
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One):

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

For the quarterly period ended **June 30, 2021**

OR

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

For the transition period from _____ to _____

Commission File Number **1-13610**

CIM COMMERCIAL TRUST CORPORATION

(Exact name of registrant as specified in its charter)

Maryland

(State or Other Jurisdiction of Incorporation or Organization)

17950 Preston Road, Suite 600, Dallas, Texas

(Address of Principal Executive Offices)

75-6446078

(I.R.S. Employer Identification No.)

75252

(Zip Code)

(972) 349-3200

(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Common Stock, \$0.001 Par Value	CMCT	Nasdaq Global Market
Common Stock, \$0.001 Par Value	CMCT-L	Tel Aviv Stock Exchange
Series L Preferred Stock, \$0.001 Par Value	CMCTP	Nasdaq Global Market
Series L Preferred Stock, \$0.001 Par Value	CMCTP	Tel Aviv Stock Exchange
(Title of each class)	(Trading symbol)	(Name of each exchange on which registered)

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 every Interactive Data File required to be submitted 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 such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of August 2, 2021, the Registrant had outstanding 23,369,331 shares of common stock, par value \$0.001 per share.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES

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PART I
Financial Information

Item 1.
Financial Statements

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Consolidated Balance Sheets
(In thousands, except share and per share amounts) (Unaudited)

	June 30, 2021	December 31, 2020
ASSETS		
Investments in real estate, net	\$ 498,521	\$ 506,040
Cash and cash equivalents	59,730	33,636
Restricted cash	9,804	10,013
Loans receivable, net	81,942	83,135
Accounts receivable, net	1,795	1,737
Deferred rent receivable and charges, net	36,339	35,956
Other intangible assets, net	5,754	6,313
Loan servicing asset, net and other assets	10,939	8,787
TOTAL ASSETS	\$ 704,824	\$ 685,617
LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY		
LIABILITIES:		
Debt, net	\$ 260,717	\$ 324,313
Accounts payable and accrued expenses	13,678	20,327
Intangible liabilities, net	388	587
Due to related parties	10,632	6,706
Other liabilities	12,413	9,733
Total liabilities	297,828	361,666
COMMITMENTS AND CONTINGENCIES (Note 13)		
REDEEMABLE PREFERRED STOCK: Series A cumulative redeemable preferred stock, \$0.001 par value; 36,000,000 shares authorized; 1,845,681 and 1,844,881 shares issued and outstanding, respectively, as of June 30, 2021 and 2,008,256 and 2,007,856 shares issued and outstanding, respectively, as of December 31, 2020; liquidation preference of \$25.00 per share, subject to adjustment	42,470	45,837
EQUITY:		
Series A cumulative redeemable preferred stock, \$0.001 par value; 36,000,000 shares authorized; 5,408,954 and 5,253,377 shares issued and outstanding, respectively, as of June 30, 2021 and 4,484,376 and 4,377,762 shares issued and outstanding, respectively, as of December 31, 2020; liquidation preference of \$25.00 per share, subject to adjustment	130,595	108,729
Series D cumulative redeemable preferred stock, \$0.001 par value; 32,000,000 shares authorized; 31,025 shares issued and outstanding as of June 30, 2021 and 19,145 shares issued and outstanding as of December 31, 2020; liquidation preference of \$25.00 per share, subject to adjustment	764	473
Series L cumulative redeemable preferred stock, \$0.001 par value; 9,000,000 shares authorized; 8,080,740 and 5,387,160 shares issued and outstanding, respectively, as of June 30, 2021 and December 31, 2020; liquidation preference of \$28.37 per share, subject to adjustment	152,834	152,834
Common stock, \$0.001 par value; 900,000,000 shares authorized; 23,369,331 shares issued and outstanding as of June 30, 2021 and 14,827,410 shares issued and outstanding as of December 31, 2020.	24	15
Additional paid-in capital	868,929	794,127
Distributions in excess of earnings	(788,957)	(778,519)
Total stockholders' equity	364,189	277,659
Noncontrolling interests	337	455
Total equity	364,526	278,114
TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY	\$ 704,824	\$ 685,617

The accompanying notes are an integral part of these consolidated financial statements.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Consolidated Statements of Operations
(In thousands, except per share amounts) (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
REVENUES:				
Rental and other property income	\$ 13,309	\$ 13,700	\$ 26,658	\$ 28,519
Hotel income	3,130	869	4,862	8,628
Interest and other income	6,234	1,941	10,032	4,898
Total Revenues	22,673	16,510	41,552	42,045
EXPENSES:				
Rental and other property operating	9,115	7,492	17,405	20,007
Asset management and other fees to related parties	2,260	2,376	4,519	5,021
Expense reimbursements to related parties—corporate	454	615	1,059	1,427
Expense reimbursements to related parties—lending segment	433	998	1,164	1,680
Interest	2,673	2,896	5,305	6,063
General and administrative	1,146	1,668	3,768	3,402
Depreciation and amortization	5,069	5,197	10,106	10,455
	21,150	21,242	43,326	48,055
INCOME (LOSS) BEFORE PROVISION (BENEFIT) FOR INCOME TAXES	1,523	(4,732)	(1,774)	(6,010)
Provision (benefit) for income taxes	996	(691)	1,370	(713)
NET INCOME (LOSS)	527	(4,041)	(3,144)	(5,297)
Net loss (income) attributable to noncontrolling interests	3	(2)	4	(6)
NET INCOME (LOSS) ATTRIBUTABLE TO THE COMPANY	530	(4,043)	(3,140)	(5,303)
Redeemable preferred stock dividends declared or accumulated (Note 9)	(4,621)	(3,990)	(9,087)	(9,346)
Redeemable preferred stock deemed dividends (Note 9)	(106)	(52)	(163)	(213)
Redeemable preferred stock redemptions (Note 9)	(13)	(56)	(26)	(66)
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS	\$ (4,210)	\$ (8,141)	\$ (12,416)	\$ (14,928)
NET LOSS ATTRIBUTABLE TO COMMON STOCKHOLDERS PER SHARE:				
Basic	\$ (0.28)	\$ (0.55)	\$ (0.83)	\$ (1.02)
Diluted	\$ (0.28)	\$ (0.55)	\$ (0.83)	\$ (1.02)
WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING:				
Basic	15,102	14,782	14,956	14,690
Diluted	15,102	14,782	14,956	14,690

The accompanying notes are an integral part of these consolidated financial statements.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Consolidated Statements of Equity
(In thousands, except share and per share amounts) (Unaudited)

	Six Months Ended June 30, 2021								
	Common Stock		Preferred Stock		Additional Paid-in Capital	Distributions in Excess of Earnings	Total Stockholders' Equity	Non- controlling Interests	Total Equity
	Shares	Par Value	Shares	Par Value					
Balances, December 31, 2020	14,827,410	\$ 15	9,784,067	\$ 262,036	\$ 794,127	\$ (778,519)	\$ 277,659	\$ 455	\$ 278,114
Contributions to noncontrolling interests	—	—	—	—	—	—	—	—	—
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(114)	(114)
Stock-based compensation expense	—	—	—	—	60	—	60	—	60
Common dividends (\$0.075 per share)	—	—	—	—	—	(1,112)	(1,112)	—	(1,112)
Dividends to holders of Series A Preferred Stock (\$0.34375 per share)	—	—	—	—	—	(2,350)	(2,350)	—	(2,350)
Issuance of Series D Preferred Stock	—	—	4,045	99	(3)	—	96	—	96
Dividends to holders of Series D Preferred Stock (\$0.35313 per share)	—	—	—	—	—	(9)	(9)	—	(9)
Reclassification of Series A Preferred Stock to permanent equity	—	—	366,991	9,144	(901)	—	8,243	—	8,243
Redeemable Preferred Stock deemed dividends	—	—	—	—	—	(57)	(57)	—	(57)
Redemption of Series A Preferred Stock	—	—	(29,462)	(733)	61	(13)	(685)	—	(685)
Net loss	—	—	—	—	—	(3,670)	(3,670)	(1)	(3,671)
Balances, March 31, 2021	14,827,410	\$ 15	10,125,641	\$ 270,546	\$ 793,344	\$ (785,730)	\$ 278,175	\$ 340	\$ 278,515
Stock-based compensation expense	20,332	—	—	—	50	—	50	—	50
Common dividends (\$0.075 per share)	—	—	—	—	—	(1,114)	(1,114)	—	(1,114)
Dividends to holders of Series A Preferred Stock (\$0.34375 per share)	—	—	—	—	—	(2,511)	(2,511)	—	(2,511)
Issuance of Series D Preferred Stock	—	—	7,835	192	(7)	—	185	—	185
Dividends to holders of Series D Preferred Stock (\$0.35313 per share)	—	—	—	—	—	(13)	(13)	—	(13)
Reclassification of Series A Preferred Stock to permanent equity	—	—	556,587	13,915	(1,434)	—	12,481	—	12,481
Redeemable Preferred Stock deemed dividends	—	—	—	—	—	(106)	(106)	—	(106)
Redemption of Series A Preferred Stock	—	—	(18,501)	(460)	42	(13)	(431)	—	(431)
Issuance of Common Stock	8,521,589	9	—	—	76,934	—	76,943	—	76,943
Net (loss) income	—	—	—	—	—	530	530	(3)	527
Balances, June 30, 2021	23,369,331	\$ 24	10,671,562	\$ 284,193	\$ 868,929	\$ (788,957)	\$ 364,189	\$ 337	\$ 364,526

(Continued)

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Consolidated Statements of Equity (Continued)
(In thousands, except share and per share amounts) (Unaudited)
Six Months Ended June 30, 2020

	Common Stock		Preferred Stock		Additional Paid-in Capital	Distributions in Excess of Earnings	Total Stockholders' Equity	Non- controlling Interests	Total Equity
	Shares	Par Value	Shares	Par Value					
Balances, December 31, 2019	14,602,149	\$ 15	8,224,254	\$ 223,467	\$ 794,825	\$ (740,617)	\$ 277,690	\$ 505	\$ 278,195
Stock-based compensation expense	—	—	—	—	56	—	56	—	56
Common dividends (\$0.075 per share)	—	—	—	—	—	(1,095)	(1,095)	—	(1,095)
Issuance of Series A Preferred Warrants	—	—	—	—	28	—	28	—	28
Dividends to holders of Series A Preferred Stock (\$0.68750 per share)	—	—	—	—	—	(3,252)	(3,252)	—	(3,252)
Issuance of Series D Preferred Stock	—	—	5,980	150	(5)	—	145	—	145
Dividends to holders of Series D Preferred Stock (\$0.588542 per share)	—	—	—	—	—	(3)	(3)	—	(3)
Reclassification of Series A Preferred Stock to permanent equity	—	—	304,274	7,588	(640)	—	6,948	—	6,948
Redeemable Preferred Stock deemed dividends	—	—	—	—	—	(161)	(161)	—	(161)
Redemption of Series A Preferred Stock	—	—	(2,452)	(61)	5	(10)	(66)	—	(66)
Net (loss) income	—	—	—	—	—	(1,260)	(1,260)	4	(1,256)
Balances, March 31, 2020	14,602,149	\$ 15	8,532,056	231,144	\$ 794,269	\$ (746,398)	279,030	\$ 509	\$ 279,539
Distributions to noncontrolling interests	—	—	—	—	—	—	—	(45)	(45)
Stock-based compensation expense	21,912	—	—	—	56	—	56	—	56
Issuance of shares of Common Stock in exchange for asset management fees	203,349	—	—	—	2,359	—	2,359	—	2,359
Common dividends (\$0.075 per share)	—	—	—	—	—	(1,112)	(1,112)	—	(1,112)
Issuance of Series D Preferred Stock	—	—	920	23	(1)	—	22	—	22
Dividends to holders of Series D Preferred Stock (\$0.35313 per share)	—	—	—	—	—	(3)	(3)	—	(3)
Dividends to holders of Series A Preferred Stock (\$0.34375 per share)	—	—	—	—	—	(1,886)	(1,886)	—	(1,886)
Reclassification of Series A Preferred Stock to permanent equity	—	—	427,064	10,638	(899)	—	9,739	—	9,739
Redeemable Preferred Stock deemed dividends	—	—	—	—	—	(52)	(52)	—	(52)
Redemption of Series A Preferred Stock	—	—	(5,532)	(138)	11	(56)	(183)	—	(183)
Net (loss) income	—	—	—	—	—	(4,043)	(4,043)	2	(4,041)
Balances, June 30, 2020	14,827,410	\$ 15	8,954,508	241,667	\$ 795,795	\$ (753,550)	283,927	\$ 466	\$ 284,393

The accompanying notes are an integral part of these consolidated financial statements.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(In thousands) (Unaudited)

	Six Months Ended June 30,	
	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (3,144)	\$ (5,297)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization, net	10,095	10,244
Amortization of deferred loan costs	635	548
Amortization of premiums and discounts on debt	15	(51)
Unrealized premium adjustment	1,457	518
Amortization and accretion on loans receivable, net	(279)	(261)
Write-offs of uncollectible receivables	1,076	302
Deferred income taxes	(13)	(867)
Stock-based compensation	110	112
Loans funded, held for sale to secondary market	(45,464)	(9,303)
Proceeds from sale of guaranteed loans	49,207	10,902
Principal collected on loans subject to secured borrowings	291	2,613
Other operating activity	(925)	(407)
Changes in operating assets and liabilities:		
Accounts receivable	(1,089)	586
Other assets	(2,191)	(552)
Accounts payable and accrued expenses	(553)	(2,902)
Deferred leasing costs	(413)	(332)
Other liabilities	2,680	(1,554)
Due to related parties	6,345	942
Net cash provided by operating activities	<u>17,840</u>	<u>5,241</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to investments in real estate	(823)	(9,545)
Loans funded	(19,746)	(18,567)
Principal collected on loans	15,747	4,710
Other investing activity	—	59
Net cash used in investing activities	<u>(4,822)</u>	<u>(23,343)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payment of revolving credit facilities, mortgages payable, term notes and principal on SBA 7(a) loan-backed notes	(94,351)	(10,370)
Proceeds from revolving credit facilities and term notes	30,396	76,966
Payment of principal on secured borrowings	(291)	(2,613)
Payment of deferred preferred stock offering costs	(268)	(501)
Payment of deferred costs	(125)	(203)
Payment of common dividends	(2,226)	(2,207)
Proceeds from issuance of Common Stock	78,825	—
Payment of Common Stock offering costs	(325)	—
Net proceeds from issuance of Series A Preferred Warrants	—	29
Net proceeds from issuance of Preferred Stock	15,484	21,466
Payment of preferred stock dividends	(12,965)	(12,589)
Redemption of Preferred Stock	(1,173)	(1,626)
Noncontrolling interests' distributions	(114)	(45)
Net cash provided by financing activities	<u>12,867</u>	<u>68,307</u>

(Continued)

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Consolidated Statements of Cash Flows (Continued)
(In thousands) (Unaudited)

	Six Months Ended June 30,	
	2021	2020
NET INCREASE IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	25,885	50,205
CASH AND CASH EQUIVALENTS AND RESTRICTED CASH:		
Beginning of period	43,649	35,947
End of period	\$ 69,534	\$ 86,152
RECONCILIATION OF CASH AND CASH EQUIVALENTS AND RESTRICTED CASH TO THE CONSOLIDATED BALANCE SHEETS:		
Cash and cash equivalents	\$ 59,730	\$ 75,192
Restricted cash	9,804	10,960
Total cash and cash equivalents and restricted cash	\$ 69,534	\$ 86,152
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the period for interest	\$ 4,582	\$ 5,567
Federal income taxes paid	\$ 425	\$ 100
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Accrued capital expenditures, tenant improvements and real estate developments	\$ 390	\$ 3,761
Accrued preferred stock offering costs	\$ 984	\$ 616
Accrual of dividends payable to preferred stockholders	\$ 3,260	\$ 2,428
Preferred stock offering costs offset against redeemable preferred stock	\$ 250	\$ 305
Reclassification of Series A Preferred Stock from temporary equity to permanent equity	\$ 20,724	\$ 16,687
Accrued deferred costs	\$ 1	\$ 457
Reclassification of loans receivable, net to real estate owned	\$ —	\$ 174
Redeemable preferred stock deemed dividends	\$ 163	\$ 213
Accrued redeemable preferred stock fees	\$ 640	\$ 249
Equity-based payment for management fees	\$ 2,419	\$ 2,359
Accrued Common Stock offering costs included in additional paid-in capital	\$ 1,557	\$ —

The accompanying notes are an integral part of these consolidated financial statements.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2021 (Unaudited)

1. ORGANIZATION AND OPERATIONS

CIM Commercial Trust Corporation (“CIM Commercial” or the “Company”), a Maryland corporation and real estate investment trust (“REIT”), together with its wholly-owned subsidiaries, primarily owns and operates Class A and creative office real assets in vibrant and improving metropolitan communities throughout the United States. The Company, supported by the broad real estate capabilities of CIM Group, L.P. (“CIM Group”), seeks to focus on the acquisition, ownership, operation and development of cash flowing creative office, multifamily, retail, parking, infill industrial and limited service hospitality real assets in communities qualified by CIM Group. These communities are located in areas that include traditional downtown areas and suburban main streets, which have high barriers to entry, high population density, positive population trends and a propensity for growth. The Company was originally organized in 1993 as PMC Commercial Trust (“PMC Commercial”), a Texas real estate investment trust.

On July 8, 2013, PMC Commercial entered into a merger agreement with CIM Urban REIT, LLC (“CIM REIT”), an affiliate of CIM Group, and subsidiaries of the respective parties. CIM REIT was a private commercial REIT and was the owner of CIM Urban Partners, L.P. (“CIM Urban”). The merger was completed on March 11, 2014 (the “Acquisition Date”).

The Company’s common stock, \$0.001 par value per share (“Common Stock”), is currently traded on the Nasdaq Global Market (“Nasdaq”) under the ticker symbol “CMCT”, and on the Tel Aviv Stock Exchange (the “TASE”) under the ticker symbol “CMCT-L.” The Company’s Series L preferred stock, \$0.001 par value per share (“Series L Preferred Stock”), is currently traded on Nasdaq and on the TASE, in each case under the ticker symbol “CMCTP.” The Company has authorized for issuance 900,000,000 shares of common stock and 100,000,000 shares of preferred stock (“Preferred Stock”).

The Company filed Articles of Amendment (the “Reverse Stock Split Amendment”) to effectuate a one-for-three reverse stock split of the Company’s Common Stock, effective on September 3, 2019 (the “Reverse Stock Split”). Pursuant to the Reverse Stock Split Amendment, every three shares of Common Stock issued and outstanding immediately prior to the effective time of the Reverse Stock Split were converted into one share of Common Stock, par value \$0.003 per share. In connection with the Reverse Split Amendment, the Company filed Articles of Amendment to revert the par value of the Common Stock issued and outstanding from \$0.003 per share to \$0.001 per share, effective as of September 3, 2019, following the effective time of the Reverse Split Amendment. All Common Stock and per share of Common Stock amounts set forth in this Quarterly Report on Form 10-Q have been adjusted to give retroactive effect to the Reverse Stock Split, unless otherwise stated.

The Company conducted a continuous public offering of Series A Preferred Units from October 2016 through January 2020, where each Series A Preferred Unit consisted of one share of Series A Preferred Stock, par value \$0.001 per share, of the Company (collectively, the “Series A Preferred Stock”) with an initial stated value of \$25.00 per share, subject to adjustment (the “Series A Preferred Stock Stated Value”), and one warrant (collectively, the “Series A Preferred Warrants”) to purchase 0.25 of a share of Common Stock, subject to adjustment (Note 10). Proceeds and expenses from the sale of the Series A Preferred Units were allocated to the Series A Preferred Stock and Series A Preferred Warrants using their relative fair values on the date of issuance.

Since February 2020, the Company has been conducting a continuous public offering of Series A Preferred Stock and Series D preferred stock, par value \$0.001 per share (the “Series D Preferred Stock”), with an initial stated value of \$25.00 per share, subject to adjustment (the “Series D Preferred Stock Stated Value”). The selling price of the Series A Preferred Stock in the offering has been, and is expected to continue to be, \$25.00 per share and the selling price of the Series D Preferred Stock was \$25.00 per share for all sales that occurred from the beginning of the offering to and including June 28, 2020 and is expected to be, and since June 29, 2020, has been, \$24.50 per share through the end of the life of the offering.

In June 2021, the Company conducted a rights offering (the “Rights Offering”) pursuant to which the Company issued an aggregate of 8,521,589 shares of Common Stock at a subscription price of \$9.25 per share for aggregate gross proceeds of \$78.8 million before issuance costs of \$1.9 million.

CIM Commercial has qualified and intends to continue to qualify as a REIT, as defined in the Internal Revenue Code of 1986, as amended.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2021 (Unaudited) – (Continued)

2. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

For more information regarding the Company’s significant accounting policies and estimates, please refer to “Basis of Presentation and Summary of Significant Accounting Policies” contained in Note 2 to the Company’s consolidated financial statements for the year ended December 31, 2020, included in the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission (“SEC”) on March 16, 2021 and amended on April 30, 2021 (the “2020 Form 10-K”).

Interim Financial Information—The accompanying interim consolidated financial statements of CIM Commercial have been prepared by the Company’s management in accordance with accounting principles generally accepted in the United States of America (“GAAP”). Certain information and note disclosures required for annual financial statements have been condensed or excluded pursuant to SEC rules and regulations. Accordingly, the interim consolidated financial statements do not include all of the information and notes required by GAAP for complete financial statements. The accompanying financial information reflects all adjustments which are, in the opinion of the Company’s management, of a normal recurring nature and necessary for a fair presentation of the Company’s financial position, results of operations and cash flows for the interim periods. Operating results for the three and six months ended June 30, 2021 are not necessarily indicative of the results that may be expected for the year ending December 31, 2021 given, among other things, the uncertain impact of the novel coronavirus (“COVID-19”) on the Company’s operations during the remainder of the year. The accompanying interim consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto, included in the 2020 Form 10-K.

Principles of Consolidation—The consolidated financial statements include the accounts of CIM Commercial and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. In determining whether the Company has controlling interests in an entity and the requirement to consolidate the accounts in that entity, the Company analyzes its investments in real estate in accordance with standards set forth in GAAP to determine whether they are variable interest entities (“VIEs”), and if so, whether the Company is the primary beneficiary. The Company’s judgment with respect to its level of influence or control over an entity and whether the Company is the primary beneficiary of a VIE involves consideration of various factors, including the form of the Company’s ownership interest, the Company’s voting interest, the size of the Company’s investment (including loans), and the Company’s ability to participate in major policy-making decisions. The Company’s ability to correctly assess its influence or control over an entity affects the presentation of these investments in real estate on the Company’s consolidated financial statements. As of June 30, 2021, the Company determined that the trust formed for the benefit of the note holders (the “Trust”) for the securitization of the unguaranteed portion of certain of the Company’s SBA 7(a) loans receivable is considered a VIE. Applying the consolidation requirements for VIEs, the Company determined that it is the primary beneficiary based on its power to direct activities through its role as servicer and its obligations to absorb losses and right to receive benefits. (Note 6)

Investments in Real Estate—Investments in real estate are stated at depreciated cost. Depreciation and amortization are recorded on a straight-line basis over the estimated useful lives as follows:

Buildings and improvements	15 - 40 years
Furniture, fixtures, and equipment	3 - 5 years
Tenant improvements	Lesser of useful life or lease term

The Company capitalizes project costs, including pre-construction costs, interest expense, property taxes, insurance, and other costs directly related and essential to the development, redevelopment, or construction of a project, while activities are ongoing to prepare an asset for its intended use. Costs incurred after a project is substantially complete and ready for its intended use are expensed as incurred.

Improvements and replacements are capitalized when they extend the useful life, increase capacity, or improve the efficiency of the asset. Ordinary repairs and maintenance are expensed as incurred.

Recoverability of Investments in Real Estate—Investments in real estate are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If, and when, such events or changes in circumstances are present, the recoverability of assets to be held and used requires significant judgment and estimates and is measured by a comparison of the carrying amount to the future undiscounted cash flows expected to be generated by the assets and their eventual disposition. If the undiscounted cash flows are less than the carrying amount of the assets, an impairment is recognized to the extent the carrying amount of the assets exceeds the estimated fair value of the assets. The process for evaluating real estate impairment requires management to make significant assumptions related to certain inputs, including rental rates, lease-up period, occupancy, estimated holding periods, capital expenditures, growth rates, market

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discount rates and terminal capitalization rates. For the Company's hotel property, additional inputs considered include revenue per available room and average daily rate. These inputs require a subjective evaluation based on the specific property and market. Changes in the assumptions could have a significant impact on either the fair value, the amount of impairment charge, if any, or both. Any asset held for sale is reported at the lower of the asset's carrying amount or fair value, less costs to sell. When an asset is identified by the Company as held for sale, the Company will cease recording depreciation and amortization of the asset. For the three and six months ended June 30, 2021 and 2020, the Company recognized no impairment of long-lived assets (Note 3).

Revenue Recognition—At the inception of a revenue-producing contract, the Company determines if a contract qualifies as a lease and if not, then as a customer contract. Based on this determination, the appropriate treatment in accordance with GAAP is applied to the contract, including its revenue recognition.

Revenue from leasing activities

The Company operates as a lessor of real estate assets. The Company determined that the Company's contracts with its tenants explicitly identify the premises and that any substitution rights to relocate tenants to other premises within the same building stated in the contract are not substantive. Additionally, so long as payments are made timely under such contracts, the Company's tenants have the right to obtain substantially all the economic benefits from the use of the identified asset and can direct how and for what purpose the premises are used to conduct their operations. Therefore, the contracts with the Company's tenants constitute leases.

All leases are classified as operating leases and minimum rents are recognized on a straight-line basis over the terms of the leases when collectability is probable and the tenant has taken possession or controls the physical use of the leased asset. The excess of rents recognized over amounts contractually due pursuant to the underlying leases is recorded as deferred rent. If the lease provides for tenant improvements, the Company determines whether the tenant improvements, for accounting purposes, are owned by the tenant or the Company. When the Company is the owner of the tenant improvements, the tenant is not considered to have taken physical possession or have control of the physical use of the leased asset until the tenant improvements are substantially completed. When the tenant is considered the owner of the improvements, any tenant improvement allowance that is funded is treated as an incentive. Lease incentives paid to tenants are included in other assets and amortized as a reduction to rental revenue on a straight-line basis over the term of the related lease. As of June 30, 2021 and December 31, 2020, lease incentives of \$3.9 million and \$4.0 million, respectively, are presented net of accumulated amortization of \$2.5 million and \$2.4 million, respectively.

Reimbursements from tenants, consisting of amounts due from tenants for common area maintenance, real estate taxes, insurance, and other recoverable costs, are recognized as revenue and are included in rental and other property income in the period the expenses are incurred, with the corresponding expenses included in rental and other property operating expense. Tenant reimbursements are recognized and presented on a gross basis when the Company is primarily responsible for fulfilling the promise to provide the specified good or service and control that specified good or service before it is transferred to the tenant. The Company has elected not to separate lease and non-lease components as the pattern of revenue recognition does not differ for the two components, and the non-lease component is not the primary component in the Company's leases.

In addition to minimum rents, certain leases, including the Company's parking leases with third-party operators, provide for additional rents based upon varying percentages of tenants' sales in excess of annual minimums. Percentage rent is recognized once lessees' specified sales targets have been met.

For the three and six months ended June 30, 2021 and 2020, the Company recognized rental income as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Rental and other property income				
Fixed lease payments ⁽¹⁾	\$ 12,066	\$ 12,567	\$ 24,510	\$ 25,912
Variable lease payments ⁽²⁾	1,243	1,133	2,148	2,607
Rental and other property income	\$ 13,309	\$ 13,700	\$ 26,658	\$ 28,519

(1) Fixed lease payments include contractual rents under lease agreements with tenants recognized on a straight-line basis over the lease term, including amortization of acquired above-market leases, below-market leases and lease incentives.

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- (2) Variable lease payments include expense reimbursements billed to tenants and percentage rent, net of bad debt expense from the Company's operating leases.

The Company continually reviews whether collection of lease-related receivables, including any straight-line rent, and current and future operating expense reimbursements from tenants is probable. The determination of whether collectability is probable takes into consideration the tenant's payment history, the financial condition of the tenant, business conditions in the industry in which the tenant operates and economic conditions in the area in which the property is located. Upon the determination that the collectability of a receivable is not probable, the Company will record a reduction to rental and other property income for amounts previously recorded and a decrease in the outstanding receivable. Revenue from leases where collection is deemed to be not probable is recorded on a cash basis until collectability becomes probable. Management's estimate of the collectability of lease-related receivables is based on the best information available at the time of estimate. The Company does not use a general reserve approach and lease-related receivables are adjusted and taken against rental and other property income only when collectability becomes not probable. As of June 30, 2021 and December 31, 2020, the Company had identified certain tenants where collection was no longer considered probable and decreased outstanding receivables by \$3.0 million and \$1.9 million, respectively, across all operating leases.

Revenue from lending activities

Interest income included in interest and other income is comprised of interest earned on loans and the Company's short-term investments and the accretion of net loan origination fees and discounts. Interest income on loans is accrued as earned with the accrual of interest suspended when the related loan becomes a Non-Accrual Loan (as defined below).

Revenue from hotel activities

At contract inception, the Company assesses the goods and services promised in its contracts with customers and identifies a performance obligation for each promise to transfer to the customer a good or service (or bundle of goods or services) that is distinct. To identify the performance obligations, the Company considers all of the goods or services promised in the contract regardless of whether they are explicitly stated or implied by customary business practices. Various performance obligations of hotel revenues can be categorized as follows:

- cancellable and noncancelable room revenues from reservations and
- ancillary services including facility usage and food or beverage.

Cancellable reservations represent a single performance obligation of providing lodging services at the hotel. The Company satisfies its performance obligation and recognizes revenues associated with these reservations over time as services are rendered to the customer. The Company satisfies its performance obligation and recognizes revenues associated with noncancelable reservations at the earlier of (i) the date on which the customer cancels the reservation or (ii) over time as services are rendered to the customer.

Ancillary services include facilities usage and providing food and beverage. The Company satisfies its performance obligation and recognizes revenues associated with these services at a point in time as the good or service is delivered to the customer.

At inception of these contracts with customers for hotel revenues, the contractual price is equivalent to the transaction price as there are no elements of variable consideration to estimate.

The Company presents hotel revenues net of sales, occupancy, and other taxes.

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Below is a reconciliation of the hotel revenue from contracts with customers to the total hotel segment revenue disclosed in Note 15 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Hotel properties				
Hotel income	\$ 3,130	\$ 869	\$ 4,862	\$ 8,628
Rental and other property income	334	227	465	689
Interest and other income	13	18	28	50
Hotel revenues	\$ 3,477	\$ 1,114	\$ 5,355	\$ 9,367

Tenant recoveries outside of the lease agreements

Tenant recoveries outside of the lease agreements are related to construction projects in which the Company's tenants have agreed to fully reimburse the Company for all costs related to construction. These services include architectural, permit expediter and construction services. At inception of the contract with the customer, the contractual price is equivalent to the transaction price as there are no elements of variable consideration to estimate. While these individual services are distinct, in the context of the arrangement with the customer, all of these services are bundled together and represent a single package of construction services requested by the customer. The Company satisfies its performance obligation and recognizes revenues associated with these services over time as the construction is completed. No such amounts were recognized for tenant recoveries outside of the lease agreements for each of the three and six months ended June 30, 2021 and 2020. As of June 30, 2021, there were no remaining performance obligations associated with tenant recoveries outside of the lease agreements.

Loans Receivable—The Company's loans receivable are carried at their unamortized principal balance less unamortized acquisition discounts and premiums, deferred origination fees, retained loan discounts and loan loss reserves. Acquisition discounts or premiums, origination fees and retained loan discounts are amortized as a component of interest and other income using the effective interest method over the life of the respective loans, or on a straight-line basis when it approximates the effective interest method. All loans were originated pursuant to programs sponsored by the Small Business Administration (the "SBA"). The programs consist of loans originated under the SBA 7(a) Small Business Loan Program and, commencing with the quarter ended June 30, 2020, the Paycheck Protection Program (the "PPP").

Pursuant to the SBA 7(a) Small Business Loan Program, the Company sells the portion of the loan that is guaranteed by the SBA. Upon sale of the SBA guaranteed portion of the loans, which are accounted for as sales, the unguaranteed portion of the loan retained by the Company is recorded at fair value and a discount is recorded as a reduction in basis of the retained portion of the loan. Unamortized retained loan discounts were \$9.0 million and \$7.8 million as of June 30, 2021 and December 31, 2020, respectively.

At the Acquisition Date, the carrying value of the Company's loans was adjusted to estimated fair market value and acquisition discounts of \$33.9 million were recorded, which are being accreted to interest and other income using the effective interest method. Acquisition discounts of \$438,000 and \$492,000 remained as of June 30, 2021 and December 31, 2020, respectively.

A loan receivable is generally classified as non-accrual (a "Non-Accrual Loan") if (i) it is past due as to payment of principal or interest for a period of 60 days or more, (ii) any portion of the loan is classified as doubtful or is charged-off or (iii) the repayment in full of the principal and or interest is in doubt. Generally, loans are charged-off when management determines that the Company will be unable to collect any remaining amounts due under the loan agreement, either through liquidation of collateral or other means. Interest income, included in interest and other income, on a Non-Accrual Loan is recognized on the cost recovery basis.

Loan Loss Reserves—On a quarterly basis, and more frequently if indicators exist, the Company evaluates the collectability of its loans receivable. The Company's evaluation of collectability involves significant judgment, estimates, and a review of the ability of the borrower to make principal and interest payments, the underlying collateral and the borrowers' business models and future operations. For the three and six months ended June 30, 2021, the Company recorded a net recovery of \$88,000 and a net impairment of \$4,000, respectively, on its loans receivable. For the three and six months ended June 30, 2020, the Company recorded a net impairment of \$36,000 and a net recovery of \$16,000, respectively, on its loans receivable. There were no material loans receivable subject to credit risk which were considered to be impaired as of June 30, 2021 or December 31, 2020. The Company considers a loan to be impaired when the Company does not expect to collect all of the

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contractual interest and principal payments as scheduled in the loan agreements. The Company also establishes a general loan loss reserve when available information indicates that it is probable a loss has occurred based on the carrying value of the portfolio and the amount of the loss can be reasonably estimated. Significant judgment is required in determining the general loan loss reserve, including estimates of the likelihood of default and the estimated fair value of the collateral. The general loan loss reserve includes those loans, which may have negative characteristics which have not yet become known to the Company. In addition to the reserves established on loans not considered impaired that have been evaluated under a specific evaluation, the Company establishes the general loan loss reserve using a consistent methodology to determine a loss percentage to be applied to loan balances. These loss percentages are based on many factors, primarily cumulative and recent loss history and general economic conditions. As of June 30, 2021 and December 31, 2020, the Company had loan loss reserves of \$930,000 and \$885,000, respectively.

Deferred Rent Receivable and Charges—Deferred rent receivable and charges consist of deferred rent, deferred leasing costs, deferred offering costs (Note 9) and other deferred costs. Deferred leasing costs, which represent lease commissions and other direct costs associated with the acquisition of tenants, are capitalized and amortized on a straight-line basis over the terms of the related leases. Deferred offering costs represent direct costs incurred in connection with the Company’s offerings of Series A Preferred Units, and, after January 2020, Series A Preferred Stock and Series D Preferred Stock, excluding costs specifically identifiable to a closing, such as commissions, dealer-manager fees, and other offering fees and expenses. Generally, for a specific issuance of securities, issuance-specific offering costs are recorded as a reduction of proceeds raised on the issuance date and offering costs incurred but not directly related to a specifically identifiable closing of a security are deferred. Deferred offering costs are first allocated to each issuance of a security on a pro-rata basis equal to the ratio of the number of securities issued in a given issuance to the maximum number of securities that are expected to be issued in the related offering. In the case of the Series A Preferred Units, which were issued prior to February 2020, the issuance-specific offering costs and the deferred offering costs allocated to such issuance were further allocated to the Series A Preferred Stock and Series A Preferred Warrants issued in such issuance based on the relative fair value of the instruments on the date of issuance. The deferred offering costs allocated to the Series A Preferred Stock and Series A Preferred Warrants are reductions to temporary equity and permanent equity, respectively.

As of June 30, 2021 and December 31, 2020, deferred rent receivable and charges consist of the following (in thousands):

	June 30, 2021	December 31, 2020
Deferred rent receivable	\$ 21,200	\$ 20,470
Deferred leasing costs, net of accumulated amortization of \$8,420 and \$7,742, respectively	8,275	8,950
Deferred offering costs	6,373	6,046
Other deferred costs	491	490
Deferred rent receivable and charges, net	<u>\$ 36,339</u>	<u>\$ 35,956</u>

Redeemable Preferred Stock—Beginning on the date of original issuance of any given shares of Series A Preferred Stock or Series D Preferred Stock, and from and after the fifth anniversary date of the original issuance of the Series L Preferred Stock, the holder of such shares has the right to require the Company to redeem such shares, subject to certain limitations as discussed in Note 9. The Company records the activity related to the Series A Preferred Warrants, Series D Preferred Stock and Series L Preferred Stock in permanent equity. In the event a holder of Series A Preferred Stock requests redemption of such shares and such redemption takes place prior to the first anniversary of the date of original issuance, the Company is required to pay such redemption in cash. As a result, the Company records issuances of Series A Preferred Stock in temporary equity. On the first anniversary of the date of original issuance of a particular share of Series A Preferred Stock, the Company reclassifies such share of Series A Preferred Stock from temporary equity to permanent equity because the feature giving rise to temporary equity classification, the requirement to satisfy redemption requests in cash, lapses on the first anniversary date.

Noncontrolling Interests—Noncontrolling interests represent the interests in various properties owned by third-parties.

Restricted Cash—The Company’s mortgage loan and hotel management agreements provide for depositing cash into restricted accounts reserved for capital expenditures, free rent, tenant improvement and leasing commission obligations. Restricted cash also includes cash required to be segregated in connection with certain of the Company’s loans receivable.

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Reclassifications—Certain prior period amounts have been reclassified to conform with the current period presentation. These reclassifications had no effect on previously reported totals or subtotals. The reclassifications have been made to the consolidated statement of cash flows for the six months ended June 30, 2020 as follows (in thousands):

	Six Months Ended June 30, 2020		
	As previously reported	Reclassification	As Revised
Consolidated Statements of Cash Flows			
Depreciation and amortization, net	\$ 10,455	\$ (211)	\$ 10,244
Deferred rent and amortization of intangible assets, liabilities and lease inducements	\$ (1,341)	\$ 1,341	\$ —
Other assets	\$ 578	\$ (1,130)	\$ (552)
Payment of revolving credit facilities, mortgages payable, term notes and principal on SBA 7(a) loan-backed notes	\$ —	\$ (10,370)	\$ (10,370)
Payment of principal on SBA 7(a) loan-backed notes	\$ (5,370)	\$ 5,370	\$ —
Payment of unsecured revolving lines of credit, revolving credit facility and or term note	\$ (5,000)	\$ 5,000	\$ —
Proceeds from revolving credit facilities and term notes	\$ —	\$ 76,966	\$ 76,966
Proceeds from unsecured revolving lines of credit, revolving credit facility and or term note	\$ 61,500	\$ (61,500)	\$ —
Borrowed funds from the Federal Reserve through the Paycheck Protection Program Liquidity Facility	\$ 15,466	\$ (15,466)	\$ —
Payment of deferred costs	\$ (70)	\$ (133)	\$ (203)
Payment of deferred loan costs	\$ (133)	\$ 133	\$ —
Net proceeds from issuance of Preferred Stock	\$ 21,296	\$ 170	\$ 21,466
Net proceeds from issuance of Series D Preferred Stock	\$ 170	\$ (170)	\$ —
Additions to deferred loan costs included in accounts payable and accrued expenses	\$ 292	\$ (292)	\$ —
Accrued deferred costs	\$ 165	\$ 292	\$ 457
Preferred stock offering costs offset against redeemable preferred stock	\$ 303	\$ 2	\$ 305
Preferred stock offering costs offset against redeemable preferred stock in permanent equity	\$ 2	\$ (2)	\$ —
Accrued redeemable preferred stock fees	\$ 247	\$ 2	\$ 249
Redeemable Series D Preferred Stock fees included in accounts payable and accrued expenses	\$ 2	\$ (2)	\$ —

Use of Estimates—The preparation of consolidated financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. The Company bases such estimates on historical experience, information available at the time, and assumptions the Company believes to be reasonable under the circumstances and at such time, including the impact of extraordinary events such as COVID-19. Actual results could differ from those estimates.

Recently Issued Accounting Pronouncements—In June 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-13, *Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which was subsequently amended by ASU No. 2018-19, *Codification Improvements to Topic 326, Financial Instruments - Credit Losses* (“ASU 2018-19”) in November 2018. Subsequently, the FASB issued ASU No. 2019-04, ASU No. 2019-05, ASU No. 2019-10, ASU No. 2019-11 and ASU No. 2020-02 to provide additional guidance on the credit losses standard. ASU 2016-13 and the related updates improve financial reporting requiring more timely recognition of credit losses on loans and other financial instruments that are not accounted for at fair value through net income, including loans held-for-investment, held-to-maturity debt securities, net investment in leases and other such commitments. ASU 2016-13 requires that financial assets measured at amortized cost be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The amendments in ASU 2016-13 require the Company to measure all expected credit losses based upon historical experience, current conditions, and reasonable and

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supportable forecasts that affect the collectability of the financial assets and eliminates the “incurred loss” methodology under current GAAP. ASU 2018-19 clarified that receivables arising from operating leases are not within the scope of Topic 326. Instead, impairment of receivables arising from operating leases should be accounted for in accordance with ASU No. 2016-02, Leases (Topic 842). For smaller reporting companies, public entities that are not SEC filers, and entities that are not public business entities, the ASU is effective for annual reporting periods (including interim reporting periods within those periods) beginning after December 15, 2022. Early adoption is permitted for annual reporting periods (including interim reporting periods within those periods) beginning after December 15, 2018. The Company has not yet adopted ASU 2016-13 and the related updates and remains in the process of evaluating the impact of adoption of this new accounting guidance on its consolidated financial statements.

On April 10, 2020, the FASB issued a question-and-answer document (the “Q&A”) to address stakeholder questions on the application of the lease accounting guidance for lease concessions related to the effects of COVID-19. The lease modification guidance in Topic 842, *Leases*, (or Topic 840, *Leases*) would require the Company to determine, on a lease by lease basis, if a lease concession was the result of a new arrangement reached with the tenant (treated within the lease modification accounting framework) or if a lease concession was made pursuant to the enforceable rights and obligations of the existing lease agreement (precluded from applying the lease modification accounting framework). However, the Q&A provides that the Company may bypass the lease by lease analysis if certain criteria are met, and instead elect to either consistently apply, or consistently not apply, the lease modification framework to groups of leases with similar characteristics and similar circumstances. As described below, the Company has elected not to apply the lease modification guidance to concessions related to the effects of COVID-19 that do not result in a substantial increase in the Company’s rights as lessor, including concessions that result in the total payments required by the modified lease being substantially the same as or less than the total payments required by the original lease.

3. INVESTMENTS IN REAL ESTATE

Investments in real estate consist of the following (in thousands):

	June 30, 2021	December 31, 2020
Land	\$ 139,397	\$ 139,397
Land improvements	2,611	2,611
Buildings and improvements	451,909	450,741
Furniture, fixtures, and equipment	4,983	4,969
Tenant improvements	29,926	31,414
Work in progress	8,079	8,073
Investments in real estate	636,905	637,205
Accumulated depreciation	(138,384)	(131,165)
Net investments in real estate	<u>\$ 498,521</u>	<u>\$ 506,040</u>

The Company recorded depreciation expense of \$4.2 million and \$4.3 million for the three months ended June 30, 2021 and 2020, respectively, and \$8.5 million and \$8.6 million for the six months ended June 30, 2021 and 2020, respectively.

The fair value of real estate acquired is recorded to the acquired tangible assets, consisting primarily of land, land improvements, building and improvements, tenant improvements, furniture, fixtures, and equipment, and identified intangible assets and liabilities, consisting of the value of acquired above-market and below-market leases, in-place leases and ground leases, if any, based in each case on their respective fair values. Loan premiums, in the case of above-market rate loans, or loan discounts, in the case of below-market rate loans, are recorded based on the fair value of any loans assumed in connection with acquiring the real estate.

2021 and 2020 Transactions—There were no acquisitions or dispositions during the six months ended June 30, 2021 or June 30, 2020.

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4. LOANS RECEIVABLE

Loans receivable consist of the following (in thousands):

	June 30, 2021	December 31, 2020
SBA 7(a) loans receivable, subject to credit risk	\$ 37,185	\$ 32,226
SBA 7(a) loans receivable, subject to loan-backed notes	22,059	23,631
SBA 7(a) loans receivable, Paycheck Protection Program	12,408	14,484
SBA 7(a) loans receivable, subject to secured borrowings	8,469	8,786
SBA 7(a) loans receivable, held for sale	1,896	4,009
Loans receivable	82,017	83,136
Deferred capitalized costs, net	855	884
Loan loss reserves	(930)	(885)
Loans receivable, net	\$ 81,942	\$ 83,135

SBA 7(a) Loans Receivable, Subject to Credit Risk—Represents the unguaranteed portions of loans originated under the SBA 7(a) Small Business Loan Program which were retained by the Company.

SBA 7(a) Loans Receivable, Subject to Loan-Backed Notes—Represents the unguaranteed portions of loans originated under the SBA 7(a) Small Business Loan Program which were transferred to a trust and are held as collateral in connection with a securitization transaction. The proceeds received from the transfer are reflected as loan-backed notes payable (Note 6). These loans are subject to credit risk.

SBA 7(a) Loans Receivable, Paycheck Protection Program—As a SBA 7(a) licensee, the Company is an authorized lender under the PPP and has originated \$26.4 million in loans under the program with \$12.4 million outstanding as of June 30, 2021. The Company expects a significant portion of these loans will be forgiven and repaid, either in part or in full, by the SBA, including both principal and accrued interest.

SBA 7(a) Loans Receivable, Subject to Secured Borrowings—Represents the government guaranteed portions of loans originated under the SBA 7(a) Small Business Loan Program which were sold with the proceeds received from the sale reflected as secured borrowings—government guaranteed loans. There is no credit risk associated with these loans since the SBA has guaranteed payment of the principal.

SBA 7(a) Loans Receivable, Held for Sale— Represents the government guaranteed portion of loans held for sale at the end of the period or that had been sold but in respect of which proceeds had not been received as of the end of the period.

Other

As of June 30, 2021 and December 31, 2020, the Company's loans subject to credit risk were 99.7% and 99.1%, respectively, concentrated in the hospitality industry. As of June 30, 2021 and December 31, 2020, 99.9% and 98.8%, respectively, of the Company's loans subject to credit risk were current. The Company classifies loans with negative characteristics in substandard categories ranging from special mention to doubtful. As of both June 30, 2021 and December 31, 2020, \$1.4 million of loans subject to credit risk were classified in substandard categories.

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5. OTHER INTANGIBLE ASSETS AND LIABILITIES

A schedule of the Company's intangible assets and liabilities and related accumulated amortization and accretion as of June 30, 2021 and December 31, 2020 is as follows (in thousands):

	June 30, 2021	December 31, 2020
Intangible lease assets:		
Acquired in-place leases, net of accumulated amortization of \$8,744 and \$9,228, respectively, with an average useful life of 9 and 8 years, respectively	\$ 2,763	\$ 3,316
Acquired above-market leases, net of accumulated amortization of \$21 and \$15, respectively, both with an average useful life of 6 years	34	40
Trade name and license	2,957	2,957
Total intangible lease assets, net	\$ 5,754	\$ 6,313
Intangible lease liabilities:		
Acquired below-market leases, net of accumulated amortization of \$1,174 and \$1,786, respectively, with an average useful life of 5 and 4 years, respectively	\$ 388	\$ 587

Amortization of the acquired above-market leases is recorded as a reduction to rental and other property income, and amortization of the acquired in-place leases is included in depreciation and amortization in the accompanying consolidated statements of operations. Amortization of the acquired below-market leases is recorded as an increase to rental and other property income in the accompanying consolidated statements of operations.

During the three and six months ended June 30, 2021 and 2020, the Company recognized amortization related to its intangible assets and liabilities as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Acquired above-market lease amortization	\$ 3	\$ 1	\$ 6	\$ 7
Acquired in-place lease amortization	\$ 257	\$ 303	\$ 553	\$ 744
Acquired below-market lease amortization	\$ 84	\$ 148	\$ 199	\$ 402

A schedule of future amortization and accretion of acquired intangible assets and liabilities as of June 30, 2021, is as follows (in thousands):

Years Ending December 31,	Assets		Liabilities
	Acquired Above-Market Leases	Acquired In-Place Leases	Acquired Below-Market Leases
2021 (Six months ending December 31, 2021)	\$ 6	\$ 496	\$ (150)
2022	12	813	(236)
2023	10	470	(2)
2024	5	374	—
2025	1	171	—
Thereafter	—	439	—
	\$ 34	\$ 2,763	\$ (388)

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6. DEBT

The following table summarizes the debt balances as of June 30, 2021 and December 31, 2020, and the debt activity for the six months ended June 30, 2021 (in thousands):

	Balances as of December 31, 2020	During the Six Months Ended June 30, 2021			Balances as of June 30, 2021
		Debt Issuances & Assumptions	Repayments & Modifications	Accretion & (Amortization)	
Mortgage Payable:					
Outstanding Balance	\$ 97,100	\$ —	\$ —	\$ —	\$ 97,100
Deferred loan costs — Mortgage Payable	(147)	—	—	13	(134)
Total Mortgage Payable	96,953	—	—	13	96,966
Secured Borrowings — Government Guaranteed Loans:					
Outstanding Balance	8,457	—	(291)	—	8,166
Unamortized premiums	457	—	—	(30)	427
Total Secured Borrowings — Government Guaranteed Loans	8,914	—	(291)	(30)	8,593
Other Debt:					
2018 revolving credit facility	166,500	20,000	(79,500)	—	107,000
2020 unsecured revolving credit facility	—	—	—	—	—
Junior subordinated notes	27,070	—	—	—	27,070
SBA 7(a) loan-backed notes	14,230	—	(2,379)	—	11,851
Borrowed funds from the Federal Reserve through the Paycheck Protection Program Liquidity Facility	14,484	10,396	(12,472)	—	12,408
Deferred loan costs — other debt	(2,155)	—	—	622	(1,533)
Discount on junior subordinated notes	(1,683)	—	—	45	(1,638)
Total Other Debt	218,446	30,396	(94,351)	667	155,158
Total Debt, Net	\$ 324,313	\$ 30,396	\$ (94,642)	\$ 650	\$ 260,717

Mortgage Payable—The mortgage payable is secured by a deed of trust on a property and assignments of rents receivable. As of June 30, 2021, the Company's mortgage payable had a fixed interest rate of 4.14% per annum, with monthly payments of interest only, due on July 1, 2026. The loan is nonrecourse.

Secured Borrowings-Government Guaranteed Loans—Secured borrowings-government guaranteed loans represent sold loans which are treated as secured borrowings because the loan sales did not meet the derecognition criteria provided for in ASC 860-30, *Secured Borrowing and Collateral*. These loans included cash premiums that are amortized as a reduction to interest expense over the life of the loan using the effective interest method and are fully amortized when the underlying loan is repaid in full. As of June 30, 2021, the Company's secured borrowings-government guaranteed loans included \$5.5 million of loans sold for a premium and excess spread, with a variable rate, reset quarterly, based on prime rate with weighted average coupon rate of 3.86%, and \$2.7 million of loans sold for an excess spread, with a variable rate, reset quarterly, based on prime rate with weighted average coupon rate of 1.56%.

2018 Revolving Credit Facility—In October 2018, CIM Commercial entered into a secured revolving credit facility with a bank syndicate that, as amended, allows CIM Commercial to borrow up to \$209.5 million, subject to a borrowing base calculation (the "2018 revolving credit facility"). In September 2020, the 2018 revolving credit facility was amended (the "2018 Credit Facility Modification") to remedy the effect that COVID-19 had on CIM Commercial's ability to borrow under the 2018 revolving credit facility during the period from September 2, 2020 through August 14, 2021 (the "Deferral Period"). The 2018 revolving credit facility bears interest (i) during the Deferral Period at (A) the base rate plus 1.05% or (B) LIBOR plus 2.05%

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and (ii) after the Deferral Period, at (A) the base rate plus 0.55% or (B) LIBOR plus 1.55%. As of June 30, 2021 and December 31, 2020, the variable interest rate was 2.13% and 2.20%, respectively. The 2018 revolving credit facility is also subject to an unused commitment fee of 0.15% or 0.25% depending on the amount of aggregate unused commitments. The 2018 revolving credit facility is secured by deeds of trust on certain of the Company's properties. During the Deferral Period, the Company's borrowing capacity is subject to a \$15.0 million reserve, which may be reduced by certain capital expenditures made in respect of the Company's properties securing the 2018 revolving credit facility, and the requirement that the Company maintain a minimum balance of "liquid assets" of \$15.0 million, which are defined as (1) unencumbered cash and cash equivalents and (2) up to \$5.0 million unfunded availability under the 2018 revolving credit facility. Other than as described in the preceding sentence, the 2018 revolving credit facility contains customary covenants and is not subject to any financial covenants (though the amount the Company may borrow under the 2018 revolving credit facility is determined by a borrowing base calculation). The 2018 revolving credit facility matures in October 2022 and provides for one one-year extension option under certain conditions. As of June 30, 2021 and December 31, 2020, \$107.0 million and \$166.5 million, respectively, was outstanding under the 2018 revolving credit facility, and approximately \$87.5 million and \$28.0 million, respectively, was available for future borrowings.

2020 Unsecured Revolving Credit Facility—In May 2020, to further enhance its liquidity position and maintain financial flexibility, CIM Commercial entered into an unsecured revolving credit facility with a bank (the "2020 unsecured revolving credit facility") pursuant to which CIM Commercial can borrow up to a maximum of \$10.0 million. Outstanding advances under the 2020 unsecured revolving credit facility bear interest at the rate of 1.00%. CIM Commercial also pays a revolving credit facility fee of 1.12% with each advance under the 2020 unsecured revolving credit facility, which fee is subject to a cap of \$112,000 in the aggregate. The 2020 unsecured revolving credit facility contains certain customary covenants including a maximum leverage ratio and a minimum fixed charge coverage ratio, as well as certain other conditions. The 2020 unsecured revolving credit facility matures in May 2022. As of June 30, 2021, \$0 was outstanding under the 2020 unsecured revolving credit facility and \$10.0 million was available for future borrowings.

Junior Subordinated Notes—The Company has junior subordinated notes with a variable interest rate which resets quarterly based on the three-month LIBOR plus 3.25%, with quarterly interest only payments. The junior subordinated balance is due at maturity on March 30, 2035. The junior subordinated notes may be redeemed at par at the Company's option.

SBA 7(a) Loan-Backed Notes—SBA 7(a) loan-backed notes are secured by deeds of trust or mortgages. On May 30, 2018, the Company completed a securitization of the unguaranteed portion of certain of its SBA 7(a) loans receivable with the issuance of \$38.2 million of unguaranteed SBA 7(a) loan-backed notes. The SBA 7(a) loan-backed notes are collateralized solely by the right to receive payments and other recoveries attributable to the unguaranteed portions of certain of the Company's SBA 7(a) loans receivable. The SBA 7(a) loan-backed notes mature on March 20, 2043, with monthly payments due as payments on the collateralized loans are received. Based on the anticipated repayments of the Company's collateralized SBA 7(a) loans, at issuance, the Company estimated the weighted average life of the SBA 7(a) loan-backed notes to be approximately two years. The SBA 7(a) loan-backed notes bear interest at the lower of the one-month LIBOR plus 1.40% or the prime rate less 1.08%. The Company reflects the SBA 7(a) loans receivable as assets on its consolidated balance sheets and the SBA 7(a) loan-backed notes as debt on its consolidated balance sheets. The restricted cash on the Company's consolidated balance sheets included funds related to the Company's SBA 7(a) loan-backed notes of \$1.1 million and \$1.2 million as of June 30, 2021 and December 31, 2020, respectively.

Paycheck Protection Program Liquidity Facility—In June 2020, the Company commenced borrowing funds from the Federal Reserve through the PPP Liquidity Facility (the "PPPLF"). Advances under the PPPLF carry an interest rate of 0.35%, are made on a dollar-for-dollar basis based on the amount of loans originated under the PPP and are secured by loans made by the Company under the PPP. The PPPLF contains customary covenants but is not subject to any financial covenants. The maturity date of PPPLF borrowings is the same as the maturity date of the loans pledged to secure the extension of credit, generally two years. At maturity, both principal and accrued interest are due. The maturity date of a PPPLF borrowing will be accelerated if, among other things, the Company has been reimbursed by the SBA for a loan forgiveness (to the extent of the forgiveness), the Company has received payment from the SBA representing exercise of the loan guarantee or the Company has received payment from the underlying borrower (to the extent of the payment received). The Company borrowed money under the PPPLF to finance all the loans the Company originated under the PPP. As of June 30, 2021, \$12.4 million was outstanding under the PPPLF. As of July 31, 2021, no new extensions of credit may be made under the PPPLF, unless the Federal Reserve Board and the United States Department of the Treasury decide to extend the PPPLF.

Deferred loan costs, which represent legal and third-party fees incurred in connection with the Company's borrowing activities, are capitalized and amortized to interest expense on a straight-line basis over the life of the related loan,

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approximating the effective interest method. Deferred loan costs are presented net of accumulated amortization and are a reduction to total debt.

As of June 30, 2021 and December 31, 2020, accrued interest and unused commitment fees payable of \$613,000 and \$564,000, respectively, were included in accounts payable and accrued expenses.

Future principal payments on the Company's debt (face value) as of June 30, 2021 are as follows (in thousands):

Years Ending December 31,	Mortgage Payable	Secured Borrowings Principal ⁽¹⁾	2018 Revolving Credit Facility	Other ^{(1) (2)}	Total
2021 (Six months ending December 31, 2021)	\$ —	\$ 471	\$ —	\$ 1,783	\$ 2,254
2022	—	431	107,000	3,296	110,727
2023	—	444	—	3,575	4,019
2024	—	458	—	3,716	4,174
2025	—	472	—	3,386	3,858
Thereafter	97,100	5,890	—	35,573	138,563
	<u>\$ 97,100</u>	<u>\$ 8,166</u>	<u>\$ 107,000</u>	<u>\$ 51,329</u>	<u>\$ 263,595</u>

(1) Principal payments on secured borrowings and SBA 7(a) loan-backed notes, which are included in Other, are generally dependent upon cash flows received from the underlying loans. The Company's estimate of their repayment is based on scheduled payments on the underlying loans. The Company's estimate will differ from actual amounts to the extent the Company experiences prepayments and or loan liquidations or charge-offs. No payment is due unless payments are received from the borrowers on the underlying loans.

(2) Represents the junior subordinated notes, SBA 7(a) loan-backed notes, and borrowed funds from the Federal Reserve through the PPPLF.

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7. STOCK-BASED COMPENSATION PLANS

On April 3, 2015, the Company’s board of directors (the “Board of Directors”) unanimously approved the CIM Commercial Trust Corporation 2015 Equity Incentive Plan (the “2015 Equity Incentive Plan”), which was approved by the Company’s stockholders. Under the 2015 Equity Incentive Plan, the Company granted awards of restricted shares of Common Stock to each of the independent members of the Board of Directors as follows:

Grant Date (1)	Vesting Date	Restricted Shares of Common Stock - Individual	Restricted Shares of Common Stock - Aggregate
May 2019	May 2020	889	3,556
July 2019	May 2020 (2)	81	324
May 2020	February 2021 (3)	5,478	5,478
May 2020	May 2021	5,478	16,434
May 2021	(4)	5,083	20,332

- (1) Compensation expense related to these restricted shares of Common Stock is recognized over the vesting period, and generally vests based on one year of continuous service. The Company recorded compensation expense related to these restricted shares of Common Stock in the amount of \$50,000 and \$56,000 for the three months ended June 30, 2021 and 2020, respectively, and \$110,000 and \$112,000 for the six months ended June 30, 2021 and 2020, respectively.
- (2) These shares vested in May 2020 concurrent with the vesting of the restricted shares of Common Stock granted in May 2019.
- (3) On February 11, 2021, the Company’s Board of Directors approved the immediate vesting of 5,478 shares that had been granted in May 2020 to a former independent member of the Board of Directors following his death.
- (4) These shares will vest after one year of continuous service.

As of June 30, 2021, there was \$183,000 of total unrecognized compensation expense related to restricted shares of Common Stock which will be recognized ratably over the remaining vesting period.

8. EARNINGS PER SHARE (“EPS”)

The computations of basic EPS are based on the Company’s weighted average shares outstanding. The basic weighted average number of shares of Common Stock outstanding was 15,102,000 and 14,782,000 for the three months ended June 30, 2021 and 2020, respectively, and 14,956,000 and 14,690,000 for the six months ended June 30, 2021 and 2020, respectively. For the three and six months ended June 30, 2021, there was no difference in the diluted weighted average number of shares of Common Stock outstanding as compared the basic weighted average number of shares of Common Stock outstanding. In order to calculate the diluted weighted average number of shares of Common Stock outstanding for the three and six months ended June 30, 2020, the basic weighted average number of shares of Common Stock outstanding was increased by 0 and 162 shares, respectively, to reflect the dilutive effect of certain shares of the Company’s Series A Preferred Stock. No shares of Series D Preferred Stock outstanding as of June 30, 2021 had a dilutive effect and no shares of Series D Preferred Stock were outstanding as of June 30, 2020. Outstanding Series A Preferred Warrants were not included in the computation of diluted EPS for the three and six months ended June 30, 2021 and 2020 because their impact was either anti-dilutive or such warrants were not exercisable during such periods (Note 10). Outstanding shares of Series L Preferred Stock were not included in the computation of diluted EPS for the three and six months ended June 30, 2021 and 2020 because such shares were not redeemable during such periods.

EPS for the year-to-date period may differ from the sum of quarterly EPS amounts due to the required method for computing EPS in the respective periods. In addition, EPS is calculated independently for each component and may not be additive due to rounding.

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The following table reconciles the numerator and denominator used in computing the Company's basic and diluted per-share amounts for net loss attributable to common stockholders for the three and six months ended June 30, 2021 and 2020 (in thousands, except per share amounts):

	Three Months Ended June		Six Months Ended June 30,	
	2021	2020	2021	2020
Numerator:				
Net loss attributable to common stockholders	\$ (4,210)	\$ (8,141)	\$ (12,416)	\$ (14,928)
Redeemable preferred stock dividends declared on dilutive shares	—	—	—	(1)
Diluted net loss attributable to common stockholders	<u>\$ (4,210)</u>	<u>\$ (8,141)</u>	<u>\$ (12,416)</u>	<u>\$ (14,929)</u>
Denominator:				
Basic weighted average shares of Common Stock outstanding	15,102	14,782	14,956	14,690
Effect of dilutive securities—contingently issuable shares	—	—	—	—
Diluted weighted average shares and common stock equivalents outstanding	<u>15,102</u>	<u>14,782</u>	<u>14,956</u>	<u>14,690</u>
Net loss attributable to common stockholders per share:				
Basic	<u>\$ (0.28)</u>	<u>\$ (0.55)</u>	<u>\$ (0.83)</u>	<u>\$ (1.02)</u>
Diluted	<u>\$ (0.28)</u>	<u>\$ (0.55)</u>	<u>\$ (0.83)</u>	<u>\$ (1.02)</u>

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9. REDEEMABLE PREFERRED STOCK

The table below provides information regarding the issuances, reclassifications and redemptions of each class of the Company's preferred stock in permanent equity during the three and six months ended June 30, 2021 and 2020 (dollar amounts in thousands):

	Preferred Stock							
	Series A		Series D		Series L		Total	
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount
Balances, December 31, 2019	2,837,094	\$ 70,633	—	\$ —	5,387,160	\$ 152,834	8,224,254	\$ 223,467
Issuance of Series D Preferred Stock	—	—	5,980	150	—	—	5,980	150
Reclassification of Series A Preferred Stock to permanent equity	304,274	7,588	—	—	—	—	304,274	7,588
Redemption of Series A Preferred Stock	(2,452)	(61)	—	—	—	—	(2,452)	(61)
Balances, March 31, 2020	3,138,916	\$ 78,160	5,980	\$ 150	5,387,160	\$ 152,834	8,532,056	\$ 231,144
Issuance of Series D Preferred Stock	—	—	920	23	—	—	920	23
Reclassification of Series A Preferred Stock to permanent equity	427,064	10,638	—	—	—	—	427,064	10,638
Redemption of Series A Preferred Stock	(5,532)	(138)	—	—	—	—	(5,532)	(138)
Balances, June 30, 2020	3,560,448	\$ 88,660	6,900	\$ 173	5,387,160	\$ 152,834	8,954,508	\$ 241,667
Balances, December 31, 2020	4,377,762	\$ 108,729	19,145	\$ 473	5,387,160	\$ 152,834	9,784,067	\$ 262,036
Issuance of Series D Preferred Stock	—	—	4,045	99	—	—	4,045	99
Reclassification of Series A Preferred Stock to permanent equity	366,991	9,144	—	—	—	—	366,991	9,144
Redemption of Series A Preferred Stock	(29,462)	(733)	—	—	—	—	(29,462)	(733)
Balances, March 31, 2021	4,715,291	\$ 117,140	23,190	\$ 572	5,387,160	\$ 152,834	10,125,641	\$ 270,546
Issuance of Series D Preferred Stock	—	—	7,835	192	—	—	7,835	192
Reclassification of Series A Preferred Stock to permanent equity	556,587	13,915	—	—	—	—	556,587	13,915
Redemption of Series A Preferred Stock	(18,501)	(460)	—	—	—	—	(18,501)	(460)
Balances, June 30, 2021	5,253,377	\$ 130,595	31,025	\$ 764	5,387,160	\$ 152,834	10,671,562	\$ 284,193

As of June 30, 2021, the Company had issued in registered public offerings 6,956,163 shares of Series A Preferred Stock, 4,603,287 Series A Preferred Warrants and 31,025 shares of Series D Preferred Stock and received gross proceeds of \$174.7 million (\$173.1 million of which was allocated to the Series A Preferred Stock, \$761,000 of which was allocated to the Series A Preferred Warrants, and \$764,000 of which was allocated to the Series D Preferred Stock) and, additionally, had issued 298,472 shares of Series A Preferred Stock as payment for services to the Administrator, for which no cash proceeds were received. In connection with such issuance, costs specifically identifiable to the offering of Series A Preferred Stock, Series A Preferred Warrants and Series D Preferred Stock, such as commissions, dealer manager fees and other offering fees and expenses, totaled \$14.6 million (\$14.4 million of which was allocated to the Series A Preferred Stock, \$142,000 of which was allocated to the Series A Preferred Warrants, and \$27,000 of which was allocated to the Series D Preferred Stock). In addition, as of June 30, 2021, non-issuance-specific costs related to this offering totaled \$7.9 million. As of June 30, 2021, the Company had reclassified and allocated \$1.5 million, \$5,000 and \$7,000 from deferred charges to Series A Preferred Stock,

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Series A Preferred Warrants and Series D Preferred Stock, respectively, as a reduction to the gross proceeds received. Such reclassification was based on the cumulative number of securities issued relative to the maximum number of securities expected to be issued under the offering. As of June 30, 2021, there were 7,098,258 shares of Series A Preferred Stock outstanding, 4,603,287 Series A Preferred Warrants to purchase 1,194,159 shares of Common Stock outstanding, and 31,025 shares of Series D Preferred Stock outstanding. As of June 30, 2021, 156,377 shares of Series A Preferred Stock and no shares of Series D Preferred Stock had been redeemed.

Series A Preferred Stock—The Company conducted a continuous public offering of Series A Preferred Units from October 2016 through January 2020, where each Series A Preferred Unit consisted of one share of Series A Preferred Stock, par value \$0.001 per share, of the Company with an initial stated value of \$25.00 per share, subject to adjustment, and one warrant to purchase 0.25 of a share of Common Stock. Proceeds and expenses from the sale of the Series A Preferred Units were allocated to the Series A Preferred Stock and Series A Preferred Warrants using their relative fair values on the date of issuance.

Since February 2020, the Company has been conducting a continuous public offering with respect to shares of the Company's Series A Preferred Stock, which, since such time, is no longer being issued as a unit with an accompanying Series A Preferred Warrant.

Net proceeds from the issuance of shares of Series A Preferred Stock are initially recorded in temporary equity at an amount equal to the gross proceeds allocated to such shares of Series A Preferred Stock minus the costs specifically identifiable to the issuance of such shares and the non-issuance specific offering costs allocated to such shares. If the net proceeds from the issuance of shares of Series A Preferred Stock are less than the redemption value of such shares at the time they are issued, or if the redemption value of such shares subsequently becomes greater than the carrying value of such shares, an adjustment is recorded to increase the carrying amount of such shares to their redemption value as of the balance sheet date. Such adjustment is considered a deemed dividend for purposes of calculating basic and diluted EPS. For the three and six months ended June 30, 2021, the Company recorded redeemable preferred stock deemed dividends of \$106,000 and \$163,000, respectively, related to such adjustments. For the three and six months ended June 30, 2020, the Company recorded redeemable preferred stock deemed dividends of \$52,000 and \$213,000, respectively, related to such adjustments.

On the first anniversary of the issuance of a particular share of Series A Preferred Stock, the Company reclassifies such share of Series A Preferred Stock from temporary equity to permanent equity because the feature giving rise to temporary equity classification, the requirement to satisfy redemption requests in cash, lapses on the first anniversary date. As of June 30, 2021, the Company had reclassified an aggregate of \$121.2 million in net proceeds from temporary equity to permanent equity.

Series D Preferred Stock—Since February 2020, the Company has been conducting a continuous public offering with respect to shares of its Series D Preferred Stock, par value \$0.001 per share, subject to adjustment. The selling price of the Series D Preferred Stock was \$25.00 per share for all sales that occurred from the beginning of the offering to and including June 28, 2020 and is expected to be, and since June 29, 2020, has been, \$24.50 per share through the end of the life of the offering. Shares of Series D Preferred Stock are recorded in permanent equity at the time of their issuance.

Series L Preferred Stock—On November 21, 2017, the Company issued 8,080,740 shares of Series L Preferred Stock having an initial stated value of \$28.37 per share ("Series L Preferred Stock Stated Value"), subject to adjustment. The Company received gross proceeds of \$229.3 million from the sale of the Series L Preferred Stock, which was reduced by issuance-specific offering costs, such as commissions, dealer manager fees, and other offering fees and expenses, totaling \$15.9 million, a discount of \$2.9 million, and non-issuance-specific costs of \$2.5 million. These fees have been recorded as a reduction to the gross proceeds in permanent equity.

Until the fifth anniversary of the date of original issuance of the Series L Preferred Stock, the Company is prohibited from issuing any shares of preferred stock ranking senior to or on parity with the Series L Preferred Stock with respect to the payment of dividends, other distributions, liquidation, and or dissolution or winding up of the Company unless the Minimum Fixed Charge Coverage Ratio, calculated in accordance with the Articles Supplementary describing the Series L Preferred Stock, is equal to or greater than 1.25:1.00. As of June 30, 2021 and December 31, 2020, the Company was in compliance with the Series L Preferred Stock Minimum Fixed Charge Coverage Ratio.

Refer to Note 12 for a discussion of certain payments the Company has made in shares of Common Stock and in shares of Preferred Stock and may make in shares of Preferred Stock in lieu of cash payments in order to remain in compliance with the Series L Preferred Stock Minimum Fixed Charge Coverage Ratio.

Dividends—With respect to the payment of dividends, the Series A Preferred Stock ranks senior to the Series L Preferred Stock and the Common Stock, and on parity with the Series D Preferred Stock. The Series L Preferred Stock ranks

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senior to the Common Stock (except with respect to and only to the extent of the Initial Dividend) and junior to the Series A Preferred Stock, Series D Preferred Stock and Common Stock (with respect to and only to the extent of the Initial Dividend). With respect to the distribution of amounts upon liquidation, dissolution or winding-up, the Series A Preferred Stock ranks on parity with the Series D Preferred Stock and Series L Preferred Stock, to the extent of the Series L Preferred Stock Stated Value, and otherwise ranks senior to the Series L Preferred Stock and the Common Stock. With respect to the distribution of amounts upon liquidation, dissolution or winding-up, the Series L Preferred Stock ranks senior to the Common Stock, both (i) to the extent of the Series L Preferred Stock Stated Value and (ii) following payment to holders of the Common Stock of an amount equal to any unpaid Initial Dividend, to the extent of any accrued and unpaid dividends on the Series L Preferred Stock, on parity with the Series A Preferred Stock and Series D Preferred Stock, to the extent of the Series L Preferred Stock Stated Value and junior to the Series A Preferred Stock, Series D Preferred Stock and Common Stock (to the extent of the Initial Dividend), in all instances with respect to any accrued and unpaid dividends on the Series L Preferred Stock.

Holders of Series A Preferred Stock are entitled to receive, if, as and when authorized by the Company's Board of Directors, and declared by the Company out of legally available funds, cumulative cash dividends on each share of Series A Preferred Stock at an annual rate of 5.50% of the Series A Preferred Stock Stated Value (i.e., the equivalent of \$0.34375 per share per quarter) (the "Series A Dividend"). Holders of Series D Preferred Stock are entitled to receive, if, as and when authorized by the Company's Board of Directors, and declared by the Company out of legally available funds, cumulative cash dividends on each share of Series D Preferred Stock at an annual rate of 5.65% of the Series D Preferred Stock Stated Value (i.e., the equivalent of \$0.35313 per share per quarter) (the "Series D Dividend"). Dividends on each share of Series A Preferred Stock and Series D Preferred Stock begin accruing on, and are cumulative from, the date of issuance.

The Company expects to pay the Series A Dividend and Series D Dividend in arrears on a monthly basis in accordance with the foregoing provisions, unless the Company's results of operations, general financing conditions, general economic conditions, applicable requirements of the MGCL or other factors make it imprudent to do so. The timing and amount of the Series A Dividend and the Series D Dividend will be determined by the Company's Board of Directors, in its sole discretion, and may vary from time to time.

Holders of Series L Preferred Stock are entitled to receive, if, as and when authorized by the Company's Board of Directors, and declared by the Company out of legally available funds, cumulative cash dividends on each share of Series L Preferred Stock at an annual rate of 5.50% of the Series L Preferred Stock Stated Value (i.e., the equivalent of \$1.56035 per share per year). Dividends on each share of Series L Preferred Stock began accruing on, and are cumulative from, the date of issuance.

The Company expects to pay dividends on the Series L Preferred Stock in arrears on an annual basis in accordance with the foregoing provisions, unless the Company's results of operations, general financing conditions, general economic conditions, applicable requirements of the MGCL or other factors make it imprudent to do so. If the Company fails to timely declare distributions or fails to timely pay distributions on the Series L Preferred Stock, the annual dividend rate of the Series L Preferred Stock will temporarily increase by 1.00% per year, up to a maximum rate of 8.50% per annum. However, prior to the payment of any distributions on Series L Preferred Stock in respect of a given year, the Company must first declare and pay dividends on the Common Stock in respect of such year in an aggregate amount equal to the Initial Dividend announced by the Company's Board of Directors at the end of the prior fiscal year. On December 22, 2020, the Company announced an Initial Dividend on shares of its Common Stock for fiscal year 2021 in the aggregate amount of \$4,448,223, of which \$2,226,000 had been paid as of June 30, 2021.

During the six months ended June 30, 2021, the Company paid \$4.5 million, \$16,000 and \$8.4 million of cash dividends on the Series A Preferred Stock, Series D Preferred Stock and Series L Preferred Stock, respectively. During the six months ended June 30, 2020, the Company paid \$4.2 million, \$1,000 and \$8.4 million of cash dividends on the Series A Preferred Stock, Series D Preferred Stock and Series L Preferred Stock, respectively.

Redemptions—The Company's Series A Preferred Stock and Series D Preferred Stock are redeemable at the option of the holder or CIM Commercial. The redemption schedule of the Series A Preferred Stock and Series D Preferred Stock allows redemptions at the option of the holder of Series A Preferred Stock or Series D Preferred Stock from the date of original issuance of any such shares at the Series A Preferred Stock Stated Value or Series D Preferred Stock Stated Value, respectively, less a redemption fee applicable prior to the fifth anniversary of the issuance of such shares, plus accrued and unpaid dividends. CIM Commercial has the right to redeem the Series A Preferred Stock or Series D Preferred Stock after the fifth anniversary of the date of original issuance of such shares at the Series A Preferred Stock Stated Value or Series D Preferred Stock Stated Value, respectively, plus accrued and unpaid dividends. At the Company's discretion, the redemption price will be paid in cash or in Common Stock based on the volume weighted average price of the Company's Common Stock for the 20 trading days

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prior to the redemption; provided that the redemption price of any shares of Series A Preferred Stock redeemed prior to the first anniversary of the date of original issuance of such shares must be paid in cash.

From and after the fifth anniversary of the date of original issuance of the Series L Preferred Stock, each holder will have the right to require the Company to redeem, and the Company will also have the option to redeem (subject to certain conditions), such shares of Series L Preferred Stock at a redemption price equal to the Series L Preferred Stock Stated Value, plus, provided certain conditions are met, all accrued and unpaid distributions. Notwithstanding the foregoing, a holder of shares of the Company's Series L Preferred Stock may require the Company to redeem such shares at any time prior to the fifth anniversary of the date of original issuance of the Series L Preferred Stock if (1) the Company does not declare and pay in full the distribution on the Series L Preferred Stock for any annual period prior to such fifth anniversary or (2) the Company does not declare and pay all accrued and unpaid distributions on the Series L Preferred Stock for all past dividend periods prior to the applicable holder redemption date. The applicable redemption price payable upon redemption of any Series L Preferred Stock will be made, in the Company's sole discretion, in the form of (A) cash in ILS at the then-current currency exchange rate determined in accordance with the Articles Supplementary defining the terms of the Series L Preferred Stock, (B) in equal value through the issuance of shares of Common Stock, with the value of such Common Stock to be deemed the lower of (i) the NAV per share of the Company's Common Stock as most recently published by the Company as of the effective date of redemption and (ii) the volume-weighted average price of the Company's Common Stock, determined in accordance with the Articles Supplementary defining the terms of the Series L Preferred Stock, or (C) in a combination of cash in ILS and the Company's Common Stock, based on the conversion mechanisms set forth in (A) and (B), respectively.

10. STOCKHOLDERS' EQUITY

Dividends

Holders of the Company's Common Stock are entitled to receive dividends, if, as and when authorized by the Board of Directors and declared by the Company out of legally available funds. In determining the Company's dividend policy, the Board of Directors considers many factors including the amount of cash resources available for dividend distributions, capital spending plans, cash flow, the Company's financial position, applicable requirements of the MGCL, any applicable contractual restrictions, and future growth in NAV and cash flow per share prospects. Consequently, the dividend rate on a quarterly basis does not necessarily correlate directly to any individual factor. Cash dividends per share of Common Stock paid in respect of the six months ended June 30, 2021 and 2020 consist of the following:

Declaration Date	Payment Date	Type	Cash Dividend Per Share of Common Stock
June 7, 2021	June 30, 2021	Regular Quarterly	\$ 0.075
March 5, 2021	March 30, 2021	Regular Quarterly	\$ 0.075
June 3, 2020	June 29, 2020	Regular Quarterly	\$ 0.075
March 2, 2020	March 25, 2020	Regular Quarterly	\$ 0.075

Rights Offering

In June 2021, the Company conducted the Rights Offering pursuant to which the Company issued an aggregate of 8,521,589 shares of Common Stock at a subscription price of \$9.25 per share for aggregate gross proceeds of \$78.8 million. Offering costs of \$1.9 million were incurred in connection with the Rights Offering and recorded as a reduction to additional paid-in capital.

Series A Preferred Warrants

Prior to February 2020, the Series A Preferred Stock was sold as a unit that included one share of Series A Preferred Stock and one Series A Preferred Warrant that could be exercised to purchase 0.25 of a share of Common Stock. The Series A Preferred Warrants are exercisable beginning on the first anniversary of the date of their original issuance until and including the fifth anniversary of the date of such issuance. At the time of issuance, the exercise price of each Series A Preferred Warrant was at a 15.0% premium to the per share estimated NAV of the Company's Common Stock then most recently published and designated as the Applicable NAV. However, in accordance with the terms of the Series A Preferred Warrants, the exercise price of each Series A Preferred Warrant issued prior to the Reverse Stock Split was automatically adjusted to reflect the effect of the Reverse Stock Split and, in the discretion of the Company's Board of Directors, the exercise price and the number of

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shares issuable upon exercise of each Series A Preferred Warrant issued prior to the Special Dividend was adjusted to reflect the effect of the Special Dividend.

Proceeds and expenses from the sale of the Series A Preferred Units were allocated to the Series A Preferred Stock and Series A Preferred Warrants using their relative fair values on the date of issuance. As of June 30, 2021, the Company had issued 4,603,287 Series A Preferred Warrants to purchase 1,194,159 shares of Common Stock in connection with the Company's offering of Series A Preferred Units and allocated net proceeds of \$614,000, after specifically identifiable offering costs and allocated general offering costs, to the Series A Preferred Warrants in permanent equity.

11. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company determines the estimated fair value of financial assets and liabilities utilizing a hierarchy of valuation techniques based on whether the inputs to a fair value measurement are considered to be observable or unobservable in a marketplace. The hierarchy for inputs used in measuring fair value is as follows:

Level 1 Inputs—Quoted prices in active markets for identical assets or liabilities

Level 2 Inputs—Observable inputs other than quoted prices in active markets for identical assets and liabilities

Level 3 Inputs—Unobservable inputs

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement.

Management's estimation of the fair value of the Company's financial instruments is based on a Level 3 valuation in the fair value hierarchy established for disclosure of how a company values its financial instruments. In general, quoted market prices from active markets for the identical financial instrument (Level 1 inputs), if available, should be used to value a financial instrument. If quoted prices are not available for the identical financial instrument, then a determination should be made if Level 2 inputs are available. Level 2 inputs include quoted prices for similar financial instruments in active markets for identical or similar financial instruments in markets that are not active (i.e., markets in which there are few transactions for the financial instruments, the prices are not current, price quotations vary substantially, or in which little information is released publicly). There is limited reliable market information for the Company's financial instruments and the Company utilizes other methodologies based on unobservable inputs for valuation purposes since there are no Level 1 or Level 2 inputs available. Accordingly, Level 3 inputs are used to measure fair value.

In general, estimates of fair value may differ from the carrying amounts of the financial assets and liabilities primarily as a result of the effects of discounting future cash flows. Considerable judgment is required to interpret market data and develop estimates of fair value. Accordingly, the estimates presented are made at a point in time and may not be indicative of the amounts the Company could realize in a current market exchange.

The following describes the methods the Company uses to estimate the fair value of the Company's financial assets and liabilities.

Debt—The carrying amounts of the Company's secured borrowings—government guaranteed loans, SBA 7(a) loan-backed notes, 2018 revolving credit facility and borrowed funds from the Federal Reserve through the PPPLF approximate their fair values, as the interest rates on these securities are variable and approximate current market interest rates. The Company determines the fair value of mortgage notes payable and junior subordinated notes by performing discounted cash flow analyses using an appropriate market discount rate. The Company calculates the market discount rate for its mortgage notes payable by obtaining period-end treasury or swap rates, as applicable, for maturities that correspond to the maturities of the Company's debt and then adding an appropriate credit spread. These credit spreads take into account factors such as the Company's credit standing, the maturity of the debt, whether the debt is secured or unsecured, and the loan-to-value ratios of the debt. When estimating the fair value of the Company's mortgages payable as of June 30, 2021 and December 31, 2020, the Company used a rate of 3.30% and 3.38%, respectively. The rate used to estimate the fair value of the Company's junior subordinated notes was 4.40% and 4.49% as of June 30, 2021 and December 31, 2020, respectively.

Loans Receivable—The Company determines the fair value of loans receivable by performing a present value analysis for the anticipated future cash flows using an appropriate market discount rate taking into consideration the credit risk and using an anticipated prepayment rate. The value of the government guaranteed portions of loans held for sale is based

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primarily on the anticipated proceeds to be received upon sale. The following summarizes the ranges of discount rates and prepayment rates used to arrive at the estimated fair values of the Company's loans receivable:

	June 30, 2021		December 31, 2020	
	Discount Rate	Prepayment Rate	Discount Rate	Prepayment Rate
SBA 7(a) loans receivable, subject to credit risk	6.50% - 8.25%	4.00% - 17.50%	6.50% - 8.25%	4.00% - 17.50%
SBA 7(a) loans receivable, subject to loan-backed notes	5.50% - 8.00%	4.88% - 17.50%	5.50% - 8.00%	4.88% - 17.50%
SBA 7(a) loans receivable, paycheck protection program	1.00%	N/A	1.00%	N/A
SBA 7(a) loans receivable, subject to secured borrowings	7.00% - 7.75%	5.00% - 17.50%	7.00% - 7.75%	5.00% - 17.50%

Other Financial Instruments—The carrying amounts of the Company's cash and cash equivalents, restricted cash, accounts receivable, accounts payable, and accrued expenses approximate their fair values due to their short-term maturities at June 30, 2021 and December 31, 2020.

The estimated fair values of those financial instruments which are not recorded at fair value on a recurring basis on the Company's consolidated balance sheets are as follows (dollar amounts in thousands):

	June 30, 2021		December 31, 2020		Level
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value	
Assets:					
SBA 7(a) loans receivable, subject to credit risk	\$ 37,517	\$ 37,728	\$ 32,509	\$ 32,397	3
SBA 7(a) loans receivable, subject to loan-backed notes	22,015	22,740	23,606	24,850	3
SBA 7(a) loans receivable, paycheck protection program	11,916	12,409	14,089	14,484	3
SBA 7(a) loans receivable, subject to secured borrowings	8,504	8,593	8,822	8,914	3
SBA 7(a) loans receivable, held for sale	1,990	2,150	4,109	4,527	3
Liabilities:					
Mortgages payable ⁽¹⁾	97,100	100,855	97,100	100,799	3
Junior subordinated notes ⁽¹⁾	27,070	24,293	27,070	24,236	3

(1) The carrying amounts for the mortgage payable and junior subordinated notes represents the principal outstanding amounts, excluding deferred loan costs and discounts.

12. RELATED-PARTY TRANSACTIONS

Asset Management and Other Fees to Related Parties

Asset Management Fees—CIM Urban and CIM Capital, LLC, an affiliate of CIM REIT and CIM Group ("CIM Capital"), have an investment management agreement, pursuant to which CIM Urban engaged CIM Capital to provide certain services to CIM Urban (the "Investment Management Agreement"). CIM Capital has assigned its duties under the Investment Management Agreement to its four wholly-owned subsidiaries: CIM Capital Securities Management, LLC, a securities manager, CIM Capital RE Debt Management, LLC, a debt manager, CIM Capital Controlled Company Management, LLC, a controlled company manager, and CIM Capital Real Property Management, LLC, a real property manager. The "Operator" refers to CIM Capital and its four wholly-owned subsidiaries.

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CIM Urban pays asset management fees to the Operator on a quarterly basis in arrears. The fee is calculated as a percentage of the daily average adjusted fair value of CIM Urban's assets (dollar amounts in thousands):

Daily Average Adjusted Fair Value of CIM Urban's Assets				Quarterly Fee Percentage
From Greater of		To and Including		
\$	—	\$	500,000	0.2500%
\$	500,000	\$	1,000,000	0.2375%
\$	1,000,000	\$	1,500,000	0.2250%
\$	1,500,000	\$	4,000,000	0.2125%
\$	4,000,000	\$	20,000,000	0.1000%

Asset management fees are included in asset management and other fees to related parties in the accompanying consolidated statements of operations.

In lieu of cash payment of the asset management fee, the Company has issued to the Operator shares of its Common Stock and shares of its Series A Preferred Stock. Subject to applicable laws and regulations under Nasdaq and the TASE and the agreement of the Operator, it is likely that the Company will seek to pay some or part of the asset management fees during 2021 in shares of Series A Preferred Stock.

Property Management Fees and Reimbursements—CIM Management, Inc. and certain of its affiliates (collectively, the "CIM Management Entities"), all affiliates of CIM REIT and CIM Group, provide property management, leasing, and development services to CIM Urban. Property management fees earned by the CIM Management entities and onsite management costs incurred on behalf of CIM Urban are included in rental and other property operating expenses in the accompanying consolidated statements of operations. Leasing commissions earned are capitalized to deferred charges on the accompanying consolidated balance sheets. Construction management fees are capitalized to investments in real estate on the accompanying consolidated balance sheets.

Administrative Fees and Expenses—CIM Commercial and its subsidiaries have a master services agreement (the "Master Services Agreement") with CIM Service Provider, LLC (the "Administrator"), an affiliate of CIM Group, pursuant to which the Administrator provides, or arranges for other service providers to provide, management and administration services to CIM Commercial and its subsidiaries. Pursuant to the Master Services Agreement, the Company appointed an affiliate of CIM Group as the administrator of Urban Partners GP, LLC. Under the Master Services Agreement, CIM Commercial paid a base service fee (the "Base Service Fee") to the Administrator initially set at \$1.0 million per year (subject to an annual escalation by a specified inflation factor beginning on January 1, 2015), payable quarterly in arrears. On May 11, 2020, the Master Services Agreement was amended to replace the Base Service Fee with an incentive fee (the "Incentive Fee") pursuant to which the Administrator receives, on a quarterly basis, 15.00% of CIM Commercial's quarterly core funds from operations in excess of a quarterly threshold equal to 1.75% (i.e., 7.00% on an annualized basis) of CIM Commercial's average adjusted common stockholders' equity (i.e., common stockholders' equity plus accumulated depreciation and amortization) for such quarter. The amendment is effective as of April 1, 2020. The Base Service Fee is included in asset management and other fees to related parties in the accompanying consolidated statements of operations.

In addition, pursuant to the terms of the Master Services Agreement, the Administrator may receive compensation and or reimbursement for performing certain services for CIM Commercial and its subsidiaries that are not covered by the Base Service Fee or the Incentive Fee, as the case may be. During the six months ended June 30, 2021 and 2020, such services performed by the Administrator and its affiliates included accounting, tax, reporting, internal audit, legal, compliance, risk management, IT, human resources, corporate communications, operational and on-going support in connection with the Company's offering of Preferred Stock. The Administrator's compensation is based on the salaries and benefits of the employees of the Administrator and or its affiliates who performed these services (allocated based on the percentage of time spent on the affairs of CIM Commercial and its subsidiaries). The expense for such services is included in expense reimbursements to related parties—corporate in the accompanying consolidated statements of operations.

Lending Segment Expenses—The Company has a Staffing and Reimbursement Agreement with CIM SBA Staffing, LLC ("CIM SBA"), an affiliate of CIM Group, and the Company's subsidiary, PMC Commercial Lending, LLC. The agreement provides that CIM SBA will provide personnel and resources to the Company and that the Company will reimburse

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CIM SBA for the costs and expenses of providing such personnel and resources. The expense for such services is included in expense reimbursements to related parties—lending segment in the accompanying consolidated statements of operations.

Offering-Related Fees—The Company had an Amendment, Assignment and Assumption Agreement (the “Assignment Agreement”) with CCO Capital, LLC (“CCO Capital”). CCO Capital is a registered broker dealer and is under common control with the Operator and the Administrator. As a result of the Assignment Agreement, CCO Capital became the exclusive dealer manager for the Company’s public offering of the Series A Preferred Units effective as of May 31, 2019. The Company’s offering of the Series A Preferred Units ended at the end of January 2020. On January 28, 2020, the Company entered into the Second Amended and Restated Dealer Manager Agreement, pursuant to which CCO Capital acts as the exclusive dealer manager for the Company’s public offering of its Series A Preferred Stock and Series D Preferred Stock. Thereunder, the Company agreed to pay CCO Capital, as the dealer manager for the offering, (1) an upfront dealer manager fee of up to 1.25% of the selling price of each share of Preferred Stock sold, (2) selling commissions of up to 5.50% of the selling price of each share of Series A Preferred Stock sold (with no selling commissions payable in respect of shares of Series D Preferred Stock sold) and (3) a trailing dealer manager fee that accrues daily in an amount equal to 1/365th of 0.25% per annum of the selling price of each share of Preferred Stock sold. CCO Capital, in its sole discretion, may reallocate to another broker-dealer authorized by it to sell shares in the offering a portion of the upfront dealer manager fee earned by it in respect of shares sold by such broker-dealer.

On April 9, 2020, the Company entered into Amendment No. 1 to the Second Amended and Restated Dealer Manager Agreement, pursuant to which the selling commissions were increased from up to 5.50% to up to 7.00% of the selling price of each share of Series A Preferred Stock sold thereafter. The Company has been informed that CCO Capital generally reallocate 100% of the selling commissions on sales of Series A Preferred Stock and generally reallocate substantially all of the upfront dealer manager fee on sales of Series A Preferred Stock and Series D Preferred Stock, to participating broker-dealers.

The Company recorded fees and expense reimbursements as shown in the table below for services provided by related parties related to the services described above during the periods indicated (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Asset Management Fees:				
Asset management fees ⁽¹⁾	\$ 2,260	\$ 2,376	\$ 4,519	\$ 4,739
Property Management Fees and Reimbursements:				
Property management fees	\$ 404	\$ 370	\$ 807	\$ 797
Onsite management and other cost reimbursement	\$ 755	\$ 615	\$ 1,564	\$ 1,584
Leasing commissions	\$ 33	\$ 43	\$ 48	\$ 83
Construction management fees	\$ 22	\$ 107	\$ 35	\$ 277
Administrative Fees and Expenses:				
Base service fee ⁽²⁾	\$ —	\$ —	\$ —	\$ 282
Expense reimbursements to related parties - corporate	\$ 454	\$ 615	\$ 1,059	\$ 1,427
Lending Segment Expenses:				
Expense reimbursements to related parties - lending segment	\$ 433	\$ 998	\$ 1,164	\$ 1,680
Offering-Related Fees:				
Upfront dealer manager and trailing dealer manager fees	\$ 272	\$ 350	\$ 422	\$ 589
Non-issuance specific offering costs ⁽³⁾	\$ 43	\$ 21	\$ 64	\$ 45

(1) For the three and six months ended June 30, 2020, the Company issued to the Operator 203,349 shares of Common Stock, in lieu of cash payment of the asset management fee for the first quarter of 2020, and 95,245 shares of our Series A Preferred Stock, in lieu of cash payment of the asset management fee for the second quarter of 2020. Subsequent to June 30, 2021, the Company issued to the Operator 89,338 shares of Series A Preferred Stock in lieu of cash payment of the asset management fee for the first quarter of 2021.

(2) For the three and six months ended June 30, 2020, the Company issued to the Administrator 11,273 shares of Series A Preferred Stock, in lieu of cash as payment of the Base Service Fee for the first quarter of 2020.

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- (3) As of June 30, 2021 and December 31, 2020, \$2.0 million and \$1.5 million, respectively, was included in deferred costs as reimbursable expenses incurred pursuant to the Master Services Agreement and the then applicable dealer manager agreement with CCO Capital. These non-issuance specific costs are allocated against the gross proceeds from the sale of the Series A Preferred Stock and the Series D Preferred Stock on a pro rata basis for each issuance as a percentage of the total offering.

As of June 30, 2021 and December 31, 2020, due to related parties consisted of the following (in thousands):

	June 30, 2021	December 31, 2020
Asset management fees	\$ 4,487	\$ 2,386
Property management fees and reimbursements	1,926	1,662
Expense reimbursements - corporate	904	647
Expense reimbursements - lending segment	1,685	690
Upfront dealer manager and trailing dealer manager fees	655	493
Non-issuance specific offering costs	969	668
Other amounts due to the CIM Management Entities and certain of its affiliates	6	160
Total due to related parties	<u>\$ 10,632</u>	<u>\$ 6,706</u>

Other

During the year ended December 31, 2020, the Company's President, Jan F. Salit, retired effective as of September 16, 2020. Mr. Salit received a \$450,000 payment, representing one year of his base salary, upon the satisfaction of certain conditions specified therein, including the execution of an agreement with the Company that contains, among other things, mutual release and non-disparagement provisions. Related to this payment, \$287,000 was borne by the Company based on the time that Mr. Salit devoted to the Company relative to other matters relating to CIM Group.

On October 1, 2015, an affiliate of CIM Group entered into a five-year lease renewal with respect to a property owned by the Company. The lease was amended to a month-to-month term in February 2019 and was terminated in October 2020. The Company recorded rental and other property income related to this tenant of \$0 and \$29,000 for the three months ended June 30, 2021 and 2020, respectively, and \$0 and \$58,000 for the six months ended June 30, 2021 and 2020, respectively.

On May 15, 2019, CIM Group entered into an approximately 11-year lease for approximately 32,000 rentable square feet with respect to a property owned by the Company. The lease was amended on August 7, 2019 to reduce the rentable square feet to approximately 30,000 rentable square feet. The Company recorded rental and other property income related to this tenant of \$370,000 and \$740,000 for the three and six months, respectively, ended both June 30, 2021 and 2020, respectively.

13. COMMITMENTS AND CONTINGENCIES

Loan Commitments—Commitments to extend credit are agreements to lend to a customer provided the terms established in the contract are met. The Company's outstanding commitments to fund loans were \$61.1 million as of June 30, 2021, the majority of which are for prime-based loans to be originated by the Company's subsidiary engaged in SBA 7(a) Small Business Loan Program lending, the government guaranteed portion of which is intended to be sold. Commitments generally have fixed expiration dates. Since some commitments are expected to expire without being drawn upon, total commitment amounts do not necessarily represent future cash requirements.

Purchase Commitments—As of June 30, 2021, the Company had entered into a purchase agreement with an unaffiliated third-party seller to acquire a 100% interest in one office property, subject to meeting certain criteria, for an aggregate purchase price of \$2.9 million, exclusive of closing costs. As of June 30, 2021, the Company had \$150,000 of property escrow deposits held by an escrow agent in connection with this future property acquisition. This deposit is included in the accompanying consolidated balance sheets in loan servicing asset, net and other assets. This property was subsequently acquired in July 2021 (Note 16).

General—In connection with the ownership and operation of real estate properties, the Company has certain obligations for the payment of tenant improvement allowances and lease commissions in connection with new leases and renewals. CIM Commercial had a total of \$8.0 million in future obligations under leases to fund tenant improvements and other future construction obligations as of June 30, 2021. As of June 30, 2021, \$2.5 million was funded to reserve accounts included

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in restricted cash on the Company's consolidated balance sheet for these tenant improvement obligations in connection with the mortgage loan agreement entered into in June 2016.

Employment Agreements—The Company has an employment agreement with one of its officers. Under certain circumstances, this employment agreement provides for (1) severance payment equal to the annual base salary paid to the officer and (2) death and disability payments in an amount equal to two times and one time, respectively, the annual base salary paid to the officer.

Litigation—The Company is not currently involved in any material pending or threatened legal proceedings nor, to the Company's knowledge, are any material legal proceedings currently threatened against the Company, other than routine litigation arising in the ordinary course of business. In the normal course of business, the Company is periodically party to certain legal actions and proceedings involving matters that are generally incidental to the Company's business. While the outcome of these legal actions and proceedings cannot be predicted with certainty, in management's opinion, the resolution of these legal proceedings and actions will not have a material adverse effect on the Company's business, financial condition, results of operations, cash flow or the Company's ability to satisfy its debt service obligations or to maintain its level of distributions on Common Stock or Preferred Stock.

In September 2018, the Company filed a lawsuit against the City and County of San Francisco seeking a refund of the \$11.8 million in penalties, interest and legal fees paid by the Company for real property transfer tax allegedly due for a transaction in a prior year. The Company disputed that such penalties, interest and legal fees were payable but, in order to contest the asserted tax obligations, the Company had to pay such amounts to the City and County of San Francisco in August 2017. The Company has been vigorously pursuing this litigation and intend to continue to do so.

A subsidiary of the Company is a defendant in a lawsuit in connection with injuries sustained by a third-party contractor at a property previously owned by such subsidiary. While it is possible that a loss may be incurred, the Company is unable to estimate a range of potential losses due to the complexity and current status of the lawsuit. However, the Company maintains insurance coverage to mitigate the impact of adverse exposures in lawsuits of this nature and do not expect this lawsuit to have a material adverse effect on the Company's business, financial condition, results of operations, cash flow or the Company's ability to satisfy its debt service obligations or to maintain the level of distributions on the Company's Common Stock or Preferred Stock.

SBA Related—If the SBA establishes that a loss on an SBA guaranteed loan is attributable to significant technical deficiencies in the manner in which the loan was originated, funded or serviced under the PPP or the SBA 7(a) Small Business Loan Program, the SBA may seek recovery of the principal loss related to the deficiency from the Company. With respect to the guaranteed portion of SBA loans that have been sold, the SBA will first honor its guarantee and then seek compensation from the Company in the event that a loss is deemed to be attributable to technical deficiencies. Based on historical experience, the Company does not expect that this contingency is probable to be asserted. However, if asserted, it could have a material adverse effect on the Company's business, financial condition, results of operations, cash flow or the Company's ability to satisfy its debt service obligations or to maintain its level of distributions on Common Stock or Preferred Stock.

Environmental Matters—In connection with the ownership and operation of real estate properties, the Company may be potentially liable for costs and damages related to environmental matters, including asbestos-containing materials. The Company has not been notified by any governmental authority of any noncompliance, liability, or other claim in connection with any of the properties, and the Company is not aware of any other environmental condition with respect to any of the properties that management believes will have a material adverse effect on the Company's business, financial condition, results of operations, cash flow or the Company's ability to satisfy its debt service obligations or to maintain its level of distributions on Common Stock or Preferred Stock.

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14. LEASES

Future minimum rental revenue under long-term operating leases as of June 30, 2021, excluding tenant reimbursements of certain costs, are as follows (in thousands):

Years Ending December 31,	Total
2021 (Six months ending December 31, 2021)	\$ 22,321
2022	42,430
2023	39,143
2024	37,394
2025	21,811
Thereafter	40,472
	<u>\$ 203,571</u>

15. SEGMENT DISCLOSURE

The Company's reportable segments during the three and six months ended June 30, 2021 and 2020 consist of two types of commercial real estate properties, namely, office and hotel, as well as a segment for the Company's lending business. Management internally evaluates the operating performance and financial results of the segments based on net operating income. The Company also has certain general and administrative level activities, including public company expenses, legal, accounting, and tax preparation that are not considered separate operating segments. The reportable segments are accounted for on the same basis of accounting as described in the notes to the Company's audited consolidated financial statements for the year ended December 31, 2020 included in the 2020 Form 10-K.

For the Company's real estate segments, the Company defines net operating income (loss) as rental and other property income and expense reimbursements less property related expenses, and excludes non-property income and expenses, interest expense, depreciation and amortization, corporate related general and administrative expenses, gain (loss) on sale of real estate, gain (loss) on early extinguishment of debt, impairment of real estate, transaction costs, and provision (benefit) for income taxes. For the Company's lending segment, the Company defines net operating income as interest income net of interest expense and general overhead expenses.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2021 (Unaudited) – (Continued)

The net operating income (loss) of the Company's segments for the three and six months ended June 30, 2021 and 2020 is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Office:				
Revenues	\$ 13,356	\$ 13,763	\$ 26,883	\$ 28,660
Property expenses:				
Operating	5,687	5,266	11,342	11,312
General and administrative	83	238	168	336
Total property expenses	5,770	5,504	11,510	11,648
Segment net operating income—office	7,586	8,259	15,373	17,012
Hotel:				
Revenues	3,477	1,114	5,355	9,367
Property expenses:				
Operating	3,428	2,226	6,063	8,695
General and administrative	51	6	101	19
Total property expenses	3,479	2,232	6,164	8,714
Segment net operating (loss) income—hotel	(2)	(1,118)	(809)	653
Lending:				
Revenues	5,839	1,598	9,313	3,982
Lending expenses:				
Interest expense	182	189	373	480
Expense reimbursements to related parties—lending segment	433	998	1,164	1,680
General and administrative	177	521	623	921
Total lending expenses	792	1,708	2,160	3,081
Segment net operating income (loss)—lending	5,047	(110)	7,153	901
Total segment net operating income	\$ 12,631	\$ 7,031	\$ 21,717	\$ 18,566

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2021 (Unaudited) – (Continued)

A reconciliation of segment net operating income to net income attributable to the Company for the three and six months ended June 30, 2021 and 2020 is as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Total segment net operating income	\$ 12,631	\$ 7,031	\$ 21,717	\$ 18,566
Interest and other income	1	35	1	36
Asset management and other fees to related parties	(2,260)	(2,376)	(4,519)	(5,021)
Expense reimbursements to related parties—corporate	(454)	(615)	(1,059)	(1,427)
Interest expense	(2,491)	(2,707)	(4,932)	(5,583)
General and administrative	(835)	(903)	(2,876)	(2,126)
Depreciation and amortization	(5,069)	(5,197)	(10,106)	(10,455)
Income (loss) before provision for income taxes	1,523	(4,732)	(1,774)	(6,010)
(Provision) benefit for income taxes	(996)	691	(1,370)	713
Net income (loss)	527	(4,041)	(3,144)	(5,297)
Net loss (income) attributable to noncontrolling interests	3	(2)	4	(6)
Net income (loss) attributable to the Company	<u>\$ 530</u>	<u>\$ (4,043)</u>	<u>\$ (3,140)</u>	<u>\$ (5,303)</u>

The condensed assets for each of the segments as of June 30, 2021 and December 31, 2020, along with capital expenditures and loan originations for the six months ended June 30, 2021 and 2020, are as follows (in thousands):

	June 30, 2021		December 31, 2020	
Condensed assets:				
Office	\$	461,207	\$	472,544
Hotel		100,711		100,285
Lending		106,817		94,626
Non-segment assets		36,089		18,162
Total assets	<u>\$</u>	<u>704,824</u>	<u>\$</u>	<u>685,617</u>
		Six Months Ended June 30,		
		2021	2020	
Capital expenditures⁽¹⁾ and loan originations:				
Office	\$	818	\$	7,087
Hotel		128		556
Total capital expenditures		946		7,643
Loan originations		65,210		27,870
Total capital expenditures and loan originations	<u>\$</u>	<u>66,156</u>	<u>\$</u>	<u>35,513</u>

(1) Represents additions and improvements to real estate investments, excluding acquisitions. Includes the activity for dispositions through their respective disposition dates.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
June 30, 2021 (Unaudited) – (Continued)

16. SUBSEQUENT EVENTS

The following events occurred subsequent to June 30, 2021:

Property Acquisition

In July 2021, the Company acquired from an unrelated third-party a 100% fee-simple interest in an office property located in Los Angeles, California for a purchase price of \$2.9 million, which excludes transaction costs of \$44,000 that were incurred and capitalized in connection with this acquisition. The property has approximately 4,900 square feet of office space.

Debt

Subsequent to June 30, 2021, the Company repaid \$25.0 million on its 2018 revolving credit facility.

Item 2.

Management's Discussion and Analysis of Financial Condition and Results of Operations

This Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), which are intended to be covered by the safe harbors created thereby. Such forward-looking statements can be identified by the use of forward-looking terminology such as "may," "will," "project," "target," "expect," "intend," "might," "believe," "anticipate," "estimate," "could," "would," "continue," "pursue," "potential," "forecast," "seek," "plan," or "should" or the negative thereof or other variations or similar words or phrases. Such forward-looking statements include, among others, statements about CMCT's plans and objectives relating to future growth and availability of funds, and the trading liquidity of CMCT's Common Stock. Such forward-looking statements are based on particular assumptions that management of CMCT has made in light of its experience, as well as its perception of expected future developments and other factors that it believes are appropriate under the circumstances. Forward-looking statements are necessarily estimates reflecting the judgment of CMCT's management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These risks and uncertainties include those associated with (i) the scope, severity and duration of the current pandemic of COVID-19, and actions taken to contain the pandemic or mitigate its impact, (ii) the adverse effect of COVID-19 on the financial condition, results of operations, cash flows and performance of CMCT and its tenants and business partners, the real estate market and the global economy and financial markets, among others, (iii) the timing, form and operational effects of CMCT's development activities, (iv) the ability of CMCT to raise in place rents to existing market rents and to maintain or increase occupancy levels, (v) fluctuations in market rents, including as a result of COVID-19, and (vi) general economic, market and other conditions. Additional important factors that could cause CMCT's actual results to differ materially from CMCT's expectations are discussed under the section "Risk Factors" in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 16, 2021 and amended on April 30, 2021 (the "2020 Form 10-K"). The forward-looking statements included herein are based on current expectations and there can be no assurance that these expectations will be attained. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond CMCT's control. Although we believe that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by CMCT or any other person that CMCT's objectives and plans will be achieved. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date they are made. CMCT does not undertake to update them to reflect changes that occur after the date they are made.

The following discussion of our financial condition as of June 30, 2021 and results of operations for the three and six months ended June 30, 2021 and 2020 should be read in conjunction with the 2020 Form 10-K. For a more detailed description of the risks affecting our financial condition and results of operations, see "Risk Factors" in Part I, Item 1A of the 2020 Form 10-K and in Part II, Item 1A of this Quarterly Report. Capitalized terms used herein, but not otherwise defined, shall have the meaning ascribed to those terms in "Part I — Financial Information" of this Quarterly Report on Form 10-Q, including the notes to the consolidated financial statements contained therein. The terms "we," "us," "our" and the "Company" refer to CIM Commercial Trust Corporation and its subsidiaries.

Definitions

We use certain defined terms throughout this Quarterly Report on Form 10-Q that have the following meanings:

The phrase "ADR" represents average daily rate. It is calculated as trailing 6-month room revenue divided by the number of rooms occupied.

The phrase "annualized rent" represents gross monthly base rent, or gross monthly contractual rent under parking and retail leases, multiplied by 12. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent.

The phrase "RevPAR" represents revenue per available room. It is calculated as trailing 6-month room revenue divided by the number of available rooms.

Executive Summary**Business Overview**

CIM Commercial is a Maryland corporation and REIT. We primarily own and operate Class A and creative office real assets in vibrant and improving metropolitan communities throughout the United States. We, supported by the broad real estate capabilities of CIM Group, seek to focus on the acquisition, ownership, operation and development of cash flowing creative office, multifamily, retail, parking, infill industrial and limited service hospitality real assets in communities qualified by CIM Group. These communities are located in areas that include traditional downtown areas and suburban main streets, which have high barriers to entry, high population density, positive population trends and a propensity for growth. We believe that the critical mass of redevelopment in such areas creates positive externalities, which enhance the value of real estate assets in the area. We believe that these assets will provide greater returns than similar assets in other markets, as a result of the population growth, public commitment, and significant private investment that characterize these areas. We intend that no acquisition will exceed more than 10% of our gross asset value.

We are operated by affiliates of CIM Group. CIM is a community-focused real estate and infrastructure owner, operator, lender and developer. Headquartered in Los Angeles, CA, CIM has offices across the United States and in Tokyo, Japan.

COVID-19

In March 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic. Since then, COVID-19 has spread worldwide, causing significant disruptions to the U.S. and world economies. and has triggered a period of significant global economic slowdown. In the first half of 2021, the U.S. and world economy initially showed signs of recovery from the impact of COVID-19 as vaccination rates increased, virus caseloads declined and businesses, schools and public services began to reopen. However, the emergence of variant strains of COVID-19 has threatened to slow or reverse these trends in the third quarter of 2021 and beyond. As a result, there continues to be uncertainty regarding the continued impact of COVID-19 on the U.S. and international economies.

The information provided in the table below provides insight into the effects of COVID-19 on our rent collections for the three months ended June 30, 2021 for our parking tenants. For the three months ended June 30, 2021, rent collections for our office and retail tenants were generally consistent with such rent collections prior to the effects of COVID-19. We undertake no obligation to provide rent collection, concession or allowance information for any future period. The information presented below is preliminary and unaudited, and we undertake no obligation to update such information other than as may be required by law:

	Three Months Ended June 30, 2021
Parking Tenants⁽¹⁾	
Rent Collected ⁽²⁾	32.3 %
Recorded as Bad Debt	67.7 %
Total	100.0 %

(1) There have been no significant changes in parking tenant rent collections subsequent to June 30, 2021.

(2) Rent collected is calculated as the aggregate contractual rent collected for each month in the applicable period presented from the beginning of that month through August 2, 2021, divided by the aggregate contractual rent charged for the applicable period. Rent collection percentages are calculated based on contractual rents (excluding percentage rents and contractually obligated reimbursements by our tenants).

Additionally, the spread of COVID-19 in the United States and the resulting restrictions on travel, meetings and social gatherings that have been implemented from time to time have impacted, and are expected to continue to materially impact so long as they persist, the operations of our hotel in Sacramento, California. For the three months ended June 30, 2021, the hotel segment net operating loss of our hotel was \$2,000. Based on current expectations, we anticipate that the net operating income of our hotel for the second half of 2021 will be lower as compared to pre-COVID-19 levels for the comparable periods. As a result, contributions by the hotel to our funds from operations during such periods will be significantly diminished.

Our lending division has also suffered adverse impacts relating to COVID-19. Loans originated and serviced under the SBA 7(a) Small Business Loan Program through June 30, 2021 consist primarily of loans to borrowers in the limited service hospitality sector. Since the onset of COVID-19 in the United States, our borrowers have been experiencing significant reductions in cash flow as the travel and leisure industry decline caused by COVID-19 has continued to impact limited service

hospitality properties. The substantial majority of our borrowers received relief under the Coronavirus Aid, Relief and Economic Security Act (the “CARES Act”) during the year ended December 31, 2020 through subsidy in the form of six months of monthly loan payments made on the borrower’s behalf pursuant to Section 1112 of the CARES Act. Further, Section 1112 of the CARES Act was extended and, beginning February 1, 2021, the CARES Act provided up to an additional five months of subsidy of scheduled principal and interest payments (up to \$9,000 per month, per loan) which was received for the substantial majority of our borrowers.

As a result of the potential negative impact on the cash flow of our borrowers, we increased our loan loss reserves commencing with the second half of 2020. Depending upon the length of continuation of market disruptions for the limited service hospitality industry, we may have additional increases in our loan loss reserves and ultimately an increase in loan losses, and such losses may be material.

The situation surrounding COVID-19 remains fluid, and we have been actively managing our response in collaboration with tenants, government officials and business partners and assessing the impact to our financial position and operating results, as well as the additional potential adverse developments in our business. We have taken steps to adapt to the difficult business environment in which we operate and to strengthen our business to position our business to thrive post COVID-19. These steps include (i) reducing our corporate overhead expenses by realigning certain support functions and reducing employee compensation at our Operator, including not appointing a replacement for our President who retired during the third quarter, (ii) focusing on appropriate cost-reduction measures at our properties, (iii) temporarily suspending the vast majority of activities related to the repositioning of our office building at 4750 Wilshire Boulevard in Los Angeles, California, and renovations at the Sheraton Grand Hotel in Sacramento, California, (iv) raising capital in June 2021 through the Rights Offering pursuant to which we received gross proceeds of \$78.8 million before issuance costs of \$1.9 million, (v) increasing liquidity by entering into the 2020 unsecured revolving credit facility in May 2020, accessing (beginning in June 2020) funds through the Federal Reserve through the Paycheck Protection Program Liquidity Facility (the “PPPLF”) established for lenders who originate loans pursuant to the Paycheck Protection Program (the “PPP”) and entering into the 2018 Credit Facility Modification in September 2020, and (vi) amending our Master Services Agreement to eliminate the Base Service Fee as described in Note 12 to the consolidated financial statements included in this Quarterly Report on Form 10-Q.

The extent to which COVID-19 will continue to impact our operations and those of our tenants and business partners will depend on future developments, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of COVID-19 and actions taken to contain the pandemic or mitigate its impact, the distribution and acceptance of vaccines and their impact on the timing and speed of economic recovery, the spread of new variants of COVID-19 concerns regarding additional surges of COVID-19 as a result thereof, the impacts on the U.S. and international economies and the extent to which federal, state and local governments provide relief or assistance to those affected by COVID-19. We cannot predict the significance, extent or duration of any adverse impact of COVID-19 on our business, financial condition, results of operations, cash flow or our ability to satisfy its debt service obligations or to maintain its level of distributions on its Common Stock or Preferred Stock. However, our business, financial condition, results of operations, and liquidity have been adversely affected and will likely continue to be adversely affected for the remainder of 2021.

Properties

As of June 30, 2021, our real estate portfolio consisted of 12 assets, all of which were fee-simple properties. As of June 30, 2021, our nine office properties, totaling approximately 1.3 million rentable square feet, were 78.0% occupied, our one development site was being used as a parking lot, and our one hotel with an ancillary parking garage, which has a total of 503 rooms, had RevPAR of \$46.52 for the six months ended June 30, 2021.

In July 2021, the Company acquired from an unrelated third party a 100% fee-simple interest in one additional office property totaling approximately 4,900 square feet of office space.

Strategy

CIM Commercial is a Maryland corporation and REIT. We primarily own and operate Class A and creative office real assets in vibrant and improving metropolitan communities throughout the United States. We, supported by the broad real estate capabilities of CIM Group, seek to focus on the acquisition, ownership, operation and development of cash flowing creative office, multifamily, retail, parking, infill industrial and limited service hospitality real assets in communities throughout the United States that are qualified by CIM Group as described below. These communities are located in areas that include traditional downtown areas and suburban main streets, which have high barriers to entry, high population density, positive population trends and a propensity for growth. We believe that the critical mass of redevelopment in such areas creates positive externalities, which enhance the value of real estate assets in the area. We believe that these assets will provide greater returns than similar assets in other markets, as a result of the population growth, public commitment and significant private investment that characterize these areas. Our investments in real estate assets may take different forms, including direct investments, side-

by-side investments or co-investments with vehicles managed by CIM Group. We intend that no acquisition will exceed more than 10% of our gross asset value.

As a matter of prudent management, we regularly evaluate each asset within our portfolio as well as our strategies. Such review may result in dispositions when an asset no longer fits our overall objectives or strategies, when we believe the proceeds generated from the sale of an asset can be redeployed in one or more assets that will generate better returns or when, among other things, the market value of such asset is equal to or exceeds our view of its intrinsic value. We have a portfolio of attractive assets with significant same store growth opportunity, and we may have opportunities to dispose of some of those assets at attractive prices. To the extent that we do so, we will seek to redeploy proceeds in the same profile of assets that we are pursuing with the capital we have raised from the Rights Offering.

CIM Group Operations

CIM Group believes that a vast majority of the risks associated with acquiring real estate are mitigated by accumulating local market knowledge of the community where the asset is located. As a result, CIM Group typically spends significant resources over a period of between six months and five years evaluating communities prior to making any acquisitions. The distinct districts that CIM Group identifies through this process as targets for acquisitions are referred to as “Qualified Communities”. Qualified Communities typically have dedicated resources to become, or are currently, vibrant communities where people can live, work, shop and be entertained, all within walking distance or close proximity to public transportation. These areas, which include traditional downtown areas and suburban main streets, generally have high barriers to entry, high population density, positive population trends, a propensity for growth and support for investment. CIM Group believes that the critical mass of redevelopment in such Qualified Communities creates positive externalities, which enhance the value of real estate assets in the area. CIM Group targets acquisitions of diverse types of real estate assets, including retail, residential, office, parking, hotel, signage and mixed-use through CIM Group’s extensive network and its current opportunistic activities. Since 1994, CIM Group has identified 135 Qualified Communities and has deployed capital in 75 of these communities.

CIM Group seeks to maximize the value of its holdings through active onsite property management and leasing. CIM Group has extensive in-house research, acquisition, credit analysis, development, finance, leasing and onsite property management capabilities, which leverage its deep understanding of metropolitan communities to position properties for multiple uses and to maximize operating income. As a vertically-integrated owner and operator, CIM Group has in-house onsite property management and leasing capabilities. Property managers prepare annual capital and operating budgets and monthly operating reports, monitor results and oversee vendor services, maintenance and capital improvement schedules. In addition, they ensure that revenue objectives are met, lease terms are followed, receivables are collected, preventative maintenance programs are implemented, vendors are evaluated and expenses are controlled. In addition, CIM Group’s real assets management committee (the “Real Assets Management Committee”) reviews and approves strategic plans for each asset, including financial, leasing, marketing, property positioning and disposition plans. The Real Assets Management Committee reviews and approves the annual business plan for each property, including its capital and operating budget. CIM Group’s organizational structure provides for continuity through multi-disciplinary teams responsible for an asset from the time of the original investment recommendation, through the implementation of the asset’s business plan, and any disposition activities.

CIM Group’s Investments and Development teams are separate groups that work very closely together on transactions requiring development expertise. While the Investments team is responsible for acquisition analysis, both the Investments and Development teams perform due diligence, evaluate and determine underwriting assumptions and participate in the development management and ongoing asset management of CIM Group’s opportunistic assets. The Development team is also responsible for the oversight and or execution of securing entitlements and the development/repositioning process. In instances where CIM Group is not the lead developer, CIM Group’s in-house Development team continues to provide development and construction oversight to co-sponsors through a shadow team that oversees the progress of the development from beginning to end to ensure adherence to the budgets, schedules, quality and scope of the project in order to maintain CIM Group’s vision for the final product. The Investments and Development teams interact as a cohesive team when sourcing, underwriting, acquiring, executing and managing the business plan of an opportunistic acquisition.

Financing Strategy

We may finance our future activities through one or more of the following methods: (i) offerings of shares of Common Stock, Preferred Stock or other equity and or debt securities of the Company; (ii) credit facilities and term loans; (iii) the addition of senior recourse or non-recourse debt using target acquisitions as well as existing assets as collateral; (iv) the sale of existing assets; and or (v) cash flows from operations.

We issued to the Operator an aggregate of 203,349 shares of our Common Stock and 287,199 shares of our Series A Preferred Stock, par value \$0.001 per share (“Series A Preferred Stock”), as payment, in lieu of cash, for all asset management

fees owed to the Operator in respect of fees incurred during the year ended December 31, 2020, and 89,338 shares of Series A Preferred Stock as payment in lieu of cash, for the asset management fee for the three months ended March 31, 2021. Additionally, we issued to the Administrator 11,273 shares of Series A Preferred Stock, in lieu of cash as payment of the Base Service Fee (as defined below) in respect of the three months ended March 31, 2020. All of such securities were issued pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act. It is likely that we will continue to seek to pay some or part of the asset management fees for the year ending December 31, 2021 in shares of Series A Preferred Stock.

Rental Rate Trends

Office Statistics: The following table sets forth occupancy rates and annualized rent per occupied square foot across our office portfolio as of the specified periods:

	As of June 30,	
	2021	2020
Occupancy (1)	78.0 %	80.6 %
Annualized rent per occupied square foot (1)(2)	\$ 52.32	\$ 50.29

- (1) The information presented in this table represents historical information as of the date indicated without giving effect to any property sales occurring thereafter.
- (2) Total abatements, representing lease incentives in the form of free rent, for the 12 months ended June 30, 2021 and 2020 were approximately \$1.3 million and \$2.3 million, respectively.

Over the next four quarters, we expect to see expiring cash rents as set forth in the table below:

	For the Three Months Ended			
	September 30, 2021	December 31, 2021	March 31, 2022	June 30, 2022
Expiring Cash Rents:				
Expiring square feet (1)	30,035	20,789	23,073	22,817
Expiring rent per square foot (2)	\$ 53.50	\$ 54.88	\$ 55.43	\$ 64.64

- (1) Month-to-month tenants occupying a total of 14,968 square feet are included in the expiring leases in the first quarter listed.
- (2) Represents annualized rent, as of June 30, 2021, under leases expiring during the periods above.

During the three and six months ended June 30, 2021, we executed leases with terms longer than 12 months totaling 21,913 and 26,466 square feet, respectively. The table below sets forth information on certain of our executed leases during the three and six months ended June 30, 2021, excluding space that was vacant for more than one year, month-to-month leases, leases with an original term of less than 12 months, related party leases, and space where the previous tenant was a related party:

	Number of Leases (1)	Rentable Square Feet	New Cash Rents per Square Foot (2)	Expiring Cash Rents per Square Foot (2)
Three months ended June 30, 2021	4	16,754	\$ 44.64	\$ 51.75
Six months ended June 30, 2021	6	19,797	\$ 46.97	\$ 51.27

- (1) Based on the number of tenants that signed leases.
- (2) Cash rents represent gross monthly base rent, multiplied by 12. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent.

Fluctuations in submarkets, buildings and terms of leases may cause large variations in these numbers and make predicting the changes in rent in any specific period difficult. Our rental and occupancy rates are impacted by general economic

conditions, including the pace of regional and economic growth, and access to capital. Therefore, we cannot give any assurance that leases will be renewed or that available space will be re-leased at rental rates equal to or above the current market rates. Additionally, decreased demand and other negative trends or unforeseeable events, such as COVID-19, that impair our ability to timely renew or re-lease space could have a material adverse effect on our business, financial condition, results of operations, cash flow or our ability to satisfy our debt service obligations or to maintain our level of distributions on our Common Stock or Preferred Stock.

Hotel Statistics: The following table sets forth the occupancy, ADR and RevPAR for our hotel in Sacramento, California for the specified periods:

	For the Six Months Ended June 30,	
	2021	2020
Occupancy	38.8 %	39.2 %
ADR	\$ 119.99	\$ 159.75
RevPAR	\$ 46.52	\$ 62.59

Seasonality

Our revenues and expenses for our hotel property are subject to seasonality during the year. Generally, our hotel revenues are greater in the first and second quarters than the third and fourth quarters. This seasonality can be expected to cause quarterly fluctuations in revenues, segment net operating income, net income and cash provided by operating activities. Additionally, our operating results have been and will be adversely affected by the continued effects of COVID-19. In addition, the hotel industry is cyclical and demand generally follows, on a lagged basis, key macroeconomic factors.

Lending Segment

Through our loans originated under the SBA's 7(a) Guaranteed Loan Program, we are a national lender that primarily originates loans to small businesses. We identify loan origination opportunities through personal contacts, internet referrals, attendance at trade shows and meetings, direct mailings, advertisements in trade publications and other marketing methods. We also generate loans through referrals from real estate and loan brokers, franchise representatives, existing borrowers, lawyers and accountants.

In addition, as a SBA 7(a) licensee, we are an authorized lender under the PPP, which was enacted during the year ended December 31, 2020.

The PPP provides lenders under the program with a 100% guaranty of repayment (provided certain conditions are met) and provides small businesses with uncollateralized and unguaranteed loans at an interest rate of 1.00%. Loans originated under the PPP will be fully forgiven, subject to certain limitations, when used by the borrower for payroll costs, interest on mortgages, rent, and utilities. For those loans that are forgiven, the SBA will remit 100% of the remaining outstanding principal plus accrued interest to us. For those loans whose borrowers do not meet the criteria required for forgiveness, the borrower is required to repay the remaining obligation. Upon a borrower default of any remaining balance due, if any, the SBA will remit the balance due to us. The loans that we originated under the PPP have a two-year term if originated prior to June 5, 2020 and have a five-year term if originated after June 5, 2020. We obtain funds to originate loans under the PPP from the Federal Reserve on a basis that correlates to the outstanding principal balance due from our borrowers pursuant to the PPP on a dollar-for-dollar basis with a cost of funds of 0.35%.

Property Concentration

As of June 30, 2021, we had certain tenant and geographic concentrations in our property holdings. Kaiser, which occupied office space in one of our Oakland, California properties, accounted for 31.0% of our annualized rental income for the three months ended June 30, 2021. No other tenant accounted for greater than 10.0% of our annualized rental income for the three months ended June 30, 2021. In addition, seven of our office properties were located in California, which accounted for 84.0% of our annualized rental income for the three months ended June 30, 2021.

2021 Results of Operations

Comparison of the Three Months Ended June 30, 2021 to the Three Months Ended June 30, 2020

Net Income (Loss) and FFO

	Three Months Ended June 30,		Change	
	2021	2020	\$	%
	(dollars in thousands)			
Total revenues	\$ 22,673	\$ 16,510	\$ 6,163	37.3 %
Total expenses	\$ 21,150	\$ 21,242	\$ (92)	(0.4)%
Net income (loss)	\$ 527	\$ (4,041)	\$ 4,568	(113.0)%

Net income (loss) increased to \$527,000, or by \$4.6 million, for the three months ended June 30, 2021, compared to a net loss of \$4.0 million for the three months ended June 30, 2020. The increase is primarily attributable to an increase of \$5.2 million in our lending segment net operating income as well as a decrease of \$116,000 in asset management and other fees to related parties, a decrease of \$161,000 in expense reimbursements to related parties - corporate, a decrease of \$128,000 in depreciation and amortization, and a decrease of \$216,000 in interest expense, partially offset by an increase of \$1.7 million in provision for income taxes.

We believe that FFO is a widely recognized and appropriate measure of the performance of a REIT and that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when reporting their results. FFO represents net income (loss) attributable to common stockholders, computed in accordance with GAAP, which reflects the deduction of redeemable preferred stock dividends declared or accumulated, redeemable preferred stock deemed dividends, and redeemable preferred stock redemptions, excluding gains (or losses) from sales of real estate, impairment of real estate, and real estate depreciation and amortization. We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts (the "NAREIT").

Like any metric, FFO should not be used as the only measure of our performance because it excludes depreciation and amortization and captures neither the changes in the value of our real estate properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our operating results. Other REITs may not calculate FFO in accordance with the standards established by the NAREIT; accordingly, our FFO may not be comparable to the FFOs of other REITs. Therefore, FFO should be considered only as a supplement to net income (loss) as a measure of our performance and should not be used as a supplement to or substitute measure for cash flows from operating activities computed in accordance with GAAP. FFO should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends.

The following table sets forth a reconciliation of net loss attributable to common stockholders to FFO attributable to common stockholders (in thousands):

	Three Months Ended June 30,	
	2021	2020
Net loss attributable to common stockholders	\$ (4,210)	\$ (8,141)
Depreciation and amortization	5,069	5,197
FFO attributable to common stockholders	\$ 859	\$ (2,944)

FFO attributable to common stockholders was \$859,000 for the three months ended June 30, 2021, an increase of \$3.8 million compared to a loss of \$2.9 million for the three months ended June 30, 2020. The increase in FFO is primarily attributable to an increase of \$5.2 million in our lending segment net operating income.

Summary Segment Results

During the three months ended June 30, 2021 and 2020, CIM Commercial operated in three segments: office and hotel properties and lending. Set forth and described below are summary segment results for our operating segments (dollar amounts in thousands).

	Three Months Ended June 30,		Change	
	2021	2020	\$	%
Revenues:				
Office	\$ 13,356	\$ 13,763	\$ (407)	(3.0)%
Hotel	\$ 3,477	\$ 1,114	\$ 2,363	212.1%
Lending	\$ 5,839	\$ 1,598	\$ 4,241	265.4%
Expenses:				
Office	\$ 5,770	\$ 5,504	\$ 266	4.8%
Hotel	\$ 3,479	\$ 2,232	\$ 1,247	55.9%
Lending	\$ 792	\$ 1,708	\$ (916)	(53.6)%
Non-Segment Revenue and Expenses:				
Interest and other income	\$ 1	\$ 35	\$ (34)	(97.1)%
Asset management and other fees to related parties	\$ (2,260)	\$ (2,376)	\$ 116	(4.9)%
Expense reimbursements to related parties - corporate	\$ (454)	\$ (615)	\$ 161	(26.2)%
Interest expense	\$ (2,491)	\$ (2,707)	\$ 216	(8.0)%
General and administrative	\$ (835)	\$ (903)	\$ 68	(7.5)%
Depreciation and amortization	\$ (5,069)	\$ (5,197)	\$ 128	(2.5)%
(Provision) benefit for income taxes	\$ (996)	\$ 691	\$ (1,687)	(244.1)%

Revenues

Office Revenue: Office revenue includes rental revenue, expense reimbursements and lease termination income from office properties. Office revenue decreased to \$13.4 million, or by 3.0%, for the three months ended June 30, 2021 compared to \$13.8 million for the three months ended June 30, 2020. The decrease is primarily due to lower revenues at an office property in Los Angeles, California and at an office property in Beverly Hills, California due to decreases in occupancy as compared to the second quarter of 2020.

Hotel Revenue: Hotel revenue increased to \$3.5 million, or by 212.1%, for the three months ended June 30, 2021, compared to \$1.1 million for the three months ended June 30, 2020, primarily due to an increase in occupancy, average daily rate, and food, beverage, and other sundry hotel services during the second quarter of 2021 as compared to the second quarter of 2020 as a result of the easing of government restrictions associated with COVID-19. However, the outbreak of COVID-19 will likely continue to negatively affect the operations of our hotel through the remainder of 2021 as described in “—COVID-19” above.

Lending Revenue: Lending revenue represents revenue from our lending subsidiaries, including interest income on loans and other loan related fee income. Lending revenue increased to \$5.8 million, or by 265.4%, for the three months ended June 30, 2021, compared to \$1.6 million for the three months ended June 30, 2020. The increase is primarily due to an increase in premium income from the sale of the guaranteed portion of our SBA 7(a) loans, which benefited from an increase in the SBA guaranty support from a maximum of 75% per loan to 90% per loan and higher market premiums (noting that the level of guaranty support from the SBA is not permanent and may be changed back to 75% at any time by act of Congress). In addition, there was an increase in interest income resulting from an increase in our average outstanding lending portfolio during the three months ended June 30, 2021 compared to the three months ended June 30, 2020.

Expenses

Office Expenses: Office expenses increased to \$5.8 million, or by 4.8%, for the three months ended June 30, 2021, compared to \$5.5 million for the three months ended June 30, 2020. The increase is primarily due to an increase in operating expenses at our office property in Oakland, California.

Hotel Expenses: Hotel expenses increased to \$3.5 million, or by 55.9%, for the three months ended June 30, 2021, compared to \$2.2 million for the three months ended June 30, 2020, primarily as a result of increased occupancy at the hotel as compared to the second quarter of 2020. The outbreak of COVID-19 is expected to cause hotel expenses to remain lower through the remainder of 2021 as compared to pre-COVID-19 levels for the comparable periods.

Lending Expenses: Lending expenses represent expenses from our lending subsidiaries, including interest expense, general and administrative expenses and fees to related party. Lending expenses decreased to \$792,000, or by 53.6%, for the three months ended June 30, 2021, compared to \$1.7 million for the three months ended June 30, 2020. The decrease was primarily due to an increase in allocated expenses incurred during the three months ended June 30, 2020 related to the development of the loan origination platform for the PPP.

Asset Management and Other Fees to Related Parties: Asset management fees and other fees to related parties, which have not been allocated to our operating segments, were \$2.3 million for the three months ended June 30, 2021, a decrease of 4.9%, compared to \$2.4 million for the three months ended June 30, 2020. Asset management fees are calculated based on a percentage of the daily average adjusted fair value of CIM Urban's assets, which are appraised in the fourth quarter of each year. The lower fees reflect a decrease in the adjusted fair value of CIM Urban's assets as compared to the second quarter of 2020 due to lower appraised values of our same store properties, partially offset by the purchase of an office property and incremental capital expenditures incurred subsequent to June 30, 2020.

On May 11, 2020, the Master Services Agreement was amended to replace the Base Service Fee with the Incentive Fee. The amendment became effective as of April 1, 2020. The Administrator did not earn an Incentive Fee for the three months ended June 30, 2021. Based on our expected performance for the remainder of 2021, it is very likely that we will not pay any Incentive Fee in 2021.

Expense Reimbursements to Related Parties—Corporate: The Administrator receives compensation and or reimbursement for performing certain services for CIM Commercial and its subsidiaries that are not covered by the Incentive Fee. Expense reimbursements to related parties-corporate were \$454,000 for the three months ended June 30, 2021, a decrease of 26.2%, compared to \$615,000 for the three months ended June 30, 2020. The decrease was primarily due to reductions in allocated payroll.

Interest Expense: Interest expense, which has not been allocated to our operating segments, was \$2.5 million for the three months ended June 30, 2021, a decrease of 8.0% compared to \$2.7 million for the three months ended June 30, 2020. The decrease is primarily due to a decrease in the LIBOR component of the interest rates on our variable interest debt, primarily due to a lower average outstanding principal balance on our 2018 Revolving Credit Facility compared to the three months ended June 30, 2020, partially offset by an increase in interest expense on our revolving credit facility resulting from the 2018 Credit Facility Modification.

General and Administrative Expenses: General and administrative expenses, which have not been allocated to our operating segments, were \$835,000 for the three months ended June 30, 2021, a decrease of 7.5% compared to \$903,000 for the three months ended June 30, 2020. The decrease is primarily due to a decrease in accounting and consulting fees.

Depreciation and Amortization Expense: Depreciation and amortization expense was \$5.1 million for the three months ended June 30, 2021, a decrease of \$128,000 compared to \$5.2 million for the three months ended June 30, 2020.

(Provision) Benefit for Income Taxes: Provision for income taxes was \$996,000 for the three months ended June 30, 2021 as compared to a benefit for income taxes of \$691,000 for the three months ended June 30, 2020. The change in provision for income taxes is due to an increase in taxable income at our taxable REIT subsidiaries during the three months ended June 30, 2021 related to the operating results of our lending division.

Comparison of the Six Months Ended June 30, 2021 to the Six Months Ended June 30, 2020**Net Loss**

	Six Months Ended June 30,		Change	
	2021	2020	\$	%
	(dollars in thousands)			
Total revenues	\$ 41,552	\$ 42,045	\$ (493)	(1.2)%
Total expenses	\$ 43,326	\$ 48,055	\$ (4,729)	(9.8)%
Net loss	\$ (3,144)	\$ (5,297)	\$ 2,153	(40.6)%

Net loss decreased to \$3.1 million, or by \$2.2 million, for the six months ended June 30, 2021, compared to net loss of \$5.3 million for the six months ended June 30, 2020. The decrease is primarily attributable to an increase of \$3.2 million in total segment net operating income as well as a decrease of \$502,000 in asset management and other fees to related parties, a decrease of \$368,000 in expense reimbursements to related parties - corporate, a decrease of \$349,000 in depreciation and amortization, and a decrease of \$651,000 in interest expense, partially offset by an increase of \$750,000 in general and administrative expenses and an increase of \$2.1 million in provision for income taxes.

FFO

The following table sets forth a reconciliation of net loss attributable to common stockholders to FFO attributable to common stockholders (in thousands):

	Six Months Ended June 30,	
	2021	2020
Net loss attributable to common stockholders	\$ (12,416)	\$ (14,928)
Depreciation and amortization	10,106	10,455
FFO attributable to common stockholders	\$ (2,310)	\$ (4,473)

FFO attributable to common stockholders was \$(2.3) million for the six months ended June 30, 2021, an increase of \$2.2 million compared to \$(4.5) million for the six months ended June 30, 2020. The increase in FFO is primarily attributable to an increase of \$3.2 million in total segment net operating income.

Summary Segment Results

During the six months ended June 30, 2021 and 2020, CIM Commercial operated in three segments: office and hotel properties and lending. Set forth and described below are summary segment results for our operating segments (dollar amounts in thousands).

	Six Months Ended June 30,		Change	
	2021	2020	\$	%
Revenues:				
Office	\$ 26,883	\$ 28,660	\$ (1,777)	(6.2)%
Hotel	\$ 5,355	\$ 9,367	\$ (4,012)	(42.8)%
Lending	\$ 9,313	\$ 3,982	\$ 5,331	133.9%
Expenses:				
Office	\$ 11,510	\$ 11,648	\$ (138)	(1.2)%
Hotel	\$ 6,164	\$ 8,714	\$ (2,550)	(29.3)%
Lending	\$ 2,160	\$ 3,081	\$ (921)	(29.9)%
Non-Segment Revenue and Expenses:				
Interest and other income	\$ 1	\$ 36	\$ (35)	(97.2)%
Asset management and other fees to related parties	\$ (4,519)	\$ (5,021)	\$ 502	(10.0)%
Expense reimbursements to related parties - corporate	\$ (1,059)	\$ (1,427)	\$ 368	(25.8)%
Interest expense	\$ (4,932)	\$ (5,583)	\$ 651	(11.7)%
General and administrative	\$ (2,876)	\$ (2,126)	\$ (750)	35.3%
Depreciation and amortization	\$ (10,106)	\$ (10,455)	\$ 349	(3.3)%
(Provision) benefit for income taxes	\$ (1,370)	\$ 713	\$ (2,083)	(292.1)%

Revenues

Office Revenue: Office revenue includes rental revenue, expense reimbursements and lease termination income from office properties. Office revenue decreased to \$26.9 million, or by 6.2%, for the six months ended June 30, 2021 compared to \$28.7 million for the six months ended June 30, 2020. The decrease is primarily due to lower revenues at an office property in Los Angeles, California, and lower revenues at an office property in Beverly Hills, California due to decreases in occupancy as compared to the six months ended June 30, 2020.

Hotel Revenue: Hotel revenue decreased to \$5.4 million, or by 42.8%, for the six months ended June 30, 2021, compared to \$9.4 million for the six months ended June 30, 2020, primarily due to decreases in occupancy, average daily rate, and food, beverage, and other sundry hotel services during the period January 2021 through June 2021 as compared to March 2020 through June 2020 as a result of COVID-19 (see “—COVID-19” above). The outbreak of COVID-19 will likely continue to negatively affect the operations of our hotel through the remainder of 2021 as described in “—COVID-19” above.

Lending Revenue: Lending revenue represents revenue from our lending subsidiaries, including interest income on loans and other loan related fee income. Lending revenue increased to \$9.3 million, or by 133.9%, for the six months ended June 30, 2021, compared to \$4.0 million for the six months ended June 30, 2020. The increase is primarily due to an increase in premium income from the sale of the guaranteed portion of our SBA 7(a) loans, which benefited from an increase in the SBA guaranty support from a maximum of 75% per loan to 90% per loan and higher market premiums (noting that the level of guaranty support from the SBA is not permanent and may be changed back to 75% at any time by act of Congress).

Expenses

Office Expenses: Office expenses decreased to \$11.5 million, or by 1.2%, for the six months ended June 30, 2021, compared to \$11.6 million for the six months ended June 30, 2020.

Hotel Expenses: Hotel expenses decreased to \$6.2 million, or by 29.3%, for the six months ended June 30, 2021, compared to \$8.7 million for the six months ended June 30, 2020, primarily as a result of decreased occupancy at the hotel during the period January 2021 through June 2021 as compared to March 2020 through June 2020 as a result of COVID-19.

The outbreak of COVID-19 is expected to cause hotel expenses to remain lower through the remainder of 2021 as compared to pre-COVID-19 levels for the comparable periods.

Lending Expenses: Lending expenses represent expenses from our lending subsidiaries, including interest expense, general and administrative expenses and fees to related party. Lending expenses decreased to \$2.2 million, or by 29.9%, for the six months ended June 30, 2021, compared to \$3.1 million for the six months ended June 30, 2020, primarily due to a decrease in costs incurred and expense reimbursements to related parties due to allocated expenses during the six months ended June 30, 2020 related to the development of the loan origination platform for the PPP and assistance with origination of SBA 7(a) loans under the PPP not recurring during the six months ended June 30, 2021.

Asset Management and Other Fees to Related Parties: Asset management fees and other fees to related parties, which have not been allocated to our operating segments, were \$4.5 million for the six months ended June 30, 2021, a decrease of \$502,000, compared to \$5.0 million for the six months ended June 30, 2020. Asset management fees totaled \$4.5 million for the six months ended June 30, 2021, compared to \$4.7 million for the six months ended June 30, 2020. Asset management fees are calculated based on a percentage of the daily average adjusted fair value of CIM Urban's assets, which are appraised in the fourth quarter of each year. The lower fees reflect a decrease in the adjusted fair value of CIM Urban's assets as compared to the second quarter of 2020 due to lower appraised values of our same store properties, partially offset by the purchase of an office property and incremental capital expenditures incurred subsequent to June 30, 2020.

CIM Commercial also paid a Base Service Fee to the Administrator, a related party, which totaled \$0 for the six months ended June 30, 2021 compared to \$282,000 for the six months ended June 30, 2020. On May 11, 2020, the Master Services Agreement was amended to replace the Base Service Fee with the Incentive Fee. The amendment was effective as of April 1, 2020. Based on our expected performance for the remainder of 2021, it is very likely that we will not pay any Incentive Fee in 2021.

Expense Reimbursements to Related Parties—Corporate: The Administrator receives compensation and or reimbursement for performing certain services for CIM Commercial and its subsidiaries that are not covered by the Base Service Fee or the Incentive Fee, as the case may be. Expense reimbursements to related parties-corporate were \$1.1 million for the six months ended June 30, 2021, a decrease of 25.8%, compared to \$1.4 million for the six months ended June 30, 2020. The decrease was primarily due to reductions in allocated payroll.

Interest Expense: Interest expense, which has not been allocated to our operating segments, was \$4.9 million for the six months ended June 30, 2021, a decrease of \$651,000 compared to \$5.6 million for the six months ended June 30, 2020. The decrease is primarily due to a lower average outstanding principal balance on our 2018 revolving credit facility during the six months ended June 30, 2021 compared to the six months ended June 30, 2020, partially offset by an increase in interest expense on our revolving credit facility resulting from the 2018 Credit Facility Modification.

General and Administrative Expenses: General and administrative expenses, which have not been allocated to our operating segments, were \$2.9 million for the six months ended June 30, 2021, an increase of \$750,000 compared to \$2.1 million for the six months ended June 30, 2020. The increase is primarily due to an increase in legal fees as compared to the six months ended June 30, 2020.

Depreciation and Amortization Expense: Depreciation and amortization expense was \$10.1 million for the six months ended June 30, 2021, a decrease of \$349,000 compared to \$10.5 million for the six months ended June 30, 2020.

(Provision) Benefit for Income Taxes: Provision for income taxes was \$1.4 million for the six months ended June 30, 2021 compared to a benefit for income taxes of \$713,000 for the six months ended June 30, 2020. The increase in provision for income taxes is due to an increase in taxable income at our taxable REIT subsidiaries during the six months ended June 30, 2021 related to the operating results of our lending division.

Cash Flow Analysis

Our cash flows from operating activities are primarily dependent upon the real estate assets owned, occupancy level of our real estate assets, the rental rates achieved through our leases, the ADR of our hotel, the collectability of rent and recoveries from our tenants, and loan related activity, many of which were negatively impacted by the effects of COVID-19 during the six months ended June 30, 2021 and June 30, 2020. Our cash flows from operating activities are also impacted by fluctuations in operating expenses and other general and administrative costs. Net cash provided by operating activities increased by \$12.6 million for the six months ended June 30, 2021, as compared to the same period in 2020. The increase was primarily due to an increase of \$38.3 million in proceeds from the sale of guaranteed loans, partially offset by an increase of \$36.2 million in loans

funded, an increase of \$8.6 million resulting from a lower level of working capital used compared to the prior period, and a \$2.8 million decrease in net loss adjusted for depreciation and amortization expense and write-offs of uncollectible receivables.

Our cash flows from investing activities are primarily related to property acquisitions and sales, expenditures for development or repositioning of properties, capital expenditures and cash flows associated with loans originated at our lending segment. Net cash used in investing activities decreased by \$18.5 million for the six months ended June 30, 2021, as compared to the same period in 2020. The decrease was primarily due to a decrease of \$8.7 million in cash used to fund additions to investments in real estate, and a \$9.9 million increase of principal collected on loans net of loans funded during the six months ended June 30, 2021.

Our cash flows from financing activities are generally impacted by borrowings and capital activities. Net cash provided by financing activities decreased by \$55.4 million for the six months ended June 30, 2021, as compared to the same period in 2020. The change was primarily due to an increase of \$128.2 million in debt repayments, net of proceeds from incremental borrowings, and a decrease of \$6.0 million from net proceeds from the issuance of Preferred Stock and warrants, partially offset by an increase of \$78.5 million from the net proceeds from the issuance of Common Stock in connection with the Rights Offering.

Liquidity and Capital Resources.

General

We currently have substantial cash on hand, and may finance our future activities through one or more of the following methods: (i) offerings of shares of Common Stock, Preferred Stock or other equity and or debt securities of the Company; (ii) credit facilities and term loans; (iii) the addition of senior recourse or non-recourse debt using target acquisitions as well as existing assets as collateral; (iv) the sale of existing assets; and or (v) cash flows from operations.

Our long-term liquidity needs will consist primarily of funds necessary for acquisitions of assets, development or repositioning of properties, or re-leasing of space in existing properties, capital expenditures, refinancing of indebtedness, SBA 7(a) loan originations, paying distributions on our Preferred Stock or any other preferred stock we may issue, any future repurchase and or redemption of our Preferred Stock (if we choose, or are required, to pay the redemption price in cash instead of in shares of our Common Stock) and distributions on our Common Stock. Additionally, our outstanding commitments to fund loans were \$61.1 million as of June 30, 2021, substantially all of which reflect prime-based loans to be originated by our subsidiary engaged in SBA 7(a) Small Business Loan Program lending. The majority of these commitments have government guarantees of 90% (but no less than 75%) and we believe that we will be able to sell the guaranteed portion of these loans in a liquid secondary market upon fully funding these loans. Since some commitments are expected to expire without being drawn upon, total commitment amounts do not necessarily represent future cash requirements.

We may not have sufficient funds on hand or may not be able to obtain additional financing to cover all of our long-term cash requirements. The nature of our business, and the requirements imposed by REIT rules that we distribute a substantial majority of our REIT taxable income on an annual basis in the form of dividends, may cause us to have substantial liquidity needs over the long-term. While we will seek to satisfy such needs through one or more of the methods described in the first paragraph of this section, our ability to take such actions is highly uncertain and cannot be predicted, and could be affected by various risks and uncertainties, including, but not limited to, the effects of COVID-19 and other risks detailed in "Risk Factors" in Part I, Item 1A of the 2020 Form 10-K. If we cannot obtain funding for our long-term liquidity needs, our assets may generate lower cash flows or decline in value, or both, which may cause us to sell assets at a time when we would not otherwise do so which could have a material adverse effect on our business, financial condition, results of operations, cash flow or our ability to satisfy our debt service obligations or to maintain our level of distributions on our Common Stock or Preferred Stock.

Sources and Uses of Funds

Mortgages

We have one mortgage loan agreement with an outstanding balance of \$97.1 million as of June 30, 2021.

Revolving Credit Facilities

In October 2018, we entered into the 2018 revolving credit facility that, as amended, allows us to borrow up to \$209.5 million, subject to a borrowing base calculation. As of June 30, 2021 and December 31, 2020, the variable interest rate was 2.13% and 2.20%, respectively. The 2018 revolving credit facility matures in October 2022 and provides for one one-year extension option under certain conditions. As of August 2, 2021, June 30, 2021, and December 31, 2020, \$82.0 million, \$107.0

million and \$166.5 million, respectively, was outstanding under the 2018 revolving credit facility and approximately \$112.5 million, \$87.5 million, and \$28.0 million, respectively, was available for future borrowings.

In May 2020, to further enhance our liquidity position and maintain financial flexibility, we entered into the 2020 unsecured revolving credit facility pursuant to which we can borrow up to a maximum of \$10.0 million. Outstanding advances under the 2020 unsecured revolving credit facility bear interest at the rate of 1.00%. The 2020 unsecured revolving credit facility matures in May 2022. As of both August 2, 2021 and June 30, 2021, \$0 was outstanding under the 2020 unsecured revolving credit facility and \$10.0 million was available for future borrowings.

In June 2020, we borrowed funds from the Federal Reserve through the PPPLF. Advances under the PPPLF carry an interest rate of 0.35%, are made on a dollar-for-dollar basis based on the amount of loans originated under the PPP and are secured by loans made by us under the PPP. The PPPLF contains customary covenants but is not subject to any financial covenants. The maturity date of PPPLF borrowings is the same as the maturity date of the loans pledged to secure the extension of credit, generally two years. At maturity, both principal and accrued interest are due. The maturity date of a PPPLF borrowing will be accelerated if, among other things, we have been reimbursed by the SBA for a loan forgiveness (to the extent of the forgiveness), we have received payment from the SBA representing exercise of the loan guarantee or we have received payment from the underlying borrower (to the extent of the payment received). We borrowed money under the PPPLF to finance all the loans we originated under the PPP. As of August 2, 2021 and June 30, 2021, \$11.7 million and \$12.4 million, respectively, was outstanding under the PPPLF. As of July 31, 2021, no new extensions of credit may be made under the PPPLF, unless the Federal Reserve Board and the United States Department of the Treasury decide to extend the PPPLF.

Other Financing Activity

On May 30, 2018, we completed a securitization of the unguaranteed portion of certain of our SBA 7(a) loans receivable with the issuance of \$38.2 million of unguaranteed SBA 7(a) loan-backed notes. The SBA 7(a) loan-backed notes mature on March 20, 2043, with monthly payments due as payments on the collateralized loans are received. Based on the anticipated repayments of our collateralized SBA 7(a) loans, at issuance, we estimated the weighted average life of the SBA 7(a) loan-backed notes to be approximately two years. The SBA 7(a) loan-backed notes bear interest at the lower of the one-month LIBOR plus 1.40% or the prime rate less 1.08%. The outstanding balance of SBA 7(a) loan-backed notes on August 2, 2021, June 30, 2021, and December 31, 2020, was \$11.7 million, \$11.9 million and \$14.2 million, respectively.

We have junior subordinated notes with a variable interest rate that resets quarterly based on the three-month LIBOR plus 3.25%, with quarterly interest-only payments. The junior subordinated balance is due at maturity on March 30, 2035. The junior subordinated notes may be redeemed at par at our option. The aggregate principal balance of the junior subordinated notes was \$27.1 million as of June 30, 2021.

As a SBA 7(a) licensee, we are an authorized lender under the PPP and have originated \$26.4 million loans under the program. As of August 2, 2021 and June 30, 2021, we had \$11.7 million and \$12.4 million, respectively, outstanding in PPP loans. We expect a significant portion of these loans will be forgiven and repaid, either in part or in full, by the SBA, including both principal and accrued interest.

Securities Offerings

We conducted a continuous public offering of Series A Preferred Units from October 2016 through January 2020, where each Series A Preferred Unit consisted of one share of Series A Preferred Stock and one Series A Preferred Warrant. During the tenure of the offering, we issued 4,603,287 Series A Preferred Units and received net proceeds of \$105.2 million after commissions, fees and allocated costs.

The Series A Preferred Warrants are exercisable beginning on the first anniversary of the date of their original issuance until and including the fifth anniversary of the date of such issuance. At the time of issuance, the exercise price of each Series A Preferred Warrant was equal to a 15.0% premium to the per share estimated NAV of our Common Stock most recently published and designated as the Applicable NAV by us at the time of issuance. However, in accordance with the terms of the Series A Preferred Warrants, the exercise price of each Series A Preferred Warrant issued prior to the Reverse Stock Split was automatically adjusted to reflect the effect of the Reverse Stock Split and, in the discretion of our Board of Directors, the exercise price and the number of shares issuable upon exercise of each Series A Preferred Warrant issued prior to the Special Dividend was adjusted to reflect the effect of the Special Dividend. As of June 30, 2021, there were 4,603,287 Series A Preferred Warrants to purchase 1,194,159 shares of Common Stock outstanding.

Since February 2020, we have conducted a continuous public offering of up to approximately \$785.0 million of our Series A Preferred Stock and Series D Preferred Stock. We intend to use the net proceeds from the offering for general corporate purposes, acquisitions of shares of our Common Stock and Preferred Stock, whether through one or more tender

offers, share repurchases or otherwise, and acquisitions consistent with our acquisition and asset management strategies. As of June 30, 2021, we had issued 6,956,163 shares of Series A Preferred Stock and 31,025 shares of Series D Preferred Stock and received aggregate net proceeds of \$157.9 million after commissions, fees and allocated costs.

On March 16, 2020, we established an “at the market” (“ATM”) program through which we may, from time to time in our discretion, offer and sell shares of Common Stock having an aggregate offering price of up to \$25.0 million through an investment banking firm acting as the sales agent. Sales of Common Stock under the ATM program may be made directly on or through Nasdaq, among other methods. We intend to use the net proceeds from shares sold under the ATM program, if any, for general corporate purposes, acquisitions of shares of our Preferred Stock, whether through one or more tender offers, share repurchases or otherwise, and acquisitions consistent with our acquisition and asset management strategies. As of August 2, 2021, no sales of Common Stock have been made under the ATM program.

In June 2021, we conducted the Rights Offering pursuant to which we issued an aggregate of 8,521,589 shares of Common Stock at a subscription price of \$9.25 per share for aggregate gross proceeds of \$78.8 million before issuance costs of \$1.9 million.

Dividends and Redemptions

Holders of Series A Preferred Stock, Series D Preferred Stock and Series L Preferred Stock are entitled to receive, if, as and when authorized by our Board of Directors, and declared by us out of legally available funds, cumulative cash dividends on each share at an annual rate of 5.50% of the Series A Preferred Stock Stated Value (i.e., the equivalent of \$0.34375 per share per quarter), 5.65% of the Series D Preferred Stock Stated Value (i.e., the equivalent of \$0.35313 per share per quarter), and 5.50% of the Series L Preferred Stock Stated Value (i.e., the equivalent of \$1.56035 per share per year), respectively. However, if we fail to timely declare distributions or fail to timely pay any distribution on the Series L Preferred Stock, the annual dividend rate of the Series L Preferred Stock will temporarily increase by 1.00% per year, up to a maximum annual rate of 8.50% of the Series L Preferred Stock Stated Value. Dividends on each share of Preferred Stock begin accruing on, and are cumulative from, the date of issuance. Prior to the payment of any distributions on Series L Preferred Stock in respect of a given year, we must first declare and pay dividends on the Common Stock in respect of such year in an aggregate amount equal to the Initial Dividend announced by our Board of Directors at the end of the prior fiscal year. On December 22, 2020, we announced an Initial Dividend on shares of our Common Stock for fiscal year 2021 in the aggregate amount of \$4,448,223, of which \$2,226,000 had been paid as of June 30, 2021.

We expect to pay dividends on the Series A Preferred Stock and Series D Preferred Stock in arrears on a monthly basis, and on the Series L Preferred Stock in arrears on a yearly basis, unless our results of operations, our general financing conditions, general economic conditions, applicable requirements of the MGCL or other factors make it imprudent to do so. The timing and amount of dividends declared and paid on our Preferred Stock will be determined by our Board of Directors, in its sole discretion, and may vary from time to time.

Holders of our Common Stock are entitled to receive dividends, if, as and when authorized by the Board of Directors and declared by us out of legally available funds. In determining our dividend policy, the Board of Directors considers many factors including the amount of cash resources available for dividend distributions, capital spending plans, cash flow, our financial position, applicable requirements of the MGCL, any applicable contractual restrictions, and future growth in NAV and cash flow per share prospects. Consequently, the dividend rate on a quarterly basis does not necessarily correlate directly to any individual factor.

From the date of issuance until the fifth anniversary of the date of issuance, holders of Series A Preferred Stock and Series D Preferred Stock may require us to redeem such shares at a discount to the Series A Preferred Stated Value and Series D Preferred Stated Value, respectively. From and after the fifth anniversary of the date of original issuance of any share of our Preferred Stock, we generally (subject to certain conditions) have the right (but not the obligation) to redeem, and the holder of such share may require us to redeem, such share at a redemption price equal to 100% of the stated value of such share, plus any accrued but unpaid dividends in respect of such share as of the effective date of the redemption. The redemption price in respect of any share of Preferred Stock, whether redeemed at our option or at the option of a holder, may be paid in cash or in shares of Common Stock in our sole discretion. During the three months ended June 30, 2021, we redeemed 19,901 shares of Series A Preferred Stock and no shares of Series D Preferred Stock or Series L Preferred Stock.

Off-Balance Sheet Arrangements

As of June 30, 2021, we did not have any off-balance sheet arrangements.

Recently Issued Accounting Pronouncements

Our recently issued accounting pronouncements are described in Note 2 to the consolidated financial statements included in this Quarterly Report on Form 10-Q.

Item 3.

Quantitative and Qualitative Disclosures About Market Risk

The fair value of our mortgage payable is sensitive to fluctuations in interest rates. Discounted cash flow analysis is generally used to estimate the fair value of our mortgage payable, using a rate of 3.30% and 3.38% as of June 30, 2021 and December 31, 2020, respectively. As of June 30, 2021 and December 31, 2020, our mortgage payable had a book value of \$97.1 million, and a fair value of \$100.9 million and \$100.8 million, respectively.

Our future income, cash flow and fair values relevant to financial instruments are dependent upon prevalent market interest rates. Market risk refers to the risk of loss from adverse changes in market prices and interest rates. We are exposed to market risk in the form of changes in interest rates and the potential impact such changes may have on the cash flows from our floating rate debt or the fair values of our fixed rate debt. As of June 30, 2021 and December 31, 2020 (excluding premiums, discounts, and deferred loan costs), \$109.5 million (or 41.5%) and \$111.6 million (or 34.0%) of our debt, respectively, was fixed rate borrowings, and \$154.1 million (or 58.5%) and \$216.3 million (or 66.0%), respectively, was floating rate borrowings. Based on the level of floating rate debt outstanding as of June 30, 2021 and December 31, 2020, a 12.5 basis point change in LIBOR would result in an annual impact to our earnings of approximately \$193,000 and \$270,000, respectively. We calculate interest rate sensitivity by multiplying the amount of floating rate debt by the respective change in rate. The sensitivity analysis does not take into consideration possible changes in the balances or fair value of our floating rate debt.

Item 4.

Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of our management, including our Principal Executive Officer and Principal Financial Officer, regarding the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, as of June 30, 2021, our Principal Executive Officer and Principal Financial Officer concluded, as of that time, that our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us in the reports that we file or submit to the SEC under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms and include controls and procedures designed to ensure the information required to be disclosed by us in such reports is accumulated and communicated to management, including our Principal Executive Officer and Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II
Other Information

Item 1. Legal Proceedings

We are not currently involved in any material pending or threatened legal proceedings nor, to our knowledge, are any material legal proceedings currently threatened against us, other than routine litigation arising in the ordinary course of business. In the normal course of business, we are periodically party to certain legal actions and proceedings involving matters that are generally incidental to our business. While the outcome of these legal actions and proceedings cannot be predicted with certainty, in management's opinion, the resolution of these legal proceedings and actions will not have a material adverse effect on our business, financial condition, results of operations, cash flow or our ability to satisfy our debt service obligations or to maintain our level of distributions on our Common Stock or Preferred Stock.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in "Risk Factors" in Part I, Item 1A of the 2020 Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

The Company expects to hold its 2021 Annual Meeting of Stockholders in the fourth quarter of 2021.

Item 6. Exhibits

Exhibit Number	Exhibit Description
*3.1	Bylaws of CIM Commercial Trust Corporation, as amended.
*31.1	Section 302 Officer Certification—Chief Executive Officer.
*31.2	Section 302 Officer Certification—Chief Financial Officer.
*32.1	Section 906 Officer Certification—Chief Executive Officer.
*32.2	Section 906 Officer Certification—Chief Financial Officer.
*101.INS	XBRL Instance Document — the instance document does not appear in the interactive data files because its XBRL on the Interactive Data File because its XBRL tags are embedded within the inline XBRL document
*101.SCH	XBRL Taxonomy Extension Schema Document
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
*101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
*101.LAB	XBRL Taxonomy Extension Label Linkbase Document
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
*104	Cover page Interactive Data File, formatted in inline XBRL (included in Exhibit 101).

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: August 9, 2021

CIM COMMERCIAL TRUST CORPORATION
By: /s/ DAVID THOMPSON
David Thompson
Chief Executive Officer

Dated: August 9, 2021

By: /s/ NATHAN D. DEBACKER
Nathan D. DeBacker
Chief Financial Officer

BYLAWS

of

PMC COMMERCIAL MERGER SUB, INC. ARTICLE I

OFFICES

Section 1. PRINCIPAL OFFICE. The principal office of PMC Commercial Merger Sub, Inc. (the “Corporation”) in the State of Maryland shall be located at such place as the Board of Directors may designate.

Section 2. ADDITIONAL OFFICES. The Corporation may have additional offices, including a principal executive office, at such places as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II MEETINGS OF STOCKHOLDERS

Section 1. PLACE. All meetings of stockholders shall be held at the principal executive office of the Corporation or at such other place as shall be set in accordance with these Bylaws and stated in the notice of the meeting.

Section 2. ANNUAL MEETING. An annual meeting of stockholders for the election of Directors and the transaction of any business within the powers of the Corporation shall be held on the date and at the time and place set by the Board of Directors.

Section 3. SPECIAL MEETINGS.

(a) General. Each of the chairman of the Board of Directors, president, chief executive officer and Board of Directors may call a special meeting of the stockholders. Subject to subsection (b) of this Section 3, a special meeting of the stockholders shall also be called by the secretary of the Corporation to act on any matter that may properly be considered at a meeting of stockholders upon the written request of stockholders entitled to cast not less than a majority of all the votes entitled to be cast on such matter at such meeting. Except as provided in subsection (b)(4) of this Section 3, a special meeting of stockholders shall be held on the date and at the time and place set by the chairman of the Board of Directors, chief executive officer, president or Board of Directors, whoever has called the meeting.

(b) Stockholder Requested Special Meetings.

(1) Any stockholder of record seeking to have stockholders request a special meeting shall, by sending written notice to the secretary (the "Record Date Request Notice") by registered mail, return receipt requested, request the Board of Directors to fix a record date to determine the stockholders entitled to request a special meeting (the "Request Record Date"). The Record Date Request Notice shall set forth the purpose of the meeting and the matters proposed to be acted on at it, shall be signed by one or more stockholders of record as of the date of signature (or their agents duly authorized in a writing accompanying the Record Date Request Notice), shall bear the date of signature of each such stockholder (or such agent) and shall set forth all information relating to each such stockholder and each matter proposed to be acted on at the meeting that would be required to be disclosed in connection with the solicitation of proxies for the election of directors in an election contest (even if an election contest is not involved), or would otherwise be required in connection with such a solicitation, in each case pursuant to Regulation 14A (or any successor provision) under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"). Upon receiving the Record Date Request Notice, the Board of Directors may fix a Request Record Date. The Request Record Date shall not precede and shall not be more than ten days after the close of business on the date on which the resolution fixing the Request Record Date is adopted by the Board of Directors. If the Board of Directors, within ten days after the date on which a valid Record Date Request Notice is received, fails to adopt a resolution fixing the Request Record Date, the Request Record Date shall be the close of business on the tenth day after the first date on which a Record Date Request Notice is received by the secretary.

(2) In order for any stockholder to request a special meeting to act on any matter that may properly be considered at a meeting of stockholders, one or more written requests for a special meeting (collectively, the "Special Meeting Request") signed by stockholders of record (or their agents duly authorized in a writing accompanying the request) as of the Request Record Date entitled to cast not less than a majority (the "Special Meeting Percentage") of all of the votes entitled to be cast on such matter at such meeting shall be delivered to the secretary. In addition, the Special Meeting Request shall (a) set forth the purpose of the meeting and the matters proposed to be acted on at it (which shall be limited to those lawful matters set forth in the Record Date Request Notice received by the secretary), (b) bear the date of signature of each such stockholder (or such agent) signing the Special Meeting Request, (c) set forth (i) the name and address, as they appear in the Corporation's books, of each stockholder signing such request (or on whose behalf the Special Meeting Request is signed), (ii) the class, series and number of all shares of stock of the Corporation which are owned (beneficially or of record) by each such stockholder and (iii) the name and address of the nominee holder for, and number of, shares owned by such stockholder beneficially but not of record by such stockholder, (d) be sent to the secretary by registered mail, return receipt requested, and (e) be received by the secretary within sixty (60) days after the Request Record Date. Any requesting stockholder (or agent duly authorized in a writing accompanying the revocation of the Special Meeting Request) may revoke his, her or its request for a special meeting at any time by written revocation delivered to the secretary.

(3) The secretary shall inform the requesting stockholders of the reasonably estimated cost of preparing and mailing or delivering the notice of the meeting (including the Corporation's proxy materials). The secretary shall not be required to call a special meeting upon stockholder request and such meeting shall not be held unless, in addition to the documents required by paragraph (2) of this Section 3(b), the secretary receives payment of such reasonably estimated cost prior to the preparation and mailing or delivery of such notice of the meeting.

(4) In the case of any special meeting called by the secretary upon the request of stockholders (a "Stockholder Requested Meeting"), such meeting shall be held at such place, date and time as may be designated by the Board of Directors; provided, however, that the date of any Stockholder Requested Meeting shall be not more than ninety (90) days after the record date for such meeting (the "Meeting Record Date"); and provided further that if the Board of Directors fails to designate, within ten (10) days after the date that a valid Special Meeting Request is actually received by the secretary (the "Delivery Date"), a date and time for a Stockholder Requested Meeting, then such meeting shall be held at 2:00 p.m., local time, on the ninetieth (90th) day after the Meeting Record Date or, if such ninetieth (90th) day is not a Business Day (as defined below), on the first preceding Business Day; and provided further that in the event that the Board of Directors fails to designate a place for a Stockholder Requested Meeting within ten (10) days after the Delivery Date, then such meeting shall be held at the principal executive office of the Corporation. In fixing a date for a Stockholder-Requested Meeting, the Board of Directors may consider such factors as it deems relevant, including, without limitation, the nature of the matters to be considered, the facts and circumstances surrounding any request for the meeting and any plan of the Board of Directors to call an annual meeting or a special meeting. In the case of any Stockholder Requested Meeting, if the Board of Directors fails to fix a Meeting Record Date that is a date within thirty (30) days after the Delivery Date, then the close of business on the thirtieth (30th) day after the Delivery Date shall be the Meeting Record Date. The Board of Directors may revoke the notice for any Stockholder Requested Meeting in the event that the requesting stockholders fail to comply with the provisions of paragraph (3) of this Section 3(b).

(5) If written revocations of the Special Meeting Request have been delivered to the secretary and the result is that stockholders of record (or their agents duly authorized in writing), as of the Request Record Date, entitled to cast less than the Special Meeting Percentage have delivered, and not revoked, requests for a special meeting on the matter to the secretary: (i) if the notice of meeting has not already been delivered, the secretary shall refrain from delivering the notice of the meeting and send to all requesting stockholders who have not revoked such requests written notice of any revocation of a request for a special meeting on the matter, or (ii) if the notice of meeting has been delivered and if the secretary first sends to all requesting stockholders who have not revoked requests for a special meeting on the matter written notice of any revocation of a request for the special meeting and written notice of the Corporation's intention to revoke the notice of the meeting or for the chairman of the meeting to adjourn the meeting without action on the matter, (A) the secretary may revoke the notice of the meeting at any time before ten (10) days before the commencement of the meeting or (B) the chairman of the meeting may call the meeting to order and adjourn the meeting without acting on the matter. Any request for a special meeting received after a revocation by the secretary of a notice of a meeting shall be considered a request for a new special meeting.

(6) The chairman of the Board of Directors, chief executive officer, president or Board of Directors may appoint regionally or nationally recognized independent inspectors of elections to act as the agent of the Corporation for the purpose of promptly performing a ministerial review of the validity of any purported Special Meeting Request received by the secretary. For the purpose of permitting the inspectors to perform such review, no such purported Special Meeting Request shall be deemed to have been received by the secretary until the earlier of

- (i) ten (10) Business Days after actual receipt by the secretary of such purported request and
- (ii) such date as the independent inspectors certify to the Corporation that the valid requests received by the secretary represent, as of the Request Record Date, stockholders of record entitled to cast not less than the Special Meeting Percentage. Nothing contained in this paragraph (6) shall in any way be construed to suggest or imply that the Corporation or any stockholder shall not be entitled to contest the validity of any request, whether during or after such ten (10) Business Day period, or to take any other action (including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation).

(7) For purposes of these Bylaws, “Business Day” shall mean any day other than a Saturday, a Sunday or a day on which banking institutions in New York City are authorized or obligated by law, regulation or executive order to close.

Section 4. NOTICE. Not less than ten (10) nor more than ninety (90) days before each meeting of stockholders, the secretary shall give to each stockholder entitled to vote at such meeting and to each stockholder not entitled to vote who is entitled to notice of the meeting notice in writing or by electronic transmission stating the time and place of the meeting and, in the case of a special meeting or as otherwise may be required by any statute, the purpose for which the meeting is called, by mail, by presenting it to such stockholder personally, by leaving it at the stockholder’s residence or usual place of business, by electronic transmission or by any other means permitted by Maryland law. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to the stockholder at the stockholder’s address as it appears on the records of the Corporation, with postage thereon prepaid. If transmitted electronically, such notice shall be deemed to be given when transmitted to the stockholder by an electronic transmission to any address or number of the stockholder at which the stockholder receives electronic transmissions. The Corporation may give a single notice to all stockholders who share an address, which single notice shall be effective as to any stockholder at such address, unless such stockholder objects to receiving such single notice or revokes a prior consent to receiving such single notice. Failure to give notice of any meeting to one or more stockholders, or any irregularity in such notice, shall not affect the validity of any meeting fixed in accordance with this Article II or the validity of any proceedings at any such meeting.

Subject to Section 11(a) of this Article II, any business of the Corporation may be transacted at an annual meeting of stockholders without being specifically designated in the notice, except such business as is required by any statute to be stated in such notice. No business shall be transacted at a special meeting of stockholders except as specifically designated in the notice. The Corporation may postpone or cancel a meeting of stockholders by making a public announcement (as defined in Section 11(c)(3) of this Article II) of such postponement or

cancellation prior to the meeting. Notice of the date, time and place to which the meeting is postponed shall be given not less than ten days prior to such date and otherwise in the manner set forth in this section.

Section 5. ORGANIZATION AND CONDUCT. Every meeting of stockholders shall be conducted by an individual appointed by the Board of Directors to be chairman of the meeting or, in the absence of such appointment or appointed individual, by the chairman of the Board of Directors or, in the case of a vacancy in the office or absence of the chairman of the Board of Directors, by one of the following officers present at the meeting in the following order: the vice chairman of the Board of Directors, if there is one, the chief executive officer, the president, the vice presidents in their order of rank and seniority, the secretary or, in the absence of such officers, a chairman chosen by the stockholders by the vote of a majority of the votes cast by stockholders present in person or by proxy. The secretary, or, in the secretary's absence, an assistant secretary, or, in the absence of both the secretary and assistant secretaries, an individual appointed by the Board of Directors or, in the absence of such appointment, an individual appointed by the chairman of the meeting shall act as secretary. In the event that the secretary presides at a meeting of stockholders, an assistant secretary, or, in the absence of all assistant secretaries, an individual appointed by the Board of Directors or the chairman of the meeting, shall record the minutes of the meeting. The order of business and all other matters of procedure at any meeting of stockholders shall be determined by the chairman of the meeting. The chairman of the meeting may prescribe such rules, regulations and procedures and take such action as, in the discretion of the chairman and without any action by the stockholders, are appropriate for the proper conduct of the meeting, including, without limitation, (a) restricting admission to the time set for the commencement of the meeting; (b) limiting attendance at the meeting to stockholders of record of the Corporation, their duly authorized proxies and such other individuals as the chairman of the meeting may determine; (c) limiting participation at the meeting on any matter to stockholders of record of the Corporation entitled to vote on such matter, their duly authorized proxies and other such individuals as the chairman of the meeting may determine; (d) limiting the time allotted to questions or comments; (e) determining when and for how long the polls should be opened and when the polls should be closed; (f) maintaining order and security at the meeting; (g) removing any stockholder or any other individual who refuses to comply with meeting procedures, rules or guidelines as set forth by the chairman of the meeting; (h) concluding a meeting or recessing or adjourning the meeting, whether or not a quorum is present, to a later date and time and at a place announced at the meeting; and (i) complying with any state and local laws and regulations concerning safety and security. Unless otherwise determined by the chairman of the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 6. QUORUM. At any meeting of stockholders, the presence in person or by proxy of stockholders entitled to cast a majority of all the votes entitled to be cast at such meeting on any matter shall constitute a quorum; but this section shall not affect any requirement under any statute or the charter of the Corporation (the "Charter") for the vote necessary for the approval of any matter. If such quorum is not established at any meeting of the stockholders, the chairman of the meeting may adjourn the meeting *sine die* or from time to time to a date not more than one hundred twenty (120) days after the original record date without notice other than announcement

at the meeting. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

The stockholders present either in person or by proxy, at a meeting which has been duly called and at which a quorum has been established, may continue to transact business until adjournment, notwithstanding the withdrawal from the meeting of enough stockholders to leave fewer than would be required to establish a quorum.

Section 7. VOTING. A plurality of all the votes cast at a meeting of stockholders duly called and at which a quorum is present shall be sufficient to elect a Director. Each share entitles the holder thereof to vote for as many individuals as there are Directors to be elected and for

whose election the holder is entitled to vote. A majority of the votes cast at a meeting of stockholders duly called and at which a quorum is present shall be sufficient to approve any other matter which may properly come before the meeting, unless more than a majority of the votes cast is required by statute or by the Charter. Unless otherwise provided by statute or by the Charter, each outstanding share of stock, regardless of class, entitles the holder thereof to cast one vote on each matter submitted to a vote at a meeting of stockholders.

Section 8. PROXIES. A holder of record of shares of stock of the Corporation may cast votes in person or by proxy executed by the stockholder or by the stockholder's duly authorized agent in any manner permitted by law. Such proxy or evidence of authorization of such proxy shall be filed with the secretary of the Corporation before or at the meeting. No proxy shall be valid more than eleven months after its date unless otherwise provided in the proxy.

Section 9. VOTING OF SHARES BY CERTAIN HOLDERS. Stock of the Corporation registered in the name of a corporation, limited liability company, partnership, joint venture, trust or other entity, if entitled to be voted, may be voted by the president or a vice president, managing member, manager, general partner or trustee thereof, as the case may be, or a proxy appointed by any of the foregoing individuals, unless some other person who has been appointed to vote such stock pursuant to a bylaw or a resolution of the governing body of such corporation or other entity or agreement of the partners of a partnership presents a certified copy of such bylaw, resolution or agreement, in which case such person may vote such stock. Any trustee or fiduciary, in such capacity, may vote stock registered in such trustee's or fiduciary's name, either in person or by proxy.

Shares of stock of the Corporation directly or indirectly owned by it shall not be voted at any meeting and shall not be counted in determining the total number of outstanding shares entitled to be voted at any given time, unless they are held by it in a fiduciary capacity, in which case they may be voted and shall be counted in determining the total number of outstanding shares at any given time.

The Board of Directors may adopt by resolution a procedure by which a stockholder may certify in writing to the Corporation that any shares of stock registered in the name of the stockholder are held for the account of a specified person other than the stockholder. The resolution shall set forth the class of stockholders who may make the certification, the purpose

for which the certification may be made, the form of certification and the information to be contained in it; if the certification is with respect to a record date, the time after the record date within which the certification must be received by the Corporation; and any other provisions with respect to the procedure which the Board of Directors considers necessary or desirable. On receipt by the Corporation of such certification, the person specified in the certification shall be regarded as, for the purposes set forth in the certification, the holder of record of the specified stock in place of the stockholder who makes the certification.

Section 10. INSPECTORS. The Board of Directors or the chairman of the meeting may appoint, before or at the meeting, one or more inspectors for the meeting and any successor to the inspector. Except as otherwise provided by the chairman of the meeting, the inspectors, if any, shall (i) determine the number of shares of stock represented at the meeting, in person or by proxy, and the validity and effect of proxies, (ii) receive and tabulate all votes, ballots or consents, (iii) report such tabulation to the chairman of the meeting, (iv) hear and determine all challenges and questions arising in connection with the right to vote, and (v) do such acts as are proper to fairly conduct the election or vote. Each such report shall be in writing and signed by the inspector or by a majority of them if there is more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be *prima facie* evidence thereof.

Section 11. ADVANCE NOTICE OF STOCKHOLDER NOMINEES FOR DIRECTOR AND OTHER PROPOSALS BY STOCKHOLDERS.

(a) Annual Meetings of Stockholders. (1) Nominations of individuals for election to the Board of Directors and the proposal of other business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to the Corporation's notice of meeting, (ii) by or at the direction of the Board of Directors or (iii) by any stockholder of the Corporation who was a stockholder of record both at the time of giving of notice by the stockholder as provided for in this Section 11(a) and at the time of the annual meeting, who is entitled to vote at the meeting in the election of each individual so nominated or on any such other business and who has complied with this Section 11(a).

(2) For any nomination or other business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of paragraph (a)(1) of this Section 11, the stockholder must have given timely notice thereof in writing to the secretary of the Corporation and any such other business must otherwise be a proper matter for action by the stockholders. To be timely, a stockholder's notice shall set forth all information required under this Section 11 and shall be delivered to the secretary at the principal executive office of the Corporation not earlier than the one hundred fiftieth (150th) day nor later than 5:00 p.m., Eastern Time, on the one hundred twentieth (120th) day prior to the first anniversary of the date of the proxy statement (as defined in Section 11(c)(3) of this Article II) for the preceding year's annual meeting; provided, however, that in connection with the Corporation's first annual meeting or in the event that the date of the annual meeting is advanced or delayed by more than thirty (30) days from the first

(3) anniversary of the date of the preceding year's annual meeting, in order for notice by the stockholder to be timely, such notice must be so delivered not earlier than the one hundred fiftieth (150th) day prior to the date of such annual meeting and not later than 5:00 p.m., Eastern Time, on the later of the one hundred twentieth (120th) day prior to the date of such annual meeting, as originally convened, or the tenth day following the day on which public announcement of the date of such meeting is first made. The public announcement of a postponement or adjournment of an annual meeting shall not commence a new time period for the giving of a stockholder's notice as described above.

(4) Such stockholder's notice shall set forth:

(i) as to each individual whom the stockholder proposes to nominate for election or reelection as a Director (each, a "Proposed Nominee"), all information relating to the Proposed Nominee that would be required to be disclosed in connection with the solicitation of proxies for the election of the Proposed Nominee as a Director in an election contest (even if an election contest is not involved), or would otherwise be required in connection with such solicitation, in each case pursuant to Regulation 14A (or any successor provision) under the Exchange Act;

(ii) as to any other business that the stockholder proposes to bring before the meeting, a description of such business, the stockholder's reasons for proposing such business at the meeting and any material interest in such business of such stockholder or any Stockholder Associated Person (as defined below), individually or in the aggregate, including any anticipated benefit to the stockholder or the Stockholder Associated Person therefrom;

(iii) as to the stockholder giving the notice, any Proposed Nominee and any Stockholder Associated Person,

(A) the class, series and number of all shares of stock or other securities of the Corporation (collectively, the "Company Securities"), if any, which are owned (beneficially or of record) by such stockholder, Proposed Nominee or Stockholder Associated Person, the date on which each such Company Security was acquired and the investment intent of such acquisition, and any short interest (including any opportunity to profit or share in any benefit from any decrease in the price of such stock or other security) in any Company Securities of any such person,

(B) the nominee holder for, and number of, any Company Securities owned beneficially but not of record by such stockholder, Proposed Nominee or Stockholder Associated Person,

(C) whether and the extent to which such stockholder, Proposed Nominee or Stockholder Associated Person, directly or indirectly (through brokers, nominees or otherwise), is subject to or during the last six months has engaged in any hedging, derivative or other transaction or series of transactions or entered into any other agreement, arrangement or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is to (I) manage risk or benefit of

changes in the price of Company Securities for such stockholder, Proposed Nominee or Stockholder Associated Person or (II) increase or decrease the voting power of such stockholder, Proposed Nominee or Stockholder Associated Person in the Corporation disproportionately to such person's economic interest in the Company Securities and

(D) any substantial interest, direct or indirect (including, without limitation, any existing or prospective commercial, business or contractual relationship with the Corporation), by security holdings or otherwise, of such stockholder, Proposed Nominee or Stockholder Associated Person, in the Corporation, other than an interest arising from the ownership of Company Securities where such stockholder, Proposed Nominee or Stockholder Associated Person receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class or series;

(iv) as to the stockholder giving the notice, any Stockholder Associated Person with an interest or ownership referred to in clauses (ii) or (iii) of this paragraph (3) of this Section 11(a) and any Proposed Nominee,

(A) the name and address of such stockholder, as they appear on the Corporation's stock ledger, and the current name and business address, if different, of each such Stockholder Associated Person and any Proposed Nominee and

(B) the investment strategy or objective, if any, of such stockholder and each such Stockholder Associated Person who is not an individual and a copy of the prospectus, offering memorandum or similar document, if any, provided to investors or potential investors in such stockholder and each such Stockholder Associated Person;

(v) the name and address of any person who contacted or was contacted by the stockholder giving the notice or any Stockholder Associated Person about the Proposed Nominee or other business proposal prior to the date of such stockholder's notice; and

(vi) to the extent known by the stockholder giving the notice, the name and address of any other stockholder supporting the nominee for election or reelection as a Director or the proposal of other business on the date of such stockholder's notice.

(4) Such stockholder's notice shall, with respect to any Proposed Nominee, be accompanied by a certificate executed by the Proposed Nominee (i) certifying that such Proposed Nominee (a) is not, and will not become, a party to any agreement, arrangement or understanding with any person or entity other than the Corporation in connection with service or action as a Director that has not been disclosed to the Corporation and (b) will serve as a Director of the Corporation if elected; and (ii) attaching a completed Proposed Nominee questionnaire (which questionnaire shall be provided by the Corporation, upon request, to the stockholder providing the notice and shall include all information relating to the Proposed Nominee that would be required to be disclosed in connection with the solicitation of proxies for the election of the Proposed Nominee as a Director in an election contest (even if an election contest is not involved), or would otherwise be required in connection with such solicitation, in each case pursuant to Regulation 14A (or any successor provision) under the Exchange Act and the rules

thereunder, or would be required pursuant to the rules of any national securities exchange on which any securities of the Corporation are listed or over-the-counter market on which any securities of the Corporation are traded).

(5) Notwithstanding anything in this subsection (a) of this Section 11 to the contrary, in the event that the number of Directors to be elected to the Board of Directors is increased, and there is no public announcement of such action at least one hundred thirty (130) days prior to the first anniversary of the date of the proxy statement (as defined in Section 11(c)(3) of this Article

II) for the preceding year's annual meeting, a stockholder's notice required by this Section 11(a) shall also be considered timely, but only with respect to nominees for any new positions created by such increase, if it shall be delivered to the secretary at the principal executive office of the Corporation not later than 5:00 p.m., Eastern Time, on the tenth day following the day on which such public announcement is first made by the Corporation.

(6) For purposes of this Section 11, "Stockholder Associated Person" of any stockholder shall mean (i) any person acting in concert with such stockholder, (ii) any beneficial owner of shares of stock of the Corporation owned of record or beneficially by such stockholder

(other than a stockholder that is a depository) and (iii) any person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such stockholder or such Stockholder Associated Person.

(b) Special Meetings of Stockholders. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting pursuant to the Corporation's notice of meeting. Nominations of individuals for election to the Board of Directors may be made at a special meeting of stockholders at which Directors are to be elected only (i) by or at the direction of the Board of Directors or (ii) provided that the special meeting has been called in accordance with Section 3(a) of this Article II for the purpose of electing Directors, by any stockholder of the Corporation who is a stockholder of record both at the time of giving of notice provided for in this Section 11 and at the time of the special meeting, who is entitled to vote at the meeting in the election of each individual so nominated and who has complied with the notice procedures set forth in this Section 11. In the event the Corporation calls a special meeting of stockholders for the purpose of electing one or more individuals to the Board of Directors, any stockholder may nominate an individual or individuals (as the case may be) for election as a Director as specified in the Corporation's notice of meeting, if the stockholder's notice, containing the information required by paragraphs (a)(3) and (4) of this Section 11, is delivered to the secretary at the principal executive office of the Corporation not earlier than the one hundred twentieth (120th) day prior to such special meeting and not later than 5:00 p.m., Eastern Time, on the later of the ninetieth (90th) day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. The public announcement of a postponement or adjournment of a special meeting shall not commence a new time period for the giving of a stockholder's notice as described above.

(c) General. (1) If information submitted pursuant to this Section 11 by any stockholder proposing a nominee for election as a Director or any proposal for other business at

a meeting of stockholders shall be inaccurate in any material respect, such information may be deemed not to have been provided in accordance with this Section 11. Any such stockholder shall notify the Corporation of any inaccuracy or change (within two (2) Business Days of becoming aware of such inaccuracy or change) in any such information. Upon written request by the secretary or the Board of Directors, any such stockholder shall provide, within five (5) Business Days of delivery of such request (or such other period as may be specified in such request), (A) written verification, satisfactory, in the discretion of the Board of Directors or any authorized officer of the Corporation, to demonstrate the accuracy of any information submitted by the stockholder pursuant to this Section 11, and (B) a written update of any information (including, if requested by the Corporation, written confirmation by such stockholder that it continues to intend to bring such nomination or other business proposal before the meeting) submitted by the stockholder pursuant to this Section 11 as of an earlier date. If a stockholder fails to provide such written verification or written update within such period, the information as to which written verification or a written update was requested may be deemed not to have been provided in accordance with this Section 11.

(2) Only such individuals who are nominated in accordance with this Section 11 shall be eligible for election by stockholders as Directors, and only such business shall be conducted at a meeting of stockholders as shall have been brought before the meeting in accordance with this

Section 11. The chairman of the meeting shall have the power to determine whether a nomination or any other business proposed to be brought before the meeting was made or proposed, as the case may be, in accordance with this Section 11.

(3) For purposes of this Section 11, “the date of the proxy statement” shall have the same meaning as “the date of the company’s proxy statement released to shareholders” as used in Rule 14a-8(e) promulgated under the Exchange Act, as interpreted by the Securities and Exchange Commission from time to time. “Public announcement” shall mean disclosure (A) in a press release reported by the Dow Jones News Service, Associated Press, Business Wire, PR Newswire or other widely circulated news or wire service or (B) in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to the Exchange Act.

(4) Notwithstanding the foregoing provisions of this Section 11, a stockholder shall also comply with all applicable requirements of state law and of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 11. Nothing in this Section 11 shall be deemed to affect any right of a stockholder to request inclusion of a proposal in, or the right of the Corporation to omit a proposal from, any proxy statement filed by the Corporation with the Securities and Exchange Commission pursuant to Rule 14a-8 (or any successor provision) under the Exchange Act. Nothing in this Section 11 shall require disclosure of revocable proxies received by the stockholder or Stockholder Associated Person pursuant to a solicitation of proxies after the filing of an effective Schedule 14A by such stockholder or Stockholder Associated Person under Section 14(a) of the Exchange Act.

Section 12. VOTING BY BALLOT. Voting on any question or in any election may be viva voce unless the presiding officer shall order that voting be by ballot or otherwise.

Section 13. TELEPHONE MEETINGS. The Board of Directors or chairman of the meeting may permit one or more stockholders to participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 14. CONTROL SHARE ACQUISITION ACT. Notwithstanding any other provision of the Charter or these Bylaws, Title 3, Subtitle 7 of the Maryland General Corporation Law, or any successor statute (the "MGCL"), shall not apply to any acquisition by any person of shares of stock of the Corporation. This section may be repealed, in whole or in part, at any time, whether before or after an acquisition of control shares and, upon such repeal, may, to the extent provided by any successor bylaw, apply to any prior or subsequent control share acquisition.

Section 15. STOCKHOLDERS' CONSENT IN LIEU OF MEETING. Any action required or permitted to be taken at any meeting of stockholders may be taken without a meeting (a) if a unanimous consent setting forth the action is given in writing or by electronic transmission by each stockholder entitled to vote on the matter and filed with the minutes of proceedings of the stockholders or (b) if the action is advised, and submitted to the stockholders for approval, by the Board of Directors and a consent in writing or by electronic transmission of stockholders entitled to cast not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting of stockholders is delivered to the Corporation in accordance with the MGCL. The Corporation shall give notice of any action taken by less than unanimous consent to each stockholder not later than ten days after the effective time of such action.

ARTICLE III DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS. At any regular meeting or at any special meeting called for that purpose, a majority of the entire Board of Directors may establish, increase or decrease the number of Directors; provided that the number thereof shall never be less than the minimum number required by the MGCL, nor more than twenty-five (25); and further provided that the tenure of office of a Director shall not be affected by any decrease in the number of Directors. A Director shall be an individual at least 21 years of age who is not under legal disability.

Section 3. ANNUAL AND REGULAR MEETINGS. An annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of stockholders, no notice other than this Bylaw being necessary. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings of the Board of

Directors without other notice than such resolution.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the chairman of the Board of Directors, the chief executive officer, the president or a majority of the Directors then in office. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them. The Board of Directors may provide, by resolution, the time and place for the holding of special meetings of the Board of Directors without other notice than such resolution.

Section 5. NOTICE. Notice of any special meeting of the Board of Directors shall be delivered personally or by telephone, electronic mail, facsimile transmission, United States mail or courier to each Director at his or her business or residence address. Notice by personal delivery, telephone, electronic mail or facsimile transmission shall be given at least twenty four (24) hours prior to the meeting. Notice by United States mail shall be given at least three (3) days prior to the meeting. Notice by courier shall be given at least two (2) days prior to the meeting. Telephone notice shall be deemed to be given when the Director or his or her agent is personally given such notice in a telephone call to which the Director or his or her agent is a party. Electronic mail notice shall be deemed to be given upon transmission of the message to the electronic mail address given to the Corporation by the Director. Facsimile transmission notice shall be deemed to be given upon completion of the transmission of the message to the number given to the Corporation by the Director and receipt of a completed answer-back indicating receipt. Notice by United States mail shall be deemed to be given when deposited in the United States mail properly addressed, with postage thereon prepaid. Notice by courier shall be deemed to be given when deposited with or delivered to a courier properly addressed. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be stated in the notice, unless specifically required by statute or these Bylaws.

Section 6. QUORUM. A majority of the Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of such Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, and provided further that if, pursuant to applicable law, the Charter or these Bylaws, the vote of a majority or other percentage of a particular group of Directors is required for action, a quorum must also include a majority or such other percentage of such group.

The Directors present at a meeting which has been duly called and at which a quorum has been established may continue to transact business until adjournment, notwithstanding the withdrawal from the meeting of enough Directors to leave fewer than required to establish a quorum.

Section 7. VOTING. The action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable law, the Charter or these Bylaws. If

enough Directors have withdrawn from a meeting to leave fewer than required to establish a quorum, but the meeting is not adjourned, the action of the majority of that number of Directors necessary to constitute a quorum at such meeting shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable law, the Charter or these Bylaws.

Section 8. ORGANIZATION. At each meeting of the Board of Directors, the chairman of the Board of Directors or, in the absence of the chairman, the vice chairman of the Board of Directors, if any, shall act as chairman of the meeting. In the absence of both the chairman and vice chairman of the Board of Directors, the chief executive officer or in the absence of the chief executive officer, the president or in the absence of the president, a Director chosen by a majority of the Directors present, shall act as chairman of the meeting. The secretary or, in his or her absence, an assistant secretary of the Corporation, or in the absence of the secretary and all assistant secretaries, an individual appointed by the chairman of the meeting, shall act as secretary of the meeting.

Section 9. TELEPHONE MEETINGS. Directors may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

Section 10. CONSENT BY DIRECTORS WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a consent in writing or by electronic transmission to such action is given by each Director and is filed with the minutes of proceedings of the Board of Directors.

Section 11. RATIFICATION. The Board of Directors or the stockholders may ratify and make binding on the Corporation any action or inaction by the Corporation or its officers to the extent that the Board of Directors or the stockholders could have originally authorized the matter. Moreover, any action or inaction questioned in any stockholders' derivative proceeding or any other proceeding on the ground of lack of authority, defective or irregular execution, adverse interest of a Director, officer or stockholder, non-disclosure, miscomputation, the application of improper principles or practices of accounting or otherwise, may be ratified, before or after judgment, by the Board of Directors or by the stockholders, and if so ratified, shall have the same force and effect as if the questioned action or inaction had been originally duly authorized, and such ratification shall be binding upon the Corporation and its stockholders and shall constitute a bar to any claim or execution of any judgment in respect of such questioned action or inaction.

Section 12. VACANCIES. If for any reason any or all the Directors cease to be Directors, such event shall not terminate the Corporation or affect these Bylaws or the powers of the remaining Directors hereunder. Except as may be provided by the Board of Directors in setting the terms of any class or series of preferred stock, any vacancy on the Board of Directors may be filled only by a majority of the remaining Directors, even if the remaining Directors do not constitute a quorum. Any Director elected to fill a vacancy shall serve for the remainder of the

full term of the class in which the vacancy occurred and until a successor is elected and qualifies.

Section 13. COMPENSATION. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Directors, Directors may receive compensation per year and/or per meeting and/or per visit to real property or other facilities owned, leased or to be acquired by the Corporation and for any service or activity they performed or engaged in as Directors. Directors may be reimbursed for expenses of attendance, if any, at each annual, regular or special meeting of the Board of Directors or of any committee thereof and for their expenses, if any, in connection with each property visit and any other service or activity they performed or engaged in as Directors; but nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 14. RESIGNATION OF DIRECTORS. Any Director of the Corporation may resign at any time by delivering his or her resignation to the Board of Directors, the chairman of the board or the secretary. Any resignation shall take effect immediately upon its receipt or at such later time specified in the resignation. The acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the resignation.

Section 15. RELIANCE. Each Director and officer of the Corporation shall, in the performance of his or her duties with respect to the Corporation, be entitled to rely on any information, opinion, report or statement, including any financial statement or other financial data, prepared or presented by an officer or employee of the Corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented, by a lawyer, certified public accountant or other person, as to a matter which the Director or officer reasonably believes to be within the person's professional or expert competence, or, with respect to a Director, by a committee of the Board of Directors on which the Director does not serve, as to a matter within its designated authority, if the Director reasonably believes the committee to merit confidence.

Section 16. CERTAIN RIGHTS OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS. The Directors shall have no responsibility to devote their full time to the affairs of the Corporation. Any Director, officer, employee or agent of the Corporation, in his or her personal capacity or in a capacity as an affiliate, employee, or agent of any other person, or otherwise, may have business interests and engage in business activities similar to or in addition to or in competition with those of or relating to the Corporation, except as set forth in a written agreement between the Corporation and such Director, officer, employee or agent of the Corporation; provided that such Director, officer, employee or agent complies with the applicable terms of the then existing conflicts of interest policy of the Corporation.

Section 17. EMERGENCY PROVISIONS. Notwithstanding any other provision in the Charter or these Bylaws, this Section 17 shall apply during the existence of any catastrophe, or other similar emergency condition, as a result of which a quorum of the Board of Directors under Article III of these Bylaws cannot readily be obtained (an "Emergency"). During any

Emergency, unless otherwise provided by the Board of Directors, (i) a meeting of the Board of Directors or a committee thereof may be called by any Director or officer by any means feasible under the circumstances; (ii) notice of any meeting of the Board of Directors during such an Emergency may be given less than 24 hours prior to the meeting to as many Directors and by such means as may be feasible at the time, including publication, television or radio; and (iii) the number of Directors necessary to constitute a quorum shall be one-third of the entire Board of Directors.

ARTICLE IV COMMITTEES

Section 1. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors may appoint from among its members an Executive Committee, an Audit Committee and other committees, composed of one or more Directors, to serve at the pleasure of the Board of Directors.

Section 2. POWERS. The Board of Directors may delegate to committees appointed under Section 1 of this Article IV any of the powers of the Board of Directors, except as prohibited by law.

Section 3. MEETINGS. Notice of committee meetings shall be given in the same manner as notice for special meetings of the Board of Directors. The presence of a majority of the members of the committee shall constitute a quorum for the transaction of business at any meeting of the committee. The act of a majority of the committee members present at a meeting shall be the act of such committee. The Board of Directors may designate a chairman of any committee, and such chairman or, in the absence of a chairman, any two members of any committee (if there are at least two members of the committee) may fix the time and place of its meeting unless the Board shall otherwise provide. In the absence of any member of any such committee, the members thereof present at any meeting, whether or not they constitute a quorum, may appoint another Director to act in the place of such absent member.

Section 4. TELEPHONE MEETINGS. Members of a committee of the Board of Directors may participate in a meeting by means of a conference telephone or other communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

Section 5. CONSENT BY COMMITTEES WITHOUT A MEETING. Any action required or permitted to be taken at any meeting of a committee of the Board of Directors may be taken without a meeting, if a consent in writing or by electronic transmission to such action is given by each member of the committee and is filed with the minutes of proceedings of such committee.

Section 6. VACANCIES. Subject to the provisions hereof, the Board of Directors shall have the power at any time to change the membership of any committee, to fill any vacancy, to

designate an alternate member to replace any absent or disqualified member or to dissolve any such committee.

ARTICLE V OFFICERS

Section 1. GENERAL PROVISIONS. The officers of the Corporation shall include a president, a secretary and a treasurer and may include a chairman of the Board of Directors, a vice chairman of the Board of Directors, a chief executive officer, one or more vice presidents, a chief investment officer, a chief operating officer, a chief financial officer, a chief legal officer, a chief accounting officer, one or more assistant secretaries and one or more assistant treasurers. In addition, the Board of Directors may from time to time elect such other officers with such powers and duties as it shall deem necessary or desirable. The officers of the Corporation shall be elected annually by the Board of Directors, except that the chief executive officer or president may from time to time appoint one or more vice presidents, assistant secretaries, assistant treasurers or other officers. Each officer shall hold office until his or her successor is elected and qualifies or until his or her death, or his or her resignation or removal in the manner hereinafter provided. Any two or more offices except president and vice president may be held by the same person. Election of an officer or agent shall not of itself create contract rights between the Corporation and such officer or agent.

Section 2. REMOVAL AND RESIGNATION. Any officer or agent of the Corporation may be removed, with or without cause, by the Board of Directors if in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer of the Corporation may resign at any time by delivering his or her resignation to the Board of Directors, the chairman of the Board of Directors, the chief executive officer, the president or the secretary. Any resignation shall take effect immediately upon its receipt or at such later time specified in the resignation. The acceptance of a resignation shall not be necessary to make it effective unless otherwise stated in the resignation. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 3. VACANCIES. A vacancy in any office may be filled by the Board of Directors for the balance of the term.

Section 4. CHIEF EXECUTIVE OFFICER. The Board of Directors may designate a chief executive officer. The chief executive officer shall have general responsibility for implementation of the policies of the Corporation, as determined by the Board of Directors, and for the management of the business and affairs of the Corporation. He or she may execute any deed, mortgage, bond, contract or other instrument, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise executed; and in general shall perform all duties incident to the office of chief executive officer and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. CHIEF INVESTMENT OFFICER. The Board of Directors may designate a chief investment officer. The chief investment officer shall have the responsibilities and duties as determined by the Board of Directors or the chief executive officer.

Section 6. CHIEF OPERATING OFFICER. The Board of Directors may designate a chief operating officer. The chief operating officer shall have the responsibilities and duties as determined by the Board of Directors or the chief executive officer.

Section 7. CHIEF FINANCIAL OFFICER. The Board of Directors may designate a chief financial officer. The chief financial officer shall have the responsibilities and duties as determined by the Board of Directors or the chief executive officer.

Section 8. CHIEF LEGAL OFFICER. The Board of Directors may designate a chief legal officer. The chief legal officer shall have the responsibilities and duties as determined by the Board of Directors or the chief executive officer.

Section 9. CHIEF ACCOUNTING OFFICER. The Board of Directors may designate a chief accounting officer. The chief accounting officer shall have the responsibilities and duties as determined by the Board of Directors or the chief executive officer.

Section 10. CHAIRMAN OF THE BOARD. The Board of Directors may designate from among its members a chairman of the Board of Directors, who shall not, solely by reason of these Bylaws, be an officer of the Corporation. The Board of Directors may designate the chairman of the Board of Directors as an executive or non-executive chairman. The chairman of the Board of Directors shall preside over the meetings of the Board of Directors and of the stockholders at which he or she shall be present. The chairman of the Board of Directors shall perform such other duties as may be assigned to him or her by these Bylaws the Board of Directors.

Section 11. PRESIDENT. In the absence of a chief executive officer, the president shall in general supervise and control all of the business and affairs of the Corporation. In the absence of a designation of a chief operating officer by the Board of Directors, the president shall be the chief operating officer. He or she may execute any deed, mortgage, bond, contract or other instrument, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law to be otherwise executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 12. VICE PRESIDENTS. In the absence of the president or in the event of a vacancy in such office, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election or, in the absence of any designation, then in the order of their election) shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president; and shall perform such other duties as from time to time may be assigned to such vice president by

the chief executive officer, president or Board of Directors. The Board of Directors may designate one or more vice presidents as executive vice president, senior vice president or vice president for particular areas of responsibility.

Section 13. SECRETARY. The secretary shall (a) keep the minutes of the proceedings of the stockholders, the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) keep a register of the post office address of each stockholder which shall be furnished to the secretary by such stockholder; (e) have general charge of the stock transfer books of the Corporation; and (f) in general perform such other duties as from time to time may be assigned to him or her by the chief executive officer, president or Board of Directors.

Section 14. TREASURER. The treasurer shall have the custody of the funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors and in general perform such other duties as from time to time may be assigned to him or her by the chief executive officer, the president or the Board of Directors. In the absence of a designation of a chief financial officer by the Board of Directors, the treasurer shall be the chief financial officer of the Corporation.

The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the president and Board of Directors, at the regular meetings of the Board of Directors or whenever it may so require, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

Section 15. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or treasurer, respectively, or by the chief executive officer, president or Board of Directors.

Section 16. COMPENSATION. The compensation of the officers shall be fixed from time to time by or under the authority of the Board of Directors and no officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a Director.

ARTICLE VI CONTRACTS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Any agreement, deed, mortgage, lease or other document shall be valid and binding upon the Corporation when duly authorized or ratified by action of the Board of Directors and executed by

an authorized person.

Section 2. CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation in such manner as shall from time to time be determined by the Board of Directors.

Section 3. DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited or invested from time to time to the credit of the Corporation as the Board of Directors, the chief executive officer, president chief financial officer, treasurer or any other officer designated by the Board of Directors may determine.

ARTICLE VII STOCK

Section 1. CERTIFICATES. Except as may be otherwise provided by the Board of Directors, stockholders of the Corporation are not entitled to certificates representing the shares of stock held by them. In the event that the Corporation issues shares of stock represented by certificates, such certificates shall be in such form as prescribed by the Board of Directors or a duly authorized officer, shall contain the statements and information required by the MGCL and shall be signed by the officers of the Corporation in any manner permitted by the MGCL. In the event that the Corporation issues shares of stock without certificates, to the extent then required by the MGCL, the Corporation shall provide to the record holders of such shares a written statement of the information required by the MGCL to be included on stock certificates. There shall be no differences in the rights and obligations of stockholders based on whether or not their shares are represented by certificates.

Section 2. TRANSFERS. All transfers of shares of stock shall be made on the books of the Corporation, by the holder of the shares, in person or by his or her attorney, in such manner as the Board of Directors or any officer of the Corporation may prescribe and, if such shares are certificated, upon surrender of certificates duly endorsed. The issuance of a new certificate upon the transfer of certificated shares is subject to the determination of the Board of Directors that

such shares shall no longer be represented by certificates. Upon the transfer of any uncertificated shares, the Corporation shall provide to the record holders of such shares, to the extent then required by the MGCL, a written statement of the information required by the MGCL to be included on stock certificates.

The Corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share or on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by the laws of the State of Maryland.

Notwithstanding the foregoing, transfers of shares of any class or series of stock will be subject in all respects to the Charter and all of the terms and conditions contained therein.

Section 3. REPLACEMENT CERTIFICATE. Any officer of the Corporation may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, destroyed, stolen or mutilated, upon the making of an affidavit of that fact by the person claiming the certificate to be lost, destroyed, stolen or mutilated; provided, however, if such shares have ceased to be certificated, no new certificate shall be issued unless requested in writing by such stockholder and the Board of Directors has determined that such certificates may be issued. Unless otherwise determined by an officer of the Corporation, the owner of such lost, destroyed, stolen or mutilated certificate or certificates, or his or her legal representative, shall be required, as a condition precedent to the issuance of a new certificate or certificates, to give the Corporation a bond in such sums as it may direct as indemnity against any claim that may be made against the Corporation.

Section 4. FIXING OF RECORD DATE. The Board of Directors may set, in advance, a record date for the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or determining stockholders entitled to receive payment of any dividend or the allotment of any other rights, or in order to make a determination of stockholders for any other proper purpose. Such date, in any case, shall not be prior to the close of business on the day the record date is fixed and shall be not more than ninety (90) days and, in the case of a meeting of stockholders, not less than ten (10) days, before the date on which the meeting or particular action requiring such determination of stockholders of record is to be held or taken.

When a record date for the determination of stockholders entitled to notice of and to vote at any meeting of stockholders has been set as provided in this section, such record date shall continue to apply to the meeting if adjourned or postponed, except if the meeting is adjourned or postponed to a date more than 120 days after the record date originally fixed for the meeting, in which case a new record date for such meeting may be determined as set forth herein.

Section 5. STOCK LEDGER. The Corporation shall maintain at its principal office or at the office of its counsel, accountants or transfer agent, an original or duplicate stock ledger containing the name and address of each stockholder and the number of shares of each class held by such stockholder.

Section 6. FRACTIONAL STOCK; ISSUANCE OF UNITS. The Board of Directors may authorize the Corporation to issue fractional stock or authorize the issuance of scrip, all on such terms and under such conditions as it may determine. Notwithstanding any other provision of the Charter or these Bylaws, the Board of Directors may issue units consisting of different securities of the Corporation. Any security issued in a unit shall have the same characteristics as any identical securities issued by the Corporation, except that the Board of Directors may provide that for a specified period securities of the Corporation issued in such unit may be transferred on the books of the Corporation only in such unit.

ARTICLE VIII ACCOUNTING YEAR

The Board of Directors shall have the power, from time to time, to fix the fiscal year of the Corporation by a duly adopted resolution.

ARTICLE IX DISTRIBUTIONS

Section 1. AUTHORIZATION. Dividends and other distributions upon the stock of the Corporation may be authorized by the Board of Directors, subject to the provisions of law and the Charter. Dividends and other distributions may be paid in cash, property or stock of the Corporation, subject to the provisions of law and the Charter.

Section 2. CONTINGENCIES. Before payment of any dividends or other distributions, there may be set aside out of any assets of the Corporation available for dividends or other distributions such sum or sums as the Board of Directors may from time to time, in its absolute discretion, think proper as a reserve fund for contingencies, for equalizing dividends, for repairing or maintaining any property of the Corporation or for such other purpose as the Board of Directors shall determine, and the Board of Directors may modify or abolish any such reserve.

ARTICLE X INVESTMENT POLICY

Subject to the provisions of the Charter, the Board of Directors may from time to time adopt, amend, revise or terminate any policy or policies with respect to investments by the Corporation, as it shall deem appropriate in its sole discretion.

ARTICLE XI SEAL

Section 1. SEAL. The Board of Directors may authorize the adoption of a seal by the Corporation. The seal shall contain the name of the Corporation and the year of its incorporation and the words "Incorporated Maryland." The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 2. AFFIXING SEAL. Whenever the Corporation is permitted or required to affix its seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a seal to place the word "(SEAL)" adjacent to the signature of the person authorized to execute the document on behalf of the Corporation.

ARTICLE XII INDEMNIFICATION AND ADVANCE OF**EXPENSES**

To the maximum extent permitted by Maryland law in effect from time to time, the Corporation shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to (a) any individual who is a present or former Director or officer of the Corporation and who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity or (b) any individual who, while a Director or officer of the Corporation and at the request of the Corporation, serves or has served as a director, officer, trustee, member, manager or partner of another corporation, real estate investment trust, limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise and who is made or threatened to be made a party to, or witness in, the proceeding by reason of his or her service in that capacity. The rights to indemnification and advance of expenses provided by the Charter and these Bylaws shall vest immediately upon election of a Director or officer. The Corporation may, with the approval of its Board of Directors, provide such indemnification and advance for expenses to an individual who served a predecessor of the Corporation in any of the capacities described in (a) or (b) above and to any employee or agent of the Corporation or a predecessor of the Corporation. The indemnification and payment or reimbursement of expenses provided in these Bylaws shall not be deemed exclusive of or limit in any way other rights to which any person seeking indemnification or payment or reimbursement of expenses may be or may become entitled under any bylaw, resolution, insurance, agreement or otherwise.

Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or these Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE XIII WAIVER OF NOTICE

Whenever any notice of a meeting is required to be given pursuant to the Charter or these Bylaws or pursuant to applicable law, a waiver thereof in writing or by electronic transmission, given by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice of such meeting, unless specifically required by statute. The attendance of any person at any meeting

shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened

ARTICLE XIV AMENDMENT OF BYLAWS

The Board of Directors shall have the exclusive power to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws.

CIM Commercial Trust Corporation
Amendment No. 1 to Bylaws

The Bylaws of CIM Commercial Trust Corporation are amended by inserting the following provision after Article XIV thereof:

ARTICLE XV

EXCLUSIVE FORUM FOR CERTAIN LITIGATION

Unless the Corporation consents in writing to the selection of an alternative forum, the Circuit Court for Baltimore City, Maryland, or, if that Court does not have jurisdiction, the United States District Court for the District of Maryland, Northern Division, shall be the sole and exclusive forum for (a) any Internal Corporate Claim, as such term is defined in the MGCL, other than any action arising under federal securities laws, including, without limitation, (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of any duty owed by any director or officer or other employee of the Corporation to the Corporation or to the stockholders of the Corporation or (iii) any action asserting a claim against the Corporation or any director or officer or other employee of the Corporation arising pursuant to any provision of the MGCL, the Charter or these bylaws, or (b) any other action asserting a claim against the Corporation or any director or officer or other employee of the Corporation that is governed by the internal affairs doctrine. None of the foregoing actions, claims or proceedings may be brought in any federal or state court sitting outside the State of Maryland unless the Corporation consents in writing to such court.

Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America, shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended.

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, David Thompson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CIM Commercial Trust Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2021

/s/ DAVID THOMPSON
David Thompson
Chief Executive Officer

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EXHIBIT 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Nathan D. DeBacker, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CIM Commercial Trust Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2021

/s/ NATHAN D. DEBACKER
Nathan D. DeBacker
Chief Financial Officer

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EXHIBIT 31.2

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CIM Commercial Trust Corporation (the "Company") on Form 10-Q for the period ended June 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Thompson, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ DAVID THOMPSON
David Thompson
Chief Executive Officer
August 9, 2021

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EXHIBIT 32.1

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CIM Commercial Trust Corporation (the "Company") on Form 10-Q for the period ended June 30, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Nathan D. DeBacker, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ NATHAN D. DEBACKER
Nathan D. DeBacker
Chief Financial Officer
August 9, 2021

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EXHIBIT 32.2

CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002