIK.
- (10) The interest rate for this loan increased to 11.00% on September 1, 2014.

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(11) The interest rate is 11.5% with a 9.0% current pay and up to a capped dollar amount as PIK based on the borrower's election.

(12) The preferred return is L+11.00% with an L+ 9.00% current pay and up to a capped dollar amount as PIK.

For the nine months ended September 30, 2014, the activity in the Company's loan portfolio was as follows (\$ in thousands):

Balance as of December 31, 2013	\$	958,495
Initial funding		409,343
Receipt of origination fee, net of costs		(4,735)
Additional funding		66,364
Loan payoffs		(193,867)
Origination fee accretion		2,692
Balance as of September 30, 2014	\$	1,238,292

No impairment charges have been recognized during the three and nine months ended September 30, 2014 and 2013.



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**4. MORTGAGE SERVICING RIGHTS**

MSRs represent servicing rights retained by ACRE Capital for loans it originates and sells. The servicing fees are collected from the monthly payments made by the borrowers. ACRE Capital generally receives other remuneration including rights to various loan fees such as late charges, collateral re-conveyance charges, loan prepayment penalties, and other ancillary fees. In addition, ACRE Capital is also generally entitled to retain the interest earned on funds held pending remittance related to its collection of loan principal and escrow balances. As of September 30, 2014, the carrying value of MSRs was approximately \$59.6 million. As of September 30, 2014, ACRE Capital had a servicing portfolio consisting of 995 loans with an unpaid principal balance of \$4.0 billion.

Activity related to MSRs for the nine months ended September 30, 2014 was as follows (\$ in thousands):

Beginning balance, as of December 31, 2013	\$	59,640
MSRs acquired in asset acquisition (see Note 17)		1,259
Additions, following sale of loan		5,779
Changes in fair value		(5,533)
Prepayments and write-offs		(1,531)
Ending balance, as of September 30, 2014	\$	59,614

As discussed in Note 2, the Company determines the fair values of the MSRs based on discounted cash flow models that calculate the present value of estimated future net servicing income. The fair values of ACRE Capital's MSRs are subject to changes in discount rates. For example, a 100 basis point increase or decrease in the weighted average discount rate would decrease or increase, respectively, the fair value of ACRE Capital's MSRs outstanding as of September 30, 2014 by approximately \$1.8 million.

**5. INTANGIBLE ASSETS**

As of September 30, 2014 and December 31, 2013, the carrying values of the Company's intangible assets, as described in Note 2, were \$6.0 million and \$5.0 million, respectively, which are included within other assets in the Company's consolidated balance sheets. On August 5, 2014, ACRE Capital was approved and granted a license by Freddie Mac as a Program Plus® seller/servicer for multifamily loans. As of September 30, 2014, the carrying value of the Company's intangible assets includes the Freddie Mac Program Plus® license with a carrying value of \$993 thousand. The identified intangible assets have indefinite lives and are not subject to amortization. The Company performs an annual assessment of impairment of its intangible assets in the fourth quarter of each year or whenever events or circumstances make it more likely than not that impairment may have occurred. For the three and nine months ended September 30, 2014 and 2013, no impairment charges have been recognized.

**6. DEBT**

**Funding Agreements**

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The Company borrows funds under the ASAP Line of Credit, the BAML Line of Credit (the Warehouse Lines of Credit ), and the Wells Fargo Facility, the Citibank Facility, the Capital One Facility, the CNB Facilities, the MetLife Facility and the UBS Facility (as defined below) (collectively, together with the Warehouse Lines of Credit, the Funding Agreements ). As of September 30, 2014 and December 31, 2013, the outstanding balances and total commitments under the Funding Agreements consisted of the following (\$ in thousands):

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\$ in thousands	As of September 30, 2014		As of December 31, 2013	
	Outstanding Balance	Total Commitment	Outstanding Balance	Total Commitment
Wells Fargo Facility	\$ 73,704	\$ 225,000	\$ 166,934	\$ 225,000
Citibank Facility	23,490	250,000	97,485	125,000
Capital One Facility	-	100,000	-	100,000
March 2014 CNB Facility	41,500	50,000	-	-
July 2014 CNB Facility	55,000	75,000	-	-
MetLife Facility	142,052	180,000	-	-
UBS Facility	6,245	195,000	-	-
ASAP Line of Credit	-	(1)	-	105,000
BAML Line of Credit	17,544	80,000	-	80,000
<b>Total</b>	<b>\$ 359,535</b>	<b>\$ 1,155,000</b>	<b>\$ 264,419</b>	<b>\$ 635,000</b>

(1) As of September 30, 2014, the ASAP Line of Credit was inactive due to lack of utilization by ACRE Capital.

The Funding Agreements are generally collateralized by assignments of specific loans held for investment or loans held for sale owned by the Company. The Funding Agreements (excluding the Warehouse Lines of Credit) are guaranteed by the Company. Generally, the Company partially offsets interest rate risk by matching the interest index of loans held for investment with the Funding Agreement used to fund them.

### ***Wells Fargo Facility***

The Company is party to a secured revolving funding facility arranged by Wells Fargo Bank, National Association (as amended and restated, the Wells Fargo Facility), which allows the Company to borrow up to \$225.0 million. The Company is permitted to borrow funds under the Wells Fargo Facility to finance qualifying senior commercial mortgage loans, A-Notes, pari passu participations in commercial mortgage loans and mezzanine loans under certain circumstances, subject to available collateral. Advances under the Wells Fargo Facility accrue interest at a per annum rate equal to the sum of (i) 30 day LIBOR plus (ii) a pricing margin range of 2.00%-2.50%. The Company incurs a non-utilization fee of 25 basis points on the daily available balance of the Wells Fargo Facility to the extent less than 75% of the Wells Fargo Facility is utilized. For the three and nine months ended September 30, 2014, the Company incurred a non-utilization fee of \$82 thousand and \$154 thousand, respectively. For the three and nine months ended September 30, 2013, the Company incurred a non-utilization fee of \$62 thousand and \$136 thousand, respectively. The initial maturity date of the Wells Fargo Facility is December 14, 2014 and, provided that certain conditions are met and applicable extension fees are paid, is subject to two 12-month extension options. As of September 30, 2014 and December 31, 2013, the outstanding balance on the Wells Fargo Facility was \$73.7 million and \$166.9 million, respectively.

The Wells Fargo Facility contains various affirmative and negative covenants applicable to the Company and certain of the Company's subsidiaries, including the following: (a) limitations on the incurrence of additional indebtedness or liens, (b) limitations on how borrowed funds may be used, (c) limitations on certain distributions and dividend payments in excess of the minimum amount necessary to continue to qualify as a REIT and avoid the payment of income and excise taxes, (d) maintenance of adequate capital, (e) limitations on change of control, (f) maintaining a ratio of total debt to tangible net worth of not more than 4.00 to 1.00, (g) maintaining a ratio of recourse debt to tangible net worth of not more than 3.00 to 1.00, (h) maintaining a fixed charge coverage ratio (expressed as the ratio of EBITDA (net income before net interest expense, income tax expense, depreciation and amortization), as defined, to fixed charges) for the immediately preceding 12-month period ending on the last date of the applicable reporting period to be at least 1.25 to 1.00, (i) maintaining a tangible net worth of at least the sum of (1) approximately \$135.5 million, plus (2) 80% of the net proceeds raised in all future equity issuances by the Company and (j) if certain specific debt yield, loan to value or other credit based tests are not met with respect to assets on the Wells Fargo Facility, the Company may be required to repay certain amounts under the Wells Fargo Facility. As of September 30, 2014, the Company was in compliance in all material

respects with the terms of the Wells Fargo Facility.

***Citibank Facility***

The Company is party to a secured revolving funding facility with Citibank, N.A. (as amended and restated, the Citibank Facility ), which allows the Company to borrow up to \$250.0 million. The Company is permitted to borrow funds under the Citibank Facility to finance qualifying senior commercial mortgage loans and A-Notes, subject to available collateral. Under the Citibank Facility, the Company borrows funds on a revolving basis in the form of individual loans. Each individual loan is secured by an underlying loan originated by the Company. Amounts outstanding under each individual loan accrue

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interest at a per annum rate equal to 30 day LIBOR plus a pricing margin of 2.25% to 2.75% (subject to a 0.50% LIBOR floor for one mortgage loan pledged on the Citibank Facility), based on the debt yield of the assets securing the Citibank Facility. The Company incurs a non-utilization fee of 25 basis points on the daily available balance of the Citibank Facility. For the three and nine months ended September 30, 2014, the Company incurred a non-utilization fee of \$118 thousand and \$191 thousand, respectively. For the three and nine months ended September 30, 2013, the Company incurred a non-utilization fee of \$43 thousand and \$121 thousand, respectively. The final repayment date on which a payment of principal is contractually obligated to be made in respect of each mortgage loan pledged under the Citibank Facility is the earlier of the latest date on which a payment of principal is contractually obligated to be made in respect of each mortgage loan pledged under the Citibank Facility or December 2, 2018. As of September 30, 2014 and December 31, 2013, the outstanding balance on the Citibank Facility was \$23.5 million and \$97.5 million, respectively.

The Citibank Facility contains various affirmative and negative covenants applicable to the Company and certain of the Company's subsidiaries, including the following: (a) maintaining tangible net worth of at least the sum of (1) 80% of the Company's tangible net worth as of September 30, 2013, plus (2) 80% of the total net capital raised in all future equity issuances by the Company, (b) maintaining liquidity in an amount not less than the greater of (1) \$5.0 million or (2) 5% of the Company's recourse indebtedness, not to exceed \$10.0 million (provided that in the event the Company's total liquidity equals or exceeds \$5.0 million, the Company may satisfy the difference between the minimum total liquidity requirement and the Company's total liquidity with available borrowing capacity), (c) maintaining a fixed charge coverage ratio (expressed as the ratio of EBITDA (net income before net interest expense, income tax expense, depreciation and amortization), as defined, to fixed charges) for the immediately preceding 12-month period ending on the last date of the applicable reporting period to be at least 1.25 to 1.00, (d) maintaining a ratio of total debt to tangible net worth of not more than 4.00 to 1.00, (e) maintaining a ratio of recourse debt to tangible net worth of not more than 3.00 to 1.00 and (f) if certain specific debt yield and loan to value tests are not met with respect to assets on the Citibank Facility, the Company may be required to repay certain amounts under the Citibank Facility. The Citibank Facility also prohibits the Company from amending the management agreement with its Manager in a material respect without the prior consent of the lender. As of September 30, 2014, the Company was in compliance in all material respects with the terms of the Citibank Facility.

***Capital One Facility***

The Company is party to a secured revolving funding facility with Capital One, National Association (as amended and restated, the Capital One Facility), which allows the Company to borrow up to \$100.0 million. The Company is permitted to borrow funds under the Capital One Facility to finance qualifying senior commercial mortgage loans, subject to available collateral. Under the Capital One Facility, the Company borrows funds on a revolving basis in the form of individual notes evidenced by individual loans. Each individual loan is secured by an underlying loan originated by the Company. Amounts outstanding under each individual loan accrue interest at a per annum rate equal to the sum of (i) 30 day LIBOR, (ii) plus a pricing margin of 2.00% to 3.50%. The Company may request individual loans under the Capital One Facility through and including May 18, 2015, subject to successive 12-month extension options at the lender's discretion. The maturity date of each individual loan is the same as the maturity date of the underlying loan that secures such individual loan. As of September 30, 2014 and December 31, 2013, there was no outstanding balance on the Capital One Facility. The Company does not incur a non-utilization fee under the terms of the Capital One Facility.

The Capital One Facility contains various affirmative and negative covenants applicable to the Company and certain of the Company's subsidiaries, including the following for so long as there is any outstanding balance on the Capital One Facility: (a) maintaining a ratio of debt to tangible net worth of not more than 3.00 to 1.00, (b) maintaining a tangible net worth of at least the sum of (1) 80% of the Company's tangible net worth as of May 1, 2012, plus (2) 80% of the net proceeds received from all future equity issuances by the Company, and (c) maintaining a fixed charge coverage ratio (expressed as the ratio of EBITDA (net income before net interest expense, income tax expense, depreciation and amortization), as defined, to fixed charges) for the immediately preceding 12-month period ending on the last date of the applicable reporting period to be at least 1.25 to 1.00. As of September 30, 2014, the Company was in compliance in all material respects with the terms of the Capital One Facility.

*City National Bank Facilities*

*March 2014 CNB Facility*

The Company is party to a \$50.0 million secured revolving funding facility with City National Bank (the March 2014 CNB Facility ). The Company is permitted to borrow funds under the March 2014 CNB Facility to finance new investments and for other working capital and general corporate needs. Advances under the March 2014 CNB Facility accrue interest at a per annum rate equal to the sum of, at the Company's option, either (a) LIBOR for a one, two, three, six or, if available to all

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lenders, 12-month interest period plus 3.00% or (b) a base rate (which is the highest of a prime rate, the federal funds rate plus 0.50%, or one month LIBOR plus 1.00%) plus 1.25%; provided that in no event shall the interest rate be less than 3.00%. Unless at least 75% of the March 2014 CNB Facility is used on average, unused commitments under the March 2014 CNB Facility accrue unused line fees at the rate of 0.375% per annum. For the three and nine months ended September 30, 2014, the Company incurred a non-utilization fee of \$7 thousand and \$50 thousand, respectively. The initial maturity date is March 11, 2016, subject to one 12-month extension at the Company's option if certain conditions are met. As of September 30, 2014, the outstanding balance on the March 2014 CNB Facility was \$41.5 million.

The agreements governing the March 2014 CNB Facility contain various representations and warranties, and impose certain covenants on the Company and certain of its subsidiaries, as borrower under the March 2014 CNB Facility, including the following: (a) limitations on the incurrence of additional indebtedness or liens, (b) limitations on how borrowed funds may be used, (c) limitations on certain distributions and dividend payments following a default or event of default, (d) limitations on dispositions of assets, (e) maintenance of minimum total asset value by the borrower under the March 2014 CNB Facility and its subsidiaries, and (f) prohibitions of certain change of control events. The agreements governing the March 2014 CNB Facility also impose certain covenants on the Company, including the following: (i) maintaining a ratio of total debt to tangible net worth of not more than 4.00 to 1.00, (ii) maintaining a ratio of recourse debt to tangible net worth of not more than 3.00 to 1.00, (iii) maintaining a tangible net worth of at least 80% of the Company's net worth as of September 30, 2013, plus 80% of the net cash proceeds raised in equity issuances by the Company after March 12, 2014, (iv) maintaining a fixed charge coverage ratio (expressed as the ratio of EBITDA (net income before net interest expense, income tax expense, depreciation and amortization), as defined, to fixed charges) for the immediately preceding 12-month period ending on the last date of the applicable reporting period of at least 1.25 to 1.00, (v) limitations on mergers, consolidations, transfers of assets and similar transactions, and (vi) maintaining its status as a REIT. As of September 30, 2014, the Company was in compliance in all material respects with the terms of the March 2014 CNB Facility.

***July 2014 CNB Facility***

On July 30, 2014, the Company and certain of its subsidiaries entered into a \$75.0 million revolving funding facility (the July 2014 CNB Facility and together with the March 2014 CNB Facility, the CNB Facilities) with City National Bank. The Company is permitted to borrow funds under the July 2014 CNB Facility to finance new investments and for other working capital and general corporate needs. Advances under the July 2014 CNB Facility accrue interest at a per annum rate equal, at the Company's option, to either (a) LIBOR for a one, two, three, six or, if available to all lenders, 12-month interest period plus 1.50% or (b) a base rate (which is the highest of a prime rate, the federal funds rate plus 0.50%, or one month LIBOR plus 1.00%) plus 0.25%; provided that in no event shall the interest rate be less than 1.50%. Unless at least 75% of the July 2014 CNB Facility is used on average, unused commitments under the July 2014 CNB Facility accrue unused line fees at the rate of 0.125% per annum. For the three and nine months ended September 30, 2014, the Company incurred a non-utilization fee of \$13 thousand in each period. The initial maturity date is July 31, 2015, subject to one 12-month extension option, provided that certain conditions are met and applicable extension fees are paid. As of September 30, 2014, the outstanding balance on the July 2014 CNB Facility was \$55.0 million.

Ares Management LLC (Ares), a subsidiary of Ares Management and an affiliate of the Company's external manager, agreed to provide credit support in connection with the July 2014 CNB Facility and to purchase all loans and other obligations outstanding under the July 2014 CNB Facility upon (i) an acceleration or certain events of default or (ii) in the event that, among other things, Ares' corporate credit rating is downgraded to below investment grade. On July 30, 2014, the Company and certain of its subsidiaries entered into a Credit Support Fee Agreement with Ares under which the Company agreed to pay Ares a credit support fee in an amount equal to 1.50% per annum times the average amount of the loans outstanding under the July 2014 CNB Facility and to reimburse Ares for its out-of-pocket costs and expenses in connection with the transaction. In connection with the Credit Support Fee Agreement on July 30, 2014, the Company entered into a Pledge Agreement pursuant to which the Company pledged to Ares its ownership interests in its wholly owned direct subsidiary, ACRC Holdings LLC, the holding entity for the Company's principal lending business.

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The agreements governing the July 2014 CNB Facility contain various representations and warranties, and impose certain covenants on the Company and certain of its subsidiaries, as borrower under the July 2014 CNB Facility, including the following: (a) limitations on the incurrence of additional indebtedness or liens, (b) limitations on how borrowed funds may be used, (c) limitations on certain distributions and dividend payments following a default or event of default, (d) limitations on dispositions of assets, (e) maintenance of minimum total asset value by the borrower under the July 2014 CNB Facility and its subsidiaries and (f) prohibitions of certain change of control events. The agreements governing the July 2014 CNB Facility also impose certain covenants on the Company, including the following: (i) maintaining a ratio of total debt to tangible net worth of not more than 4.00 to 1.00, (ii) maintaining a ratio of recourse debt to tangible net worth of not more than 3.00 to 1.00, (iii) maintaining a tangible net worth of at least 80% of the Company's net worth as of September 30, 2013, plus 80% of the net



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cash proceeds raised in equity issuances by the Company after July 30, 2014, (iv) maintaining a fixed charge coverage ratio (expressed as the ratio of EBITDA (net income before net interest expense, income tax expense, depreciation and amortization), as defined, to fixed charges) for the immediately preceding 12-month period ending on the last date of the applicable reporting period of at least 1.25 to 1.00, (v) limitations on mergers, consolidations, transfers of assets and similar transactions and (vi) maintaining its status as a REIT. As of September 30, 2014, the Company was in compliance in all material respects with the terms of the July 2014 CNB Facility.

***MetLife Facility***

On August 13, 2014, the Company and certain of its subsidiaries entered into a \$180.0 million revolving master repurchase facility (the MetLife Facility) with Metropolitan Life Insurance Company (MetLife), pursuant to which the Company may sell, and later repurchase, commercial mortgage loans meeting defined eligibility criteria which are approved by MetLife in its sole discretion (Eligible Assets). The initial purchase price paid by MetLife for any Eligible Asset is based on a specified percentage of the relevant value under the MetLife Facility. Advances under the MetLife Facility accrue interest at a per annum rate of 30 day LIBOR plus 2.35%. The Company will pay MetLife, if applicable, an annual make-whole fee equal to the amount by which the aggregate price differential paid over the term of the MetLife Facility is less than the defined minimum price differential, unless certain conditions are met. The initial maturity date of the MetLife Facility is August 12, 2017, subject to two annual extensions at the Company's option, subject to satisfaction of certain conditions, including payment of an extension fee. As of September 30, 2014, the outstanding balance on the MetLife Facility was \$142.1 million.

The agreements governing the MetLife Facility contain various representations and warranties, and impose certain covenants on the Company and certain of its subsidiaries, as borrower under the MetLife Facility, including the following: (a) limitations on the incurrence of additional indebtedness or liens, (b) limitations on how borrowed funds may be used, (c) limitations on certain distributions and dividend payments following a default or event of default, and (d) limitations on dispositions of assets. The agreements governing the MetLife Facility also impose certain covenants on the Company, including the following: (i) maintaining a ratio of total debt to tangible net worth of not more than 4.00 to 1.00, (ii) maintaining a ratio of recourse debt to tangible net worth of not more than 3.00 to 1.00, (iii) maintaining a tangible net worth of at least 80% of the Company's net worth as of September 30, 2013, plus 80% of the net cash proceeds raised in equity issuances by the Company after August 13, 2014, (iv) maintaining a fixed charge coverage ratio (expressed as the ratio of EBITDA (net income before net interest expense, income tax expense, depreciation and amortization), as defined, to fixed charges) for the immediately preceding 12-month period ending on the last date of the applicable reporting period of at least 1.25 to 1.00, and (v) if certain specific debt yield, loan to value or other credit based tests are not met with respect to assets on the MetLife Facility, the Company may be required to repay certain amounts under the MetLife Facility. As of September 30, 2014, the Company was in compliance in all material respects with the terms of the MetLife Facility.

***UBS Facility***

The Company is party to a revolving master repurchase facility (the UBS Facility) with UBS Real Estate Securities Inc. (UBS), which allows the Company to borrow up to \$195.0 million. The Company may sell, and later repurchase, commercial mortgage loans, under certain circumstances, commercial real estate mezzanine loans, and other assets meeting defined eligibility criteria that are approved by UBS in its sole discretion. The initial purchase price paid by UBS for assets financed under the UBS Facility is based on a specified percentage of the relevant value under the UBS Facility. The price differential (or interest rate) on the UBS Facility is one-month LIBOR plus 1.88%, excluding amortization of commitment and exit fees. Upon termination of the UBS Facility, the Company will pay UBS, if applicable, the amount by which the aggregate price differential paid over the term of the UBS Facility is less than the defined minimum price differential and an exit fee, in each case, unless certain conditions are met. The initial maturity date of the UBS Facility is April 7, 2017, subject to annual extensions in UBS's sole discretion. As of September 30, 2014, the outstanding balance on the UBS Facility was \$6.2 million.

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The UBS Facility contains margin call provisions that provide UBS with certain rights if the applicable percentage of the aggregate asset value of the purchased assets under the UBS Facility is less than the aggregate purchase price for such assets. The UBS Facility is fully guaranteed by the Company and requires the Company to maintain certain financial and other covenants including the following: (a) maintaining a ratio of (i) recourse debt to tangible net worth of not more than 3.00 to 1.00 and (ii) total debt to tangible net worth of not more than 4.00 to 1.00, (b) maintaining a tangible net worth of at least 80% of the Company's net worth as of September 30, 2013, plus 80% of net cash proceeds received from all subsequent equity issuances by the Company, and (c) maintaining a fixed charge coverage ratio (expressed as the ratio of adjusted-EBITDA (net income before net interest expense, income tax expense, depreciation and amortization) to fixed charges) for the immediately preceding 12-month period ending on the last day of the applicable reporting period of at least 1.25 to 1.00. In addition, the UBS Facility contains certain affirmative and negative covenants and provisions regarding events of default that are customary

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for similar repurchase facilities. As of September 30, 2014, the Company was in compliance in all material respects with the terms of the UBS Facility.

**Warehouse Lines of Credit**

*ASAP Line of Credit*

ACRE Capital is party to a multifamily as soon as pooled ( ASAP ) sale agreement with Fannie Mae (the ASAP Line of Credit ) to finance installments received from Fannie Mae. To the extent the ASAP Line of Credit remains active through utilization, there is no expiration date. As of September 30, 2014, the ASAP Line of Credit was inactive due to lack of utilization by ACRE Capital. Fannie Mae advances payment to ACRE Capital in two separate installments according to the terms as set forth in the ASAP sale agreement. The first installment is considered an advance to ACRE Capital from Fannie Mae and not a sale until the second advance and settlement is made. As of September 30, 2014 and December 31, 2013, there was no outstanding balance under the ASAP Line of Credit.

*BAML Line of Credit*

ACRE Capital is party to a line of credit with Bank of America, N.A. (the BAML Line of Credit ) of \$80.0 million with a stated interest rate of LIBOR Daily Floating Rate plus 1.60%. The maturity date of the BAML Line of Credit is April 15, 2015. For the three and nine months ended September 30, 2014, the Company incurred a non-utilization fee of \$15 thousand and \$58 thousand, respectively. For the three and nine months ended September 30, 2013, the Company incurred a non-utilization fee of \$8 thousand in each period. As of September 30, 2014, the outstanding balance under the BAML Line of Credit was \$17.5 million. As of December 31, 2013, there was no outstanding balance under the BAML Line of Credit.

The BAML Line of Credit is collateralized by a first lien on ACRE Capital 's interest in the mortgage loans that it originates. Advances from the BAML Line of Credit cannot exceed 100% of the principal amounts of the mortgage loans originated by ACRE Capital and must be repaid at the earlier of the sale or other disposition of the mortgage loans or at the expiration date of the BAML Line of Credit. The terms of the BAML Line of Credit require ACRE Capital to comply with various covenants, including a minimum tangible net worth requirement. As of September 30, 2014, ACRE Capital was in compliance in all material respects with the terms of the BAML Line of Credit.

**2015 Convertible Notes**

On December 19, 2012, the Company issued \$69.0 million aggregate principal amount of the 2015 Convertible Notes. Of this aggregate principal amount, \$60.5 million aggregate principal amount of the 2015 Convertible Notes was sold to the initial purchasers (including \$9.0 million pursuant to the initial purchasers ' exercise in full of their over-allotment option) and \$8.5 million aggregate principal amount of the 2015 Convertible Notes was sold directly to certain directors, officers and affiliates of the Company in a private placement. The 2015 Convertible Notes were issued pursuant to an Indenture, dated December 19, 2012 (the Indenture ), between the Company and U.S. Bank National Association, as trustee. The sale of the 2015 Convertible Notes generated net proceeds of approximately \$66.2 million. Aggregate estimated

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offering expenses in connection with the transaction, including the initial purchasers' discount of approximately \$2.1 million, were approximately \$2.8 million. As of September 30, 2014 and December 31, 2013, the carrying value of the 2015 Convertible Notes was \$68.2 million and \$67.8 million, respectively.

The 2015 Convertible Notes bear interest at a rate of 7.00% per year, payable semiannually in arrears on June 15 and December 15 of each year, beginning on June 15, 2013. The estimated effective interest rate of the 2015 Convertible Notes, which is equal to the stated rate of 7.00% plus the accretion of the original issue discount and associated costs, was 9.4% for the three and nine months ended September 30, 2014 and 2013. For the three and nine months ended September 30, 2014, the interest expense incurred on this indebtedness was \$1.6 million and \$4.7 million, respectively. For the three and nine months ended September 30, 2013, the interest expense incurred on this indebtedness was \$1.2 million and \$3.6 million, respectively. The 2015 Convertible Notes will mature on December 15, 2015 (the Maturity Date), unless previously converted or repurchased in accordance with their terms. The 2015 Convertible Notes are the Company's senior unsecured obligations and rank senior in right of payment to the Company's existing and future indebtedness that is expressly subordinated in right of payment to the 2015 Convertible Notes; equal in right of payment to the Company's existing and future unsecured indebtedness that is not so subordinated; effectively junior in right of payment to any of the Company's secured indebtedness (including existing unsecured indebtedness that the Company later secures) to the extent of the value of the assets securing such

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indebtedness; and structurally junior to all existing and future indebtedness (including trade payables) incurred by the Company's subsidiaries, financing vehicles or similar facilities.

Prior to the close of business on the business day immediately preceding June 15, 2015, holders may convert their 2015 Convertible Notes only under certain circumstances as set forth in the Indenture. On or after June 15, 2015 until the close of business on the scheduled trading day immediately preceding the Maturity Date, holders may convert their 2015 Convertible Notes at any time. Upon conversion, the Company will pay or deliver, as the case may be, at its election, cash, shares of its common stock or a combination of cash and shares of its common stock. The conversion rate is initially 53.6107 shares of common stock per \$1,000 principal amount of 2015 Convertible Notes (equivalent to an initial conversion price of approximately \$18.65 per share of common stock). The conversion rate will be subject to adjustment in some events, including for regular quarterly dividends in excess of \$0.35 per share, but will not be adjusted for any accrued and unpaid interest. In addition, if certain corporate events occur prior to the Maturity Date, the conversion rate will be increased but will in no event exceed 61.6523 shares of common stock per \$1,000 principal amount of 2015 Convertible Notes.

Prior to June 26, 2013, the Company could not elect to issue shares of common stock upon conversion of the 2015 Convertible Notes to the extent such election would result in the issuance of 20% or more of the common stock outstanding immediately prior to the issuance of the 2015 Convertible Notes until the Company received stockholder approval for issuances above this threshold. Until such stockholder approval was obtained, the Company could not share-settle the full conversion option. As a result, the embedded conversion option did not qualify for equity classification and instead was separately valued and accounted for as a derivative liability. The initial value allocated to the derivative liability was \$1.7 million, which represented a discount to the debt cost to be amortized through other interest expense using the effective interest method through the maturity of the 2015 Convertible Notes. The effective interest rate used to amortize the debt discount on the 2015 Convertible Notes was 9.4%. During each reporting period, the derivative liability was marked to fair value through earnings.

On June 26, 2013, stockholder approval was obtained for the issuance of shares in excess of 20% of the Company's common stock outstanding to satisfy any conversions of the 2015 Convertible Notes. As a result, the Company has the ability to fully settle in shares the conversion option and the embedded conversion option is no longer required to be separately valued and accounted for as a derivative liability on a prospective basis. As of June 26, 2013, the conversion option's cumulative value of \$86 thousand was reclassified to additional paid-in capital and will no longer be marked-to-market through earnings. The remaining debt discount of \$1.5 million as of June 26, 2013, which arose at the date of debt issuance from the original bifurcation, will continue to be amortized through other interest expense. As of September 30, 2014 and December 31, 2013, there was no derivative liability.

The Company does not have the right to redeem the 2015 Convertible Notes prior to the Maturity Date, except to the extent necessary to preserve its qualification as a REIT. No sinking fund is provided for the 2015 Convertible Notes. In addition, if the Company undergoes certain corporate events that constitute a fundamental change, the holders of the 2015 Convertible Notes may require the Company to repurchase for cash all or part of their 2015 Convertible Notes at a repurchase price equal to 100% of the principal amount of the 2015 Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date.

## **7. ALLOWANCE FOR LOSS SHARING**

Loans originated and sold by ACRE Capital to Fannie Mae under the Fannie Mae DUS program are subject to the terms and conditions of a Master Loss Sharing Agreement by ACRE Capital, which was amended and restated during 2012. Under the Master Loss Sharing Agreement, ACRE Capital is responsible for absorbing certain losses incurred by Fannie Mae with respect to loans originated under the DUS program, as described below in more detail.

The losses incurred with respect to individual loans are allocated between ACRE Capital and Fannie Mae based on the loss level designation ( Loss Level ) for the particular loan. Loans are designated as Loss Level I, Loss Level II or Loss Level III. All loans are designated Loss Level I unless Fannie Mae and ACRE Capital agree upon a different Loss Level for a particular loan at the time of the loan commitment, or if Fannie Mae determines that the loan was not underwritten, processed or serviced according to Fannie Mae guidelines.

Losses on Loss Level I loans are shared 33.33% by ACRE Capital and 66.67% by Fannie Mae. The maximum amount of ACRE Capital's risk-sharing obligation with respect to any Loss Level I loan is 33.33% of the original principal amount of the loan. Losses incurred in connection with Loss Level II and Loss Level III loans are allocated disproportionately to ACRE Capital until ACRE Capital has absorbed the maximum level of its risk-sharing obligation with respect to the particular loan. The maximum loss allocable to ACRE Capital for Loss Level II loans is 30% of the original principal amount of the loan, and for Loss Level III loans is 40% of the original principal amount of the loan.

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According to the Master Loss Sharing Agreement, Fannie Mae may unilaterally increase the amount of the risk-sharing obligation of ACRE Capital with respect to individual loans without regard to a particular Loss Level if (i) the loan does not meet specific underwriting criteria, (ii) the loan is defaulted within twelve (12) months after it is purchased by Fannie Mae, or (iii) Fannie Mae determines that there was fraud, material misrepresentation or gross negligence by ACRE Capital in its underwriting, closing, delivery or servicing of the loan. Under certain limited circumstances, Fannie Mae may require ACRE Capital to absorb 100% of the losses incurred on a loan by requiring ACRE Capital to repurchase the loan.

The amount of loss incurred on a particular loan is determined at the time the loss is incurred, for example, at the time a property is foreclosed by Fannie Mae (whether acquired by Fannie Mae or a third party) or at the time a loan is modified in connection with a default. Losses may be determined by reference to the price paid by a third party at a foreclosure sale or by reference to an appraisal obtained by Fannie Mae in connection with the default on the loan.

In connection with the Company's acquisition of ACRE Capital, Alliant, Inc., a Florida corporation, and The Alliant Company, LLC, a Florida limited liability company (the Sellers), are jointly and severally obligated to fund directly (if permitted) or to reimburse ACRE Capital for amounts due and owing after the closing date to Fannie Mae pursuant to ACRE Capital's allowance for loss sharing with respect to settlement of certain DUS program mortgage loans originated and serviced by ACRE Capital, subject to certain limitations. In addition, the Sellers are jointly and severally obligated to indemnify ACRE Capital for, among other things, certain losses arising from Sellers' failure to fulfill the funding or reimbursement obligations described above. As of September 30, 2014 and December 31, 2013, the preliminary estimate of the portion of such contributions towards such losses relating to the allowance for loss sharing of ACRE Capital is \$996 thousand and \$2.0 million, respectively, and is included within other assets in the consolidated balance sheets. Additionally, with respect to the settlement of certain non-designated DUS program mortgage loans originated and serviced by ACRE Capital, the Sellers are jointly and severally obligated to fund directly (if permitted) or to reimburse ACRE Capital in each of the three 12 month periods following the closing date for eighty percent (80%) of amounts due and owing after the closing date to Fannie Mae pursuant to ACRE Capital's allowance for loss sharing in excess of \$2.0 million during such 12 month period; provided that in no event shall Sellers obligations exceed in the aggregate \$3.0 million for the entire three year period.

ACRE Capital uses several tools to manage its risk-sharing obligation, including maintenance of disciplined underwriting and approval processes and procedures, and periodic review and evaluation of underwriting criteria based on underlying multifamily housing market data and limitation of exposure to particular geographic markets and submarkets and to individual borrowers. In situations where payment under the guaranty is probable and estimable on a specific loan, the Company records an additional liability through a charge to the provision for loss sharing in the consolidated statements of operations. The amount of the provision reflects the Company's assessment of the likelihood of payment by the borrower, the estimated disposition value of the underlying collateral and the level of risk-sharing. Historically, among other factors, the loss recognition occurs at or before the loan becoming 60 days delinquent.

A summary of the Company's allowance for loss sharing for the nine months ended September 30, 2014 is as follows (\$ in thousands):

Beginning balance, as of December 31, 2013	\$	16,480
Current period provision for loss sharing		(1,346)
Settlements/Writeoffs		(1,812)
Ending balance, as of September 30, 2014	\$	13,322

As of September 30, 2014 and December 31, 2013, the maximum quantifiable allowance for loss sharing associated with the Company's guarantees under the Fannie Mae DUS agreement was \$1.2 billion and \$1.3 billion, respectively, from a total recourse at risk pool of \$3.4 billion and \$3.7 billion, respectively. Additionally, as of September 30, 2014 and December 31, 2013, the non-at risk pool was \$2.8 million and

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\$5.2 million, respectively. The at risk pool is subject to Fannie Mae's Master Loss Sharing Agreement and the non-at risk pool is not subject to such agreement. The maximum quantifiable allowance for loss sharing is not representative of the actual loss the Company would incur. The Company would be liable for this amount only if all of the loans it services for Fannie Mae, for which the Company retains some risk of loss, were to default and all of the collateral underlying these loans was determined to be without value at the time of settlement.



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**8. COMMITMENTS AND CONTINGENCIES**

The Company has various commitments to fund investments in its portfolio, extend credit and sell loans as described below.

As of September 30, 2014 and December 31, 2013, the Company had the following commitments to fund various stretch senior mortgage loans, transitional senior mortgage loans, subordinated and mezzanine debt investments, as well as preferred equity investments accounted for as loans held for investment:

<u>\$ in thousands</u>	As of	
	September 30, 2014	December 31, 2013
Total commitments	\$ 1,415,902	\$ 1,191,212
Less: funded commitments	(1,247,276)	(1,050,674)
Total unfunded commitments	\$ 168,626	\$ 140,538

Commitments to extend credit by ACRE Capital are generally agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Occasionally, the commitments may expire without being drawn upon; therefore, the total commitment amounts do not necessarily represent future cash requirements. As of September 30, 2014 and December 31, 2013, ACRE Capital had the following commitments to sell and fund loans:



**9. DERIVATIVES**

*Non-designated Hedges*

Derivatives not designated as hedges are derivatives that do not meet the criteria for hedge accounting under GAAP or for which the Company has not elected to designate as hedges. Changes in the fair value of derivatives related to the loan commitments and forward sale commitments are recorded directly in gains from mortgage banking activities in the consolidated statements of operations.

*Loan commitments and forward sale commitments*

Through its subsidiary, ACRE Capital, the Company enters into loan commitments with borrowers on loan originations whereby the interest rate on the prospective loan is determined prior to funding. In general, ACRE Capital simultaneously enters into forward sale commitments with investors in order to hedge against the interest rate exposure on loan commitments. The forward sale commitment with the investor locks in an interest rate and price for the sale of the loan. The terms of the loan commitment with the borrower and the forward sale commitment with the investor are matched with the objective of hedging interest rate risk. Loan commitments and forward sale commitments are considered undesignated derivative instruments. Accordingly, such commitments, along with any related fees received from potential borrowers, are recorded at fair value, with changes in fair value recorded in earnings. For the three months ended September 30, 2014, the Company entered into 11 loan commitments and 11 forward sale commitments. For the nine months ended September 30, 2014, the Company entered into 21 loan commitments and 21 forward sale commitments. For the three and nine months ended September 30, 2013, the Company entered into 12 loan commitments and 12 forward sale commitments.

As of September 30, 2014, the Company had two loan commitments with a total notional amount of \$15.7 million and six forward sale commitments with a total notional amount of \$39.8 million, with maturities ranging from one to 56 days that were not designated as hedges in qualifying hedging relationships. As of December 31, 2013, the Company had two loan commitments with a total notional amount of \$51.8 million and five forward sale commitments with a total notional amount of \$56.1 million, with maturities ranging from 24 to 60 days that were not designated as hedges in qualifying hedging relationships.

Table of Contents*Right to acquire MSRs*

In connection with the acquisition of ACRE Capital, the Company assumed the right to acquire the servicing for certain HUD loans at a future date. This right was contingent upon satisfaction of certain conditions, which were all satisfied in the fourth quarter of 2013. Accordingly, the Company assumed servicing of these loans as of January 1, 2014. Pursuant to the acquisition method of accounting, a gain on acquisition related to these MSRs was recognized retrospectively as of August 30, 2013, the acquisition date of Alliant Capital. The derivative asset associated with the right to service these loans in 2014 is included within other assets in the consolidated balance sheets as of December 31, 2013.

*Embedded conversion option*

In connection with the issuance of the 2015 Convertible Notes, the Company could not elect to issue shares of common stock upon conversion of the 2015 Convertible Notes to the extent such election would result in the issuance of 20% or more of the common stock outstanding immediately prior to the issuance of the 2015 Convertible Notes until the Company received stockholder approval for issuances above this threshold. As a result, the embedded conversion option did not qualify for equity classification and instead was separately valued and accounted for as a derivative liability. On June 26, 2013, stockholder approval was obtained for the issuance of shares in excess of 20% of the Company's common stock outstanding to satisfy any conversions of the 2015 Convertible Notes. As a result, the Company had the ability to fully settle in shares the conversion option and the embedded conversion option was no longer required to be separately valued and accounted for as a derivative liability on a prospective basis. As of September 30, 2014 and December 31, 2013, there was no derivative liability. For the nine months ended September 30, 2013, changes in the fair value of the embedded conversion option are included within changes in fair value of derivatives in the consolidated statements of operations.

The table below presents the fair value of the Company's derivative financial instruments as well as their classification within the Company's consolidated balance sheets as of September 30, 2014 and December 31, 2013 (\$ in thousands):

	September 30, 2014		As of December 31, 2013	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivatives not designated as hedging instruments</b>				
Loan commitments	Other assets	\$ 717	Other assets	\$ 2,038
Forward sale commitments	Other assets	150	Other assets	272
Right to acquire MSRs	Other assets	-	Other assets	1,717
Forward sale commitments	Other liabilities	(124)	Other liabilities	(500)
<b>Total derivatives not designated as hedging instruments</b>		\$ 743		\$ 3,527

**10. STOCKHOLDERS EQUITY**

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On May 9, 2013, the Company filed a registration statement on Form S-3 (the Shelf Registration Statement), with the SEC in order to permit the Company to offer, from time to time, in one or more offerings or series of offerings up to \$1.5 billion of the Company's common stock, preferred stock, debt securities, subscription rights to purchase shares of the Company's common stock, warrants representing rights to purchase shares of the Company's common stock, preferred stock or debt securities, or units. On June 17, 2013, the registration statement was declared effective by the SEC.

On June 21, 2013, the Company priced a public offering of 18,000,000 shares of its common stock at a public offering price of \$13.50 per share (the Offering), raising gross proceeds of approximately \$243.0 million. The Company incurred approximately \$8.4 million in offering expenses related to the public offering resulting in net proceeds of \$234.6 million. In connection with the Offering, the Company also granted the underwriters an option to purchase up to an additional 2.7 million shares of common stock. On July 9, 2013, the Company sold 601,590 shares of its common stock to the underwriters, pursuant to the underwriters' partial exercise of the option to purchase additional shares. The Company raised approximately \$7.7 million in net proceeds from the sale of these additional shares of its common stock, which brought the total net proceeds of the offering to approximately \$242.3 million. The Offering was made under the Company's Shelf Registration Statement.

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The net proceeds from the Offering are being used to invest in target investments, repay indebtedness, fund future funding commitments on existing loans and for other general corporate purposes.

In connection with the Company's acquisition of ACRE Capital, on August 30, 2013, the Company issued 588,235 shares of its common stock to the Sellers in a private placement exempt from registration under Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act").

### **Equity Incentive Plan**

On April 23, 2012, the Company adopted an equity incentive plan (the "2012 Equity Incentive Plan"). Pursuant to the 2012 Equity Incentive Plan, the Company may grant awards consisting of restricted shares of the Company's common stock, restricted stock units and/or other equity-based awards to the Company's outside directors, employees, officers, ACREM and other eligible awardees under the plan, subject to an aggregate limitation of 690,000 shares of common stock (7.5% of the issued and outstanding shares of the Company's common stock immediately after giving effect to the issuance of the shares sold in the IPO). Any restricted shares of the Company's common stock and restricted stock units will be accounted for under FASB ASC Topic 718, *Compensation - Stock Compensation* (ASC 718), resulting in share-based compensation expense equal to the grant date fair value of the underlying restricted shares of common stock or restricted stock units.

Restricted stock grants generally vest ratably over a one to four year period from the vesting start date. The grantee receives additional compensation for each outstanding restricted stock grant, classified as dividends paid, equal to the per-share dividends received by common stockholders.

During the nine months ended September 30, 2014, an ACRE Capital employee was granted restricted stock that vests in proportion to certain financial performance targets being met over a specified period of time. The fair value of the performance based restricted stock granted is recorded to expense on an accelerated basis using the accelerated attribution method over the performance period for the award, with an offsetting increase in stockholders' equity.

The following table details the restricted stock grants awarded as of September 30, 2014:

<b>Grant Date</b>	<b>Vesting Start Date</b>	<b>Shares Granted</b>
May 1, 2012	July 1, 2012	35,135
June 18, 2012	July 1, 2012	7,027
July 9, 2012	October 1, 2012	25,000
June 26, 2013	July 1, 2013	22,526
November 25, 2013	November 25, 2016	30,381
January 31, 2014	March 15, 2015	48,273
February 26, 2014	February 26, 2014	12,030
February 27, 2014	August 27, 2014	22,354
June 24, 2014	June 24, 2014	17,658
Total		220,384

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The following tables summarize the non-vested shares of restricted stock and the vesting schedule of shares of restricted stock for directors, officers and employees as of September 30, 2014.

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*Schedule of Non-Vested Share and Share Equivalents*

	<b>Restricted Stock Grants Directors</b>	<b>Restricted Stock Grants Officer</b>	<b>Restricted Stock Grants Employees</b>	<b>Total</b>
Balance as of December 31, 2013	25,420	17,186	30,381	72,987
Granted	29,688	-	70,627	100,315
Vested	(24,372)	(4,686)	(4,471)	(33,529)
Forfeited	(2,494)	-	-	(2,494)
Balance as of September 30, 2014	28,242	12,500	96,537	137,279

*Future Anticipated Vesting Schedule*

	<b>Restricted Stock Grants Directors</b>	<b>Restricted Stock Grants Officer</b>	<b>Restricted Stock Grants Employees (1)</b>	<b>Total</b>
2014	6,918	1,564	-	8,482
2015	16,320	6,250	8,942	31,512
2016	4,170	4,686	39,322	48,178
2017	834	-	-	834
2018	-	-	-	-
Total	28,242	12,500	48,264	89,006

(1) Future anticipated vesting related to employees that were granted restricted stock that vests in proportion to certain financial performance targets being met over a specified period of time are not included due to uncertainty in actual vesting date.

**11. EARNINGS PER SHARE**

The following information sets forth the computations of basic and diluted earnings per common share for the three and nine months ended September 30, 2014:

<u>\$ in thousands (except share and per share data)</u>	<b>For the three months ended September 30,</b>		<b>For the nine months ended September 30,</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>

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Net income allocable to common stockholders:	\$	4,102	\$	6,884	\$	15,496	\$	10,477
Divided by:								
Basic weighted average shares of common stock outstanding:		28,464,613		27,976,562		28,453,719		15,806,777
Non-vested restricted stock		140,185		51,157		128,634		46,648
Diluted weighted average shares of common stock outstanding:		28,604,798		28,027,719		28,582,353		15,853,425
Basic and diluted earnings per common share:	\$	0.14	\$	0.25	\$	0.54	\$	0.66

The Company has considered the impact of the 2015 Convertible Notes and the restricted shares on diluted earnings per common share. The number of shares of common stock that the 2015 Convertible Notes are convertible into were not included in the computation of diluted net income per common share because the inclusion of those shares would have been anti-dilutive for the three and nine months ended September 30, 2014 and 2013.



Table of Contents**12. INCOME TAX**

As discussed in Note 1, the Company established a TRS, TRS Holdings, in connection with the acquisition of ACRE Capital. In addition, in December 2013 and March 2014, the Company formed ACRC W TRS and ACRC U TRS, respectively, in order to issue and hold certain loans intended for sale. The TRS income tax provision consisted of the following for the three and nine months ended September 30, 2014 and 2013 (\$ in thousands):

	For the three months ended September 30,		For the nine months ended September 30,	
	2014	2013	2014	2013
Current	\$ (817)	\$ 195	\$ (1,279)	\$ 195
Deferred	(356)	301	(485)	301
Total income tax expense (benefit)	\$ (1,173)	\$ 496	\$ (1,764)	\$ 496

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are presented net by tax jurisdiction and are included within other assets and other liabilities in the consolidated balance sheets, respectively. As of September 30, 2014, the TRS U.S. tax jurisdiction was in a net deferred tax liability position. The following table presents the U.S. tax jurisdiction and the tax effects of temporary differences on their respective net deferred tax assets and liabilities (\$ in thousands). The TRS are not currently subject to tax in any foreign tax jurisdictions.

	As of	
	September 30, 2014	December 31, 2013
<b>Deferred tax assets</b>		
Mortgage servicing rights	\$ 2,246	\$ 749
Other temporary differences	569	125
Sub-total-deferred tax assets	2,815	874
<b>Deferred tax liabilities</b>		
Basis difference in assets from acquisition of ACRE Capital	\$ (2,654)	\$ (2,810)
Components of gains from mortgage banking activities	(2,415)	(893)
Amortization of intangible assets	(139)	(49)
Sub-total-deferred tax liabilities	(5,208)	(3,752)
<b>Net deferred tax liability</b>	\$ (2,393)	\$ (2,878)

Based on the TRS assessment, it is more likely than not that the deferred tax assets will be realized through future taxable income. The TRS recognize interest and penalties related to unrecognized tax benefits within income tax expense in the consolidated statements of operations. Accrued interest and penalties are included within other liabilities in the consolidated balance sheets.

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The following table is a reconciliation of the TRS effective tax rate to the TRS statutory U.S. federal income tax rate for the three and nine months ended September 30, 2014 and 2013:

	For the three months ended		For the nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Federal statutory rate	35.0 %	35.0 %	35.0 %	35.0 %
State income taxes	2.4 %	5.7 %	2.4 %	5.7 %
Federal benefit of state tax deduction	(0.8)%	(2.0)%	(0.8)%	(2.0)%
Effective tax rate	36.6 %	38.7 %	36.6 %	38.7 %

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*Intercompany Note*

The Company partially capitalized TRS Holdings with a \$44.0 million note. The income statement effects of this obligation are eliminated in consolidation for financial reporting purposes, but the interest income and expense from the note will affect the taxable income of the Company and TRS Holdings.

**13. FAIR VALUE OF FINANCIAL INSTRUMENTS**

The Company follows FASB ASC Topic 820-10, *Fair Value Measurement* ( ASC 820-10 ), which expands the application of fair value accounting. ASC 820-10 defines fair value, establishes a framework for measuring fair value in accordance with GAAP and expands disclosure requirements for fair value measurements. ASC 820-10 determines fair value to be the price that would be received for a financial instrument in a current sale, which assumes an orderly transaction between market participants on the measurement date. The financial instruments recorded at fair value on a recurring basis in the Company's consolidated financial statements are derivative instruments, MSRs and loans held for sale. ASC 820-10 specifies a hierarchy of valuation techniques based on the inputs used in measuring fair value.

In accordance with ASC 820-10, the inputs used to measure fair value are summarized in the three broad levels listed below:

Level I Quoted prices in active markets for identical assets or liabilities.

Level II Prices are determined using other significant observable inputs. Observable inputs are inputs that other market participants would use in pricing a security. These may include quoted prices for similar securities, interest rates, prepayment speeds, credit risk and others.

Level III Prices are determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used.

GAAP requires disclosure of fair value information about financial instruments, whether or not recognized in the financial statements, for which it is practical to estimate the value. In cases where quoted market prices are not available, fair values are based upon the application of discount rates to estimated future cash flows using market yields, or other valuation methodologies. Any changes to the valuation methodology will be reviewed by the Company's management to ensure the changes are appropriate. The methods used may produce a fair value calculation that is not indicative of net realizable value or reflective of future fair values. Furthermore, while the Company anticipates that the valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. The Company uses inputs that are current as of the measurement date, which may fall within periods of market dislocation, during which price transparency may be reduced.

*Financial Instruments Reported at Fair Value*

The Company has certain assets and liabilities that are required to be recorded at fair value on a recurring basis in accordance with GAAP. Financial instruments reported at fair value in the Company's consolidated financial statements include MSRs, right to acquire MSRs, loan commitments, forward sale commitments and loans held for sale.

The following table summarizes the levels in the fair value hierarchy into which the Company's financial instruments were categorized as of September 30, 2014 and December 31, 2013 (\$ in thousands):

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	Fair Value as of September 30, 2014			
	Level I	Level II	Level III	Total
Loans held for sale	\$ -	\$ 24,712	\$ -	\$ 24,712
Mortgage servicing rights	-	-	59,614	59,614
Derivative assets:				
Loan commitments	-	-	717	717
Forward sale commitments	-	-	150	150
Derivative liabilities:				
Forward sale commitments	-	-	(124)	(124)

	Fair Value as of December 31, 2013			
	Level I	Level II	Level III	Total
Loans held for sale	\$ -	\$ 89,233	\$ -	\$ 89,233
Mortgage servicing rights	-	-	59,640	59,640
Derivative assets:				
Loan commitments	-	-	2,038	2,038
Forward sale commitments	-	-	272	272
Right to acquire MSR	-	-	1,717	1,717
Derivative liabilities:				
Forward sale commitments	-	-	(500)	(500)

There were no transfers between the levels as of September 30, 2014 and December 31, 2013. Transfers between levels are recognized based on the fair value of the financial instrument at the beginning of the period.

Loan commitments and forward sale commitments are valued based on a discounted cash flow model that incorporates changes in interest rates during the period. The MSR and right to acquire MSR are valued based on discounted cash flow models that calculate the present value of estimated future net servicing income. The model considers contractually specified servicing fees, prepayment assumptions, delinquency rates, late charges, other ancillary revenue, costs to service and other economic factors. The loans held for sale are valued based on discounted cash flow models that incorporate quoted observable prices from market participants. The valuation of derivative instruments are determined using widely accepted valuation techniques, including market yield analyses and discounted cash flow analysis on the expected cash flows of each derivative.

The following table summarizes the significant unobservable inputs the Company used to value financial instruments categorized within Level III as of September 30, 2014 (\$ in thousands):

Asset Category	Fair Value	Primary Valuation Technique	Unobservable Input		Weighted Average
			Input	Range	
Mortgage servicing rights	\$ 59,614	Discounted cash flow	Discount rate	8-14%	12%
Loan commitments and forward sale commitments	743	Discounted cash flow	Discount rate	12-12%	12%

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The following table summarizes the significant unobservable inputs the Company used to value financial instruments categorized within Level III as of December 31, 2013 (\$ in thousands):

Asset Category	Fair Value	Primary Valuation Technique	Unobservable Input		Weighted Average
			Input	Range	
Mortgage servicing rights	\$ 59,640	Discounted cash flow	Discount rate	8 - 14%	12%
Loan commitments and forward sale commitments	1,810	Discounted cash flow	Discount rate	8 - 12%	8%
Right to acquire MSRs	1,717	Discounted cash flow	Discount rate	8 - 8%	8%

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The table above is not intended to be all-inclusive, but instead is intended to capture the significant unobservable inputs relevant to the Company's determination of fair values. Changes in market yields, discount rates or EBITDA multiples, each in isolation, may have changed the fair value of the financial instruments. Generally, an increase in market yields or discount rates or decrease in EBITDA multiples may have resulted in a decrease in the fair value of the financial instruments.

The Company's management is responsible for the Company's fair value valuation policies, processes and procedures related to Level III financial instruments. The Company's management reports to the Company's Chief Financial Officer, who has final authority over the valuation of the Company's Level III financial instruments.

The following table summarizes the change in derivative assets and liabilities classified as Level III related to mortgage banking activities for the nine months ended September 30, 2014 and 2013 (\$ in thousands):

		<b>As of and for the nine months ended September 30, 2014</b>
Beginning balance, as of December 31, 2013	\$	3,527
Settlements		(7,985)
Realized gains (losses) recorded in net income (1)		4,458
Unrealized gains (losses) recorded in net income (1)		743
Ending balance, as of September 30, 2014	\$	743

		<b>As of and for the nine months ended September 30, 2013</b>
Derivative assets and liabilities acquired in the ACRE Capital acquisition, net (See Note 17)	\$	94
Settlements		(1,355)
Realized gains (losses) recorded in net income (1)		1,261
Unrealized gains (losses) recorded in net income (1)		2,581
Ending balance, as of September 30, 2013	\$	2,581

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(1) Realized and unrealized gains (losses) from derivatives are included within gains from mortgage banking activities in the consolidated statements of operations.

The following table summarizes the change in the embedded conversion option classified as Level III for the nine months ended September 30, 2013 (\$ in thousands):

		<b>As of and for the nine months ended September 30, 2013</b>
Beginning balance, as of December 31, 2012	\$	(1,825)
Unrealized gain on the embedded conversion option		1,739(1)
Reclassification of additional paid-in capital		86
Ending balance, as of September 30, 2013	\$	-

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(1) The unrealized gain on the embedded conversion option is included within changes in fair value of derivatives in the consolidated statements of operations for the nine months ended September 30, 2013. The Company reclassified certain prior quarter and prior year amounts included within other interest expense related to the fair value of the derivative to conform to the Company's presentation for the nine months ended September 30, 2014.

See Note 4 for the changes in MSRs that are classified as Level III.

As of September 30, 2014 and December 31, 2013, the carrying values and fair values of the Company's financial assets and liabilities recorded at cost are as follows (\$ in thousands):



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	Level in Fair Value Hierarchy	As of			
		September 30, 2014		December 31, 2013	
		Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets:					
Loans held for investment	3	\$ 1,238,292	\$ 1,238,292	\$ 958,495	\$ 958,495
Financial liabilities:					
Secured funding agreements	2	\$ 341,991	\$ 341,991	\$ 264,419	\$ 264,419
Warehouse lines of credit	2	17,544	17,544	-	-
Convertible notes	2	68,240	68,240	67,815	67,815
Commercial mortgage-backed securitization debt (consolidated VIE)	3	219,043	219,043	395,027	395,027
Collateralized loan obligation securitization debt (consolidated VIE)	3	308,703	308,703	-	-

The carrying values of cash and cash equivalents, restricted cash, interest receivable and accrued expenses approximate their fair values due to their short-term nature.

Loans held for investment are recorded at cost, net of unamortized loan fees and origination costs and net of an allowance for loan losses. The Company may record fair value adjustments on a nonrecurring basis when it has determined that it is necessary to record a specific reserve against a loan and the Company measures such specific reserve using the fair value of the loan's collateral. To determine the fair value of the collateral, the Company may employ different approaches depending on the type of collateral. The Funding Agreements, CMBS debt and collateralized loan obligation ( CLO ) debt are recorded at outstanding principal and the convertible notes are recorded at carrying value, which is the Company's best estimate of the fair value.

#### 14. RELATED PARTY TRANSACTIONS

##### *Management Agreements*

The Company was party to an interim management agreement with ACREM prior to the IPO. Pursuant to the interim management agreement, ACREM provided investment advisory and management services to the Company on an interim basis until the IPO. For providing these services, ACREM received only reimbursements from the Company for any third party costs that ACREM incurred on behalf of the Company.

On April 25, 2012, in connection with the Company's IPO, the Company entered into a management agreement (the Management Agreement) with ACREM under which ACREM, subject to the supervision and oversight of the Company's board of directors, will be responsible for, among other duties, (a) performing all of the Company's day-to-day functions, (b) determining the Company's investment strategy and guidelines in conjunction with the Company's board of directors, (c) sourcing, analyzing and executing investments, asset sales and financing, and (d) performing portfolio management duties.

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In addition, ACREM has an Investment Committee that oversees compliance with the Company's investment strategy and guidelines, investment portfolio holdings and financing strategy.

Effective May 1, 2012, in exchange for its services, ACREM is entitled to receive a base management fee, an incentive fee, expense reimbursements, grants of equity-based awards pursuant to the Company's 2012 Equity Incentive Plan and a termination fee, if applicable.

The base management fee is equal to 1.5% of the Company's stockholders' equity per annum, which is calculated and payable quarterly in arrears in cash. For purposes of calculating the base management fee, stockholders' equity means: (a) the sum of (i) the net proceeds from all issuances of the Company's equity securities since inception (allocated on a pro rata daily basis for such issuances during the fiscal quarter of any such issuance), plus (ii) the Company's retained earnings at the end of the most recently completed fiscal quarter determined in accordance with GAAP (without taking into account any non-cash equity compensation expense incurred in current or prior periods); less (b) (x) any amount that the Company has paid to repurchase the Company's common stock since inception, (y) any unrealized gains and losses and other non-cash items that

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have impacted stockholders' equity as reported in the Company's consolidated financial statements prepared in accordance with GAAP, and (z) one-time events pursuant to changes in GAAP, and certain non-cash items not otherwise described above, in each case after discussions between ACREM and the Company's independent directors and approval by a majority of the Company's independent directors. As a result, the Company's stockholders' equity, for purposes of calculating the management fee, could be greater or less than the amount of stockholders' equity shown on the Company's consolidated financial statements.

The incentive fee is an amount, not less than zero, equal to the difference between: (a) the product of (i) 20% and (ii) the difference between (A) the Company's Core Earnings (as defined below) for the previous 12-month period, and (B) the product of (1) the weighted average of the issue price per share of the Company's common stock of all of the Company's public offerings of common stock multiplied by the weighted average number of all shares of common stock outstanding (including any restricted shares of the Company's common stock, restricted stock units or any shares of the Company's common stock not yet issued, but underlying other awards granted under the Company's 2012 Equity Incentive Plan (See Note 10)) in the previous 12-month period, and (2) 8%; and (b) the sum of any incentive fees earned by ACREM with respect to the first three fiscal quarters of such previous 12-month period; *provided, however*, that no incentive fee is payable with respect to any fiscal quarter unless cumulative Core Earnings for the 12 most recently completed fiscal quarters is greater than zero. Core Earnings is a non-GAAP measure and is defined as GAAP net income (loss) computed in accordance with GAAP, excluding non-cash equity compensation expense, the incentive fee, depreciation and amortization (to the extent that any of the Company's target investments are structured as debt and the Company forecloses on any properties underlying such debt), any unrealized gains, losses or other non-cash items recorded in net income (loss) for the period, regardless of whether such items are included in other comprehensive income or loss, or in net income (loss), and one-time events pursuant to changes in GAAP and certain non-cash charges after discussions between ACREM and the Company's independent directors and after approval by a majority of the Company's independent directors. No incentive fees were earned for the three and nine months ended September 30, 2014 and 2013.

The Company reimburses ACREM at cost for operating expenses that ACREM incurs on the Company's behalf, including expenses relating to legal, financial, accounting, servicing, due diligence and other services. The Company's reimbursement obligation is not subject to any dollar limitation other than as noted below with respect to the Servicing Limitation and the Restricted Cost Amendment (as defined below).

The Company will not reimburse ACREM for the salaries and other compensation of its personnel, except for the allocable share of the salaries and other compensation of the Company's (a) Chief Financial Officer, based on the percentage of his time spent on the Company's affairs and (b) other corporate finance, tax, accounting, internal audit, legal, risk management, operations, compliance and other non-investment professional personnel of ACREM or its affiliates who spend all or a portion of their time managing the Company's affairs based on the percentage of their time spent on the Company's affairs (collectively, Personnel Expenses). The Company is also required to pay its pro rata portion of rent, telephone, utilities, office furniture, equipment, machinery and other office, internal and overhead expenses of ACREM and its affiliates that are required for the Company's operations (collectively, Overhead Expenses). The initial term of the Management Agreement will end May 1, 2015, with automatic one-year renewal terms. Except under limited circumstances, upon a termination of the Management Agreement, the Company will pay ACREM a termination fee equal to three times the average annual base management fee and incentive fee received by ACREM during the 24-month period immediately preceding the most recently completed fiscal quarter prior to the date of termination, each as described above.

Certain of the Company's subsidiaries, along with the Company's lenders under the Wells Fargo Facility, the Citibank Facility, the MetLife Facility and the UBS Facility, as well as under the CMBS and CLO have entered into various servicing agreements with ACREM's subsidiary servicer, Ares Commercial Real Estate Servicer LLC (ACRES), a Standard & Poor's-rated commercial primary and special servicer that is included on Standard & Poor's Select Servicer List. Effective May 1, 2012, ACRES agreed that no servicing fees pursuant to these servicing agreements would be charged to the Company or its subsidiaries for so long as the Management Agreement remains in effect, but that ACRES will continue to receive reimbursement for overhead related to servicing and operational activities pursuant to the terms of the Management Agreement (the Servicing Limitation).

Effective as of September 30, 2013, the Company and ACREM entered into an amendment to the Management Agreement (the "Restricted Cost Amendment") whereby ACREM agreed not to seek reimbursement of Restricted Costs (as defined below), in excess of \$1.0 million per quarter for the quarterly periods that ended on September 30, 2013, December 31, 2013, March 31, 2014 and June 30, 2014. The Company and ACREM entered into a second amendment to the Management Agreement, effective as of September 30, 2014, which extends the Restricted Cost Amendment such that ACREM has agreed not to seek reimbursement of Restricted Costs in excess of \$1.0 million per quarter for the quarterly period ended September 30, 2014 and the quarterly period ending December 31, 2014. Restricted Costs are Personnel Expenses and Overhead Expenses incurred in the ordinary course of the Company's origination business and do not include any Personnel Expenses or Overhead Expenses that were incurred in connection with transactions outside our ordinary course of business, including without limitation, transactions for the acquisition of a portfolio of investments or for the acquisition of another company or its assets and business.

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Summarized below are the related-party costs incurred by the Company, including ACRE Capital, for the three and nine months ended September 30, 2014 and 2013 and amounts payable to the Manager as of September 30, 2014 and December 31, 2013 (\$ in thousands):

<u>\$ in thousands</u>	Incurred				Payable	
	For the three months ended September 30,		For the nine months ended September 30,		September 30,	As of December 31,
	2014	2013	2014	2013	2014	2013
<b><i>Affiliate Payments</i></b>						
Management fees	\$ 1,475	\$ 1,487	\$ 4,445	\$ 2,744	\$ 1,475	\$ 1,497
General and administrative expenses	1,000	1,000	3,000	2,610	1,000	1,000
Direct costs	179	332	434	470	179	299
	\$ 2,654	\$ 2,819	\$ 7,879	\$ 5,824	\$ 2,654	\$ 2,796

### ***Ares Investments***

As of September 30, 2014 and December 31, 2013, Ares Investments Holdings LLC owned \$1.2 million aggregate principal amount of the 2015 Convertible Notes.

### ***Credit Support Fee Agreement***

On July 30, 2014, the Company and certain of its subsidiaries entered into a Credit Support Fee Agreement with Ares under which the Company agreed to pay Ares a credit support fee in an amount equal to 1.50% per annum times the average amount of the loans outstanding under the July 2014 CNB Facility and to reimburse Ares for its out-of-pocket costs and expenses in connection with the transaction. During the three months ended September 30, 2014, the Company incurred a credit support fee of \$40 thousand under the July 2014 CNB Facility which is included within interest expense in the Company's consolidated statements of operations. In connection with the Credit Support Fee Agreement on July 30, 2014, the Company entered into a Pledge Agreement pursuant to which the Company pledged to Ares its ownership interests in its wholly owned direct subsidiary, ACRC Holdings LLC, the holding entity for the Company's principal lending business. See Note 6 for more information.

## **15. DIVIDENDS AND DISTRIBUTIONS**

The following table summarizes the Company's dividends declared during the nine months ended September 30, 2014 and 2013 (\$ in thousands, except per share data):

Date declared	Record date	Payment date	Per share amount	Total amount
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August 6, 2014	September 30, 2014	October 15, 2014	\$	0.25	\$	7,151
May 7, 2014	June 30, 2014	July 16, 2014		0.25		7,151
March 17, 2014	March 31, 2014	April 16, 2014		0.25		7,147
Total cash dividends declared for the nine months ended September 30, 2014			\$	0.75	\$	21,449
August 7, 2013	September 30, 2013	October 17, 2013	\$	0.25	\$	7,119
May 15, 2013	June 28, 2013	July 18, 2013		0.25		6,822
March 14, 2013	April 08, 2013	April 18, 2013		0.25		2,317
Total cash dividends declared for the nine months ended September 30, 2013			\$	0.75	\$	16,258

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**16. VARIABLE INTEREST ENTITIES**

*Consolidated VIEs*

As discussed in Note 2, the Company evaluates all of its investments and other interests in entities for consolidation, including its investments in: (a) the CMBS transaction and the Company's retained interests in the subordinated classes of the Certificates (as defined below) issued by the Trust (as defined below) it initiated and (b) the CLO transaction and the Company's retained interests in the subordinated notes and preferred equity of the Issuer (as defined below), all of which are generally considered to be variable interests in a VIE.

*CMBS Securitization*

On November 19, 2013, ACRC 2013-FL1 Depositor LLC (the Depositor), a wholly owned subsidiary of the Company, entered into a Pooling and Servicing Agreement, dated as of November 1, 2013, which was amended on March 28, 2014, (the Pooling and Servicing Agreement), with Wells Fargo Bank, National Association, as master servicer (Wells Fargo), Ares Commercial Real Estate Servicer LLC (Ares Servicer), U.S. Bank National Association, as trustee, certificate administrator, paying agent and custodian, and Trimont Real Estate Advisors, Inc., as trust advisor, in connection with forming ACRE Commercial Mortgage Trust 2013-FL1 (the Trust). The Pooling and Servicing Agreement governs the issuance of approximately \$493.8 million aggregate principal balance commercial mortgage pass-through certificates (the Certificates) in a CMBS effected by the Depositor. The Trust is treated for U.S. federal income tax purposes as a real estate mortgage investment conduit.

In connection with the securitization, the Depositor contributed to the Trust a pool of 18 adjustable rate participation interests (the Trust Assets) in commercial mortgage loans secured by 27 commercial properties, which loans were originated or co-originated by the Company or its subsidiaries. The Certificates represent, in the aggregate, the entire beneficial ownership interest in, and the obligations of, the Trust. The senior portions of the CMBS are rated securities issued by the Trust; the Trust's subordinated, non-rated securities, are held by the Company who acts as the Trust's directing holder.

In connection with the securitization, the Company offered and sold the following classes of certificates: Class A, Class B, Class C and Class D Certificates (collectively, the Offered Certificates) to third parties pursuant to an offering made privately in transactions exempt from the registration requirements of the Securities Act. As of September 30, 2014 and December 31, 2013, the aggregate principal balance of the Offered Certificates was approximately \$219.0 million and \$395.0 million, respectively, and the weighted average coupon of the Offered Certificates was LIBOR plus 2.41% and 1.89%, respectively. In addition, a wholly owned subsidiary of the Company retained approximately \$98.8 million of the Certificates. The Company, as the holder of the subordinated classes of the Trust, has the obligation to absorb losses of the Trust, since the Company has a first loss position in the capital structure of the Trust.

The proceeds from the sale of the Offered Certificates, net of expenses, were approximately \$389.3 million. The Company used the net proceeds to repay outstanding indebtedness and to acquire the A-Notes with respect to certain mortgage loans in which the Company held the related B-Notes.

*CLO Securitization*

On August 15, 2014, ACRE Commercial Mortgage 2014-FL2 Ltd. (the Issuer) and ACRE Commercial Mortgage 2014-FL2 LLC (the Co-Issuer), both wholly owned indirect subsidiaries of the Company, entered into an indenture (the Indenture) with Wells Fargo, as advancing agent and note administrator and Wilmington Trust, National Association as trustee, which governs the issuance of approximately \$346.1 million principal balance secured floating rate notes (the Notes) and \$32.7 million of preferred equity in the Issuer. For U.S. federal income tax purposes, the CLO Issuer and Co-Issuer are disregarded entities.

The Notes are collateralized by interests in a pool of 15 mortgage assets having a total principal balance of up to \$378.8 million (the Mortgage Assets) originated by a subsidiary of the Company. The sale of the Mortgage Assets to the Issuer is governed by a Mortgage Asset Purchase Agreement (the Mortgage Asset Purchase Agreement) dated as of August 15, 2014, between ACRC Lender LLC and the Issuer. In connection with the securitization, the Issuer and Co-Issuer offered and sold the following classes of Notes: Class A, Class A-S, Class B, Class C and Class D Notes (collectively, the Offered Notes) to third parties. A wholly owned subsidiary of the Company retained approximately \$37.4 million of the most subordinate Notes and all of the preferred equity in the Issuer. The Company, as the holder of the subordinated Notes and all of the preferred equity in the Issuer, has the obligation to absorb losses of the CLO, since the Company has a first loss position in



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the capital structure of the CLO. As of September 30, 2014, the aggregate principal balance of the Offered Notes was approximately \$308.7 million and the weighted average coupon of the Offered Notes was LIBOR plus 1.45%.

The proceeds from the sale of the Notes, net of expenses, were approximately \$305.0 million. A portion of net proceeds are held by the Issuer to fund certain future funding obligations related to the Mortgage Assets. The Company used the remainder of the net proceeds to repay outstanding indebtedness and for general working capital.

***Summary***

As the directing holder of the CMBS and the CLO, the Company has the ability to direct activities that could significantly impact the Trust's and Issuer's economic performance. However, in those instances where an unrelated third party has the right to unilaterally remove the special servicer, the Company does not have the power to direct activities that most significantly impact the Trust's and Issuer's economic performance. In addition, there are no substantive kick-out rights of any party to remove the special servicer without cause; however, the Company's subsidiaries, as directing holders, have the ability to remove the special servicer without cause. Based on these factors, the Company is determined to be the primary beneficiary of these VIEs; thus, the VIEs are consolidated into the Company's financial statements.

Ares Servicer, a subsidiary of ACREM, is designated as the primary and special servicer of the CMBS and the CLO. Ares Servicer has the power to direct activities of the Trust and Issuer/Co-Issuer during the loan workout process on defaulted and delinquent loans, which is the activity that most significantly impacts the economic performance of the Trust and Issuer/Co-Issuer. Ares Servicer waives the servicing and special servicing fees and the Company pays its overhead costs, as with other servicing agreements.

The VIEs consolidated in accordance with FASB ASC Topic 810 are structured as pass through entities that receive principal and interest on the underlying collateral and distribute those payments to the Certificate and Note holders, as applicable. The assets and other instruments held by these securitization entities are restricted and can only be used to fulfill the obligations of the entities. Additionally, the obligations of the securitization entities do not have any recourse to the general credit of any other consolidated entities, nor to the Company as the primary beneficiary.

The inclusion of the assets and liabilities of VIEs of which the Company is deemed the primary beneficiary has no economic effect on the Company. The Company's exposure to the obligations of VIEs is generally limited to its investment in these entities. The Company is not obligated to provide, nor has it provided, any financial support for any of these consolidated structures. As such, the risk associated with the Company's involvement in these VIEs is limited to the carrying value of its investment in the entity. As of September 30, 2014 and December 31, 2013, the Company's maximum risk of loss was \$168.8 million and \$98.8 million, respectively. For the three and nine months ended September 30, 2014, the Company incurred interest expense related to the CMBS and CLO securitizations of \$2.3 million and \$6.4 million, respectively, and is included within interest expense in the Company's consolidated statements of operations.

***Unconsolidated VIEs***

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The Company holds variable interests in VIEs structured as preferred equity investments, but the Company does not have a majority controlling financial interest. For these structures, the Company is not deemed to be the primary beneficiary of the VIE, and the Company does not consolidate these VIEs. These preferred equity investments are accounted for as loans held for investment and are carried at cost, net of unamortized loan fees and origination costs, unless the loans are deemed impaired, and are included in loans held for investment in the Company's consolidated balance sheets.

The Company is not obligated to provide, nor have we provided, any financial support for any of the Company's unconsolidated VIEs. As such, the risks associated with the Company's involvement in these VIEs are limited to the outstanding principal of the Company's investment in the entity.

The following table presents the carrying value and the maximum exposure of unconsolidated VIEs as of September 30, 2014 and December 31, 2013 (\$ in thousands):

	As of	
	September 30, 2014	December 31, 2013
Carrying value	\$ 37,514	\$ 4,804
Maximum exposure to loss	\$ 38,149	\$ 4,850

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**17. ACQUISITIONS**

*Asset Acquisition*

On August 25, 2014, ACRE Capital entered into a MSR purchase agreement (the *Purchase Agreement*) with a third party which has been accounted for as an asset acquisition under FASB ASC Topic 805, *Business Combinations* (ASC 805). Under the Purchase Agreement, ACRE Capital agreed to purchase the rights to service a portfolio of 46 Freddie Mac multifamily mortgage loans with a total unpaid principal balance of approximately \$370.6 million.

The aggregate purchase price was approximately \$2.2 million, which also included a premium for the Freddie Mac Program Plus® license that ACRE Capital was issued in connection with the acquisition of the Freddie Mac MSR portfolio. ACRE Capital initially recorded the acquired MSRs at fair value in the amount of \$1.3 million and will subsequently account for these MSRs at fair value consistent with the MSR policy in Note 2. The remaining purchase price of \$941 thousand was allocated to the Freddie Mac Program Plus® license, an indefinite-lived intangible asset. See Note 5 for additional information on this license.

On September 16, 2014, ACRE Capital completed the acquisition of the servicing portfolio and legal ownership of the MSRs was transferred to ACRE Capital.

*Business Combination*

On August 30, 2013, (the *Acquisition Date*), the Company completed its acquisition of all of the outstanding common units of ACRE Capital from the Sellers. For accounting purposes, the acquisition was deemed to be effective on the close of business September 1, 2013, or the *Accounting Effective Date*. Pursuant to the Purchase and Sale Agreement, dated as of May 14, 2013, by and among the Company and the Sellers, the Company paid approximately \$53.4 million in cash, subject to adjustment, and issued 588,235 shares of its common stock in a private placement exempt from registration under Section 4(2) of the Securities Act resulting in total consideration paid of approximately \$60.9 million. The transaction was accounted for as a business combination under ASC 805.

Through ACRE Capital, the Company operates its mortgage banking business. ACRE Capital primarily originates, sells and services multifamily and other senior living-related loans under programs offered by Fannie Mae, Freddie Mac and HUD (including Ginnie Mae).

The Company provisionally allocated the purchase price to the assets acquired and liabilities assumed based on their estimated Accounting Effective Date fair values. A change to the provisional amounts recorded for assets acquired and liabilities assumed during the measurement period affects the amount of the purchase price allocated to gain on acquisition. Such changes to the purchase price allocation during the measurement period are recorded as retrospective adjustments to the consolidated financial statements. During the measurement period, the Company identified adjustments to certain of the provisional amounts recorded that had the net effect of decreasing gain on acquisition by \$747 thousand. The measurement period ended as of September 30, 2014.

The following table summarizes the purchase price allocation recorded as of the Acquisition Date, including retrospective adjustments during the measurement period (\$ in thousands):

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<b>Assets acquired:</b>		
Cash	\$	1,157
Restricted cash		15,586
Loans held for sale		22,154
Mortgage servicing rights		61,236
Intangible assets		5,000
Derivative assets		182
Risk-sharing indemnification		3,703
Other assets		4,748
<b>Total assets acquired</b>	<b>\$</b>	<b>113,766</b>
<b>Liabilities assumed:</b>		
Warehouse lines of credit	\$	14,472
Allowance for loss sharing		18,386
Accounts payable and accrued expenses		4,748
Other liabilities (1)		10,795
<b>Total liabilities assumed</b>	<b>\$</b>	<b>48,401</b>
<b>Net Assets Acquired</b>	<b>\$</b>	<b>65,365</b>

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(1) Other liabilities includes a \$6 million payable incurred in connection with the close of the transaction.

The measurement period adjustments included in the purchase price allocation above were recorded based on information obtained subsequent to the Acquisition Date that related to information that existed as of the Acquisition Date.

The Sellers provided the Company with a minimum working capital balance prior to the Accounting Effective Date. To the extent actual working capital exceeded or fell below the minimum requirement, the Company would either pay or receive funds from the Sellers. There have been no adjustments to the gain on acquisition during the three and nine months ended September 30, 2014. The gain on acquisition was \$4.4 million.

## 18. SEGMENTS

The Company's reportable segments reflect the significant components of the Company's operations that are evaluated separately by the Company's chief operating decision maker, the Company's Chief Executive Officer, and have discrete financial information available. The Company organizes its segments based primarily upon the nature of the underlying products and services. The Company's Chief Executive Officer and management review certain financial information, including segmented internal profit and loss statements, which are presented below on that basis. The amounts in the reportable segments included in the tables below are in conformity with GAAP and the Company's significant accounting policies as described in Note 2.

The Company operates in two reportable business segments:

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- principal lending includes all business activities of the Company, excluding the ACRE Capital business, which generally represents investments in real estate related loans and securities that are held for investment.
- mortgage banking includes all business activities of the acquired ACRE Capital business.

The Company is primarily focused on two business segments involving CRE loans. First, in its principal lending business, the Company originates, invests in, manages and services middle-market CRE loans and other CRE-related investments for its own account. These loans are generally held for investment and are secured, directly or indirectly, by office, multifamily, retail, industrial and other commercial real estate properties, or by ownership interests therein. Second, in its mortgage banking business, conducted through a recently acquired subsidiary, ACRE Capital, the Company originates, sells

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and retains servicing of primarily multifamily and other senior living-related CRE loans. These loans are generally held for sale.

Allocated costs between the segments include management fees and general and administrative expenses payable to the Company's Manager, both of which represent shared costs. Each allocation is measured differently based on the specific facts and circumstances of the costs being allocated. As the Company integrates ACRE Capital into its existing business, the Company expects future allocations to include costs relating to services performed by one segment on behalf of other segments.

The table below presents the Company's total assets as of September 30, 2014 by business segment (\$ in thousands):

	<b>Principal Lending</b>	<b>Mortgage Banking</b>	<b>Total</b>
Cash and cash equivalents	\$ 10,667	\$ 781	\$ 11,448
Restricted cash	8,756	15,324	24,080
Loans held for investment	1,238,292	-	1,238,292
Loans held for sale, at fair value	-	24,712	24,712
Mortgage servicing rights, at fair value	-	59,614	59,614
Other assets	29,190	15,142	44,332
<b>Total Assets</b>	<b>\$ 1,286,905</b>	<b>\$ 115,573</b>	<b>\$ 1,402,478</b>

The table below presents the Company's total assets as of December 31, 2013 by business segment (\$ in thousands):

	<b>Principal Lending</b>	<b>Mortgage Banking</b>	<b>Total</b>
Cash and cash equivalents	\$ 14,444	\$ 5,656	\$ 20,100
Restricted cash	3,036	13,918	16,954
Loans held for investment	958,495	-	958,495
Loans held for sale, at fair value	84,769	4,464	89,233
Mortgage servicing rights, at fair value	-	59,640	59,640
Other assets	16,632	15,861	32,493
<b>Total Assets</b>	<b>\$ 1,077,376</b>	<b>\$ 99,539</b>	<b>\$ 1,176,915</b>

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The table below presents the Company's consolidated net income for the three months ended September 30, 2014 by business segment (\$ in thousands):

	<b>Principal Lending</b>	<b>Mortgage Banking</b>	<b>Total</b>
<b>Net interest margin:</b>			
Interest income from loans held for investment	\$ 17,967	\$ -	\$ 17,967
Interest expense	(8,010)	-	(8,010)
Net interest margin	9,957(1)	-	9,957
<b>Mortgage banking revenue:</b>			
Servicing fees, net	-	3,898	3,898
Gains from mortgage banking activities	-	2,693	2,693
Provision for loss sharing	-	285	285
Change in fair value of mortgage servicing rights	-	(1,798)	(1,798)
Mortgage banking revenue	-	5,078	5,078
 Total revenue	 9,957	 5,078	 15,035
<b>Expenses:</b>			
Other interest expense	1,605	250(2)	1,855
Management fees to affiliate	1,356	119	1,475
Professional fees	454		