

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 1)¹

CIM Commercial Trust Corporation
(Name of Issuer)

Common Stock, \$0.001 par value
(Title of Class of Securities)

125525584
(CUSIP Number)

ANDREW FREEDMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 11, 2020
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON ENGINE CAPITAL, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 749,179
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 749,179
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 749,179	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON ENGINE JET CAPITAL, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 161,553
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 161,553
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 161,553	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON ENGINE CAPITAL MANAGEMENT, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 910,732
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 910,732
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 910,732	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON ENGINE CAPITAL MANAGEMENT GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 910,732
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 910,732
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 910,732	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.1%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON ENGINE INVESTMENTS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 910,732
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 910,732
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 910,732	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.1%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON ARNAUD AJDLER	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION BELGIUM	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 910,732
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 910,732
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 910,732	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.1%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON SAM BAKHSHANDEHPOUR	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON ALAN L. BAZAAR	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON CHARLES R. HOLZER	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON JOHN T. LIVINGSTON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON STUART M. MILSTEIN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by:

- (i) Engine Capital, L.P., a Delaware limited partnership (“Engine Capital”), with respect to the Shares directly and beneficially owned by it;
- (ii) Engine Jet Capital, L.P., a Delaware limited partnership (“Engine Jet”), with respect to the Shares directly and beneficially owned by it;
- (iii) Engine Capital Management, LP, a Delaware limited partnership (“Engine Management”), as the investment manager of each of Engine Capital and Engine Jet;
- (iv) Engine Capital Management GP, LLC, a Delaware limited liability company (“Engine GP”), as the general partner of Engine Management;
- (v) Engine Investments, LLC, a Delaware limited liability company (“Engine Investments”), as the general partner of each of Engine Capital and Engine Jet;
- (vi) Arnaud Ajdler, as the managing partner of Engine Management, the managing member of each of Engine GP and Engine Investments and as a nominee for the Board of Directors of the Issuer (the “Board”);
- (vii) Sam Bakhshandehpour, as a nominee for the Board;
- (viii) Alan L. Bazaar, as a nominee for the Board;
- (ix) Charles R. Holzer, as a nominee for the Board;
- (x) John T. Livingston, as a nominee for the Board; and
- (xi) Stuart M. Milstein, as a nominee for the Board.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing and Solicitation Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Engine Capital, Engine Jet, Engine Management, Engine GP, Engine Investments, and Mr. Ajdler is 1345 Avenue of the Americas, 33rd Floor, New York, New York 10105. The principal business address of Mr. Bakhshandehpour is 2029 Verdugo Blvd #105, Montrose, California 91020. The principal business address of Mr. Bazaar is 9 Bedford Road, Katonah, New York 10536. Mr. Holzer does not currently have a principal business address. The principal business address of Mr. Livingston is 852 22nd Street, Santa Monica, California 90403. The principal business address of Mr. Milstein is c/o Drake Street Partners LLC, 555 Madison Avenue, 5th Floor, New York, New York 10022.

(c) The principal business of each of Engine Capital and Engine Jet is investing in securities. Engine Management is the investment manager of each of Engine Capital and Engine Jet. Engine GP serves as the general partner of Engine Management. Engine Investments serves as the general partner of each of Engine Capital and Engine Jet. Mr. Ajdler serves as the managing partner of Engine Management and the managing member of each of Engine GP and Engine Investments. The principal occupation of Mr. Bakhshandehpour is serving as the President of ThinkFoodGroup, as the CEO & Managing Partner of Silverstone, and as the Co-Founder and Principal of Cultivate Hospitality Group. The principal occupation of Mr. Bazaar is serving as the Chief Executive Officer of Hollow Brook Wealth Management LLC. The principal occupation of Mr. Holzer is serving as the Chief Executive Officer and Owner of Worth Capital Holdings LLC. The principal occupation of Mr. Livingston is serving as an active investor in real estate projects nationally. The principal occupation of Mr. Milstein is serving as the Principal of Drake Street Partners LLC.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Ajdler is a citizen of Belgium. Messrs. Bakhshandehpour, Bazaar, Holzer, Livingston, and Milstein are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Engine Capital and Engine Jet were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 749,179 Shares beneficially owned by Engine Capital is approximately \$10,851,460, including brokerage commissions. The aggregate purchase price of the 161,553 Shares beneficially owned by Engine Jet is approximately \$2,346,802, including brokerage commissions.

The aggregate purchase price of the 458,415 notional Shares underlying the Swap Agreements (described in Item 6) is approximately \$6,999,997, including brokerage commissions.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On December 11, 2020, the Reporting Persons issued a press release announcing the nomination of six highly-qualified independent candidates for election to the Board at the Issuer's 2021 annual meeting of stockholders (the "Annual Meeting"). The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on December 11, 2020, Engine Capital delivered a letter to the Issuer (the "Nomination Letter") nominating a slate of six highly qualified director candidates, including Arnaud Ajdler, Sam Bakhshandehpour, Alan L. Bazaar, Charles R. Holzer, John T. Livingston, and Stuart M. Milstein (collectively, the "Nominees"), for election to the Board at the Annual Meeting. As evidenced by their detailed biographies below, the Nominees have backgrounds spanning real estate, operations, finance, investing, strategic transformation, and public company governance.

Arnaud Ajdler has served as the Managing Partner of Engine Capital Management, LP, a value-oriented investment firm, since 2013. Previously, Mr. Ajdler served as a Managing Director of Crescendo Partners L.P., a principal investment firm, from 2005 to 2013. From 2004 until 2006, Mr. Ajdler also served as the Chief Financial Officer, a director and the Secretary of Arpeggio Acquisition Corporation, a special purpose acquisition company, which completed a business combination with Hill International, Inc. (NYSE: HIL) ("Hill"), a worldwide construction consulting firm, in 2006, and until 2009, Mr. Ajdler served as a director of Hill. Mr. Ajdler re-joined the board of directors of Hill in October 2018. Mr. Ajdler is also an Adjunct Professor at Columbia University Business School where he teaches a course in Value Investing. Previously, Mr. Ajdler served as a director of each of Recro Pharma, Inc. (NASDAQ: REPH), a leading contract development and manufacturing organization, from March 2019 to May 2020, Stewart Information Services Corporation (NYSE: STC), a provider of title insurance and real estate services worldwide, from May 2014 to December 2019, StarTek, Inc. (Nasdaq: SRT), a provider of business process outsourcing services, from May 2015 to March 2018, Destination Maternity Corporation (NASDAQ: DEST), the world's largest designer and retailer of maternity apparel, from March 2008 to October 2017 (including as Non-Executive Chairman from February 2011 to October 2017), Imvescor Restaurant Group, Inc. (TSE: IRG), a Canadian franchisor of restaurant concepts, from July 2013 to March 2016, Charming Shoppes, Inc., a specialty and plus size clothing retail company, from 2008 until the company was acquired in 2012, O'Charley's Inc., a multi-concept restaurant company, from March 2012 until the company was acquired in April 2012, and The Topps Company, Inc., a company that provides baseball, football, hockey, entertainment and pop culture products, from 2006 until the company was acquired in 2007. Mr. Ajdler received a B.S. from Free University of Brussels, a S.M. from Massachusetts Institute of Technology and an M.B.A from Harvard Business School.

Sam Bakhshandehpour has served as the President of ThinkFoodGroup, the company behind José Andrés' restaurant group, since October 2020. He is also the CEO & Managing Partner of Silverstone, a vertically integrated hospitality and lifestyle firm, since May 2015, and the Co-Founder and Principal of Cultivate Hospitality Group, a full-service food & beverage management consulting firm, since January 2017. Previously, Mr. Bakhshandehpour served as President, Chief Executive Officer and member of the Board of Directors of sbe Entertainment, a global lifestyle hospitality company, from 2012 to April 2015, where he was responsible for its global strategic growth and operations across the Hotel, Restaurant and Entertainment Divisions. Mr. Bakhshandehpour had an extensive career at JPMorgan Chase & Co. (NYSE: JPM), a leading global financial services firm, from 2002 to 2012, where he most recently served as a Managing Director in the Real Estate & Lodging Investment Banking practice on the West Coast and the Gaming Investment Banking practice globally. He began his career as a Financial Analyst at the Deutsche Bank Corporation (NYSE: DB) (f/k/a Alex. Brown & Sons), a German multinational investment bank and financial services company, from 1997 to 1999. Currently, Mr. Bakhshandehpour serves on the Board of Directors of The New Home Company Inc. (NYSE: NWHM), a new generation homebuilder, since January 2014. Mr. Bakhshandehpour serves as a trustee of Georgetown University's McDonough School of Business and the Calthrop School. He is also a founding member of the Georgetown Wall Street Alliance West and a Senior Advisor to CREO Montiminy & Co. He holds his Series 7, 24 and 63 FINRA licenses. Mr. Bakhshandehpour holds a Bachelor of Science in Business Administration from Georgetown University with a double major in Finance and International Business.

Alan L. Bazaar has served as the CEO of Hollow Brook Wealth Management LLC, an investment advisory services firm, where he is responsible for firm-wide operations, investment research, and portfolio management, since January 2013, and before that, as a Managing Director, from 2010 to 2012. Prior to that, Mr. Bazaar was a Managing Director and Portfolio Manager at Richard L. Scott Investments, LLC, a private investment firm, where he co-managed the public equity portfolio and was responsible for all elements of due diligence, from July 1999 until December 2009. Previously, Mr. Bazaar was employed by Arthur Anderson LLP in the Assurance and Financial Buyer's Practices group and in the Business Fraud and Investigation Services Unit. Currently, Mr. Bazaar serves as the Chairman of the Board of Directors of Wireless Telecom Group, Inc. (NYSE AMERICAN: WTT), which designs and manufactures radio frequency and microwave-based products for wireless and advanced communications industries, since April 2014, and as a director, since June 2013. In addition, Mr. Bazaar has served on the Board of Directors of PDL BioPharma, Inc. (NASDAQ: PDLI), a developer of innovative therapeutics and healthcare technologies, since February 2020. Previously, Mr. Bazaar served on the Board of Directors of each of Hudson Global, Inc. (NASDAQ: HSON), a talent solutions provider, from June 2015 to May 2019, Sparton Corporation (formerly NYSE: SPA) a provider of design, development and manufacturer services for complex electromechanical devices, from May 2016 until it was acquired by Sparton Parent, Inc. (f/k/a Striker Parent 2018, LLC), an affiliate of Cerberus Capital Management, L.P., in May 2019, LoJack Corporation (formerly NASDAQ: LOJN), a provider of products and services for tracking and recovering cars, trucks, and other valuable mobile assets, from March 2015 until it was acquired by CalAmp Corp. (NASDAQ: CAMP) in March 2016, NTS, Inc. (formerly NYSE AMERICAN: NTS), a provider of advanced communication services, from December 2012 until it was acquired by an affiliate of private equity firm, Tower Three Partners LLC, in June 2014, and Media Sciences International, Inc. (formerly NASDAQ: MSII), a manufacturer and distributor of business color printer supplies and industrial ink applications in the United States, from 2004 to April 2008. Mr. Bazaar also previously served as a director of Airco Industries, Inc., a privately held manufacturer of aerospace products. Mr. Bazaar holds a B.A. from Bucknell University and both an M.S. in Accounting and an M.B.A. from the Stern School of Business at New York University. Mr. Bazaar is a Certified Public Accountant.

Charles R. Holzer has served as the Chief Executive Officer and owner of Worth Capital Holdings LLC, a family-owned real estate and finance company, since September 2003, where his responsibilities have included the acquisition, financing, development and management of \$1,000,000,000 in various real estate transactions; the creation, operation and eventual sale of a nationwide commercial mortgage finance company; as well as the purchase of various non-performing loan packages from the Resolution Trust Company and other financial institutions. Additionally, Mr. Holzer supervises the retail division of his family holdings where representative tenants have included Louis Vuitton, Chanel, and Van Cleef and Arpels. Currently, Mr. Holzer serves on the Board of Directors of each of Waitr Holdings Inc. (NASDAQ: WTRH), a leader in on-demand food ordering and delivery, since April 2020, the Treehouse Real Estate Investment Trust Inc., a real estate investment company, since January 2019, and BeaconLight Capital, LLC, an alternative asset management firm, since January 2010. Mr. Holzer also serves as a trustee of the Rogal Foundation, a charitable trust, where he is responsible for the selection of investment managers, as well as allocating assets, since 2002. Mr. Holzer holds a B.A. from Harvard University.

John T. Livingston has served as an active private investor in real estate projects nationally, since August 2018. Most recently, Mr. Livingston was the Founder and served as the Chief Executive Officer of AECOM Capital, a co-GP real estate fund and subsidiary of AECOM (NYSE: ACM), a premier global infrastructure consulting firm, from October 2012 to August 2018. Prior to 2012, Mr. Livingston served as the CEO of Global Construction for AECOM from July 2010 to October 2012. Prior to that Mr. Livingston served in a number of executive leadership positions at Tishman Realty & Construction, a vertically-integrated real estate owner, developer and builder, from January 1994 to July 2010, including serving as President of Tishman Construction Corporation from June 2002 until July 2010 when it was acquired by AECOM and as President of Tishman Urban Development Corporation, from January 1994 to June 2002. Prior to that, Mr. Livingston served as a Partner at The Linpro Company, a real estate developer, from May 1989 to January 1994. Prior to that Mr. Livingston worked for the City of New York as the executive vice president of development for the NYC Public Development Corporation under Mayor Ed Koch for three years, worked in acquisitions for a Swiss investment firm for five years and started his career as a lender for New England Life in Boston. Currently, Mr. Livingston serves on the Board of Directors of Urban Umbrella, LLC, an innovative designer and producer of scaffolding for the future of city sidewalks, since June 2019. Mr. Livingston also served as an adjunct professor at Columbia University's School of Business and for Columbia's Master's in Real Estate Program, where he was also the Director of the program for one year. He has also lectured at Cornell University, Massachusetts Institute of Technology and the University of Pennsylvania. He was a member of the Urban Land Institute, and was a member of the Advisory Board for the Institute of Urban Research at the University of Pennsylvania. Mr. Livingston holds a degree in architecture from the University of Pennsylvania and a master's degree in city planning from Harvard's Graduate School of Design.

Stuart M. Milstein is the Principal of Drake Street Partners LLC, an entity he founded in January 2015 to invest in value-add repositioning opportunities in the New York metro area. Mr. Milstein served as Senior Vice President – Acquisitions for Beacon Capital Partners, LLC, a real estate investment firm, where he also served as a member of its Investment Committee, from October 2010 until January 2015. Prior to that, Mr. Milstein served as Vice President – Acquisitions and Capital Markets for Vornado Realty Trust (NYSE:VNO), a real estate investment trust, from 2002 until 2010. Mr. Milstein's professional experience also includes serving as an investment banking financial analyst at Bear, Stearns & Co. Inc., a former global investment bank, and Laidlaw Equities, Inc., a provider of investment banking and financial advisory services. Mr. Milstein has been a member of each of the Real Estate Board of New York, a trade association for the real estate industry in New York City, since January 2006, the Young Men's / Women's Real Estate Association, since September 2008, and the Urban Land Institute, a nonprofit research and education organization, since March 2011. Mr. Milstein holds a B.A. from Yeshiva University and an M.B.A. from Columbia Business School.

Item 5. Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 14,827,410 Shares outstanding as of November 4, 2020, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 9, 2020.

A. Engine Capital

- (a) As of the date hereof, Engine Capital directly owned 749,179 Shares.

Percentage: Approximately 5.1%

- (b)
1. Sole power to vote or direct vote: 749,179
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 749,179
 4. Shared power to dispose or direct the disposition: 0

B. Engine Jet

- (a) As of the date hereof, Engine Jet directly owned 161,553 Shares.

Percentage: Approximately 1.1%

- (b)
1. Sole power to vote or direct vote: 161,553
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 161,553
 4. Shared power to dispose or direct the disposition: 0

C. Engine Management

- (a) Engine Management, as the investment manager of each of Engine Capital and Engine Jet, may be deemed to beneficially own the 910,732 Shares owned in the aggregate by Engine Capital and Engine Jet.

Percentage: Approximately 6.1%

- (b)
1. Sole power to vote or direct vote: 910,732
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 910,732
 4. Shared power to dispose or direct the disposition: 0

D. Engine GP

- (a) Engine GP, as the general partner of Engine Management, may be deemed to beneficially own the 910,732 Shares owned in the aggregate by Engine Capital and Engine Jet.

Percentage: Approximately 6.1%

- (b)
1. Sole power to vote or direct vote: 910,732
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 910,732
 4. Shared power to dispose or direct the disposition: 0

E. Engine Investments

- (a) Engine Investments, as the general partner of each of Engine Capital and Engine Jet, may be deemed to beneficially own the 910,732 Shares owned in the aggregate by Engine Capital and Engine Jet.

Percentage: Approximately 6.1%

- (b)
1. Sole power to vote or direct vote: 910,732
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 910,732
 4. Shared power to dispose or direct the disposition: 0

F. Mr. Ajdler

- (a) Mr. Ajdler, as the managing partner of Engine Management and the managing member of each of Engine GP and Engine Investments, may be deemed to beneficially own the 910,732 Shares owned in the aggregate by Engine Capital and Engine Jet.

Percentage: Approximately 6.1%

- (b)
1. Sole power to vote or direct vote: 910,732
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 910,732
 4. Shared power to dispose or direct the disposition: 0

G. Mr. Bakhshandehpour

(a) As of the date hereof, Mr. Bakhshandehpour did not own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 0

H. Mr. Bazaar

(a) As of the date hereof, Mr. Bazaar did not own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 0

I. Mr. Holzer

(a) As of the date hereof, Mr. Holzer did not own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 0

J. Mr. Livingston

(a) As of the date hereof, Mr. Livingston did not own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 0

K. Mr. Milstein

(a) As of the date hereof, Mr. Milstein did not own any Shares.

Percentage: 0%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 0

Each Reporting Person may be deemed to be a member of a “group” with the other Reporting Persons for the purposes of Section 13(d) (3) of the Securities Exchange Act of 1934, as amended, and such group may be deemed to beneficially own the Shares owned in the aggregate by all of the Reporting Persons. Each Reporting Person disclaims beneficial ownership of the Shares that he, she or it does not directly own.

(c) The Reporting Persons have not entered into any transactions in the Shares during the past sixty (60) days.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

Engine Jet has entered into certain cash-settled equity swap agreements with several unaffiliated third party financial institutions as the respective counterparties (the “Swap Agreements”). Collectively, the Swap Agreements held by Engine represent economic exposure to an aggregate of 458,415 notional Shares. Engine Jet does not have the power to vote or direct the voting or dispose of or direct the disposition of the Shares that are the subject of the Swap Agreements.

On December 11, 2020, the Reporting Persons entered into a Joint Filing and Solicitation Agreement pursuant to which, among other things, the parties agreed to (a) the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Issuer and (b) solicit proxies for the election of the Nominees at the Annual Meeting. A copy of the Joint Filing and Solicitation Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Engine Capital has entered into letter agreements pursuant to which it and its affiliates agreed to indemnify the Nominees (other than Mr. Ajdler) against claims arising from the solicitation of proxies from the Issuer’s stockholders in connection with the Annual Meeting and any related transactions. A form of the indemnification letter agreement is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

- 99.1 Press Release, dated December 11, 2020.
- 99.2 Joint Filing and Solicitation Agreement by and among Engine Capital, L.P., Engine Jet Capital, L.P., Engine Capital Management, LP, Engine Capital Management GP, LLC, Engine Investments, LLC, Arnaud Ajdler, Sam Bakhshandehpour, Alan L. Bazaar, Charles R. Holzer, John T. Livingston and Stuart M. Milstein, dated December 11, 2020.
- 99.3 Form of Indemnification Letter Agreement.
- 99.4 Powers of Attorney.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 11, 2020

Engine Capital, L.P.

By: Engine Investments, LLC,
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Jet Capital, L.P.

By: Engine Investments, LLC,
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Capital Management, LP

By: Engine Capital Management GP, LLC,
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Capital Management GP, LLC

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Investments, LLC

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

/s/ Arnaud Ajdler
ARNAUD AJDLER
Individually and as attorney-in-fact for Sam Bakhshandehpour, Alan L. Bazaar, Charles R. Holzer, John T. Livingston and Stuart M. Milstein.

Engine Capital Nominates a Slate of Highly Qualified Director Candidates for Election at CMCT's 2021 Annual Meeting of Shareholders

Reiterates Belief that the Status Quo is Untenable and that the Company's Board Must Act Decisively to Unlock Shareholder Value

Confident that its Slate of Six Highly Qualified, Independent Nominees with Significant Relevant Industry and Financial Expertise Will Revitalize the Board and Deliver Results for all CMCT's Shareholders

NEW YORK, December 11, 2020 /Business Wire/ -- Engine Capital, L.P. (together with its affiliates, "Engine"), a shareholder of CIM Commercial Trust Corporation ("CMCT" or the "Company") (NASDAQ: CMCT) with an ownership of approximately 6.1% of the Company, today announced that it has nominated a slate of six highly qualified director candidates, Arnaud Ajdler, Sam Bakhshandehpour, Alan L. Bazaar, Charles R. Holzer, John T. Livingston and Stuart M. Milstein, for election to the board of directors of CMCT (the "Board") at the Company's upcoming 2021 Annual Meeting of Shareholders.

Engine believes the case for much-needed change at the Company is predicated on the following:

- The Company's stock price trades at \$12.06 per share,¹ a staggering 57.7% discount relative to its latest Net Asset Value ("NAV") of \$28.49 per share, while CMCT's shareholders continue to pay a management fee to CMCT's external operator and administrative services provider (together with its affiliates, "CIM Group") based on that NAV, highlighting what is in our view a misalignment of incentives between CMCT's shareholders and CIM Group.
- Engine's concerns that certain of the Board's actions overwhelmingly favor the interests of CIM Group (whose principal, Mr. Ressler, is also Chairman of the Board of CMCT) to the detriment of CMCT's shareholders, including the fact that CIM Group is paid an annual management fee that represents an amount in excess of 5% of the Company's market capitalization.²
- The Board's decision to pay CIM Group first quarter management fees calculated based on the \$28.49 NAV per share but paid in CMCT shares based on a value of \$11.60 per share, which we believe was a self-serving and incredibly dilutive share issuance at a ~59% discount to the CMCT's NAV per share, whereby the Board de facto issued 1.4% of the Company to CIM Group at a very depressed share price.³

¹ Based on the closing share price on December 10, 2020.

² Calculated by annualizing the \$7,126,000 in asset management fees paid to CIM Group for Q1 through Q3 2020 as disclosed in the Company's Quarterly Report on Form 10-Q and dividing that number by CMCT's market capitalization on December 10, 2020.

³ Calculated by dividing the 203,349 shares of CMCT issued to CIM Group for Q1 2020's asset management fees in lieu of a cash payment by the 14,602,149 shares of CMCT outstanding prior to such issuance as disclosed in the Company's 2019 Annual Report on Form 10-K.

- Engine’s concerns about the potential conflicts of interest between CMCT and CIM Group and the priorities of CMCT’s Board given that three of CMCT’s board members (Mr. Ressler, Avraham Shemesh and Shaul Kuba) are principals of CIM Group.
- Engine’s belief that the Board has failed its unaffiliated shareholders by refusing to acknowledge the inherent challenges in maintaining the Company’s status as a small cap public REIT with an oversized overhead structure and to initiate a process to maximize value and allow shareholders to realize the intrinsic value of CMCT.

Engine believes shareholder engagement by a board is a basic bedrock of good corporate governance and questions CIM Group’s recent public commitment to Environmental, Social and Governance (ESG) principles⁴ while its Principal, Mr. Ressler, who is Chairman of the Board of CMCT, has been unwilling, despite numerous requests, to engage with Engine, the Company’s largest unaffiliated shareholder.

Arnaud Ajdler, Managing Member of Engine Capital said “It is clear to us that the Board can no longer take a “business as usual” approach to overseeing the Company. Given the level of dissatisfaction expressed by the unaffiliated shareholders at the previous Annual Meeting, we expected the Board to have been more willing to work collaboratively with us in order to avoid a proxy contest. While we remain open to constructive dialogue, given the current Board’s intransigent refusal to meet with us to discuss a framework to achieve that objective, we are left with no choice but to nominate a slate of six highly qualified director candidates at the upcoming Annual Meeting. CMCT deserves a board that is fully aligned with its shareholders and whose reputation is not eclipsed by any potential conflicts of interest. Our nominees are experienced business leaders with relevant industry experience that are committed to acting in the best interest of all shareholders as independent directors.”

Engine's nominees are:

Arnaud Ajdler is the Managing Partner of Engine Capital Management, LP, a value-oriented investment firm and the Company’s largest unaffiliated shareholder. Engine believes that Mr. Ajdler’s investment expertise across a broad range of industries, together with his significant public company board experience and strong alignment with the interests of the Company’s shareholders will make him a valuable asset to the Board.

Sam Bakhshandehpour currently serves as the President of ThinkFoodGroup, the company behind José Andrés’ restaurant group. He is also the CEO & Managing Partner of Silverstone, a vertically integrated hospitality and lifestyle firm, and the Co-Founder and Principal of Cultivate Hospitality Group, a full-service food & beverage management consulting firm. Engine believes that Mr. Bakhshandehpour is a seasoned business executive whose leadership roles in real estate, hospitality and investment banking will make him a valuable addition to the Board.

⁴ See page 12 of CMCT’s Q3 2020 Presentation attached as Exhibit 99.2 to the Company’s Current Report on 8-K, filed on November 9, 2020.

Alan L. Bazaar is the Chief Executive Officer of Hollow Brook Wealth Management LLC, an investment advisory services firm. Currently, Mr. Bazaar serves as the Chairman of the Board of Directors of Wireless Telecom Group, Inc. (NYSE AMERICAN: WTT), which designs and manufactures radio frequency and microwave-based products for wireless and advanced communications industries. Engine believes that Mr. Bazaar's successful track record as an accomplished business leader with significant experience as a CEO and public company director would make him a valuable addition to the Board.

Charles R. Holzer is the Chief Executive Officer and owner of Worth Capital Holdings LLC, where some of his responsibilities have included the acquisition, financing, development and management of \$1,000,000,000 in various real estate transactions as well as the creation, operation and eventual sale of a nationwide commercial mortgage finance company. Currently, Mr. Holzer serves on the Board of Directors of each of Waitr Holdings Inc. (NASDAQ: WTRH), a leader in on-demand food ordering and delivery, the Treehouse Real Estate Investment Trust Inc., a real estate investment company, and BeaconLight Capital, LLC, an alternative asset management firm,. Engine believes that Mr. Holzer's significant financial and managerial experience, which includes real estate investments and development, makes him well qualified to serve on the Board.

John T. Livingston has served as an active private investor in real estate projects nationally, since August 2018. Most recently, Mr. Livingston was the Founder and served as the Chief Executive Officer of AECOM Capital, a co-GP real estate fund and subsidiary of AECOM (NYSE: ACM), a premier global infrastructure consulting firm, from October 2012 to August 2018. Engine believes that Mr. Livingston's expertise in real estate as a result of decades of experience as a lender, acquisitions officer, professor, developer, investor, president and chief executive officer of both a development and construction company, make him well qualified to serve on the Board.

Stuart M. Milstein is the Founder and Principal of Drake Street Partners LLC, which is a real estate investment firm focused on value-add repositioning opportunities in the New York metro area. Mr. Milstein's professional experience includes prior roles as Senior Vice President – Acquisitions for Beacon Capital Partners, LLC, a real estate investment firm and Vice President – Acquisitions and Capital Markets for Vornado Realty Trust (NYSE: VNO). Engine believes that Mr. Milstein's significant experience in the real estate investment industry will make him a valuable addition to the Board.

ABOUT ENGINE CAPITAL

Engine Capital is a value-oriented special situations fund that invests both actively and passively in companies undergoing change.

Investor contact:
Engine Capital, L.P.
Arnaud Ajdler
(212) 321-0048
aaajdler@enginecap.com

CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Engine Capital, L.P. (“Engine Capital”), together with the other participants named herein (collectively, “Engine”), intends to file a preliminary proxy statement and an accompanying WHITE proxy card with the Securities and Exchange Commission (“SEC”) to be used to solicit votes for the election of its slate of director nominees at the 2021 annual meeting of stockholders of CIM Commercial Trust Corporation, a Delaware corporation (the “Company”).

ENGINE STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS, INCLUDING A WHITE PROXY CARD, AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). IN ADDITION, THE PARTICIPANTS IN THIS PROXY SOLICITATION WILL PROVIDE COPIES OF THE PROXY STATEMENT WITHOUT CHARGE, WHEN AVAILABLE, UPON REQUEST. REQUESTS FOR COPIES SHOULD BE DIRECTED TO THE PARTICIPANTS' PROXY SOLICITOR.

The participants in the proxy solicitation are expected to be Engine Capital, Engine Jet Capital, L.P. (“Engine Jet”), Engine Capital Management, LP (“Engine Management”), Engine Capital Management GP, LLC (“Engine GP”), Engine Investments, LLC (“Engine Investments”), Arnaud Ajdler, Sam Bakhshandehpour, Alan L. Bazaar, Charles R. Holzer, John T. Livingston and Stuart M. Milstein (collectively, the “Participants”).

As of the date hereof, Engine Capital directly owned 749,179 shares of Common Stock, \$0.01 par value (the “Common Stock”), of the Company. As of the date hereof, Engine Jet directly owned 161,553 shares of Common Stock. Engine Management, as the investment manager of each of Engine Capital and Engine Jet, may be deemed the beneficial owner of the 910,732 shares of Common Stock owned directly by Engine Capital and Engine Jet. Engine GP, as the general partner of Engine Management, may be deemed the beneficial owner of the 910,732 shares of Common Stock owned directly by Engine Capital and Engine Jet. Engine Investments, as the general partner of each of Engine Capital and Engine Jet, may be deemed the beneficial owner of the 910,732 shares of Common Stock owned directly by Engine Capital and Engine Jet. Mr. Ajdler, as the Managing Partner of Engine Management, and the Managing Member of each of Engine GP and Engine Investments, may be deemed the beneficial owner of the 910,732 shares of Common Stock owned directly by Engine Capital and Engine Jet. As of the date hereof, none of Messrs. Bakhshandehpour, Bazaar, Holzer, Livingston and Milstein beneficially owned any shares of Common Stock.

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, certain of the undersigned are stockholders, direct or beneficial, of CIM Commercial Trust Corporation, a Maryland corporation (the “Company”);

WHEREAS, Engine Capital, L.P., Engine Jet Capital, L.P., Engine Capital Management, LP, Engine Capital Management GP, LLC, Engine Investments, LLC and Arnaud Ajdler (together, “Engine”), Sam Bakhshandehpour, Alan L. Bazaar, Charles R. Holzer, John T. Livingston and Stuart M. Milstein wish to form a group for the purpose of seeking representation on the Board of Directors of the Company (the “Board”) at the 2021 annual meeting of stockholders of the Company (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “2021 Annual Meeting”) and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 11th day of December 2020 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), each of the undersigned (collectively, the “Group”) agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to Engine and Olshan Frome Wolosky LLP (“Olshan”) of (i) any of their purchases or sales of securities of the Company or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than four (4) hours after each such transaction. For purposes of this agreement, the term “beneficial ownership” shall have the meaning of such term set forth in Rule 13d-3 under the Exchange Act.

3. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies for the election of the persons nominated by Engine to the Board at the 2021 Annual Meeting, (ii) taking such other actions as the parties deem advisable and (iii) taking all other action necessary or advisable to achieve the foregoing.

4. Engine shall have the right to pre-approve all expenses incurred in connection with the Group’s activities and agrees to pay directly all such pre-approved expenses.

5. Each of the undersigned agrees that any filing with the Securities and Exchange Commission, press release or stockholder communication proposed to be made or issued by the Group or any member of the Group in connection with the Group’s activities set forth in Section 3 shall be as directed by Engine.

6. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party’s right to purchase or sell securities of the Company, as it deems appropriate, in its sole discretion, provided that all such purchases and sales are made in compliance with all applicable securities laws and the provisions of this agreement.

7. This agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

8. This agreement is governed by and will be construed in accordance with the laws of the State of New York. In the event of any dispute arising out of the provisions of this agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the United States District Court for the Southern District of New York located in the Borough of Manhattan or the courts of the State of New York located in the County of New York.

9. Any party hereto may terminate its obligations under this agreement on 24 hours' written notice to all other parties, with a copy by email or fax to Andrew Freedman at Olshan (email: afreedman@olshanlaw.com; Fax: (212) 451-2222).

10. Each party acknowledges that Olshan shall act as counsel for both the Group and Engine relating to their investment in the Company.

11. Each of the undersigned parties hereby agrees that this agreement shall be filed as an exhibit to a Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed as of the day and year first above written.

Engine Capital, L.P.

By: Engine Investments, LLC
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Jet Capital, L.P.

By: Engine Investments, LLC
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Capital Management, LP

By: Engine Capital Management GP, LLC
General Partner

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Capital Management GP, LLC

By: /s/ Arnaud Ajdler
Name: Arnaud Ajdler
Title: Managing Member

Engine Investments, LLC

By: /s/ Arnaud Ajdler

Name: Arnaud Ajdler

Title: Managing Member

/s/ Arnaud Ajdler

Arnaud Ajdler

/s/ Sam Bakhshandehpour

Sam Bakhshandehpour

/s/ Alan L. Bazaar

Alan L. Bazaar

/s/ Charles R. Holzer

Charles R. Holzer

/s/ John T. Livingston

John T. Livingston

/s/ Stuart M. Milstein

Stuart M. Milstein

ENGINE CAPITAL, L.P.
1345 Avenue of the Americas, 33rd Floor
New York, New York 10105

[Nominee]
[Address]

_____, 2020

Re: CIM Commercial Trust Corporation

Dear _____:

Thank you for agreeing to serve as a nominee for election to the Board of Directors of CIM Commercial Trust Corporation (the “Company”) in connection with the proxy solicitation that Engine Capital, L.P. and certain of its affiliates (collectively, the “Engine Group”) is considering undertaking to nominate and elect directors at the Company’s 2021 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the “Engine Group Solicitation”). Your outstanding qualifications, we believe, will prove a valuable asset to the Company and all of its stockholders. This letter (this “Agreement”) will set forth the terms of our agreement.

The members of the Engine Group agree to jointly and severally indemnify and hold you harmless against any and all claims of any nature, whenever brought, arising from the Engine Group Solicitation and any related transactions, irrespective of the outcome; provided, however, that you will not be entitled to indemnification for claims arising from your gross negligence, willful misconduct, intentional and material violations of law, criminal actions or material breach of the terms of this Agreement; provided further, that upon your becoming a director of the Company, this indemnification shall not apply to any claims made against you in your capacity as a director of the Company. This indemnification will include any and all losses, liabilities, damages, demands, claims, suits, actions, judgments, or causes of action, assessments, costs and expenses, including, without limitation, interest, penalties, reasonable attorneys’ fees, and any and all reasonable costs and expenses incurred in investigating, preparing or defending against any litigation, commenced or threatened, any civil, criminal, administrative or arbitration action, or any claim whatsoever, and any and all amounts paid in settlement of any claim or litigation asserted against, resulting, imposed upon, or incurred or suffered by you, directly or indirectly, as a result of or arising from the Engine Group Solicitation and any related transactions (each, a “Loss”).

In the event of a claim against you pursuant to the prior paragraph or the occurrence of a Loss, you shall give the Engine Group prompt written notice of such claim or Loss (provided that failure to promptly notify the Engine Group shall not relieve us from any liability which we may have on account of this Agreement, except to the extent we shall have been materially prejudiced by such failure). Upon receipt of such written notice, the Engine Group will provide you with counsel to represent you. Such counsel shall be reasonably acceptable to you. In addition, you will be reimbursed promptly for all Losses suffered by you and as incurred as provided herein. The Engine Group may not enter into any settlement of loss or claim without your consent unless such settlement includes a release of you from any and all liability in respect of such claim.

You hereby agree to keep confidential and not disclose to any party, without the consent of the Engine Group, any confidential, proprietary or non-public information (collectively, “Information”) of the Engine Group, its affiliates or any members of any group formed by the Engine Group pursuant to Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (“Schedule 13D Group”) which you have heretofore obtained or may obtain in connection with your service as a nominee hereunder. Notwithstanding the foregoing, Information shall not include any information that is publicly disclosed by the Engine Group, its affiliates or any members of any Schedule 13D Group or any information that you can demonstrate is now, or hereafter becomes, through no act or failure to act on your part, otherwise generally known to the public.

Notwithstanding the foregoing, if you are required by applicable law, rule, regulation or legal process to disclose any Information you may do so provided that you first promptly notify the Engine Group so that the Engine Group or any member thereof may seek a protective order or other appropriate remedy or, in the Engine Group's sole discretion, waive compliance with the terms of this Agreement. In the event that no such protective order or other remedy is obtained or the Engine Group does not waive compliance with the terms of this Agreement, you may consult with counsel at the cost of the Engine Group and you may furnish only that portion of the Information which you are advised by counsel is legally required to be so disclosed and you will request that the party(ies) receiving such Information maintain it as confidential.

All Information, all copies thereof, and any studies, notes, records, analysis, compilations or other documents prepared by you containing such Information, shall be and remain the property of the Engine Group and, upon the request of a representative of the Engine Group, all such Information shall be returned or, at the Engine Group's option, destroyed by you, with such destruction confirmed by you to the Engine Group in writing.

This Agreement shall be governed by the laws of the State of New York, without regard to the principles of the conflicts of laws thereof.

* * *

If you agree to the foregoing terms, please sign below to indicate your acceptance.

Very truly yours,

ENGINE CAPITAL, L.P.

By: Engine Investments, LLC
General Partner

By: _____
Name: Arnaud Ajdler
Title: Managing Member

ACCEPTED AND AGREED:

[NOMINEE]

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Arnaud Ajdler the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of CIM Commercial Trust Corporation, a Maryland corporation (the "Company"), directly or indirectly beneficially owned by Engine Capital, L.P. or any of its affiliates (collectively, the "Group"), and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2021 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of December 2020.

/s/ Sam Bakhshandehpour
SAM BAKHSHANDEHPOUR

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Arnaud Ajdler the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of CIM Commercial Trust Corporation, a Maryland corporation (the "Company"), directly or indirectly beneficially owned by Engine Capital, L.P. or any of its affiliates (collectively, the "Group"), and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2021 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of December 2020.

/s/ Alan L. Bazaar
ALAN L. BAZAAR

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Arnaud Ajdler the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of CIM Commercial Trust Corporation, a Maryland corporation (the "Company"), directly or indirectly beneficially owned by Engine Capital, L.P. or any of its affiliates (collectively, the "Group"), and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2021 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of December 2020.

/s/ Charles R. Holzer
CHARLES R. HOLZER

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Arnaud Ajdler the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of CIM Commercial Trust Corporation, a Maryland corporation (the "Company"), directly or indirectly beneficially owned by Engine Capital, L.P. or any of its affiliates (collectively, the "Group"), and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2021 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

6. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

7. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

8. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;

9. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

10. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of December 2020.

/s/ John T. Livingston

JOHN T. LIVINGSTON

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Arnaud Ajdler the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of CIM Commercial Trust Corporation, a Maryland corporation (the "Company"), directly or indirectly beneficially owned by Engine Capital, L.P. or any of its affiliates (collectively, the "Group"), and (ii) any proxy solicitation of the Group to elect the Group's slate of director nominees to the board of directors of the Company at the 2021 annual meeting of stockholders of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
2. if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;
3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;
4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 11th day of December 2020.

/s/ Stuart M. Milstein
STUART M. MILSTEIN