

CHOICE HOTELS INTERNATIONAL INC /DE
Form 10-Q/A
November 03, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED September 30, 2013
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
COMMISSION FILE NO. 001-13393

CHOICE HOTELS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)
1 CHOICE HOTELS CIRCLE, SUITE 400
ROCKVILLE, MD 20850
(Address of principal executive offices)
(Zip Code)
(301) 592-5000
(Registrant's telephone number, including area code)

52-1209792
(I.R.S. Employer
Identification No.)

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months. Yes No

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

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

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

CLASS SHARES OUSTANDING AT SEPTEMBER 30, 2013
Common Stock, Par Value \$0.01 per share 58,570,858

EXPLANATORY NOTE

As described in Choice Hotels International, Inc's (the "Company") Current Report on Form 8-K filed on August 5, 2014 and Form 10-Q for the quarter ended June 30, 2014 filed on August 11, 2014, in connection with the preparation of the consolidated financial statements for the second quarter of 2014, the Company reviewed its accounting policies and practices, including the historical practice of reporting royalty and certain marketing and reservation fees one month in arrears as compared to when the gross room revenues (on which the fees are based) are earned by the Company's franchisees. The Company previously determined that the impact of the revenue recognition timing related to these revenues on its annual financial statements was not material and therefore reported these revenues one month in arrears despite the fact that these fees meet the definition of being earned and realizable in the same period that the underlying gross room revenues are earned by its franchisees. However, the Company reassessed the impact of reporting these revenues one month in arrears on interim periods and determined that this revenue recognition practice, which was not in accordance with generally accepted accounting principles in the United States of America ("GAAP"), was material to interim periods. Due to the seasonality of the Company's business, the impact of this change on previously reported interim revenues, operating income and earnings per share as reported in the Company's consolidated statements of income varies for individual past quarters and is generally positive in the first two quarters of the year and negative in the final two quarters of the year. As a result, the Company has corrected its revenue recognition method to recognize royalty and certain marketing and reservation system fees as revenue in the same period as the gross room revenues are earned by its franchisees.

This Form 10-Q/A amends the Company's Quarterly Report on Form 10-Q for the periods ended September 30, 2013 and 2012 as originally filed with the Securities and Exchange Commission (the "SEC") on November 12, 2013 (the "Original Filing"). This Form 10-Q/A amends the Original Filing to correct the Company's accounting for the Company's historical practice of reporting royalty and certain marketing and reservation fees one month in arrears as described in Note 1 to the consolidated financial statements and other immaterial errors as well as to correct management's evaluation of disclosure controls and procedures as of September 30, 2013. In addition, the Company's results of operations have been recast to reflect discontinued operations related to the Company's plan to dispose of the three Company owned Mainstay Suites hotels entered into in the first quarter of 2014. Revisions to the Original Filing have been made to the following items solely as a result of and to reflect the restatements:

- Item 1 - Financial Statements
- Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations
- Item 4 - Controls and Procedures
- Item 6 - Exhibits

The Company has also determined that a control deficiency related to the recording revenues for certain royalty and marketing and reservations system fees one month in arrears, which gave rise to these restatements, constituted a material weakness in its internal controls over financial reporting. As a result, the Company is restating management's December 31, 2013 report on internal control over financial reporting and its conclusions on disclosure controls and procedures to address the material weakness in internal control over financial reporting. As a result of the restatement, management has concluded that our disclosure controls and procedures were not effective as of September 30, 2013. The Company plans to remediate this material weakness during the year ending December 31, 2014 by updating the revenue recognition practice to ensure the accounting for royalty and certain marketing and reservation system fees is in compliance with GAAP. The material weakness noted above cannot be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. The required testing for remediation will occur prior the Company completing its assessment of internal controls for the year ending December 31, 2014. See "Item 4 - Controls and Procedures."

In accordance with applicable SEC rules, this Form 10-Q/A includes certifications from our Chief Executive Officer and Chief Financial Officer dated as of the date of this filing.

Except for the foregoing amended and restated information, no other changes have been made to the Original Form 10-Q. This Amendment continues to describe conditions as of the date of the Original Filing Date, and the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the Original Filing Date, or to modify or update those disclosures affected by subsequent events.

Accordingly, forward-looking statements included in this Form 10-Q/A represent management's views as of the Original Filing date and should not be assumed to be accurate as of any date thereafter. This Form 10-Q/A should be read in conjunction with the Company's other filings with the SEC, together with any amendments to those filings.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(UNAUDITED, IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013 (Restated)	2012 (Restated)	2013 (Restated)	2012 (Restated)
REVENUES:				
Royalty fees	\$79,460	\$78,038	\$208,206	\$202,987
Initial franchise and relicensing fees	4,650	3,247	12,843	8,953
Procurement services	4,708	3,839	16,204	13,990
Marketing and reservation	124,809	117,965	311,204	294,345
Other	3,091	2,182	7,362	7,434
Total revenues	216,718	205,271	555,819	527,709
OPERATING EXPENSES:				
Selling, general and administrative	26,409	23,072	82,808	72,322
Depreciation and amortization	2,272	1,860	6,701	5,588
Marketing and reservation	124,809	117,965	311,204	294,345
Total operating expenses	153,490	142,897	400,713	372,255
Operating income	63,228	62,374	155,106	155,454
OTHER INCOME AND EXPENSES, NET:				
Interest expense	10,757	10,166	32,334	16,823
Interest income	(676)	(425)	(1,979)	(1,156)
Loss on extinguishment of debt	—	526	—	526
Other (gains) and losses	(703)	(511)	(1,266)	(2,137)
Equity in net (income) loss of affiliates	(421)	(171)	(340)	12
Total other income and expenses, net	8,957	9,585	28,749	14,068
Income from continuing operations before income taxes	54,271	52,789	126,357	141,386
Income taxes	15,698	10,152	36,384	40,747
Income from continuing operations, net of income taxes	38,573	42,637	89,973	100,639
Income from discontinued operations, net of income taxes	143	107	293	270
Net income	\$38,716	\$42,744	\$90,266	\$100,909
Basic earnings per share				
Continuing operations	\$0.66	\$0.74	\$1.54	\$1.73
Discontinued operations	—	—	—	0.01
	\$0.66	\$0.74	\$1.54	\$1.74
Diluted earnings per share				
Continuing operations	\$0.65	\$0.73	\$1.53	\$1.73
Discontinued operations	0.01	—	—	—

\$0.66 \$0.73 \$1.53 \$1.73

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (UNAUDITED, IN THOUSANDS)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
	(Restated)	(Restated)	(Restated)	(Restated)
Net income	\$38,716	\$42,744	\$90,266	\$100,909
Other comprehensive income (loss), net of tax:				
Amortization of loss on cash flow hedge	215	215	646	646
Foreign currency translation adjustment	524	211	(1,803	) 191
Amortization of pension related costs, net of tax:				
Actuarial loss (net of income tax of \$12 and \$36 for the three and nine months ended September 30, 2012, respectively)	—	20	—	60
Other comprehensive income (loss), net of tax	739	446	(1,157	) 897
Comprehensive income	\$39,455	\$43,190	\$89,109	\$101,806

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(UNAUDITED, IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	September 30, 2013 (Restated)	December 31, 2012
ASSETS		
Current assets		
Cash and cash equivalents	\$ 161,138	\$ 134,177
Receivables (net of allowance for doubtful accounts of \$11,546 and \$11,658, respectively)	102,887	79,999
Income taxes receivable	—	2,201
Deferred income taxes	27,367	26,198
Investments, employee benefit plans, at fair value	386	3,486
Other current assets	30,002	36,669
Total current assets	321,780	282,730
Property and equipment, at cost, net	67,000	51,651
Goodwill	65,813	65,813
Franchise rights and other identifiable intangibles, net	10,875	13,473
Advances, marketing and reservation activities	14,070	29,467
Investments, employee benefit plans, at fair value	14,950	12,755
Other assets	88,204	76,013
Total assets	\$582,692	\$531,902
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$40,758	\$38,714
Accrued expenses	43,475	55,552
Deferred revenue	61,401	71,154
Current portion of long-term debt	9,132	8,195
Deferred compensation and retirement plan obligations	2,439	2,522
Income taxes payable	21,906	—
Total current liabilities	179,111	176,137
Long-term debt	815,957	847,150
Deferred compensation and retirement plan obligations	21,219	20,399
Deferred income taxes	11,722	10,864
Other liabilities	24,146	15,990
Total liabilities	1,052,155	1,070,540
Commitments and Contingencies		
SHAREHOLDERS' DEFICIT		
Common stock, \$0.01 par value, 160,000,000 shares authorized; 95,345,362 shares issued at September 30, 2013 and December 31, 2012 and 58,570,858 and 58,171,059 shares outstanding at September 30, 2013 and December 31, 2012, respectively	586	582
Additional paid-in-capital	114,571	110,246
Accumulated other comprehensive loss	(5,373	) (4,216
Treasury stock (36,774,504 and 37,174,303 shares at September 30, 2013 and December 31, 2012, respectively), at cost	(919,516	) (927,776
Retained earnings	340,269	282,526
Total shareholders' deficit	(469,463) (538,638

Total liabilities and shareholders' deficit	\$582,692	\$531,902
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The accompanying notes are an integral part of these consolidated financial statements.

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED, IN THOUSANDS)

	Nine Months Ended September 30,	
	2013	2012
	(Restated)	(Restated)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$90,266	\$100,909
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	7,094	5,989
Provision for bad debts, net	2,264	2,051
Non-cash stock compensation and other charges	8,635	7,306
Non-cash interest and other (income) loss	1,057	(633)
Deferred income taxes	(351)	) 1,145
Loss on extinguishment of debt	—	526
Dividends received from equity method investments	1,109	855
Equity in net (income) loss of affiliates	(340)	) 12
Changes in assets and liabilities:		
Receivables	(26,635)	) (32,261)
Advances to/from marketing and reservation activities, net	29,712	27,442
Forgivable notes receivable, net	(5,722)	) (2,853)
Accounts payable	1,280	5,980
Accrued expenses	(22,757)	) (10,309)
Income taxes payable/receivable	24,107	13,317
Deferred revenue	(9,686)	) 8,018
Other assets	(2,395)	) (7,458)
Other liabilities	8,851	(1,613)
Net cash provided by operating activities	106,489	118,423
CASH FLOWS FROM INVESTING ACTIVITIES:		
Investment in property and equipment	(27,922)	) (12,525)
Equity method investments	(3,761)	) (9,454)
Issuance of mezzanine and other notes receivable	—	(4,236)
Collections of mezzanine and other notes receivable	224	110
Purchases of investments, employee benefit plans	(1,845)	) (1,191)
Proceeds from sales of investments, employee benefit plans	4,052	10,909
Other items, net	(578)	) (322)
Net cash used in investing activities	(29,830)	) (16,709)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net borrowings (repayments) pursuant to revolving credit facilities	(27,500)	) 16,725
Proceeds from issuance of long-term debt	3,360	543,500
Principal payments on long-term debt	(6,158)	) (502)
Purchase of treasury stock	(3,684)	) (22,227)
Dividends paid	(22,026)	) (632,751)
Excess tax benefits from stock-based compensation	1,216	793
Debt issuance costs	—	(4,753)
Proceeds from exercise of stock options	6,677	4,695
Net cash used in financing activities	(48,115)) (94,520)
Net change in cash and cash equivalents	28,544	7,194

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Effect of foreign exchange rate changes on cash and cash equivalents	(1,583) 813
Cash and cash equivalents at beginning of period	134,177	107,057
Cash and cash equivalents at end of period	\$161,138	\$115,064
Supplemental disclosure of cash flow information:		
Cash payments during the period for:		
Income taxes, net of refunds	\$12,990	\$25,700
Interest	\$42,244	\$15,666
Non-cash investing and financing activities:		
Dividends declared but not paid	\$10,773	\$10,677
Issuance of restricted shares of common stock	\$8,397	\$9,517
Issuance of performance vested restricted stock units	\$1,298	\$—
Investment in property and equipment acquired in accounts payable	\$763	\$—
Debt issuance costs	\$—	\$6,500

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

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CHOICE HOTELS INTERNATIONAL, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Company Information and Significant Accounting Policies (restated)

The accompanying unaudited consolidated financial statements of Choice Hotels International, Inc. and subsidiaries (together the "Company") have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). These unaudited consolidated financial statements include all adjustments that are necessary, in the opinion of management, to fairly present our financial position and results of operations. Except as otherwise disclosed, all adjustments are of a normal recurring nature.

Certain information and footnote disclosures normally included in financial statements presented in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been omitted. The Company believes the disclosures made are adequate to make the information presented not misleading.

The consolidated financial statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2012 and notes thereto included in the Company's Form 10-K/A, filed with the SEC on November 3, 2014 (the "10-K/A"). Interim results are not necessarily indicative of the entire year results. All inter-company transactions and balances between Choice Hotels International, Inc. and its subsidiaries have been eliminated in consolidation.

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

Revision to Prior Period Financial Statements -- Cash Flow Presentation

In connection with the preparation of the consolidated financial statements for the second quarter of 2013, a misapplication of GAAP was identified related to the presentation of cash flows pursuant to forgivable notes receivable. Previously, the Company applied Accounting Standards Codification ("ASC") 230 "Statement of Cash Flows" paragraphs 12 and 13 when reporting cash outflows and cash collections related to these notes receivable and as a result reported these items as cash flows from investing activities. In second quarter of 2013 and the following periods, the Company has revised its presentation of these cash flows in accordance with ASC 230 paragraphs 22 and 23 to reclassify them to operating activities on the Company's Consolidated Statements of Cash Flows.

In conjunction with brand and development programs, the Company issues forgivable notes receivable to qualifying franchisees for property improvements and other purposes. Under the terms of the forgivable promissory notes, the Company ratably reduces the outstanding principal balance and related interest over the term of the loan contingent upon the franchisee remaining within the franchise system and operating in accordance with the terms of the franchise agreement including credit, quality and brand standards. Therefore, the predominant reduction of these notes receivable is through non-cash operating expenses and not cash collections of note receivable amounts. As a result, the Company revised the cash flow classification of these forgivable notes receivable from investing activities to operating activities.

In accordance with ASC 250 (SEC's Staff Accounting Bulletin 99, "Materiality"), the Company assessed the materiality of the misapplication of GAAP and concluded that the reclassification of these cash flows was not material to any of its previously issued annual or interim financial statements. In accordance with the accounting guidance in ASC 250 (SEC Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements"), the Company has revised its previously issued financial statements to correct the presentation of these cash flows in both the current and future quarterly and annual filings beginning with the financial statements in the Quarterly Report on Form 10-Q filed on August 9, 2013 for the quarterly period ended June 30, 2013. These revisions did not impact the Company's previously reported net income, comprehensive income, assets, liabilities or shareholders' deficit.

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The following tables present the effect of the correction of the classification of the cash flows related to forgivable notes receivable on selected line items included in the Company's Consolidated Statements of Cash Flows for all periods affected:

	Year Ended December 31, 2012 (In thousands)			Year Ended December 31, 2011			Year Ended December 31, 2010				
	As Previously Reported	Adjustment	As Revised	As Previously Reported	Adjustment	As Revised	As Previously Reported	Adjustment	As Revised		
Forgivable notes receivable, net	\$—	\$ (10,898)	\$(10,898)	\$—	\$ (3,475)	\$(3,475)	\$—	\$ (1,120)	\$(1,120)		
Net cash provided by operating activities	161,020	(10,898)	150,122	134,844	(3,475)	131,369	144,935	(1,120)	143,815		
Issuance of mezzanine and other notes receivable	(34,925)	11,189	(23,736)	(12,766)	3,539	(9,227)	(11,786)	1,203	(10,583)		
Collections of mezzanine and other notes receivable	3,561	(291)	3,270	4,754	(64)	4,690	5,083	(83)	5,000		
Net cash used in investing activities	(57,999)	10,898	(47,101)	(23,804)	3,475	(20,329)	(32,155)	1,120	(31,035)		
	Three Months Ended March 31, 2013 (In thousands)						Three Months Ended March 31, 2012				
	As Previously Reported	Adjustment	As Revised	As Previously Reported	Adjustment	As Revised					
Forgivable notes receivable, net	\$—	\$(1,729)	\$(1,729)	\$—	\$(475)	\$(475)					
Net cash provided by operating activities	1,874	(1,729)	145	4,412	(475)	3,937					
Issuance of mezzanine and other notes receivable	(1,729)	1,729	—	(3,719)	583	(3,136)					
Collections of mezzanine and other notes receivable	19	—	19	151	(108)	43					
Net cash used in investing activities	(13,816)	1,729	(12,087)	(1,496)	475	(1,021)					
	Six Months Ended June 30, 2012 (In thousands)						Nine Months Ended September 30, 2012				
	Adjustment			As Revised			Adjustment			As Revised	

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	As Previously Reported			As Previously Reported				
Forgivable notes receivable, net	\$—	\$(1,537) \$(1,537)	\$—	\$(2,853) \$(2,853)
Net cash provided by operating activities	37,802	(1,537	) 36,265	)	121,276	(2,853	) 118,423)
Issuance of mezzanine and other notes receivable	(5,820	) 1,684	(4,136	)	(7,305	) 3,069	(4,236)
Collections of mezzanine and other notes receivable	210	(147) 63)	326	(216) 110)
Net cash used in investing activities	(10,387) 1,537	(8,850)	(19,562) 2,853	(16,709)

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Revision to Prior Annual Financial Statements and Restatement of Prior Interim Financial Statements

In connection with the preparation of the consolidated financial statements for the second quarter of 2014, the Company reviewed its accounting policies and practices, including the historical practice of reporting royalty and certain marketing and reservation fees one month in arrears as compared to when the gross room revenues (on which the fees are based) are earned by the Company's franchisees. The Company previously determined that the impact of the revenue recognition timing related to these revenues on its annual financial statements was not material and therefore reported these revenues one month in arrears despite the fact that these fees meet the definition of being earned and realizable in the same period that the underlying gross room revenues are earned by its franchisees. However, the Company reassessed the impact of reporting these revenues one month in arrears on interim periods and determined that this revenue recognition practice, which was not in accordance with GAAP, was material to interim periods due to the seasonality of the Company's business. As a result, the Company has corrected its revenue recognition method to recognize royalty and certain marketing and reservation system fees as revenue in the same period as the gross room revenues are earned by its franchisees.

In accordance with ASC 250 (SEC's Staff Accounting Bulletin 99, "Materiality"), the Company assessed the materiality of the misapplication of GAAP and concluded that the restatement of revenues was not material to any of its previously issued annual financial statements but was material to certain interim periods. In accordance with the accounting guidance in ASC 250 (SEC Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements"), the Company restated its previously issued interim financial statements for the periods ended June 30, 2013, March 31, 2014 and 2013, and September 30, 2013 and 2012 through the filing of amended quarterly filings on Form 10-Q. In addition, the Company has revised its previously issued audited financial statements for the years ended December 31, 2011, 2012, and 2013 to correct the presentation of revenues and amend its report on internal control over financial reporting.

The following tables present the effect of this and other immaterial errors for the financial statement line items impacted in the affected periods included within these interim financial statements.

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Consolidated Statements of Income

	Three Months Ended September 30, 2013				Nine Months Ended September 30, 2013			
	As Previously Reported	Discontinued Operations	Adjustment	As Restated	As Previously Reported	Discontinued Operations	Adjustment	As Restated
	(in thousands, except per share amounts)							
Royalty fees	\$83,107	\$—	\$(3,647)	\$79,460	\$201,222	\$—	\$6,984	\$208,206
Marketing and reservation revenues	126,296	—	(1,487)	124,809	302,381	—	8,823	311,204
Hotel operations	1,310	(1,310)	—	—	3,600	(3,600)	—	—
Total revenues	223,162	(1,310)	(5,134)	216,718	543,612	(3,600)	15,807	555,819
Selling, general and administrative	26,982	—	(573)	26,409	84,078	—	(1,270)	82,808
Depreciation and amortization	2,379	(127)	20	2,272	7,074	(393)	20	6,701
Marketing and reservation expenses	126,296	—	(1,487)	124,809	302,381	—	8,823	311,204
Hotel operations	956	(956)	—	—	2,742	(2,742)	—	—
Total operating expenses	156,613	(1,083)	(2,040)	153,490	396,275	(3,135)	7,573	400,713
Operating income	66,549	(227)	(3,094)	63,228	147,337	(465)	8,234	155,106
Income from continuing operations before income taxes	57,592	(227)	(3,094)	54,271	118,588	(465)	8,234	126,357
Income taxes	16,080	(84)	(298)	15,698	33,319	(172)	3,237	36,384
Income from continuing operations, net of income taxes	41,512	(143)	(2,796)	38,573	85,269	(293)	4,997	89,973
Basic earnings per share, continuing operations	\$0.71	\$—	\$(0.05)	\$0.66	\$1.46	\$—	\$0.08	\$1.54
Diluted earnings per share, continuing operations	\$0.70	\$(0.01)	\$(0.04)	\$0.65	\$1.45	\$—	\$0.08	\$1.53

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	Three Months Ended September 30, 2012				Nine Months Ended September 30, 2012			
	As Previously Filed	Discontinued Operations	Adjustment	As Restated	As Previously Filed	Discontinued Operations	Adjustment	As Restated
	(in thousands, except per share amounts)							
Royalty fees	\$80,845	\$—	\$(2,807)	\$78,038	\$194,762	\$—	\$8,225	\$202,987
Marketing and reservation revenues	119,062	—	(1,097)	117,965	284,624	—	9,721	294,345
Hotel operations	1,238	(1,238)	—	—	3,440	(3,440)	—	—
Total revenues	210,413	(1,238)	(3,904)	205,271	513,203	(3,440)	17,946	527,709
Selling, general and administrative	23,170	—	(98)	23,072	72,073	—	249	72,322
Depreciation and amortization	1,995	(135)	—	1,860	5,989	(401)	—	5,588
Marketing and reservation expenses	119,062	—	(1,097)	117,965	284,624	—	9,721	294,345
Hotel operations	933	(933)	—	—	2,609	(2,609)	—	—
Total operating expenses	145,160	(1,068)	(1,195)	142,897	365,295	(3,010)	9,970	372,255
Operating income	65,253	(170)	(2,709)	62,374	147,908	(430)	7,976	155,454
Income from continuing operations before income taxes	55,668	(170)	(2,709)	52,789	133,840	(430)	7,976	141,386
Income taxes	11,291	(63)	(1,076)	10,152	37,604	(160)	3,303	40,747
Income from continuing operations, net of income taxes	44,377	(107)	(1,633)	42,637	96,236	(270)	4,673	100,639
Basic earnings per share, continuing operations	\$0.77	\$—	\$(0.03)	\$0.74	\$1.66	\$(0.01)	\$0.08	\$1.73
Diluted earnings per share, continuing operations	\$0.76	\$—	\$(0.03)	\$0.73	\$1.65	\$—	\$0.08	\$1.73

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Consolidated Statement of Cash Flows	Nine Months Ended September 30, 2013			Nine Months Ended September 30, 2012		
	As Previously Filed	Adjustment	As Restated	As Previously Filed	Adjustment	As Restated
(in thousands)						
Operating Activities						
Net income	\$85,269	\$4,997	\$90,266	\$96,236	\$4,673	\$100,909
Depreciation and amortization	7,074	20	7,094	5,989	—	5,989
Provision for bad debts, net	2,054	210	2,264	1,802	249	2,051
Non-cash stock compensation and other charges	8,638	(3)	8,635	7,306	—	7,306
Deferred income taxes	(4,118)	3,767	(351)	(1,627)	2,772	1,145
Receivables	(13,699)	(12,936)	(26,635)	(17,405)	(14,856)	(32,261)
Advances to/from marketing and reservation activities, net	23,756	5,956	29,712	20,811	6,631	27,442
Income taxes payable/receivable	24,638	(531)	24,107	12,786	531	13,317
Net cash provided by operating activities	105,009	1,480	106,489	118,423	—	118,423
Investing Activities						
Investment in property and equipment	(26,442)	(1,480)	(27,922)	(12,525)	—	(12,525)
Net cash used in investing activities	(28,350)	(1,480)	(29,830)	(16,709)	—	(16,709)

Consolidated Balance Sheets	As of September 30, 2013			As of December 31, 2012		
	As Previously Reported	Adjustment	As Restated	As Previously Reported	Adjustment	As Revised
(in thousands)						
Receivables	\$62,605	\$40,282	\$102,887	\$52,270	\$27,729	\$79,999
Income taxes receivable	—	—	—	2,732	(531)	2,201
Deferred income taxes	4,136	23,231	27,367	4,136	22,062	26,198
Total current assets	258,267	63,513	321,780	233,470	49,260	282,730
Property and equipment, at cost, net	65,540	1,460	67,000	51,651	—	51,651
Advances, marketing and reservation activities	32,564	(18,494)	14,070	42,179	(12,712)	29,467
Deferred income taxes	19,496	(19,496)	—	15,418	(15,418)	—
Total assets	555,709	26,983	582,692	510,772	21,130	531,902
Deferred income taxes	—	11,722	11,722	—	10,864	10,864
Total liabilities	1,040,433	11,722	1,052,155	1,059,676	10,864	1,070,540
Accumulated other comprehensive loss	(5,370)	(3)	(5,373)	(4,216)	—	(4,216)
Retained earnings	325,005	15,264	340,269	272,260	10,266	282,526
Total shareholders' deficit	(484,724)	15,261	(469,463)	(548,904)	10,266	(538,638)

Discontinued Operations

In the first quarter of 2014, the Company's management approved a plan to dispose of the three Company owned Mainstay Suites hotels. As a result, the Company has reported the operations related to these three hotels as discontinued operations in this Amended Quarterly Report on Form 10-Q. The Company's results of operations for the prior year periods have been recast

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to account for these operations as discontinued. For additional information regarding discontinued operations, see Note 18, Discontinued Operations.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with a maturity of three months or less at the date of purchase to be cash equivalents. As of September 30, 2013 and December 31, 2012, \$3.4 million and \$5.0 million respectively, of book overdrafts representing outstanding checks in excess of funds on deposit are included in accounts payable in the accompanying consolidated balance sheets.

The Company maintains cash balances in domestic banks, which at times, may exceed the limits of amounts insured by the Federal Deposit Insurance Corporation. In addition, as of September 30, 2013, the Company maintains cash balances of \$149.8 million in international banks which do not provide deposit insurance.

Recently Adopted Accounting Guidance

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income" ("ASU 2013-02"). This update requires companies to present either in a single note or parenthetically on the face of the financial statements the effect of significant amounts reclassified from each component of accumulated other comprehensive income based on its source and the income statement line items affected by the reclassification. If a component is not required to be reclassified to net income in its entirety companies would instead cross reference to the related footnote for additional information. ASU 2013-02 became effective for interim and annual periods beginning after December 15, 2012 and the Company adopted this ASU during the first quarter of 2013. The Company has elected to present the required disclosures in a single note rather than on the face of the financial statement. See Note 8 for additional information.

Future Adoption of Recently Announced Accounting Guidance

In February 2013, the FASB issued ASU No. 2013-04, "Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date" ("ASU 2013-04"). The ASU requires entities to measure obligations resulting from joint and several liability arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, as the sum of the following: (a) The amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and (b) any additional amount the reporting entity expects to pay on behalf of its co-obligors. Required disclosures include a description of the joint-and-several arrangement and the total outstanding amount of the obligation for all joint parties. The ASU permits entities to aggregate disclosures (as opposed to providing separate disclosures for each joint-and-several obligation). ASU 2013-04 is effective for all interim and annual periods beginning after December 15, 2013. The ASU should be applied retrospectively to obligations with joint-and-several liabilities existing at the beginning of an entity's fiscal year of adoption. Early adoption is permitted. The Company is currently evaluating the impact the adoption of this statement will have on its financial statement presentation, if any, and will adopt the provisions of this ASU on January 1, 2014.

In March 2013, the FASB issued ASU No. 2013-05, "Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity" ("ASU 2013-05"). ASU 2013-05 clarifies that when a reporting entity ceases to have a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business within a foreign entity, the parent is required to apply the guidance in ASC 830 "Foreign Currency Matters" Subtopic 830-30 to release any related cumulative translation adjustment into net income. Accordingly, the cumulative translation adjustment should be released into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. The provisions of ASU 2013-05 are effective prospectively for reporting periods beginning after December 15, 2013. The Company does not currently believe that the adoption of this update will have a material impact on its financial statements and will adopt the provisions of this ASU on January 1, 2014.

In July 2013, the FASB issued ASU No. 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists" ("ASU 2013-11"). ASU 2013-11 requires an entity to present an unrecognized tax benefit as a reduction of a deferred tax asset for a net operating loss ("NOL") carryforward, or similar tax loss or tax credit carryforward, rather than as a liability when (1) the uncertain tax position would reduce the NOL or other carryforward under the tax law of the applicable jurisdiction and (2) the entity intends to use the deferred tax asset for that purpose. The ASU does not require new recurring disclosures. The provisions of ASU 2013-11 are effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2013. Early adoption and retrospective

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application are permitted. The Company does not currently believe that the adoption of this update will have a material impact on its financial statements and will adopt the provisions of this ASU on January 1, 2014.

2. Other Current Assets

Other current assets consist of the following:

	September 30, December 31,						
	2013	2012					
	(In thousands)						
Notes receivable (See Note 3)	\$ 14,126	5.96%					
Office			1	8,400,000	8.24%	8,400,000	8.24%
Total	\$	\$	2	\$ 14,592,666	7.27%	\$ 14,592,666	7.27%

There were no loans in which the Company considered the modifications to be troubled debt restructurings that were subsequently considered non-performing as of June 30, 2014 and 2013 and no additional loans were considered to be impaired due to the Company's troubled debt restructuring analysis for the three and six months ended June 30, 2014 and 2013. These loans were modified to increase the total recovery of the combined principal and interest from the loan.

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As of June 30, 2014, the Company had total interest reserves of \$14.3 million on 52 loans with an aggregate unpaid principal balance of \$743.5 million.

Note 4 Securities

The following is a summary of the Company's securities classified as available-for-sale at June 30, 2014:

	Face Value	Amortized Cost	Cumulative Unrealized Gain	Carrying Value / Estimated Fair Value
Commercial mortgage-backed security (CMBS)	\$ 2,100,000	\$ 2,100,000	\$	\$ 2,100,000
Common equity securities		58,789	646,682	705,471
Total available-for-sale securities	\$ 2,100,000	\$ 2,158,789	\$ 646,682	\$ 2,805,471

The following is a summary of the Company's securities classified as available-for-sale at December 31, 2013:

	Face Value	Amortized Cost	Cumulative Unrealized Gain	Cumulative Unrealized Loss	Carrying Value / Estimated Fair Value
Residential mortgage-backed security (RMBS)	\$ 39,013,690	\$ 34,049,310	\$ 437,774	\$ (6,298)	\$ 34,480,786
Commercial mortgage-backed security (CMBS)	2,100,000	2,100,000			2,100,000
Common equity securities		58,789	676,077		734,866
Total available-for-sale securities	\$ 41,113,690	\$ 36,208,099	\$ 1,113,851	\$ (6,298)	\$ 37,315,652

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The following is a summary of the underlying credit rating of the Company's available-for-sale debt securities at June 30, 2014 and December 31, 2013:

Rating (1)	#	June 30, 2014 Amortized Cost	Percent of Total	#	December 31, 2013 Amortized Cost	Percent of Total
AA+		\$		1	\$ 93,715	
CCC				1	18,417,402	51%
CCC-	1	2,100,000	100%	1	2,100,000	6%
NR				7	15,538,193	43%
	1	\$ 2,100,000	100%	10	\$ 36,149,310	100%

(1) Based on the rating published by Standard & Poor's for each security. NR stands for not rated.

In the first quarter of 2014, the Company sold all of its RMBS investments which had an aggregate carrying value of \$33.4 million, which is net of \$0.7 million of principal paydowns received during the quarter, for approximately \$33.9 million and recorded a net gain of \$0.5 million to other income, net on the Company's Consolidated Statement of Income, which includes the reclassification of a net unrealized gain of \$0.4 million from accumulated other comprehensive loss on the Company's Consolidated Balance Sheet. These RMBS investments were financed with two repurchase agreements totaling \$25.3 million which were repaid with the proceeds. See Note 7 Debt Obligations for further details.

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ARBOR REALTY TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

June 30, 2014

The Company owns a CMBS investment, purchased at a premium in 2010 for \$2.1 million, which is collateralized by a portfolio of hotel properties. The CMBS investment bears interest at a spread of 89 basis points over LIBOR, has a stated maturity of six years, but has an estimated life of one year based on the extended maturity of the underlying asset and a fair value of \$2.1 million at both June 30, 2014 and December 31, 2013.

The Company owns 2,939,465 shares of common stock of CV Holdings, Inc., formerly Realty Finance Corporation, a commercial real estate specialty finance company, which had a fair value of approximately \$0.7 million at June 30, 2014 and December 31, 2013.

Available-for-sale securities are carried at their estimated fair value with unrealized gains and losses reported in accumulated other comprehensive loss. The Company evaluates these securities periodically to determine whether a decline in their value is other-than-temporary, though such a determination is not intended to indicate a permanent decline in value. The Company's evaluation is based on its assessment of cash flows, which is supplemented by third-party research reports, internal review of the underlying assets securing the investments, levels of subordination and the ratings of the securities and the underlying collateral. No impairment was recorded on the Company's available-for-sale securities for the three and six months ended June 30, 2014 and 2013.

At December 31, 2013, the Company owned two RMBS investments with deteriorated credit quality that had a total aggregate carrying value of \$25.8 million. These investments were sold in the first quarter of 2014 for \$25.9 million.

The weighted average yield on the Company's CMBS and RMBS investments based on their face values was 1.15% and 3.87%, including the amortization of premium and the accretion of discount, for the three months ended June 30, 2014 and 2013, respectively, and 2.05% and 4.18% for the six months ended June 30, 2014 and 2013, respectively.

Note 5 Investments in Equity Affiliates

The following is a summary of the Company's investments in equity affiliates at June 30, 2014 and December 31, 2013:

	Unpaid Principal Balance of Loans to Equity Affiliates at
Investment in Equity Affiliates at	

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Equity Affiliates	June 30, 2014	December 31, 2013	June 30, 2014
Lightstone Value Plus REIT L.P.	\$ 1,894,727	\$ 1,894,727	\$
West Shore Café	1,690,280	1,690,280	1,687,500
Issuers of Junior Subordinated Notes	578,000	578,000	
JT Prime	425,000	425,000	
Lexford Portfolio	100	100	91,644,510
930 Flushing & 80 Evergreen		92,199	22,893,954
450 West 33rd Street			
Ritz-Carlton Club			
Total	\$ 4,588,107	\$ 4,680,306	\$ 116,225,964

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ARBOR REALTY TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

June 30, 2014

The Company accounts for the 450 West 33rd Street investment under the cost method of accounting and the remaining investments under the equity method.

West Shore Café The Company owns a 50% noncontrolling interest with a 20% preferred return subject to certain conditions in the West Shore Lake Café, a restaurant/inn lakefront property in Lake Tahoe, California. During the second quarter of 2014, the Company provided a \$1.7 million first mortgage loan to acquire property adjacent to the original property, which matures in May 2017 and bears interest at a yield of LIBOR plus 4.00%.

930 Flushing & 80 Evergreen The Company had a 12.5% preferred interest in a joint venture that owns and operates two commercial properties. The Company also had a \$22.4 million bridge loan and a \$0.5 million mezzanine loan outstanding to affiliated entities of the joint venture with scheduled maturities in 2017 at June 30, 2014.

In May 2014, the Company's interest in the properties was sold, and the Company received \$7.9 million in cash. As a result, the Company recorded a gain on sale of equity interest in the Consolidated Statements of Income of approximately \$7.9 million and reduced its investment by its carrying value of approximately \$0.1 million. In July 2014, the Company's outstanding loans totaling \$22.9 million to this joint venture were repaid in full.

450 West 33rd Street The Company is a participant in an investor group that owns a non-controlling interest in an office building at 450 West 33rd Street in Manhattan, New York. The investor group as a whole has a 1.44% retained ownership interest in the property and 50% of the property's air rights. The Company has a 29% interest in the 1.44% retained ownership interest and 50% air rights. As a result of recording an other-than-temporary impairment during 2010, the balance of the Company's investment was reduced to \$0.

In 2007, the Company, as part of this investor group transferred control of the property and recorded deferred revenue of approximately \$77.1 million. The gain was deferred as a result of the agreement of the joint venture members to guarantee a portion of the debt outstanding on the property. The guarantee was allocated to the members in accordance with their ownership percentages. The Company's portion of the guarantee was \$76.3 million. In July 2014, the existing debt on the property was refinanced and the Company's portion of the guarantee was terminated, resulting in the recognition of the \$77.1 million deferred gain as well as a \$19.0 million prepaid incentive fee for a net gain of \$58.1 million. See Note 14 Agreements and Transactions with Related Parties for details of the prepaid incentive fee recorded in 2007 related to this investment.

Note 6 Real Estate Owned and Held-For-Sale

Real Estate Owned

	June 30, 2014			December 31, 2013		
	Multifamily Portfolio	Hotel Portfolio	Total	Multifamily Portfolio	Hotel Portfolio	Total
Land	\$ 15,651,047	\$ 10,893,651	\$ 26,544,698	\$ 11,382,579	\$ 10,893,651	\$ 22,276,230
Building and intangible assets	56,023,337	62,632,768	118,656,105	46,115,430	61,632,645	107,748,075
Less: accumulated depreciation and amortization	(12,562,927)	(11,806,934)	(24,369,861)	(8,598,915)	(9,707,213)	(18,306,128)
Real estate owned, net	\$ 59,111,457	\$ 61,719,485	\$ 120,830,942	\$ 48,899,094	\$ 62,819,083	\$ 111,718,177

The Company's real estate owned assets were comprised of seven multifamily properties (the Multifamily Portfolio) and five hotel properties (the Hotel Portfolio) at June 30, 2014.

In the second quarter of 2014, a property in the Multifamily Portfolio was reclassified from real estate held-for-sale to real estate owned, net as a proposed sale for this property failed to close and the property no longer met the requirements for classification as discontinued operations. This property had a carrying value of \$11.4 million and a first lien mortgage of \$11.0 million at June 30, 2014. In connection with this reclassification, the Company recorded depreciation of \$0.3 million in the second quarter of 2014.

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ARBOR REALTY TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

June 30, 2014

During the first quarter of 2014, a property in the Multifamily Portfolio exhibited indicators of impairment and an impairment analysis was performed. As a result of this impairment analysis based on the indicators of value from the market participants, the Company recorded an impairment loss of \$0.3 million. In July 2014, this property was sold for \$3.1 million, which approximated its carrying value at the time of sale.

As of June 30, 2014 and December 31, 2013, the Multifamily Portfolio had mortgage note payable of \$53.5 million and \$42.7 million, respectively, and a weighted average occupancy rate of approximately 86% and 85%, respectively.

For the six months ended June 30, 2014 and 2013, the Company's Hotel Portfolio had a weighted average occupancy rate of approximately 58% and 59%, respectively, a weighted average daily rate of approximately \$91 and \$79, respectively, and a weighted average revenue per available room of approximately \$53 and \$47, respectively.

The Company's real estate assets had restricted cash balances totaling \$1.5 million and \$0.9 million as of June 30, 2014 and December 31, 2013, respectively, due to escrow requirements.

Real Estate Held-For-Sale

As described above, during the second quarter of 2014, the Company reclassified a property in the Multifamily Portfolio from real estate held-for-sale to real estate owned, net. This property had a carrying value of \$11.4 million and a first lien mortgage of \$11.0 million at June 30, 2014.

Note 7 Debt Obligations

The Company utilizes various forms of short-term and long-term financing agreements to finance certain of its loans and investments. Borrowings underlying these arrangements are primarily secured by a significant amount of the Company's loans and investments.

Credit Facilities and Repurchase Agreements

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The following table outlines borrowings under the Company's credit facilities and repurchase agreements as of June 30, 2014 and December 31, 2013:

	Debt Carrying Value	June 30, 2014 Collateral Carrying Value	Weighted Average Note Rate	Debt Carrying Value	December 31, 2013 Collateral Carrying Value	Weighted Average Note Rate
\$100 million warehousing credit facility	\$ 7,687,500	\$ 10,250,000	2.44%	\$ 33,300,540	\$ 45,705,813	2.46%
\$75 million warehousing credit facility	3,225,000	5,000,000	2.44%	30,838,180	46,774,000	2.70%
\$60 million warehousing credit facility	11,291,500	17,022,236	2.19%	15,063,750	21,800,000	2.20%
\$33 million warehousing credit facility				33,000,000	55,000,000	2.45%
\$20 million revolving credit facility				20,000,000		8.50%
Repurchase agreement				12,497,000	15,536,049	1.75%
Repurchase agreement				14,425,553	18,944,735	2.00%
Total credit facilities and repurchase agreements	\$ 22,204,000	\$ 32,272,236	2.31%	\$ 159,125,023	\$ 203,760,597	3.16%

At June 30, 2014 and December 31, 2013, the weighted average note rate for the Company's credit facilities and repurchase agreements was 2.31% and 3.16%, respectively. Including certain fees and costs, the weighted average note rate was 5.30% and 3.57% at June 30, 2014 and December 31, 2013, respectively. There were no interest rate swaps on these facilities at June 30, 2014 and December 31, 2013.

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ARBOR REALTY TRUST, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

June 30, 2014

In July 2011, the Company entered into a two year, \$50.0 million warehouse facility with a financial institution to finance first mortgage loans on multifamily properties. In 2013, the Company amended the facility increasing the committed amount to \$75.0 million, decreased the rate of interest from 275 basis points over LIBOR to 225 basis points over LIBOR, decreased certain commitment, warehousing and non-use fees and extended the maturity to April 2015. In March 2014, the facility's committed amount was increased to \$110.0 million, which included a temporary increase of \$10.0 million that was repaid in April 2014 as part of the issuance of the Company's third CLO, and requires a 0.13% commitment fee. The facility has a maximum advance rate of 75% and contains several restrictions including full repayment of an advance if a loan becomes 60 days past due, is in default or is written down by the Company. The facility has various financial covenants including a minimum liquidity requirement of \$20.0 million, minimum tangible net worth which includes junior subordinated notes as equity of \$150.0 million, maximum total liabilities less subordinate debt of \$2.0 billion, as well as certain other debt service coverage ratios and debt to equity ratios. The facility has a compensating balance requirement of \$50.0 million to be maintained by the Company and its affiliates. At June 30, 2014, the outstanding balance of this facility was \$7.7 million.

In February 2013, the Company entered into a one year, \$50.0 million warehouse facility with a financial institution to finance first mortgage loans on multifamily properties. In April 2014, the Company amended the facility, increasing the committed amount to \$75.0 million. The facility bears interest at a rate of 225 basis points over LIBOR which was originally 250 basis points over LIBOR, upon closing, requires a 35 basis point commitment fee, which was originally 12.5 basis points, upon closing, matures in March 2015, has warehousing and non-use fees and allows for an original warehousing period of up to 24 months from the initial advance on an asset. The facility has a maximum advance rate of 75% and contains certain restrictions including partial prepayment of an advance if a loan becomes 90 days past due or in the process of foreclosure, subject to certain conditions. The facility has various financial covenants including a minimum liquidity requirement of \$20.0 million, minimum tangible net worth which includes junior subordinated notes as equity of \$150.0 million, maximum total liabilities less subordinate debt of \$2.0 billion, as well as certain other debt service coverage ratios and debt to equity ratios. At June 30, 2014, the outstanding balance of this facility was \$3.2 million.

In June 2013, the Company entered into a one year, \$40.0 million warehouse facility with a financial institution to finance first mortgage loans on multifamily properties, including a \$10.0 million sublimit to finance retail and office properties. In February 2014, the Company amended the facility, increasing the committed amount to \$45.0 million, and in April 2014 the committed amount was increased to \$60.0 million. The facility bears interest at a rate of 200 basis points over LIBOR, matures in April 2015, has warehousing fees and allows for an original warehousing period of up to 24 months from the initial advance on an asset. The facility has a maximum advance rate of 70% or 75%, depending on the property type, and contains certain restrictions including prepayment of an advance if a loan becomes 60 days past due or in the process of foreclosure, subject to certain conditions. The facility has various financial covenants including a minimum liquidity requirement of \$20.0 million, minimum tangible net worth of \$150.0 million, as well as a minimum debt service coverage ratio. At June 30, 2014, the outstanding balance of this facility was \$11.3 million.

In December 2013, the Company entered into a \$33.0 million warehouse facility with a financial institution to finance the first mortgage loan on a multifamily property. The facility bore interest at a rate of 225 basis points over LIBOR which increased to 250 basis points over LIBOR in February 2014, required up to a 45 basis point commitment fee and was to mature in November 2015 with a one year extension option. In April 2014, the facility was repaid in full as part of the issuance of the Company's third CLO.

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In May 2012, the Company entered into a \$15.0 million committed revolving line of credit with a one year term, which was secured by a portion of the bonds originally issued by the Company's CDO entities that have been repurchased by the Company. This facility had a 1% commitment fee, a 1% non-use fee and paid interest at a fixed rate of 8% on any drawn portion of the line. In January 2013, the Company amended the facility, increasing the committed amount to \$20.0 million and a fixed rate of interest of 8.5% on any drawn portion of the \$20.0 million commitment. The amendment also required a 1% commitment fee and a 1% non-use fee. In May 2013, the Company extended the facility to a maturity in May 2014 with a one year extension option and a 1% extension fee, as well as amended the facility to have an 8.5% non-use fee on the first \$5.0 million not borrowed and a 1% non-use fee on the remaining funds not borrowed. In May 2014, the facility was repaid in full from proceeds received from the issuance of senior unsecured notes.

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In July 2011, the Company entered into a repurchase agreement with a financial institution to finance the purchase of RMBS investments. During the first quarter of 2014, the Company paid off the remaining balance of \$12.5 million due to the sale of its RMBS investments as well as principal paydowns received. See Note 4 Securities for further details. The facility generally financed between 60% and 90% of the value of each investment, had a rolling monthly term, and bore interest at a rate of 125 to 200 basis points over LIBOR.

In June 2012, the Company entered into a repurchase agreement with a financial institution to finance the purchase of RMBS investments. During the first quarter of 2014, the Company paid off the remaining balance of \$14.4 million due to the sale of its RMBS investments as well as principal paydowns received. The facility generally financed between 75% and 80% of the value of the investment, had a rolling monthly term, and bore interest at a rate of 180 to 185 basis points over LIBOR.

Collateralized Debt Obligations

The following table outlines borrowings and the corresponding collateral under the Company's collateralized debt obligations as of June 30, 2014:

	Debt		Loans	Collateral	Cash	Collateral
	Face Value	Carrying Value	Unpaid Principal (1)	Carrying Value (1)	Restricted Cash (2)	At-Risk (3)
CDO I	\$ 94,838,436	\$ 100,377,879	\$ 249,426,103	\$ 202,221,226	\$ 3,536,997	\$ 191,579,210
CDO II	122,560,961	128,251,555	290,183,711	239,777,624	201,116	123,050,208
CDO III	196,198,135	204,667,757	281,279,327	250,713,125	37,555,921	166,104,903
Total CDOs	\$ 413,597,532	\$ 433,297,191	\$ 820,889,141	\$ 692,711,975	\$ 41,294,034	\$ 480,734,321

CDO I Issued four investment grade tranches in January 2005 with a reinvestment period through April 2009 and a stated maturity date of February 2040. Interest is variable based on three-month LIBOR; the weighted average note rate was 3.11%.

CDO II Issued nine investment grade tranches in January 2006 with a reinvestment period through April 2011 and a stated maturity date of April 2038. Interest is variable based on three-month LIBOR; the weighted average note rate was 4.98%.

CDO III Issued ten investment grade tranches in December 2006 with a reinvestment period through January 2012 and a stated maturity date of January 2042. Interest is variable based on three-month LIBOR; the weighted average note rate was 0.84%.

The following table outlines borrowings and the corresponding collateral under the Company's collateralized debt obligations as of December 31, 2013:

	Debt		Loans	Collateral	Cash	Collateral
	Face Value	Carrying Value	Unpaid Principal (1)	Carrying Value (1)	Restricted Cash (2)	At-Risk (3)
CDO I	\$ 126,753,077	\$ 132,399,560	\$ 284,758,473	\$ 237,194,618	\$ 79,986	\$ 179,466,954
CDO II	196,046,587	201,847,417	362,150,693	312,859,875	1,719,760	187,213,841
CDO III	296,754,194	305,376,004	395,783,494	365,236,505	23,607,813	240,503,823
Total CDOs	\$ 619,553,858	\$ 639,622,981	\$ 1,042,692,660	\$ 915,290,998	\$ 25,407,559	\$ 607,184,618

(1) Amounts include loans to real estate assets consolidated by the Company that were reclassified to real estate owned and held-for-sale, net on the Consolidated Financial Statements.

(2) Represents restricted cash held for principal repayments in the CDOs. Does not include restricted cash related to interest payments, delayed fundings and expenses.

(3) Amounts represent the face value of collateral in default, as defined by the CDO indenture, as well as assets deemed to be credit risk. Credit risk assets are reported by each of the CDOs and are generally defined as one that, in the CDO collateral manager's reasonable business judgment, has a significant risk of declining in credit quality or, with a passage of time, becoming a defaulted asset.

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At June 30, 2014 and December 31, 2013, the aggregate weighted average note rate for the Company's CDOs, including the cost of interest rate swaps on assets financed in these facilities, was 2.59% and 2.18%, respectively. Excluding the effect of swaps, the weighted average note rate at June 30, 2014 and December 31, 2013 was 0.93% and 0.83%, respectively. Including certain fees and costs, the weighted average note rate was 4.25% and 3.26% at June 30, 2014 and December 31, 2013, respectively.

As the CDOs are past the reinvestment period, investor capital is repaid quarterly from proceeds received from loan repayments held as collateral in accordance with the terms of the CDOs. Proceeds distributed are recorded as a reduction of the CDO liability.

CDO III has a \$100.0 million revolving note class that provided a revolving note facility. The outstanding note balance for CDO III was \$204.7 million at June 30, 2014, which included \$17.5 million outstanding under the revolving note facility.

In the first quarter of 2013, the Company purchased, at a discount, a \$7.1 million investment grade rated Class H note originally issued by its CDO III issuing entity for a price of \$3.3 million from a third party investor and recorded a gain on extinguishment of debt of \$3.8 million in its 2013 Consolidated Statement of Operations.

In 2010, the Company re-issued its own CDO bonds it had acquired throughout 2009 with an aggregate face amount of approximately \$42.8 million as part of an exchange for the retirement of \$114.1 million of its junior subordinated notes. This transaction resulted in the recording of \$65.2 million of additional CDO debt, of which \$42.3 million represents the portion of the Company's CDO bonds that were exchanged and \$22.9 million represents the estimated interest due on the reissued bonds through their maturity, of which \$19.7 million remains at June 30, 2014. See *Junior Subordinated Notes* below for further details.

The Company accounts for these transactions on its Consolidated Balance Sheet as financing facilities. The Company's CDOs are VIEs for which the Company is the primary beneficiary and are consolidated in the Company's Financial Statements. The investment grade tranches are treated as secured financings, and are non-recourse to the Company.

Collateralized Loan Obligations

The following table outlines borrowings and the corresponding collateral under the Company's collateralized loan obligations as of June 30, 2014:

	Debt		Loans	Collateral	Cash	Collateral
	Face Value	Carrying Value	Unpaid Principal	Carrying Value	Restricted Cash (1)	At-Risk (2)
CLO I	\$ 87,500,000	\$ 87,500,000	\$ 98,529,510	\$ 98,208,684	\$ 26,557,140	\$
CLO II	177,000,000	177,000,000	226,441,942	225,321,876	33,196,179	
CLO III	281,250,000	281,250,000	332,434,800	330,513,427	42,065,200	
Total CLOs	\$ 545,750,000	\$ 545,750,000	\$ 657,406,252	\$ 654,043,987	\$ 101,818,519	\$

CLO I Issued two investment grade tranches in September 2012 with a replacement period through September 2014 and a stated maturity date of October 2022. Interest is variable based on three-month LIBOR; the weighted average note rate was 3.60%.

CLO II Issued two investment grade tranches in January 2013 with a replacement period through January 2015 and a stated maturity date of February 2023. Interest is variable based on three-month LIBOR; the weighted average note rate was 2.55%.

CLO III Issued three investment grade tranches in April 2014 with a replacement period through October 2016 and a stated maturity date of May 2024. Interest is variable based on three-month LIBOR; the weighted average note rate was 2.58%.

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The following table outlines borrowings and the corresponding collateral under the Company's collateralized loan obligations as of December 31, 2013:

	Debt		Loans	Collateral	Cash	Collateral
	Face Value	Carrying Value	Unpaid Principal	Carrying Value	Restricted Cash (1)	At-Risk (2)
CLO I	\$ 87,500,000	\$ 87,500,000	\$ 114,414,154	\$ 113,940,857	\$ 10,672,496	\$
CLO II	177,000,000	177,000,000	255,016,564	253,989,391	4,621,675	
Total CLOs	\$ 264,500,000	\$ 264,500,000	\$ 369,430,718	\$ 367,930,248	\$ 15,294,171	\$

(1) Represents restricted cash held for principal repayments in the CLOs. Does not include restricted cash related to interest payments, delayed fundings and expenses.

(2) Amounts represent the face value of collateral in default, as defined by the CLO indenture, as well as assets deemed to be credit risk. Credit risk assets are reported by each of the CLOs and are generally defined as one that, in the CLO collateral manager's reasonable business judgment, has a significant risk of declining in credit quality or, with a passage of time, becoming a defaulted asset.

In September 2012, the Company completed its first collateralized loan obligation, or CLO, issuing to third party investors two tranches of investment grade CLOs through two newly-formed wholly-owned subsidiaries. Initially, the notes are secured by a portfolio of loan obligations with a face value of approximately \$125.1 million, consisting primarily of bridge loans and a senior participation interest in a first mortgage loan that were contributed from the Company's existing loan portfolio. The financing has a two-year replacement period that allows the principal proceeds and sale proceeds (if any) of the loan obligations to be reinvested in qualifying replacement loan obligations, subject to the satisfaction of certain conditions set forth in the indenture. Thereafter, the outstanding debt balance will be reduced as loans are repaid. The aggregate principal amounts of the two classes of notes are \$75.0 million of Class A senior secured floating rate notes and \$12.5 million of Class B secured floating rate notes. The Company retained a residual interest in the portfolio with a notional amount of \$37.6 million. The notes have an initial weighted average interest rate of approximately 3.39% plus one-month LIBOR and interest payments on the notes are payable monthly. The Company incurred approximately \$2.4 million of issuance costs which is being amortized on a level yield basis over the average estimated life of the CLO. Including certain fees and costs, the initial weighted average note rate was 4.35%.

In January 2013, the Company completed its second CLO, issuing to third party investors two tranches of investment grade CLOs through two newly-formed wholly-owned subsidiaries. As of the CLO closing date, the notes are secured by a portfolio of loan obligations with a face value of approximately \$210.0 million, consisting primarily of bridge loans and a senior participation interest in a first mortgage loan that were contributed from the Company's existing loan portfolio. The financing has a two-year replacement period that allows the principal proceeds and sale proceeds (if any) of the loan obligations to be reinvested in qualifying replacement loan obligations, subject to the satisfaction of certain

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conditions set forth in the indenture. Thereafter, the outstanding debt balance will be reduced as loans are repaid. Initially, the proceeds of the issuance of the securities also included \$50.0 million for the purpose of acquiring additional loan obligations for a period of up to 90 days from the closing date of the CLO. Subsequently, the issuer owns loan obligations with a face value of approximately \$260.0 million. The aggregate principal amounts of the two classes of notes are \$156.0 million of Class A senior secured floating rate notes and \$21.0 million of Class B secured floating rate notes. The Company retained a residual interest in the portfolio with a notional amount of approximately \$83.0 million. The notes have an initial weighted average interest rate of approximately 2.36% plus one-month LIBOR and interest payments on the notes are payable monthly. The Company incurred approximately \$3.2 million of issuance costs which is being amortized on a level yield basis over the average estimated life of the CLO. Including certain fees and costs, the initial weighted average note rate was 3.00%.

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In April 2014, the Company completed its third CLO, issuing to third party investors three tranches of investment grade CLOs through two newly-formed wholly-owned subsidiaries. As of the CLO closing date, the notes are secured by a portfolio of loan obligations with a face value of approximately \$307.3 million, consisting primarily of bridge loans that were contributed from the Company's existing loan portfolio. The financing has an approximate 2.5 year replacement period that allows the principal proceeds and sale proceeds (if any) of the loan obligations to be reinvested in qualifying replacement loan obligations, subject to the satisfaction of certain conditions set forth in the indenture. Thereafter, the outstanding debt balance will be reduced as loans are repaid. Initially, the proceeds of the issuance of the securities also included \$67.7 million for the purpose of acquiring additional loan obligations for a period of up to 120 days from the closing date of the CLO, which was fully utilized in July 2014. Subsequently, the issuer owns loan obligations with a face value of approximately \$375.0 million. The aggregate principal amounts of the three classes of notes are \$221.3 million of Class A senior secured floating rate notes, \$24.3 million of Class B secured floating rate notes and \$35.8 million of Class C secured floating rate notes. The Company retained a residual interest in the portfolio with a notional amount of approximately \$93.8 million. The notes have an initial weighted average interest rate of approximately 2.39% plus one-month LIBOR and interest payments on the notes are payable monthly. Including certain fees and costs, the initial weighted average note rate was 3.07%.

The Company accounts for these transactions on its Consolidated Balance Sheet as financing facilities. The Company's CLOs are VIEs for which the Company is the primary beneficiary and are consolidated in the Company's Financial Statements. The investment grade tranches are treated as secured financings, and are non-recourse to the Company.

At June 30, 2014 and December 31, 2013, the aggregate weighted average note rate for the Company's collateralized loan obligations was 2.73% and 2.91%, respectively. Including certain fees and costs, the weighted average note rate was 3.06% and 3.49% at June 30, 2014 and December 31, 2013, respectively.

Senior Unsecured Notes

In May 2014, the Company issued \$55.0 million aggregate principal amount of 7.375% senior unsecured notes due in 2021 in an underwritten public offering, generating net proceeds of approximately \$52.9 million after deducting the underwriting discount and other offering expenses. Also in May 2014, the underwriters exercised a portion of their over-allotment option for a \$3.6 million aggregate principal amount providing additional net proceeds of \$3.5 million. The notes are unsecured and can be redeemed by the Company after May 15, 2017. The interest is paid quarterly on February 15th, May 15th, August 15th, and November 15th starting on August 15, 2014. Including certain fees and costs, the weighted average note rate was 7.91% at June 30, 2014. The Company used the net proceeds to make investments, to repurchase or pay liabilities and for general corporate purposes.

Junior Subordinated Notes

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The carrying value of borrowings under the Company's junior subordinated notes was \$159.6 million and \$159.3 million at June 30, 2014 and December 31, 2013, respectively, which is net of a deferred amount of \$16.3 million and \$16.6 million, respectively. These notes have maturities ranging from March 2034 through April 2037 and pay interest quarterly at a fixed or floating rate of interest based on three-month LIBOR and, absent the occurrence of special events, were not redeemable for the first two years. The current weighted average note rate was 3.00% and 3.01% at June 30, 2014 and December 31, 2013, respectively, however, based upon the accounting treatment for the restructuring mentioned below, the effective rate was 3.04% and 3.06% at June 30, 2014 and December 31, 2013, respectively. Including certain fees and costs, the weighted average note rate was 3.16% and 3.18% at June 30, 2014 and December 31, 2013, respectively. The entities that issued the junior subordinated notes have been deemed VIEs. The impact of these variable interest entities with respect to consolidation is discussed in Note 9 Variable Interest Entities.

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In 2009, the Company retired \$265.8 million of its then outstanding trust preferred securities, primarily consisting of \$258.4 million of junior subordinated notes issued to third party investors and \$7.4 million of common equity issued to the Company in exchange for \$289.4 million of newly issued unsecured junior subordinated notes, representing 112% of the original face amount. The notes bear interest equal to three month LIBOR plus a weighted average spread of 2.77%. The 12% increase to the face amount due upon maturity, which had a balance of \$16.3 million at June 30, 2014, is being amortized into interest expense over the life of the notes. The Company also paid transaction fees of approximately \$1.3 million to the issuers of the junior subordinated notes related to this restructuring which is being amortized into interest expense over the life of the notes.

Notes Payable

The following table outlines borrowings under the Company's notes payable as of June 30, 2014 and December 31, 2013:

	June 30, 2014		December 31, 2013	
	Debt Carrying Value	Collateral Carrying Value	Debt Carrying Value	Collateral Carrying Value
Junior loan participation, secured by the Company's interest in a first mortgage loan with a principal balance of \$1.3 million, participation interest was based on a portion of the interest received from the loan which has a fixed rate of 9.57%	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000	\$ 1,300,000
Junior loan participation, maturity of October 2018, secured by the Company's interest in a mezzanine loan with a principal balance of \$3.0 million, participation interest is a fixed rate of 13.00%	748,542	748,542	750,000	750,000
Junior loan participation, maturity of September 2014, secured by the Company's interest in a mezzanine loan with a principal balance of \$3.0 million, participation interest is a fixed rate of 15.00%	450,000	450,000	450,000	450,000
Total notes payable	\$ 2,498,542	\$ 2,498,542	\$ 2,500,000	\$ 2,500,000

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At June 30, 2014 and December 31, 2013, the aggregate weighted average note rate for the Company's notes payable was 4.26%. There were no interest rate swaps on the notes payable at June 30, 2014 and December 31, 2013.

In October 2013, the Company entered into a non-recourse junior loan participation for approximately \$0.8 million on a \$3.0 million mezzanine loan. In September 2013, the Company entered into a non-recourse junior loan participation for approximately \$0.5 million on a \$3.0 million mezzanine loan. Interest expense is based on the portion of the interest received from the loan that is paid to the junior participant. The Company's obligation to pay interest on the participation is based on the performance of the related loan. In March 2014, the Company entered into non-recourse junior loan participations with ACM totaling \$15.0 million on a \$70.1 million bridge loan, with a weighted average variable interest rate of 7.20%. In May 2014, the junior loan participations with ACM were paid off.

Mortgage Note Payable Real Estate Owned and Held-For-Sale

The Company has a \$53.5 million interest-only first lien mortgage in connection with the acquisition of real property pursuant to bankruptcy proceedings for an entity in which the Company had a \$29.8 million loan secured by the Multifamily Portfolio. The mortgage bears interest at a variable rate of one-month LIBOR plus 1.23% and in July 2014, the maturity date was extended to July 2015. In September 2013, a property in the Multifamily Portfolio was classified as held-for-sale and accordingly, \$11.0 million of the first lien mortgage related to this property was

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classified as held-for-sale. In the second quarter of 2014, the property was reclassified from real estate held-for-sale to real estate owned when it was determined that a sale of the property would not take place and the entire first lien mortgage was classified as real estate owned with a balance of \$53.5 million at June 30, 2014.

Debt Covenants

The Company's debt facilities contain various financial covenants and restrictions, including minimum net worth, minimum liquidity and maximum debt balance requirements, as well as certain other debt service coverage ratios and debt to equity ratios. The Company was in compliance with all financial covenants and restrictions at June 30, 2014.

The Company's CDO and CLO vehicles contain interest coverage and asset overcollateralization covenants that must be met as of the waterfall distribution date in order for the Company to receive such payments. If the Company fails these covenants in any of its CDOs or CLOs, all cash flows from the applicable CDO or CLO would be diverted to repay principal and interest on the outstanding CDO or CLO bonds and the Company would not receive any residual payments until that CDO or CLO regained compliance with such tests. The Company's CDOs and CLOs were in compliance with all such covenants as of June 30, 2014, as well as on the most recent determination dates in July 2014. In the event of a breach of the CDO or CLO covenants that could not be cured in the near-term, the Company would be required to fund its non-CDO or non-CLO expenses, including management fees and employee costs, distributions required to maintain REIT status, debt costs, and other expenses with (i) cash on hand, (ii) income from any CDO or CLO not in breach of a covenant test, (iii) income from real property and loan assets, (iv) sale of assets, or (v) or accessing the equity or debt capital markets, if available. The Company has the right to cure covenant breaches which would resume normal residual payments to it by purchasing non-performing loans out of the CDOs or CLOs. However, the Company may not have sufficient liquidity available to do so at such time.

The chart below is a summary of the Company's CDO and CLO compliance tests as of the most recent determination dates in July 2014:

Cash Flow Triggers	CDO I	CDO II	CDO III	CLO I	CLO II	CLO III
Overcollateralization (1)						
Current	171.01%	153.44%	109.20%	142.96%	146.89%	133.33%
Limit	145.00%	127.30%	105.60%	137.86%	144.25%	132.33%
Pass / Fail	Pass	Pass	Pass	Pass	Pass	Pass
Interest Coverage (2)						

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Current	553.88%	387.06%	498.96%	206.81%	279.82%	274.30%
Limit	160.00%	147.30%	105.60%	120.00%	120.00%	120.00%
Pass / Fail	Pass	Pass	Pass	Pass	Pass	Pass

(1) The overcollateralization ratio divides the total principal balance of all collateral in the CDO and CLO by the total principal balance of the bonds associated with the applicable ratio. To the extent an asset is considered a defaulted security, the asset's principal balance for purposes of the overcollateralization test is the lesser of the asset's market value or the principal balance of the defaulted asset multiplied by the asset's recovery rate which is determined by the rating agencies. Rating downgrades of CDO and CLO collateral will generally not have a direct impact on the principal balance of a CDO and CLO asset for purposes of calculating the CDO and CLO overcollateralization test unless the rating downgrade is below a significantly low threshold (e.g. CCC-) as defined in each CDO and CLO vehicle.

(2) The interest coverage ratio divides interest income by interest expense for the classes senior to those retained by the Company.

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The chart below is a summary of the Company's CDO and CLO overcollateralization ratios as of the following determination dates:

Determination Date	CDO I	CDO II	CDO III	CLO I	CLO II	CLO III
July 2014	171.01%	153.44%	109.20%	142.96%	146.89%	133.33%
April 2014	184.35%	138.15%	108.74%	142.96%	146.89%	
January 2014	167.15%	137.87%	107.80%	142.96%	146.89%	
October 2013	166.88%	133.77%	106.64%	142.96%	146.89%	
July 2013	176.69%	139.10%	106.61%	142.96%	146.89%	

The ratio will fluctuate based on the performance of the underlying assets, transfers of assets into the CDOs and CLOs prior to the expiration of their respective replenishment dates, purchase or disposal of other investments, and loan payoffs. No payment due under the Junior Subordinated Indentures may be paid if there is a default under any senior debt and the senior lender has sent notice to the trustee. The Junior Subordinated Indentures are also cross-defaulted with each other.

Note 8 Derivative Financial Instruments

The following is a summary of the derivative financial instruments held by the Company as of June 30, 2014 and December 31, 2013 (dollars in thousands):

Designation\ Cash Flow	Derivative	Count	Notional Value		December 31, 2013	Expiration Date	Balance Sheet Location	Fair Value	
			June 30, 2014	Count				June 30, 2014	December 31, 2013
Non-Qualifying	Basis Swaps	1	\$ 3,000	1	\$ 11,600	2015	Other Assets	\$ 4	\$ 5
Non-Qualifying	LIBOR Cap	1	\$ 71,701			2015	Other Assets	\$	\$
Qualifying	Interest Rate Swaps	12	\$ 265,425	14	\$ 297,532	2015 - 2017	Other Liabilities	\$ (19,551)	\$ (24,794)
Non-Qualifying	Forward Contracts		\$	8	\$		Other Assets	\$	\$ 6,397

The Non-Qualifying Basis Swaps Hedges are used to manage the Company's exposure to interest rate movements and other identified risks but do not meet hedge accounting requirements. The Company is exposed to changes in the fair value of certain of its fixed rate obligations due to changes in benchmark interest rates and uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the benchmark interest rate. These interest rate swaps designated as fair value hedges involve the receipt of variable-rate amounts from a counterparty in exchange for the Company making fixed-rate payments over the life of the agreements without the exchange of the

underlying notional amount. During the six months ended June 30, 2014, the notional value on a basis swap decreased by approximately \$8.6 million pursuant to the contractual terms of the respective swap agreement. During the six months ended June 30, 2013, six basis swaps matured with a combined notional value of approximately \$464.4 million and the notional value of two basis swaps decreased by approximately \$80.6 million pursuant to the contractual terms of the respective swap agreement. The Company entered into a non-qualifying LIBOR Cap Hedge in the first quarter of 2014 due to a loan agreement requiring a LIBOR Cap of 6%. A Non-Qualifying LIBOR Cap Hedge with a notional value of approximately \$6.0 million also matured during the six months ended June 30, 2013. For the three months ended June 30, 2014 and 2013, the change in fair value of the Non-Qualifying Basis Swaps and LIBOR Cap was less than \$(0.1) million, and for the six months ended June 30, 2014 and 2013, the change in fair value of the Non-Qualifying Basis Swaps and LIBOR Cap was \$(0.1) million, and was recorded in interest expense on the Consolidated Statements of Income.

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The change in the fair value of Qualifying Interest Rate Swap Cash Flow Hedges was recorded in accumulated other comprehensive loss on the Consolidated Balance Sheets. These interest rate swaps are used to hedge the variable cash flows associated with existing variable-rate debt, and amounts reported in accumulated other comprehensive loss related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate debt. During the six months ended June 30, 2014, two interest swaps matured with a combined notional value of approximately \$32.0 million. During the six months ended June 30, 2013, the notional value on an interest rate swap decreased by approximately \$14.5 million pursuant to the contractual terms of the respective swap agreement. A Qualifying LIBOR Cap Hedge with a notional value of approximately \$73.3 million also matured during the six months ended June 30, 2013. As of June 30, 2014, the Company expects to reclassify approximately \$(11.3) million of other comprehensive loss from Qualifying Cash Flow Hedges to interest expense over the next twelve months assuming interest rates on that date are held constant. These swap agreements must be effective in reducing the variability of cash flows of the hedged items in order to qualify for the aforementioned hedge accounting treatment. Gains and losses on terminated swaps are being deferred and recognized in earnings over the original life of the hedged item. As of June 30, 2014 and December 31, 2013, the Company has a net deferred loss of \$1.3 million and \$1.6 million, respectively, in accumulated other comprehensive loss, related to these terminated swap agreements. The Company recorded \$0.2 million as additional interest expense related to the amortization of the loss for both the three months ended June 30, 2014 and 2013, and \$0.1 million as a reduction to interest expense related to the accretion of the net gains for both the three months ended June 30, 2014 and 2013. The Company recorded \$0.3 million and \$0.4 million as additional interest expense related to the amortization of the loss for the six months ended June 30, 2014 and 2013, respectively, and \$0.1 million as a reduction to interest expense related to the accretion of the net gains for both the six months ended June 30, 2014 and 2013. The Company expects to record approximately \$0.5 million of net deferred loss to interest expense over the next twelve months.

The fair value of Non-Qualifying Forward Contracts was \$6.4 million as of December 31, 2013 and was recorded in other assets on the Consolidated Balance Sheets and consisted of \$66.0 million of RMBS investments, which is net of \$1.5 million of net unrealized losses in fair value, and \$59.6 million of repurchase financing. The RMBS investments were financed with repurchase agreements and were accounted for as linked transactions, which are considered forward contracts. The repurchase agreements generally financed 80% - 90% of the purchase and bore interest at a rate of 125 to 175 basis points over LIBOR. During the six months ended June 30, 2014, the Company sold the eight remaining RMBS investments, which were accounted for as linked transactions, with an aggregate carrying value of \$65.7 million for approximately \$65.8 million and recorded a net gain of \$0.1 million related to the settlement of these linked transactions. During the six months ended June 30, 2014, the Company received total principal paydowns on the RMBS of \$2.7 million and paid down the associated repurchase agreements by \$4.2 million, which includes a decrease in the amount financed on the repurchase agreements of \$1.7 million. The eight RMBS investments were financed with repurchase agreements totaling \$55.4 million which were repaid with the proceeds. For the six months ended June 30, 2014, \$0.3 million of net interest income and a less than \$0.1 million decrease in fair value was recorded to other income in the Consolidated Statements of Income. For the six months ended June 30, 2013, \$1.1 million of net interest income and a \$0.9 million decrease in fair value was recorded to other income in the Consolidated Statements of Income.

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The following table presents the effect of the Company's derivative financial instruments on the Statements of Income as of June 30, 2014 and 2013 (dollars in thousands):

Designation Cash Flow	Derivative	Amount of Loss (Gain) Recognized in Other Comprehensive Loss (Effective Portion) For the Six Months Ended		Amount of Loss Reclassified from Accumulated Other Comprehensive Loss into Interest Expense (Effective Portion) For the Six Months Ended		Amount of Gain (Loss) Recognized in Interest Expense (Ineffective Portion) For the Six Months Ended		Amount of Loss Recognized in Other Income For the Six Months Ended	
		June 30, 2014	June 30, 2013	June 30, 2014	June 30, 2013	June 30, 2014	June 30, 2013	June 30, 2014	June 30, 2013
Non-Qualifying	Basis Swaps	\$	\$	\$	\$	\$ 1	\$ (7)	\$	\$
Qualifying	Interest Rate Swaps	\$ 1,078	\$ (1,285)	\$ (6,555)	\$ (7,013)	\$	\$	\$	\$
Non-Qualifying	Forward Contracts	\$	\$	\$	\$	\$	\$	\$ (45)	\$ (937)

The cumulative amount of other comprehensive loss related to net unrealized losses on derivatives designated as qualifying hedges as of June 30, 2014 and December 31, 2013 of approximately \$(20.9) million and approximately \$(26.3) million, respectively, is a combination of the fair value of qualifying cash flow hedges of \$(19.6) million and \$(24.8) million, respectively, deferred losses on terminated interest swaps of \$(1.5) million and \$(1.9) million, respectively, and deferred net gains on termination of interest swaps of \$0.2 million and \$0.3 million, respectively.

The Company has agreements with certain of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations. As of June 30, 2014 and December 31, 2013, the fair value of derivatives in a net liability position, which includes accrued interest, was \$(11.7) million and \$(13.8) million, respectively. As of June 30, 2014 and December 31, 2013, the Company had minimum collateral posting thresholds with certain of its derivative counterparties and had posted collateral of \$12.1 million and \$14.2 million, respectively, which is recorded in other assets in the Company's Consolidated Balance Sheets.

Note 9 Variable Interest Entities

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The Company has evaluated its loans and investments, mortgage related securities, investments in equity affiliates, senior unsecured notes, junior subordinated notes, CDOs and CLOs, in order to determine if they qualify as VIEs or as variable interests in VIEs. This evaluation resulted in the Company determining that its bridge loans, junior participation loans, mezzanine loans, preferred equity investments, investments in equity affiliates, junior subordinated notes, CDOs, CLOs and investments in mortgage related securities are potential VIEs.

The Company's involvement with VIEs primarily affects its financial performance and cash flows through amounts recorded in interest income, interest expense, provision for loan losses and through activity associated with its derivative instruments.

Consolidated VIEs

The Company consolidates its CDO and CLO subsidiaries, which qualify as VIEs, of which the Company is the primary beneficiary. These CDOs and CLOs invest in real estate and real estate-related securities and are financed by the issuance of CDO and CLO debt securities. The Company, or one of its affiliates, is named collateral manager, servicer, and special servicer for all CDO and CLO collateral assets which the Company believes gives it the power to direct the most significant economic activities of the entity. The Company also has exposure to CDO and CLO losses to the extent of its equity interests and also has rights to waterfall payments in excess of required

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payments to CDO and CLO bond investors. As a result of consolidation, equity interests in these CDOs and CLOs have been eliminated, and the Consolidated Balance Sheets reflect both the assets held and debt issued by the CDOs and CLOs to third parties. The Company's operating results and cash flows include the gross amounts related to CDO and CLO assets and liabilities as opposed to the Company's net economic interests in the CDO and CLO entities.

Assets held by the CDOs and CLOs are restricted and can be used only to settle obligations of the CDOs and CLOs. The liabilities of the CDOs and CLOs are non-recourse to the Company and can only be satisfied from each CDOs and CLOs respective asset pool. Assets and liabilities related to the CDOs and CLOs are disclosed parenthetically, in the aggregate, in the Company's Consolidated Balance Sheets. See Note 7 Debt Obligations for further details.

The Company is not obligated to provide, has not provided, and does not intend to provide financial support to any of the consolidated CDOs and CLOs.

Unconsolidated VIEs

The Company determined that it is not the primary beneficiary of 23 VIEs in which it has a variable interest as of June 30, 2014 because it does not have the ability to direct the activities of the VIEs that most significantly impact each entity's economic performance. VIEs, of which the Company is not the primary beneficiary, have an aggregate carrying amount of \$494.2 million and exposure to real estate debt of approximately \$2.3 billion at June 30, 2014.

The following is a summary of the Company's variable interests in identified VIEs, of which the Company is not the primary beneficiary, as of June 30, 2014:

Type	Carrying Amount (1)	Maximum Exposure to Loss (2)
Loans	\$ 408,987,656	\$ 408,987,656
Loans and equity investments	82,498,625	82,498,625
CMBS	2,100,000	2,100,000
Junior subordinated notes (3)	578,000	578,000
Total	\$ 494,164,281	\$ 494,164,281

(1) Represents the carrying amount of loans and investments before reserves. At June 30, 2014, \$183.2 million of loans to VIEs had corresponding loan loss reserves of approximately \$109.6 million and \$40.3 million of loans to VIEs were related to loans classified as non-performing. See Note 3 Loans and Investments for further details.

(2) The Company's maximum exposure to loss as of June 30, 2014 would not exceed the carrying amount of its investment.

(3) These entities that issued the junior subordinated notes are VIEs. It is not appropriate to consolidate these entities as equity interests are variable interests only to the extent that the investment is considered to be at risk. Since the Company's investments were funded by the entities that issued the junior subordinated notes, it is not considered to be at risk.

Note 10 Fair Value

Fair Value of Financial Instruments

Fair value estimates are dependent upon subjective assumptions and involve significant uncertainties resulting in variability in estimates with changes in assumptions. The following table summarizes the carrying values and the estimated fair values of the Company's financial instruments as of June 30, 2014 and December 31, 2013:

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	June 30, 2014		December 31, 2013	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial assets:				
Loans and investments, net	\$ 1,502,586,691	\$ 1,541,435,025	\$ 1,523,699,653	\$ 1,550,248,793
Available-for-sale securities	2,805,471	2,805,471	37,315,652	37,315,652
Derivative financial instruments	3,747	3,747	6,402,336	6,402,336
Financial liabilities:				
Credit facilities and repurchase agreements	\$ 22,204,000	\$ 22,166,998	\$ 159,125,023	\$ 158,735,570
Collateralized debt obligations	433,297,191	329,472,786	639,622,981	521,938,885
Collateralized loan obligations	545,750,000	546,679,375	264,500,000	266,436,250
Senior unsecured notes	58,637,625	58,567,260		
Junior subordinated notes	159,557,894	101,934,775	159,291,427	101,240,185
Notes payable	2,498,542	2,485,696	2,500,000	2,487,287
Mortgage note payable - real estate owned and held-for-sale	53,538,637	53,228,140	53,751,004	52,943,305
Derivative financial instruments	19,551,436	19,551,436	24,794,051	24,794,051

Fair Value Measurement

Fair value is defined as the price at which an asset could be exchanged in a current transaction between knowledgeable, willing parties. A liability's fair value is defined as the amount that would be paid to transfer the liability to a new obligor, not the amount that would be paid to settle the liability with the creditor. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity.

Assets and liabilities disclosed at fair value are categorized based upon the level of judgment associated with the inputs used to measure their fair value. Hierarchical levels directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities are as follows:

- Level 1 Inputs are unadjusted and quoted prices exist in active markets for identical assets or liabilities at the measurement date. The types of assets and liabilities carried at Level 1 fair value generally are government and agency securities, equities listed in active markets, investments in publicly traded mutual funds with quoted market prices and listed derivatives.

- Level 2 Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life. Level 2 inputs include quoted market prices in markets that are not active for an identical or similar asset or liability, and quoted market prices in active markets for a similar asset or liability. Fair valued assets and liabilities that are generally included in this category are non-government securities, municipal bonds, certain hybrid financial instruments, certain mortgage and asset-backed securities, certain corporate debt, certain commitments and guarantees, certain private equity investments and certain derivatives.

- Level 3 Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. These valuations are based on significant unobservable inputs that require a considerable amount of judgment and assumptions. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model. Generally, assets and liabilities carried at fair value and included in this category are certain mortgage and asset-backed securities, certain corporate debt, certain private equity investments, certain municipal bonds, certain commitments and guarantees and certain derivatives.

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Determining which category an asset or liability falls within the hierarchy requires significant judgment and the Company evaluates its hierarchy disclosures each quarter.

The following is a description of the valuation techniques used to measure fair value and the general classification of these instruments pursuant to the fair value hierarchy.

Loans and investments, net: Fair values of loans and investments that are not impaired are estimated using Level 3 inputs based on discounted cash flow methodology, using discount rates, which, in the opinion of management, best reflect current market interest rates that would be offered for loans with similar characteristics and credit quality. Fair values of loans and investments that are impaired are estimated using Level 3 inputs by the Company that require significant judgments, which include assumptions regarding discount rates, capitalization rates, leasing, creditworthiness of major tenants, occupancy rates, availability of financing, exit plan, loan sponsorship, actions of other lenders and other factors deemed necessary by management.

Available-for-sale securities: Fair values are approximated based on current market quotes received from active markets or financial sources that trade such securities. The fair values of available-for-sale equity securities traded in active markets are approximated using Level 1 inputs, while the fair values of available-for-sale debt securities that are approximated using current, non-binding market quotes received from financial sources that trade such investments are valued using Level 3 inputs. The fair values of RMBS investments at December 31, 2013 were approximated using Level 3 inputs that required significant judgments, and were used in internally developed valuation models, which were compared to current non-binding market quotes received from financial sources that trade such securities. The fair value of a CMBS security is estimated by the Company using Level 3 inputs that require significant judgments, which include assumptions regarding capitalization rates, leasing, creditworthiness of major tenants, occupancy rates, availability of financing, exit plan, loan sponsorship, actions of other lenders and other factors deemed necessary by management.

Derivative financial instruments: Fair values of interest rate swap derivatives are approximated using Level 2 inputs based on current market data received from financial sources that trade such instruments and are based on prevailing market data and derived from third party proprietary models based on well recognized financial principles including counterparty risks, credit spreads and interest rate projections, as well as reasonable estimates about relevant future market conditions. These items are included in other assets and other liabilities on the Consolidated Balance Sheets. The Company incorporates credit valuation adjustments in the fair values of its derivative financial instruments to reflect counterparty nonperformance risk. The fair values of RMBS underlying linked transactions at December 31, 2013 were estimated using Level 3 inputs based on internally developed valuation models, which are compared to broker quotations. The value of the underlying RMBS was then netted against the carrying amount (which approximates fair value) of the repurchase agreement borrowing at the valuation date. The fair value of linked transactions also included accrued interest receivable on the RMBS and accrued interest payable on the underlying repurchase agreement borrowings.

Credit facilities, repurchase agreements, notes payable and mortgage notes payable: Fair values are estimated at Level 3 using discounted cash flow methodology, using discount rates, which, in the opinion of management, best reflect current market interest rates for financing with similar characteristics and credit quality.

Collateralized debt obligations and collateralized loan obligations: Fair values are estimated at Level 3 based on broker quotations, representing the discounted expected future cash flows at a yield that reflects current market interest rates and credit spreads.

Senior unsecured notes: Fair values are estimated at Level 1 based on current market quotes received from active markets.

Junior subordinated notes: Fair values are estimated at Level 3 based on broker quotations, representing the discounted expected future cash flows at a yield that reflects current market interest rates and credit spreads.

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The Company measures certain financial assets and financial liabilities at fair value on a recurring basis. The fair value of these financial assets and liabilities was determined using the following inputs as of June 30, 2014:

	Carrying Value	Fair Value	Fair Value Measurements Using Fair Value Hierarchy		
			Level 1	Level 2	Level 3
Financial assets:					
Available-for-sale securities (1)	\$ 2,805,471	\$ 2,805,471	\$ 705,471	\$	\$ 2,100,000
Derivative financial instruments	3,747	3,747		3,747	
Financial liabilities:					
Derivative financial instruments	\$ 19,551,436	\$ 19,551,436	\$	\$ 19,551,436	\$

(1) The Company's equity securities were measured using Level 1 inputs and the Company's CMBS investment was measured using Level 3 inputs.

The following roll forward table reconciles the beginning and ending balances of financial assets measured at fair value on a recurring basis using Level 3 inputs:

	Available-for-sale Securities	Derivative Financial Instruments
Balance as of December 31, 2013	\$ 36,580,786	\$ 6,396,853
Adjustments to fair value:		
Paydowns (1)	(663,684)	1,483,387
Net changes in fair value (2)		511,012
Sales and settlements (3)	(33,817,102)	(8,391,252)
Balance as of June 30, 2014	\$ 2,100,000	\$

(1) Includes an addition of \$1.7 million to the derivative financial instruments as a result of a decrease in the amount financed under the respective repurchase agreement.

(2) Represents the net change in fair value recorded to other income during the six months ended June 30, 2014.

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(3) Represents the sale of RMBS investments and the settlement of forward contract derivatives for which the Company recorded a gain of \$0.5 million and \$0.1 million, respectively, to other income during the six months ended June 30, 2014.

The Company measures certain financial and non-financial assets at fair value on a nonrecurring basis. The fair value of these financial assets was determined using the following inputs as of June 30, 2014:

	Net Carrying Value	Fair Value	Fair Value Measurements Using Fair Value Hierarchy		
			Level 1	Level 2	Level 3
Financial assets:					
Impaired loans, net (1)	\$ 122,502,384	\$ 122,502,384	\$	\$	122,502,384

(1) The Company had an allowance for loan losses of \$115.1 million relating to 14 loans with an aggregate carrying value, before loan loss reserves, of approximately \$237.6 million at June 30, 2014.

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Loan impairment assessments: Loans held for investment are intended to be held to maturity and, accordingly, are carried at cost, net of unamortized loan origination costs and fees, loan purchase discounts, and net of the allowance for loan losses when such loan or investment is deemed to be impaired. The Company considers a loan impaired when, based upon current information and events, it is probable that it will be unable to collect all amounts due for both principal and interest according to the contractual terms of the loan agreement. The Company performs evaluations of its loans to determine if the value of the underlying collateral securing the impaired loan is less than the net carrying value of the loan, which may result in an allowance and corresponding charge to the provision for loan losses. These valuations require significant judgments, which include assumptions regarding capitalization rates, leasing, creditworthiness of major tenants, occupancy rates, availability of financing, exit plan, loan sponsorship, actions of other lenders and other factors deemed necessary by management. The table above includes all impaired loans, regardless of the period in which an impairment was recognized.

Quantitative information about Level 3 Fair Value Measurements on a recurring and non-recurring basis:

			June 30, 2014	
	Fair Value	Valuation Technique(s)	Significant Unobservable Inputs	Range (Weighted Average)
Financial assets:				
Impaired loans (1):				
Multi-family	\$ 10,396,939	Direct capitalization analysis and discounted cash flows	Discount rate	8.00%
			Capitalization rate	6.75% to 8.25% (7.22%)
			Revenue growth rate	2.00%
Office	13,483,327	Discounted cash flows	Discount rate	8.50% to 10.50% (9.39%)
			Capitalization rate	7.00% to 8.50% (7.89%)
			Revenue growth rate	2.50% to 3.00% (2.97%)
Land	64,882,222	Discounted cash flows	Discount rate	15.00%
			Capitalization rate	7.25%
			Revenue growth rate	3.00%
Hotel	33,739,896		Discount rate	9.00%

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		Discounted cash flows	Capitalization rate	7.25%
			Revenue growth rate	3.00%
CMBS	2,100,000	Discounted cash flows	Discount rate	14.16%

(1) Includes all impaired loans regardless of the period in which a loan loss provision was recorded.

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The Company measures certain assets and liabilities for which fair value is only disclosed. The fair value of these assets and liabilities was determined using the following inputs as of June 30, 2014:

	Carrying Value	Fair Value	Fair Value Measurements Using Fair Value Hierarchy		
			Level 1	Level 2	Level 3
Financial assets:					
Loans and investments, net	\$ 1,502,586,691	\$ 1,541,435,025	\$	\$	\$ 1,541,435,025
Financial liabilities:					
Credit facilities	\$ 22,204,000	\$ 22,166,998	\$	\$	\$ 22,166,998
Collateralized debt obligations	433,297,191	329,472,786			329,472,786
Collateralized loan obligation	545,750,000	546,679,375			546,679,375
Senior unsecured notes	58,637,625	58,567,260	58,567,260		
Junior subordinated notes	159,557,894	101,934,775			101,934,775
Notes payable	2,498,542	2,485,696			2,485,696
Mortgage note payable real estate owned	53,538,637	53,228,140			53,228,140

Note 11 Commitments and Contingencies*Contractual Commitments*

The Company's debt facilities which include credit facilities, CDOs, CLOs, senior unsecured notes, junior subordinated notes, notes payable and mortgage notes payable have approximate maturities of \$245.0 million in 2014, \$252.0 million in 2015, \$271.9 million in 2016, \$266.6 million in 2017, \$21.8 million in 2018 and \$234.5 million thereafter.

In accordance with certain loans and investments, the Company has outstanding unfunded commitments of \$6.3 million as of June 30, 2014 that the Company is obligated to fund as the borrowers meet certain requirements. Specific requirements include, but are not limited to, property renovations, building construction, and building conversions based on criteria met by the borrower in accordance with the loan agreements. The Company's restricted cash balance at June 30, 2014 contained approximately \$6.3 million which was available to fund the portion of the unfunded commitments for loans financed by the Company's CDO and CLO vehicles.

Litigation

The Company currently is neither subject to any material litigation nor, to management's knowledge, is any material litigation currently threatened against the Company other than the following:

On June 15, 2011, three related lawsuits were filed by the Extended Stay Litigation Trust (the Trust), a post-bankruptcy litigation trust alleged to have standing to pursue claims that previously had been held by Extended Stay, Inc. and the Homestead Village L.L.C. family of companies (together ESI) (formerly Chapter 11 debtors, together the Debtors) that have emerged from bankruptcy. Two of the lawsuits were filed in the United States Bankruptcy Court for the Southern District of New York, and the third in the Supreme Court of the State of New York, New York County. There were 73 defendants in the three lawsuits, including 55 corporate and partnership entities and 18 individuals. A subsidiary of the Company and certain other entities that are affiliates of the Company are included as defendants. The New York State Court action has been removed to the Bankruptcy Court. The Company's affiliates filed a motion to dismiss the three lawsuits.

The lawsuits all allege, as a factual basis and background certain facts surrounding the June 2007 leveraged buyout of ESI from affiliates of Blackstone Capital. The Company's subsidiary, Arbor ESH II, LLC, had a \$115.0 million investment in the Series A1 Preferred Units of a holding company of Extended Stay, Inc. The New York State Court action and one of the two federal court actions name as defendants, Arbor ESH II, LLC, Arbor

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Commercial Mortgage, LLC and ABT-ESI LLC, an entity in which the Company has a membership interest, among the broad group of defendants. These two actions were commenced by substantially identical complaints. The defendants are alleged in these complaints, among other things, to have breached fiduciary and contractual duties by causing or allowing the Debtors to pay illegal dividends or other improper distributions of value at a time when the Debtors were insolvent. These two complaints also allege that the defendants aided and abetted, induced, or participated in breaches of fiduciary duty, waste, and unjust enrichment (Fiduciary Duty Claims) and name a director of the Company, and a former general counsel of Arbor Commercial Mortgage, LLC, each of whom had served on the Board of Directors of ESI for a period of time. The Company is defending these two defendants and paying the costs of such defense. On the basis of the foregoing allegations, the Trust has asserted claims under a number of common law theories, seeking the return of assets transferred by the Debtors prior to the Debtors bankruptcy filing.

In the third action, filed in Bankruptcy Court, the same plaintiff, the Trust, has named Arbor Commercial Mortgage, LLC and ABT-ESI LLC, together with a number of other defendants and asserts claims, including constructive and fraudulent conveyance claims under state and federal statutes, as well as a claim under the Federal Debt Collection Procedure Act.

On June 28, 2013, the Trust filed a motion to amend the lawsuits, to, among other things, (i) consolidate the lawsuits into one lawsuit, (ii) remove 47 defendants, none of whom are related to the Company, from the lawsuits so that there are 26 remaining defendants, including 16 corporate and partnership entities and 10 individuals, and (iii) reduce the counts within the lawsuits from over 100 down to 17. The remaining counts in the amended complaint against affiliates of the Company are principally state law claims for breach of fiduciary duties, waste, unlawful dividends and unjust enrichment, and claims under the Bankruptcy Code for avoidance and recovery actions, among others. The bankruptcy court granted the motion and the amended complaint has been filed. The amended complaint seeks \$139.0 million in the aggregate from director designees and affiliates of the Company. The Company has moved to dismiss the referenced actions and intends to vigorously defend against the claims asserted therein. During a status conference held on March 18, 2014, the Court heard oral argument on the motion to dismiss and adjourned the case pending a ruling.

The Company has not made a loss accrual for this litigation because it believes that it is not probable that a loss has been incurred and an amount cannot be reasonably estimated.

Note 12 Equity

Preferred Stock

In February 2014, the Company completed an underwritten public offering of 900,000 shares of 8.50% Series C cumulative redeemable preferred stock with a liquidation preference of \$25.00 per share, generating net proceeds of approximately \$21.6 million after deducting the

underwriting discount and other offering expenses.

In May 2013, the Company completed an underwritten public offering of 1,200,000 shares of 7.75% Series B cumulative redeemable preferred stock with a liquidation preference of \$25.00 per share, generating net proceeds of approximately \$28.9 million after deducting the underwriting discount and other offering expenses. Also in May 2013, the underwriters exercised a portion of their over-allotment option for 60,000 shares providing additional net proceeds of approximately \$1.5 million.

In February 2013, the Company completed an underwritten public offering of 1,400,000 shares of 8.25% Series A cumulative redeemable preferred stock with a liquidation preference of \$25.00 per share, generating net proceeds of approximately \$33.6 million after deducting the underwriting discount and other offering expenses. Also in February 2013, the underwriters exercised a portion of their over-allotment option for 151,500 shares providing additional net proceeds of approximately \$3.7 million.

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Common Stock

In February 2014, the Company entered into an At-The-Market (ATM) equity offering sales agreement with JMP Securities LLC (JMP) whereby, in accordance with the terms of the agreement, from time to time the Company may issue and sell through JMP up to 7,500,000 shares of its common stock. Sales of the shares are made by means of ordinary brokers transactions or otherwise at market prices prevailing at the time of sale, or at negotiated prices. As of June 30, 2014, the Company sold 1,000,000 shares for net proceeds of \$6.5 million.

In September 2013, the Company completed another public offering in which it sold 6,000,000 shares of its common stock for \$7.08 per share, and received net proceeds of approximately \$40.9 million after deducting the underwriting discount and other offering expenses.

In March 2013, the Company completed another public offering in which it sold 5,625,000 shares of its common stock for \$8.00 per share, and received net proceeds of approximately \$43.0 million after deducting the underwriting discount and other offering expenses.

In December 2012, the Company entered into an ATM equity offering sales agreement with JMP whereby, in accordance with the terms of the agreement, from time to time the Company could issue and sell through JMP up to 6,000,000 shares of its common stock. Sales of the shares were made by means of ordinary brokers transactions or otherwise at market prices prevailing at the time of sale, or at negotiated prices. As of the first quarter of 2013, the Company sold all of the 6,000,000 shares for net proceeds of \$45.6 million.

The Company used the net proceeds from its preferred and common offerings to make investments, to repurchase or pay liabilities and for general corporate purposes.

As of August 1, 2014, the Company has \$369.6 million available under its \$500.0 million shelf registration statement that was declared effective by the SEC in August 2013.

Distributions

The following table presents dividends declared (on a per share basis) for the six months ended June 30, 2014:

Common Stock		Preferred Stock			
Declaration Date	Dividend	Declaration Date	Series A	Dividend (1) Series B	Series C
February 12, 2014	\$ 0.13	February 3, 2014	\$ 0.515625	\$ 0.484375	N/A
April 29, 2014	\$ 0.13	April 29, 2014	\$ 0.515625	\$ 0.484375	\$ 0.5549

(1) The dividend declared on February 3, 2014 for the Series A and B preferred stock was for the period December 1, 2013 through February 28, 2014. The dividend declared on April 29, 2014 for the Series A and B preferred stock was for the period March 1, 2014 through May 31, 2014, and for the Series C preferred stock, February 25, 2014 through May 31, 2014.

On July 30, 2014, the Board of Directors declared the following cash dividends:

Common Stock A cash dividend of \$0.13 per share of common stock. The dividend is payable on September 2, 2014 to common stockholders of record as the close of business on August 15, 2014.

Preferred Stock A cash dividend of \$0.515625 per share of 8.25% Series A cumulative redeemable preferred stock; a cash dividend of \$0.484375 per share of 7.75% Series B cumulative redeemable preferred stock; and a cash dividend of \$0.53125 per share of 8.50% Series C cumulative redeemable preferred stock. These amounts reflect dividends from June 1, 2014 through August 31, 2014 and are payable on September 2, 2014 to preferred stockholders of record on August 15, 2014.

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Deferred Compensation

In May 2014, the Company issued 278,000 shares of restricted common stock under the 2014 Stock Incentive Plan (the "Plan") to certain employees of the Company and ACM with a total grant date fair value of \$2.0 million and recorded \$0.3 million to employee compensation and benefits and \$0.3 million to selling and administrative expense in the Company's Consolidated Statements of Income in the second quarter of 2014. One third of the shares vested as of the date of grant, one third will vest in May 2015, and the remaining third will vest in May 2016. In May 2014, the Company also issued 63,000 shares of fully vested common stock to the independent members of the Board of Directors under the Plan and recorded \$0.4 million to selling and administrative expense in its Consolidated Statements of Income in the second quarter of 2014. During the three and six months ended June 30, 2013, the Company recorded \$0.5 million and \$0.9 million, respectively, to selling and administrative expense, and \$0.2 million to employee compensation in its Consolidated Statements of Income in the first quarter of 2013, related to the immediate vesting of stock grants. As of June 30, 2014, unvested restricted stock consisted of 138,584 shares granted to employees of ACM with a grant date fair value of \$1.0 million, which is subject to remeasurement each reporting period, and 110,666 shares granted to employees of the Company with a grant date fair value of \$0.8 million. Expense is recognized ratably over the vesting period in the Company's Consolidated Statements of Income in selling and administrative expense and employee compensation and benefits expense, respectively. During the three months ended June 30, 2014 and 2013, the Company recorded the ratable portion of the unvested restricted stock to employees as employee compensation and benefits for \$0.1 million, and for non-employees to selling and administrative expense for \$0.1 million. During the six months ended June 30, 2014 and 2013, the Company recorded the ratable portion of the unvested restricted stock to employees as employee compensation and benefits for \$0.1 million for both periods and for non-employees to selling and administrative expense for \$0.2 million and \$0.1 million, respectively.

Vesting is dependent on a service requirement. Dividends paid on restricted shares are recorded as dividends on shares of the Company's common stock whether or not they are vested. For accounting purposes, the Company measures the compensation costs for these shares as of the date of the grant, with subsequent remeasurement for any unvested shares granted to non-employees of the Company with such amounts expensed against earnings, at the grant date (for the portion that vest immediately) or ratably over the respective vesting periods.

Warrants

In connection with a debt restructuring with Wachovia Bank in 2009, the Company issued Wachovia 1.0 million warrants at an average strike price of \$4.00 and an expiration date in July 2015. In July 2014, all of the warrants were acquired and canceled by the Company in return for the payment of \$2.6 million, which reflects a 5% discount to the closing price of the Company's common stock of \$6.95 on June 30, 2014.

Accumulated Other Comprehensive Loss

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At June 30, 2014, accumulated other comprehensive loss was \$20.2 million and consisted of \$20.9 million of net unrealized losses on derivatives designated as cash flow hedges and a \$0.6 million unrealized gain related to available-for-sale securities. At December 31, 2013, accumulated other comprehensive loss was \$25.2 million and consisted of \$26.3 million of net unrealized losses on derivatives designated as cash flow hedges and a \$1.1 million unrealized gain related to available-for-sale securities.

Table of Contents**ARBOR REALTY TRUST, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****June 30, 2014**

Reclassifications out of accumulated other comprehensive loss for the six months ended June 30, 2014 and 2013 were as follows:

	Six Months Ended			
	June 30,			
	2014		2013	Statement of Income Caption
Net realized losses on derivatives designated as cash flow hedges:				
Interest Rate Swaps	\$ (6,555,041)	\$	(7,012,650)	Interest expense (1)
Net realized gain on sale of available-for-sale investments:				
RMBS investment	\$ 431,476	\$	100,000	Other income (2)

(1) See Note 8 Derivative Financial Instruments for additional details.

(2) See Note 4 Securities for additional details.

Noncontrolling Interest

The Company had a noncontrolling interest representing a third party's one third interest in the equity of a consolidated subsidiary that owns an investment that carried a note payable related to the exchange of a profits interest transaction. In the fourth quarter of 2013, the entity's operating agreement was amended to provide joint control to the members of the entity, and therefore, the entity was deconsolidated. Upon completion of this transaction, the Company deconsolidated the entity and noncontrolling interest was reduced to zero. For the three and six months ended June 30, 2013, the Company recorded income of \$0.1 million as well as distributions of \$0.1 million attributable to the noncontrolling interest.

Note 13 Earnings Per Share

Basic earnings per share (EPS) is calculated by dividing net income attributable to Arbor Realty Trust, Inc. by the weighted average number of shares of common stock outstanding during each period inclusive of unvested restricted stock with full dividend participation rights. Diluted EPS is calculated by dividing net income by the weighted average number of shares of common stock outstanding plus the additional dilutive effect of common stock equivalents during each period using the treasury stock method. The Company's common stock equivalents include the dilutive effect of warrants outstanding.

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The following is a reconciliation of the numerator and denominator of the basic and diluted EPS computations for the three months ended June 30, 2014 and 2013.

	Three Months Ended			
	June 30, 2014		June 30, 2013	
	Basic	Diluted	Basic	Diluted
Net income attributable to Arbor Realty Trust, Inc. common stockholders (1)	\$ 11,466,057	\$ 11,466,057	\$ 2,995,866	\$ 2,995,866
Weighted average number of common shares outstanding	50,267,462	50,267,462	43,113,898	43,113,898
Dilutive effect of warrants (2)		434,280		441,597
Weighted average number of common shares outstanding	50,267,462	50,701,742	43,113,898	43,555,495
Net income attributable to Arbor Realty Trust, Inc. per common share (1)	\$ 0.23	\$ 0.23	\$ 0.07	\$ 0.07

Table of Contents**ARBOR REALTY TRUST, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****June 30, 2014**

-
- (1) Net of noncontrolling interest and preferred stock dividends.
- (2) In July 2014, all of the warrants were acquired and canceled by the Company. See Note 12 Equity for further details.

The following is a reconciliation of the numerator and denominator of the basic and diluted EPS computations for the six months ended June 30, 2014 and 2013.

	Six Months Ended June 30, 2014		Six Months Ended June 30, 2013	
	Basic	Diluted	Basic	Diluted
Net income attributable to Arbor Realty Trust, Inc. common stockholders (1)	\$ 17,340,818	\$ 17,340,818	\$ 9,636,105	\$ 9,636,105
Weighted average number of common shares outstanding	49,804,457	49,804,457	38,468,718	38,468,718
Dilutive effect of warrants (2)		425,442		453,116
Weighted average number of common shares outstanding	49,804,457	50,229,899	38,468,718	38,921,834
Net income attributable to Arbor Realty Trust, Inc. per common share (1)	\$ 0.35	\$ 0.35	\$ 0.25	\$ 0.25

-
- (1) Net of noncontrolling interest and preferred stock dividends.
- (2) In July 2014, all of the warrants were acquired and canceled by the Company. See Note 12 Equity for further details.

Note 14 Agreements and Transactions with Related Parties*Management Agreement*

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The Company, ARLP and Arbor Realty SR, Inc. have a management agreement with ACM, pursuant to which ACM provides certain services and the Company pays ACM a base management fee and under certain circumstances, an annual incentive fee.

The base management fee is an arrangement whereby the Company reimburses ACM for its actual costs incurred in managing the Company's business based on the parties' agreement in advance on an annual budget with subsequent quarterly true-ups to actual costs. All origination fees on investments are retained by the Company.

The incentive fee is measured on an annual basis and is calculated as (1) 25% of the amount by which (a) the Company's funds from operations per share, adjusted for certain gains and losses including gains from the retirement and restructuring of debt and 60% of any loan loss reserve recoveries (spread over a three year period), exceeds (b) the product of (x) 9.5% per annum or the Ten Year U.S. Treasury Rate plus 3.5%, whichever is greater, and (y) the greater of \$10.00 or the weighted average of book value of the net assets contributed by ACM to ARLP per ARLP partnership unit, the offering price per share of the Company's common equity in the private offering on July 1, 2003 and subsequent offerings and the issue price per ARLP partnership unit for subsequent contributions to ARLP, multiplied by (2) the weighted average of the Company's outstanding shares.

The minimum return, or incentive fee hurdle to be reached before an incentive fee is earned, is a percentage applied on a per share basis to the greater of \$10.00 or the average gross proceeds per share. In addition, 60% of any loan loss and other reserve recoveries are eligible to be included in the incentive fee calculation, which recoveries are spread over a three year period.

The management agreement also allows the Company to consider, from time to time, the payment of additional success-based fees to ACM for accomplishing certain specified corporate objectives; has a termination fee of \$10.0 million; and is renewable automatically for successive one-year terms, unless terminated with six months prior written notice. If the Company terminates or elects not to renew the management agreement without cause, it is required to pay the termination fee of \$10.0 million.

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The following table sets forth the Company's base management fees and incentive fees for the periods indicated:

Management Fees:	Three Months Ended		Six Months Ended	
	2014	June 30, 2013	2014	June 30, 2013
Base	\$ 2,500,000	\$ 2,800,000	\$ 4,950,000	\$ 5,600,000
Incentive				
Total management fee	\$ 2,500,000	\$ 2,800,000	\$ 4,950,000	\$ 5,600,000

(1) Included in base management fees at June 30, 2014 and 2013, was \$1.7 million and \$1.3 million, respectively, that was included in due to related party.

Beginning January 1, 2014, the Company directly compensates its chief executive officer \$1.0 million in annual base compensation as an employee. As such, this compensation will be recorded as employee compensation and benefits, which was previously recorded as part of the base management fee prior to 2014. For the three and six months ended June 30, 2014 and 2013, no success-based payments were made.

In 2007, ACM received an incentive fee installment totaling \$19.0 million which was recorded as a prepaid management fee related to the incentive fee on \$77.1 million of deferred revenue recognized on the transfer of control of the 450 West 33rd Street property, which is one of the Company's equity affiliates. The \$77.1 million gain was deferred as a result of guarantying a portion of the property's indebtedness. In July 2014, the existing debt on the property was refinanced and the Company's portion of the guarantee was terminated, resulting in the recognition of the deferred gain and \$19.0 million prepaid incentive management fee.

Other Related Party Transactions

Due from related party was approximately \$0.4 million and \$0.1 million at June 30, 2014 and December 31, 2013, respectively, and consisted primarily of escrows held by ACM and its affiliates related to real estate transactions.

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Due to related party was \$1.7 million at June 30, 2014 and consisted primarily of base management fees due to ACM, of which \$0.7 million will be remitted by the Company in the following quarter. At December 31, 2013, due to related party was \$2.8 million and consisted primarily of base management fees due to ACM that were remitted by the Company in the following quarter.

In March 2014, the Company originated a bridge loan to a third party borrower for a portfolio of properties with an unpaid principal balance of \$70.1 million, of which, \$15.0 million was financed with junior loan participations to ACM. The loan has a weighted average interest rate of 6.38% and a maturity date of March 2016. In May 2014, the junior loan participations to ACM were paid off. The participations had a weighted average interest rate of 7.20% and a maturity date of March 2016. Interest income recorded from this loan totaled approximately \$1.2 million and \$1.4 million for the three and six months ended June 30, 2014, respectively.

The Company had two loans totaling \$22.4 million, which were secured by a property purchased in 2011 by a third party borrower from ACM. In the first quarter 2014, ACM purchased the property from the prior borrower subject to the Company's loans. In connection with this purchase, ACM paid down the loans by \$2.3 million and the Company restructured its remaining debt outstanding into a first mortgage of \$14.6 million with a maturity date of March 2015 and a second mortgage of \$5.1 million with a maturity date of April 2015, both with an interest rate of LIBOR plus 4.80%. Interest income recorded from these loans totaled approximately \$0.2 million and \$0.4 million for the three months ended June 30, 2014 and 2013, respectively, and approximately \$0.6 million and \$0.7 million for the six months ended June 30, 2014 and 2013, respectively.

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ARBOR REALTY TRUST, INC. AND SUBSIDIARIES

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In October 2013, the Company purchased, at par, a \$3.0 million mezzanine loan from ACM who originated the loan in September 2013 to a third party entity. The loan has a fixed interest rate of 13.00% and a maturity date of October 2018. Interest income recorded from this loan was approximately \$0.1 million and \$0.2 million for the three and six months ended June 30, 2014, respectively.

In June 2013, the Company's board of directors formed a Special Committee consisting of independent directors in connection with the exploration and evaluation of a potential transaction with the Company's manager involving the acquisition of the manager's Fannie Mae, DUS, FHA and CMBS platforms, as well as the internalization of the management of its current business. There were preliminary discussions between the Special Committee and representatives of the Company's manager regarding a potential transaction during the second and third quarter of 2013. In connection therewith, the Special Committee engaged legal, financial and accounting advisors resulting in approximately \$1.4 million of advisory fees for the year ended December 31, 2013. In late June of 2014, preliminary discussions regarding a possible transaction resumed but the Company cannot provide any assurance whether any transaction between the Company and its manager will occur, or if a transaction did occur, any information on the timing, terms or form of any such transaction, including the amount or type of consideration (including the issuance of common stock) or related financing. No advisory fees or other related fees were incurred during the six months ended June 30, 2014.

In April 2013, the Company originated six bridge loans totaling \$53.0 million for a portfolio of multifamily properties owned by a consortium of investors including Mr. Ivan Kaufman and his affiliates and Mr. Fred Weber, the Company's executive vice president of structured finance, who together own an interest of approximately 19% in the borrowing entity. The loans had an interest rate of one-month LIBOR plus 7.25% and a maturity date of April 2015, which were paid off in the fourth quarter of 2013. In November 2013, the Company originated a new bridge loan for \$2.0 million with an interest rate of one-month LIBOR plus 5.50%, which was paid off in the second quarter of 2014. Interest income recorded from these loans totaled approximately \$0.1 million for both the three and six months ended June 30, 2014, and approximately \$1.0 million for both the three and six months ended June 30, 2013.

In April 2013, the Company also purchased, at par, a \$6.4 million bridge loan from ACM who originated the loan in March 2013 to a third party entity that acquired the property from an entity owned by Mr. Ivan Kaufman and his affiliates and Mr. Fred Weber, who together also provided a \$1.1 million preferred equity contribution to the overall transaction. Mr. Ivan Kaufman also provided a \$1.0 million personal guaranty on the bridge loan. The bridge loan bore interest at a rate of one-month LIBOR plus 5.00% for the first year then one-month LIBOR plus 6.00% thereafter and had a maturity date of March 2015 with three one year extension options, and was paid off in the second quarter of 2014. Interest income recorded from this loan totaled approximately \$0.1 million for both the three months ended June 30, 2014 and 2013, and approximately \$0.2 million and \$0.1 million for the six months ended June 30, 2014 and 2013, respectively.

In January 2013, the Company originated a \$7.5 million bridge loan for a multifamily property in Charlotte, North Carolina. William C. Green, who serves on the Company's Board of Directors, holds a 6.6% partnership interest in the borrowing entity and is the chief financial officer of an affiliated entity that is a partner in, and the management company for, the borrowing entity. Mr. Green also provided a \$0.4 million personal guaranty on the bridge loan. The loan bore interest at a rate of one-month LIBOR plus 6.00%, had a maturity date of January 2015, and was paid off in the second quarter of 2014. Interest income recorded from this loan totaled approximately \$0.1 million for both the three months ended June 30, 2014 and 2013 and approximately \$0.2 million for both the six months ended June 30, 2014 and 2013.

In December 2011, the Company completed a restructuring of a \$67.6 million preferred equity investment on the Lexford Portfolio (Lexford), which is a portfolio of multi-family assets. The Company, along with a consortium of independent outside investors, made an additional preferred equity investment of \$25.0 million in Lexford of which the Company held a \$10.5 million interest, and Mr. Fred Weber held a \$0.5 million interest, which was paid down to \$22.5 million in the third quarter of 2013, and then paid off in the fourth quarter of 2013. The original preferred equity investment now bears a fixed rate of interest of 2.36%, revised from an original rate of LIBOR plus 5.00% (the loan was paying a modified rate of LIBOR plus 1.65% at the time of the new investment). The original preferred equity investment matures in June 2020. Interest income recorded from the additional

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ARBOR REALTY TRUST, INC. AND SUBSIDIARIES

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preferred equity investment totaled approximately \$0.3 million and \$0.6 million for the three and six months ended June 30, 2013, respectively. The additional preferred equity investment had a fixed interest rate of 12% and a maturity date in June 2020. The Company, along with the same outside investors, also made a \$0.1 million equity investment into Lexford, of which the Company held a \$44,000 noncontrolling interest, and does not have the power to control the significant activities of the entity. During the fourth quarter of 2011, the Company recorded losses from the entity against the equity investment, reducing the balance to zero. The Company records this investment under the equity method of accounting. In addition, under the terms of the restructuring, Lexford's first mortgage lender required a change of property manager for the underlying assets. The new management company is an affiliate of Mr. Ivan Kaufman, the Company's chairman and chief executive officer, and has a contract with the new entity for 7.5 years and will be entitled to 4.75% of gross revenues of the underlying properties, along with the potential to share in the proceeds of a sale or refinancing of the debt should the management company remain engaged by the new entity at the time of such capital event. In the first quarter of 2012, Mr. Fred Weber invested \$250,000 in the new management company and currently owns a 23.5% ownership interest. Mr. Ivan Kaufman and his affiliates currently own a 53.9% ownership interest. The Company has provided limited (bad boy) guarantees for certain debt controlled by Lexford. The bad boy guarantees may become a liability for the Company upon standard bad acts such as fraud or a material misrepresentation by Lexford or the Company. At June 30, 2014, this debt had an aggregate outstanding balance of \$734.4 million and is scheduled to mature between 2017 and 2023.

Interest income recorded from loans originated in 2012 or prior years with the Company's affiliates totaled \$0.5 million and \$1.2 million for the three months ended June 30, 2014 and 2013, respectively, and \$1.1 million and \$2.5 million for the six months ended June 30, 2014 and 2013, respectively.

The Company is dependent upon its manager, ACM, with whom it has a conflict of interest, to provide services to the Company that are vital to its operations. The Company's chairman, chief executive officer and president, Mr. Ivan Kaufman, is also the chief executive officer and president of ACM, and, the Company's chief financial officer and treasurer, Mr. Paul Elenio, is the chief financial officer of ACM. In addition, Mr. Kaufman and his affiliated entities (the Kaufman Entities) together beneficially own approximately 92% of the outstanding membership interests of ACM and certain of the Company's employees and directors also hold an ownership interest in ACM. Furthermore, one of the Company's former directors is general counsel to ACM and another of the Company's directors also serves as the trustee of one of the Kaufman Entities that holds a majority of the outstanding membership interests in ACM and co-trustee of another Kaufman Entity that owns an equity interest in ACM. ACM currently holds approximately 5.3 million of the Company's common shares, representing approximately 11% of the voting power of the Company's outstanding stock as of June 30, 2014. The Company's Board of Directors approved a resolution under the Company's charter allowing Ivan Kaufman and ACM, (which Mr. Kaufman has a controlling equity interest in), to own more than the 5% ownership interest limit of the Company's common stock stated in the Company's charter as amended.

Note 15 Due to Borrowers

Due to borrowers represents borrowers' funds held by the Company to fund certain expenditures or to be released at the Company's discretion upon the occurrence of certain pre-specified events, and to serve as additional collateral for borrowers' loans. While retained, these balances earn interest in accordance with the specific loan terms they are associated with.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with the unaudited consolidated interim financial statements, and related notes and the section entitled "Cautionary Statements" included herein.

Overview

We invest in multi-family and commercial real estate-related bridge loans, junior participating interests in first mortgages, mezzanine loans, preferred and direct equity and, in limited cases, discounted mortgage notes and other real estate-related assets, which we refer to collectively as structured finance investments. We are organized and conduct our operations to qualify as a REIT and to comply with the provisions of the Internal Revenue Code. A REIT is generally not subject to federal income tax on its REIT taxable income that is distributed to its stockholders, provided that at least 90% of its REIT taxable income is distributed and provided that certain other requirements are met. We have also invested in mortgage-related securities. We conduct substantially all of our operations through our operating partnership and its wholly-owned subsidiaries.

Our operating performance is primarily driven by the following factors:

- *Net interest income earned on our investments* Net interest income represents the amount by which the interest income earned on our assets exceeds the interest expense incurred on our borrowings. If the yield earned on our assets decreases or the cost of borrowings increases, this will have a negative impact on earnings. However, if the yield earned on our assets increases or the cost of borrowings decreases, this will have a positive impact on earnings. Net interest income is also directly impacted by the size and performance of our asset portfolio.
- *Credit quality of our assets* Effective asset and portfolio management is essential to maximize the performance and value of a real estate/mortgage investment. Maintaining the credit quality of our loans and investments is of critical importance. Loans that do not perform in accordance with their terms may have a negative impact on earnings and liquidity.
- *Cost control* We seek to minimize our operating costs, which consist primarily of employee compensation and related costs, management fees and other general and administrative expenses. If there are increases in foreclosures and non-performing loans and investments, certain of these expenses, particularly employee compensation expenses and asset management related expenses, may increase.

Recent Developments

Loan and Investment Activity We originated 21 loans totaling \$170.3 million with a weighted average interest rate of 7.75%. We received full satisfaction of 25 loans totaling \$239.9 million with a weighted average interest rate of 6.31% and a partial paydown of \$6.0 million on a bridge loan with an interest rate of 4.67%.

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We recorded \$4.8 million of cash recoveries of previously recorded loan loss reserves on two loans and recorded \$4.0 million of provision for loan loss on three additional loans resulting in net recoveries of \$0.9 million for the second quarter of 2014.

Capital Raising Activities In May 2014, we raised \$56.4 million through the issuance of 7.375% senior unsecured notes due in 2021.

Financing Activities In April 2014, we closed our third CLO totaling approximately \$375.0 million of real estate related assets and cash. We issued \$281.3 million of investment grade notes in this CLO. In addition, we increased the capacity on two financing facilities by an aggregate of \$40.0 million.

We used a portion of the funds raised in the senior unsecured notes offering and CLO issuance to substantially pay down three of our credit facilities and to fully pay off two facilities totaling \$53.0 million.

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Sale of Equity Investment Interest In May 2014, our interest in two commercial properties accounted for as an investment in equity affiliates was sold. In connection with this transaction, we received \$7.9 million in cash and recorded a gain on sale of equity interest of \$7.9 million.

Subsequent Events In July 2014, we recognized a net GAAP gain of approximately \$58.1 million as a result of our debt guarantee on the 450 West 33rd Street property being terminated in connection with a refinancing of the existing debt on this property, which will have a significant positive impact on our GAAP book value in the third quarter of 2014. See Note 5 of the Notes to the Consolidated Financial Statements set forth in Item 1 hereof for a further description of this transaction. Additionally, in July 2014, we purchased 1,000,000 outstanding warrants for \$2.6 million.

Current Market Conditions, Risks and Recent Trends

Our ability to execute our business strategy, particularly the growth of our portfolio of loans and investments, is dependent on many factors, including our ability to access capital and financing on favorable terms. Although economic and market conditions in the United States have generally improved over the past several years, the overall market recovery remains uncertain. The impact of the previous economic downturn had a significant negative impact and may continue to affect both us and our borrowers. Weak economic conditions may limit our options for raising capital and obtaining financing on favorable terms and may also adversely impact the creditworthiness of our borrowers which could result in their inability to repay their loans.

The capital markets began to substantially open up in 2012 and access to the equity and debt markets continued to improve through the second quarter of 2014. We rely on these markets to generate capital for financing the growth of our business. During the six months ended June 30, 2014, we raised \$56.4 million through a senior unsecured note offering, \$21.6 million through a preferred stock offering and \$6.5 million through an ATM offering. While there can be no assurance that we will continue to have access to the equity and debt markets, we will continue to pursue these and other available market opportunities as means to increase our liquidity and capital base. If we were to experience another prolonged downturn in the stock or credit markets, it could cause us to seek alternative sources of potentially less attractive financing, and may require us to adjust our business plan accordingly.

The commercial real estate markets continue to improve, but uncertainty remains as a result of global market instability, the current political climate and other matters and their potential impact on the United States economy. If real estate values decline again, it may limit our new mortgage loan originations since borrowers often use increases in the value of their existing properties to support the purchase or investment in additional properties. Declining real estate values may also significantly increase the likelihood that we will incur losses on our loans in the event of default because the value of our collateral may be insufficient to cover our cost on the loan. Any sustained period of increased payment delinquencies, foreclosures or losses could adversely affect both our net interest income from loans as well as our ability to originate, sell and securitize loans, which would significantly impact our revenues, results of operations, financial condition, business prospects and our ability to make distributions to our stockholders.

During the first and second quarters of 2014 we recorded \$1.0 million and \$4.0 million, respectively, of new provision for loan losses due to declining collateral values and recorded net recoveries of reserves of \$0.9 million and \$4.8 million, respectively. During fiscal year 2013, we recorded \$6.5 million of new provisions for loan losses, due to declining collateral values, and \$2.2 million in net recoveries of reserves. In addition, during the first quarter of 2014 and the fourth quarter of 2013 we recorded impairment losses on a real estate owned asset of \$0.3 million and \$1.0 million, respectively. We have made, and continue to make modifications and extensions to loans when it is economically feasible to do so. In some cases, a modification is a more viable alternative to foreclosure proceedings when a borrower cannot comply with loan terms. In doing so, lower borrower interest rates, combined with non-performing loans, would lower our net interest margins when

comparing interest income to our costs of financing. However, since 2013, the level of modifications and extensions have declined and repayments of loans increased as borrowers access to financing improved. If trends were to deteriorate and another prolonged economic downturn were to occur, we believe there could be additional loan modifications and delinquencies, which may result in reduced net interest margins and additional losses throughout our sector.

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Refer to our Annual Report on Form 10-K for the year ended December 31, 2013 for additional risk factors.

Primary Sources of Operating Revenues

We derive our operating revenues primarily through interest received from making real estate-related bridge, mezzanine and junior participation loans and preferred equity investments. For the three and six months ended June 30, 2014, interest income earned on these loans and investments represented 74% and 72% of our total revenues, respectively. For the three and six months ended June 30, 2013, interest income earned on these loans and investments represented 72% and 69% of our total revenues, respectively.

Property operating income is derived from our hotel and multifamily real estate owned assets. For the three and six months ended June 30, 2014, property operating income represented 26% of our total revenues. For the three and six months ended June 30, 2013, property operating income represented 25% and 26% of our total revenues, respectively. The operation of a portfolio of hotel properties that we own is seasonal with the majority of revenues earned in the first two quarters of the calendar year.

Changes in Financial Condition

Assets Comparison of balances at June 30, 2014 to December 31, 2013:

Our loan and investment portfolio balance, including our available-for-sale securities, was \$1.64 billion and \$1.67 billion at June 30, 2014 and December 31, 2013, respectively, with a weighted average current interest pay rate of 5.25% and 5.21%, respectively. Including certain fees and costs associated with the loan and investment portfolio, the weighted average current interest rate was 5.93% and 5.69%, respectively. Advances on our financing facilities totaled \$1.22 billion and \$1.19 billion at June 30, 2014 and December 31, 2013, respectively, with a weighted average funding cost of 3.38% and 3.03%, respectively, which excludes changes in the market value of certain interest rate swaps and financing costs. Including the financing costs, the weighted average funding rate was 3.75% and 3.34%, respectively.

Cash and cash equivalents decreased \$12.6 million primarily due to funding new loan originations and investments and payment of distributions to our stockholders. A substantial portion of the funds used to originate new loans and investments were derived from proceeds from our debt and equity offerings in 2014 and from loan payoffs and net interest earned from our investments.

Restricted cash increased \$101.8 million primarily due to the timing of loan payoffs received in our CDOs net of principal repayments to bondholders, as well as issuance proceeds available from our third CLO which was subsequently used to purchase underlying assets in July 2014. Our CLOs may hold restricted cash to purchase underlying assets. Restricted cash is kept on deposit with the trustees for our CDOs, all three of which have reached their respective replenishment dates, and primarily represents proceeds received from loan payoffs and paydowns but have not yet been disbursed as principal repayments to the CDO bondholders, as well as unfunded loan commitments and interest payments received from loans.

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Loans and investments decreased \$72.2 million during the three months ended June 30, 2014. Second quarter 2014 loan and investment activity was comprised of:

- Originated 21 loans totaling \$170.3 million with a weighted average interest rate of 7.75%.
- Received full satisfaction of 25 loans totaling \$239.9 million that had a weighted average interest rate of 6.31%.
- Received a partial paydown of \$6.0 million on a bridge loan with an interest rate of 4.67%.
- Extended ten loans totaling \$109.6 million.

Loans and investments decreased \$21.1 million during the six months ended June 30, 2014. Year-to-date 2014 loan and investment activity was comprised of:

- Originated 39 loans totaling \$445.2 million with a weighted average interest rate of 7.20%.

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- Received full satisfaction of 37 loans totaling \$464.4 million that had a weighted average interest rate of 6.23%.
- Received partial paydowns on two loans totaling \$8.3 million that had a weighted average interest rate of 5.72%.
- Extended 17 loans totaling \$144.8 million.

Our allowance for loan losses was \$115.1 million at June 30, 2014, a decrease of \$7.2 million from December 31, 2013. The allowance for loan losses was reduced as a result of charge-offs recorded to our allowance totaling \$6.5 million and recoveries received totaling \$5.7 million, that were partially offset by an increase to the provision for loan losses of \$5.0 million.

Available-for-sale securities decreased \$34.5 million primarily due to the sale of \$33.4 million of available-for-sale RMBS securities for \$33.9 million.

Real estate owned assets In the second quarter of 2014, we reclassified a property in our Multifamily Portfolio from held-for-sale to real estate owned due to a potential sale not being completed. This resulted in an increase to the real estate owned, net balance and a corresponding decrease in the real estate held-for-sale, net balance. Additionally, there was a similar impact to our mortgage note payable real estate owned and mortgage note payable real estate held-for-sale balances.

Liabilities Comparison of balances at June 30, 2014 to December 31, 2013:

Credit facilities and repurchase agreements decreased \$136.9 million primarily due to a decrease of outstanding amounts on credit facilities as a result of pay downs / payoffs with proceeds from the completion of our third CLO and debt offering in the second quarter, as well as the payoff of our repurchase agreements due to the sale of the related available-for-sale securities.

Collateralized debt obligations decreased \$206.3 million primarily due to proceeds received from CDO loan runoff used to repay CDO bond investors.

Collateralized loan obligation increased \$281.3 million due to the completion of our third CLO in the second quarter of 2014. See Sources of Liquidity CLO below.

In May 2014, we issued \$58.6 million aggregate principal amount of 7.375% senior unsecured notes due in 2021 in an underwritten public offering, generating net proceeds of approximately \$52.9 million after deducting the underwriting discount and other offering expenses. Also in May 2014, the underwriters exercised a portion of their over-allotment option providing additional net proceeds of \$3.5 million. We used the net proceeds from this offering to make investments, to repurchase or pay liabilities and for general corporate purposes.

Equity

In February 2014, we completed an underwritten public offering of 900,000 shares of 8.50% Series C cumulative redeemable preferred stock with a liquidation preference of \$25.00 per share, generating net proceeds of approximately \$21.6 million after deducting the underwriting discount and other offering expenses.

In February 2014, we entered into an ATM equity offering sales agreement with JMP whereby, in accordance with the terms of the agreement, from time to time we may issue and sell through JMP up to 7,500,000 shares of our common stock. Sales of the shares are made by means of ordinary brokers' transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. As of June 30, 2014, we sold 1,000,000 shares for net proceeds of \$6.5 million.

We used the net proceeds from these offerings to make investments, to repurchase or pay liabilities and for general corporate purposes.

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In May 2014, we issued 278,000 shares of restricted common stock under the 2014 Stock Incentive Plan (the Plan) to certain employees of ours and ACM and recorded \$0.3 million to employee compensation and benefits and \$0.3 million to selling and administrative expense in our Consolidated Statements of Operations in the second quarter of 2014. One third of the shares vested as of the date of grant, one third will vest in May 2015, and the remaining third will vest in May 2016. Also in May 2014, we issued 63,000 shares of fully vested common stock to the independent members of the Board of Directors under the Plan and recorded \$0.4 million to selling and administrative expense.

As of August 1, 2014, we have \$369.6 million available under our \$500.0 million shelf registration statement that was declared effective by the SEC in August 2013.

The following table presents dividends declared (on a per share basis) for the six months ended June 30, 2014:

Common Stock		Preferred Stock			
Declaration Date	Dividend	Declaration Date	Series A	Dividend (1) Series B	Series C
February 12, 2014	\$ 0.13	February 3, 2014	\$ 0.515625	\$ 0.484375	N/A
April 29, 2014	\$ 0.13	April 29, 2014	\$ 0.515625	\$ 0.484375	\$ 0.5549

(1) The dividend declared on February 3, 2014 for the Series A and B preferred stock was for the period December 1, 2013 through February 28, 2014. The dividend declared on April 29, 2014 for the Series A, B and C preferred stock was for the period March 1, 2014 through May 31, 2014.

On July 30, 2014, the Board of Directors declared the following cash dividends:

Common Stock A cash dividend of \$0.13 per share of common stock. The dividend is payable on September 2, 2014 to common stockholders of record as the close of business on August 15, 2014.

Preferred Stock A cash dividend of \$0.515625 per share of 8.25% Series A cumulative redeemable preferred stock; a cash dividend of \$0.484375 per share of 7.75% Series B cumulative redeemable preferred stock; and a cash dividend of \$0.53125 per share of 8.50% Series C cumulative redeemable preferred stock. These amounts reflect dividends from June 1, 2014 through August 31, 2014 and are payable on September 2, 2014 to preferred stockholders of record on August 15, 2014.

Table of Contents**Comparison of Results of Operations for the Three Months Ended June 30, 2014 and 2013**

The following table sets forth our results of operations for the three months ended June 30, 2014 and 2013:

	Three Months Ended June 30, (Unaudited)		Increase/(Decrease)	
	2014	2013	Amount	Percent
Interest income	\$ 25,492,429	\$ 24,329,116	\$ 1,163,313	5%
Interest expense	11,222,597	10,333,073	889,524	9%
Net interest income	14,269,832	13,996,043	273,789	2%
Other revenue:				
Property operating income	9,001,383	8,231,822	769,561	9%
Other income, net	150,187	605,317	(455,130)	(75)%
Total other revenue	9,151,570	8,837,139	314,431	4%
Other expenses:				
Employee compensation and benefits	3,552,548	2,968,678	583,870	20%
Selling and administrative	3,194,845	2,969,733	225,112	8%
Property operating expenses	7,423,080	7,161,334	261,746	4%
Depreciation and amortization	2,158,353	1,827,595	330,758	18%
Provision for loan losses (net of recoveries)	(870,187)	821,722	(1,691,909)	nm
Management fee related party	2,500,000	2,800,000	(300,000)	(11)%
Total other expenses	17,958,639	18,549,062	(590,423)	(3)%
Income before gain on sale of equity interest and income (loss) from equity affiliates	5,462,763	4,284,120	1,178,643	28%
Gain on sale of equity interest	7,851,266		7,851,266	100%
Income (loss) from equity affiliates	40,493	(81,804)	122,297	nm
Net income	13,354,522	4,202,316	9,152,206	nm
Preferred stock dividends	1,888,465	1,152,617	735,848	64%
Net income attributable to noncontrolling interest		53,833	(53,833)	(100)%
Net income attributable to Arbor Realty Trust, Inc. common stockholders	\$ 11,466,057	\$ 2,995,866	\$ 8,470,191	nm

nm not meaningful

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The following table presents the average balance of interest-earning assets and related interest-bearing liabilities, associated interest income and expense and the corresponding weighted average yields (dollars in thousands):

	Average Carrying Value (1)	2014 Interest Income/ Expense	Three Months Ended June 30,		2013 Interest Income/ Expense	W/A Yield/ Financing Cost (2)
			W/A Yield/ Financing Cost (2)	Average Carrying Value (1)		
<i>Interest-earning assets:</i>						
Bridge loans	\$ 1,190,081	\$ 18,577	6.26%	\$ 1,197,509	\$ 16,664	5.58%
Mezzanine / junior participation loans	334,086	4,952	5.95%	358,902	4,566	5.10%
Preferred equity investments	112,361	1,876	6.70%	102,105	1,747	6.86%
Securities	2,100	6	1.15%	64,567	623	3.87%
Other investments				55,987	665	4.76%
Core interest-earning assets	1,638,628	25,411	6.22%	1,779,070	24,265	5.47%
Cash equivalents	188,926	81	0.17%	75,875	64	0.34%
Total interest-earning assets	\$ 1,827,554	25,492	5.59%	\$ 1,854,945	24,329	5.26%
<i>Interest-bearing liabilities:</i>						
Warehouse lines	\$ 85,369	807	3.79%	\$ 32,139	361	4.51%
CDO	434,305	4,307	3.98%	741,460	5,312	2.87%
CLO	462,302	3,684	3.20%	264,500	2,270	3.44%
Trust preferred	175,858	1,393	3.18%	175,858	1,458	3.33%
Unsecured debt	39,890	899	9.04%	6,826	231	13.57%
Other non-recourse	8,268	133	6.45%	51,548	503	3.91%
Securities financing				43,094	198	1.84%
Total interest-bearing liabilities	\$ 1,205,992	11,223	3.73%	\$ 1,315,425	10,333	3.15%
Net interest income		\$ 14,269			\$ 13,996	

(1) Based on unpaid principal balance for loans, amortized cost for securities and principal amount for debt.

(2) Weighted average yield calculated based on annualized interest income or expense divided by average carrying value.

Net Interest Income

Interest income increased \$1.2 million, or 5%, for the three months ended June 30, 2014 as compared to the same period in 2013. This increase was primarily due to a 14% increase in the average yield on core interest-earning assets from 5.47% for the three months ended June 30, 2013 to 6.22% for the three months ended June 30, 2014, due to higher interest rates on our net originations. The increase was net of a 8% decrease in our average core interest-earning assets from \$1.78 billion for the three months ended June 30, 2013 to \$1.64 billion for the three months ended June 30, 2014, primarily due to a reduction in securities and other investments, as well as payoffs of loans, net of originations.

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Interest expense increased \$0.9 million, or 9%, for the three months ended June 30, 2014 as compared to the same period in 2013. The increase was primarily due to an 18% increase in the average cost of these interest-bearing liabilities from 3.15% for the three months ended June 30, 2013 to 3.73% for the three months ended June 30, 2014, primarily due to the issuance of senior unsecured notes in May 2014, as well as an overall increase in our CDO debt cost as a result of runoff in these vehicles, the proceeds of which are used to paydown low cost debt within these CDO s. The increase was net of an 8% decrease in the average balance of our interest-bearing liabilities from \$1.32 billion for the three months ended

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June 30, 2013 to \$1.21 billion for the three months ended June 30, 2014. The decrease in the average balance was primarily due to a decrease in CDO debt due to runoff, net of an increase in our CLO debt and issuance of senior unsecured notes.

Other Revenue

Property operating results (income less expenses) are comprised of our Multifamily and Hotel Portfolios. Property operating results increased \$0.5 million, or 47%, for the three months ended June 30, 2014 as compared to the same period in 2013, primarily due to higher average daily room rates at our hotel properties, partially offset increased food, beverage and other operating costs at our hotel properties.

Other income, net decreased \$0.5 million, or 75%, for the three months ended June 30, 2014 as compared to the same period in 2013, primarily due to a decrease in net interest income from securities owned as a result of the sale of our RMBS securities.

Other Expenses

Employee compensation and benefits expense increased \$0.6 million, or 20%, for the three months ended June 30, 2014 as compared to the same period in 2013, primarily due to an increase of \$0.3 million in stock-based compensation due to a portion of restricted common stock granted to certain employees in the second quarter of 2014 that immediately vested on the grant date. Our CEO's base salary being directly compensated by us effective January 1, 2014, also contributed \$0.3 million of the increase.

Selling and administrative expense increased \$0.2 million, or 8%, for the three months ended June 30, 2014 as compared to the same period in 2013. These costs include, but are not limited to, professional and consulting fees, marketing costs, insurance expense, travel and placement fees, director's fees, licensing fees and stock-based compensation relating to our directors and certain employees of our manager. This increase was primarily due to a portion of restricted common stock granted to certain directors, and employees of our manager, in the second quarter of 2014 that immediately vested on the grant date.

Depreciation and amortization expense increased \$0.3 million, or 18%, for the three months ended June 30, 2014 as compared to the same period in 2013, primarily due to additional depreciation recognized in connection with the reclassification of a property in our Multifamily Portfolio from real estate held-for-sale to real estate owned.

Provision for loan losses (net of recoveries) totaled \$(0.9) million and \$0.8 million for the three months ended June 30, 2014 and 2013, respectively. At June 30, 2014, we performed an evaluation of our loan portfolio and determined that the fair value of the underlying collateral securing three impaired loans with an aggregate carrying value of \$153.7 million was less than the net carrying value of the loans, resulting in us recording an additional \$4.0 million provision for loan losses. We also recorded \$4.8 million of recoveries of previously recorded loan loss reserves in the second quarter of 2014, resulting in a net recovery position of \$(0.9) million for the three months ended June 30, 2014. At June 30, 2013, we determined that the fair value of the underlying collateral securing two impaired loans with an aggregate carrying value of \$12.9 million was less than the net carrying value of the loans, resulting in us recording an additional \$1.5 million provision for loan losses. We also recorded recoveries of \$0.7 million in the second quarter of 2013, netting the provision to \$0.8 million for the three months ended June 30,

2013.

Management fees decreased \$0.3 million, or 11%, for the three months ended June 30, 2014 as compared to the same period in 2013. These amounts represent compensation in the form of base management fees, on a cost reimbursement basis. The decrease is primarily due to recording a portion of the management fee as employee compensation and benefits in connection with our CEO's base salary being directly compensated by us effective January 1, 2014.

Gain on sale of equity interest

We recognized a gain on sale of equity interest of \$7.9 million in the second quarter of 2014 due to the sale of an interest in properties held by one of our equity affiliates. See Note 5 of the Notes to the Consolidated

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Financial Statements set forth in Item 1 hereof for a further description of this transaction. There was no such gain in the three months ended June 30, 2013.

Preferred Stock Dividends

Preferred stock dividends increased \$0.7 million, or 64%, for the three months ended June 30, 2014 as compared to the same period in 2013. Dividends on our 8.50% Series C preferred stock that were issued February 2014 contributed \$0.5 million of this increase while the full quarter impact in 2014 of dividends on our 7.75% Series B preferred stock that were issued in May 2013 contributed an additional \$0.2 million.

Comparison of Results of Operations for the Six Months Ended June 30, 2014 and 2013

The following table sets forth our results of operations for the six months ended June 30, 2014 and 2013:

	Six Months Ended June 30,		Increase/(Decrease)	
	2014 (Unaudited)	2013	Amount	Percent
Interest income	\$ 50,404,284	\$ 47,317,938	\$ 3,086,346	7%
Interest expense	21,813,975	20,975,317	838,658	4%
Net interest income	28,590,309	26,342,621	2,247,688	9%
Other revenue:				
Property operating income	18,259,471	17,127,256	1,132,215	7%
Other income, net	1,008,583	1,984,775	(976,192)	(49)%
Total other revenue	19,268,054	19,112,031	156,023	1%
Other expenses:				
Employee compensation and benefits	6,938,497	6,052,317	886,180	15%
Selling and administrative	5,177,064	5,159,016	18,048	nm
Property operating expenses	14,420,203	14,031,493	388,710	3%
Depreciation and amortization	3,970,036	3,459,726	510,310	15%
Impairment loss on real estate owned	250,000		250,000	100%
Provision for loan losses (net of recoveries)	(735,843)	3,321,877	(4,057,720)	nm
Management fee related party	4,950,000	5,600,000	(650,000)	(12)%
Total other expenses	34,969,957	37,624,429	(2,654,472)	(7)%
Income before gain on extinguishment of debt, gain on sale of equity interest and income (loss) from equity affiliates	12,888,406	7,830,223	5,058,183	65%
Gain on extinguishment of debt		3,763,000	(3,763,000)	(100)%
Gain on sale of equity interest	7,851,266		7,851,266	100%
Income (loss) from equity affiliates	80,541	(163,689)	244,230	nm
Net income	20,820,213	11,429,534	9,390,679	82%

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Preferred stock dividends	3,479,395	1,685,945	1,793,450	106%
Net income attributable to noncontrolling interest		107,484	(107,484)	(100)%
Net income attributable to Arbor Realty Trust, Inc. common stockholders	\$ 17,340,818	\$ 9,636,105	\$ 7,704,713	80%

nm not meaningful

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The following table presents the average balance of interest-earning assets and related interest-bearing liabilities, associated interest income and expense and the corresponding weighted average yields (dollars in thousands):

	Average Carrying Value (1)	2014 Interest Income/ Expense	Six Months Ended June 30,		2013 Interest Income/ Expense	W/A Yield/ Financing Cost (2)
			W/A Yield/ Financing Cost (2)	Average Carrying Value (1)		
<i>Interest-earning assets:</i>						
Bridge loans	\$ 1,166,057	\$ 36,696	6.35%	\$ 1,146,646	\$ 31,533	5.55%
Mezzanine / junior participation loans	341,883	9,551	5.63%	349,274	9,850	5.69%
Preferred equity investments	114,357	3,956	6.98%	97,796	3,117	6.43%
Securities	5,711	58	2.05%	65,745	1,364	4.18%
Other investments				55,989	1,329	4.79%
Core interest-earning assets	1,628,008	50,261	6.23%	1,715,450	47,193	5.55%
Cash equivalents	175,100	143	0.16%	87,351	125	0.29%
Total interest-earning assets	\$ 1,803,108	50,404	5.64%	\$ 1,802,801	47,318	5.29%
<i>Interest-bearing liabilities:</i>						
Warehouse lines	\$ 125,420	2,109	3.39%	\$ 28,240	941	6.72%
CDO	214,081	4,706	4.43%	702,825	9,975	2.86%
CLO	632,831	10,619	3.38%	285,949	5,212	3.68%
Trust preferred	175,858	2,785	3.19%	175,858	2,938	3.37%
Unsecured debt	30,000	1,376	9.25%	9,013	525	11.75%
Securities financing	2,391	22	1.86%	43,197	378	1.76%
Other non-recourse	6,475	197	6.13%	51,548	1,006	3.94%
Total interest-bearing liabilities	\$ 1,187,056	21,814	3.71%	\$ 1,296,630	20,975	3.26%
Net interest income		\$ 28,590			\$ 26,343	

(1) Based on unpaid principal balance for loans, amortized cost for securities and principal amount for debt.

(2) Weighted average yield calculated based on annualized interest income or expense divided by average carrying value.

Net Interest Income

Interest income increased \$3.1 million, or 7%, for the six months ended June 30, 2014 as compared to the same period in 2013. This increase was primarily due to a 12% increase in the average yield on core interest-earning assets from 5.55% for the six months ended June 30, 2013 to 6.23% for the six months ended June 30, 2014, due to higher interest rates on our net originations. The increase was net of a 5% decrease in our average core interest-earning assets from \$1.72 billion for the six months ended June 30, 2013 to \$1.63 billion for the six months ended June 30, 2014, due to a reduction in securities and other investments, as well as payoffs of loans, net of originations.

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Interest expense increased \$0.8 million, or 4%, for the six months ended June 30, 2014 as compared to the same period in 2013. The increase was primarily due to a 14% increase in the average cost of these interest-bearing liabilities from 3.26% for the six months ended June 30, 2013 to 3.71% for the six months ended June 30, 2014, primarily due to an overall increase in our CDO debt cost as a result of runoff in these vehicles, the proceeds of which are used to paydown low cost debt within these CDOs, as well as an increase in unsecured debt in the second quarter of 2014. The increase was net of an 8% decrease in the average balance of our interest-bearing liabilities from \$1.30 billion for the six months ended June 30, 2013 to \$1.19 billion for the six months ended June 30, 2014. The decrease in the average balance was primarily due to a decrease in CDO debt due to runoff and decreases in our

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securities and other non-recourse financing, partially offset by an increase in our CLO financing facilities and issuance of senior unsecured notes.

Other Revenue

Property operating results increased \$0.7 million, or 24%, for the six months ended June 30, 2014 as compared to the same period in 2013, primarily due to higher average daily room rates at our hotel properties, partially offset increased food, beverage and other operating costs at our hotel properties.

Other income, net decreased \$1.0 million, or 49%, for the six months ended June 30, 2014 as compared to the same period in 2013, primarily due to a \$0.6 million reduction in gain on sale of securities and a \$0.6 million reduction of miscellaneous asset management fees and recuperations on our loan and investment portfolio. During 2014, we recorded a \$0.5 million gain on the sale of RMBS investments held as available for sale compared to a \$1.1 million gain recorded in 2013 on the sale of a CDO bond.

Other Expenses

Employee compensation and benefits expense increased \$0.9 million, or 15%, for the six months ended June 30, 2014 as compared to the same period in 2013. An increase in staffing resulting from higher loan origination volume from 2013 to 2014 as well as our CEO's base salary being directly compensated by us effective January 1, 2014, contributed \$0.7 million of this increase. Also, there was an increase of \$0.2 million in stock-based compensation due to a portion of restricted common stock granted to certain employees in the second quarter of 2014 that immediately vested on the grant date.

Depreciation and amortization expense increased \$0.5 million, or 15%, for the six months ended June 30, 2014 as compared to the same period in 2013, primarily due to additional depreciation recognized in connection with the reclassification of a property in our Multifamily Portfolio from real estate held-for-sale to real estate owned as well as an increase in capital expenditures associated with two real estate owned investments.

Impairment loss on real estate owned of \$0.3 million for the six months ended June 30, 2014 resulted from our determination of impairment based on the analysis of one of the properties in our Multifamily Portfolio in the first quarter of 2014.

Provision for loan losses (net of recoveries) totaled \$(0.7) million and \$3.3 million for the six months ended June 30, 2014 and 2013, respectively. At June 30, 2014, we performed an evaluation of our loan portfolio and determined that the fair value of the underlying collateral securing four impaired loans with an aggregate carrying value of \$158.6 million was less than the net carrying value of the loans, resulting in us recording an additional \$5.0 million provision for loan losses. We also recorded \$5.7 million of recoveries of previously recorded loan loss reserves in the six months ended June 30, 2014, resulting in a net recovery position of \$(0.7) million for the six months ended June 30, 2014. At June 30, 2013, we determined that the fair value of the underlying collateral securing two impaired loans with an aggregate carrying value of \$26.6 million was less than the net carrying value of the loans, resulting in us recording an additional \$4.0 million provision for loan losses. We

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also recorded recoveries of \$0.7 million in the six months ended June 30, 2013, netting the provision to \$3.3 million for the six months ended June 30, 2013.

Management fees decreased \$0.7 million, or 12%, for the six months ended June 30, 2014 as compared to the same period in 2013. The decrease is primarily due to recording a portion of the management fee as employee compensation and benefits in connection with our CEO's base salary being directly compensated by us effective January 1, 2014.

Gain on Extinguishment of Debt

During the six months ended June 30, 2013, we purchased, at a discount, a \$7.1 million investment grade rated Class H note originally issued by our CDO III issuing entity from a third party investor and recorded a gain on early extinguishment of debt of \$3.8 million. There was no gain on extinguishment of debt during the six months ended June 30, 2014.

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Gain on sale of equity interest

We recognized a gain on sale of equity interest of \$7.9 million in the second quarter of 2014 due to the sale of an interest in properties held by one of our equity affiliates. There was no such gain in the six months ended June 30, 2013.

Preferred Stock Dividends

Preferred stock dividends increased \$1.8 million, or 106%, for the six months ended June 30, 2014 as compared to the same period in 2013. Dividends on our 8.50% Series C preferred stock that were issued February 2014 contributed \$0.5 million of this increase, while the full period impact of dividends on our 7.75% Series B preferred stock and our 8.25% Series A preferred stock that were issued during 2013 contributed an additional \$1.3 million.

Liquidity and Capital Resources

Sources of Liquidity

Liquidity is a measurement of the ability to meet potential cash requirements. Our short-term and long-term liquidity needs include ongoing commitments to repay borrowings, fund future loans and investments, fund additional cash collateral from potential declines in the value of a portion of our interest rate swaps, fund operating costs and distributions to our stockholders as well as other general business needs. Our primary sources of funds for liquidity consist of proceeds from equity and debt offerings, debt facilities and cash flows from our operations. Our equity sources, depending on market conditions, consist of proceeds from capital market transactions including the issuance of common, convertible and/or preferred equity securities. Our debt facilities include the issuance of floating rate notes resulting from our CDOs and CLOs, the issuance of senior unsecured notes and junior subordinated notes and borrowings under warehousing facilities. Net cash flows from operations include interest income from our loan and investment portfolio reduced by interest expense on our debt facilities, cash generated from our real estate operations, cash from other investments reduced by expenses, repayments of outstanding loans and investments and funds from junior loan participation arrangements.

We believe our existing sources of funds will be adequate for meeting our short-term and long-term liquidity needs. A majority of our loans and investments are financed under existing debt obligations and their credit status is continuously monitored; therefore, these loans and investments are expected to generate a generally stable return. Our ability to meet our long-term liquidity and capital resource requirements is subject to obtaining additional debt and equity financing. Any decision by our lenders and investors to enter into such transactions with us will depend upon a number of factors, such as our financial performance, compliance with the terms of our existing credit arrangements, industry or market trends, the general availability of and rates applicable to financing transactions, such lenders' and investors' resources and policies concerning the terms under which they make such capital commitments and the relative attractiveness of alternative investment or lending opportunities.

While we have been successful in obtaining proceeds from equity offerings, CLOs and certain financing facilities from 2012 to date, current conditions in the capital and credit markets have and may continue to make certain forms of financing less attractive and, in certain cases, less

available. Therefore we will continue to rely, in part, on cash flows provided by operating and investing activities for working capital.

To maintain our status as a REIT under the Internal Revenue Code, we must distribute annually at least 90% of our REIT taxable income. These distribution requirements limit our ability to retain earnings and thereby replenish or increase capital for operations. However, we believe that our capital resources and access to financing will provide us with financial flexibility and market responsiveness at levels sufficient to meet current and anticipated capital requirements.

Cash Flows

Our cash flows from operating activities increased by \$0.4 million for the six months ended June 30, 2014 compared to the same period in 2013 primarily due an increase in net income from operations.

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Cash provided by investing activities totaled \$62.4 million for the six months ended June 30, 2014 compared to cash flows used in investing activities of \$220.0 million for the comparable period in 2013, representing an increase of \$282.4 million. This impact was due to a \$404.4 million increase in payoffs and paydowns, \$31.8 million increase from the proceeds from the sale of available-for-sale securities and a \$29.0 million decrease in the purchase of investments, and is net of a \$170.7 million increase in the origination of loans and a \$23.9 million reduction of principal collections on securities.

Cash flows used in financing activities totaled \$88.5 million for the six months ended June 30, 2014 compared to cash provided by financing activities of \$228.4 million for the comparable period in 2013, representing a decline of \$316.9 million. This impact was due to an increase in the repayment of credit facilities and repurchase agreements of \$181.4 million, payoffs and paydowns of our CDO vehicles increased by \$141.7 million, proceeds from our common and preferred stock offerings decreased by \$127.9 million, use of restricted cash increased by \$110.1 million, and dividends paid on our common and preferred stock increased by \$5.8 million. These decreases to cash flows from financing activities were partially offset by our third CLO closing in the second quarter of 2014 compared to our second CLO closing in the first quarter of 2013, resulting in an increase in proceeds of \$104.3 million, as well as the increase in proceeds from credit facilities and repurchase agreements of \$74.0 million and the issuance of senior debt of \$58.6 million.

Cash Flow From Operations

We continually monitor our cash position to determine the best use of funds to both maximize our return on funds and maintain an appropriate level of liquidity. Historically, in order to maximize the return on our funds, cash generated from operations has generally been used to temporarily pay down borrowings under credit facilities whose primary purpose is to fund our new loans and investments. Consequently, when making distributions in the past, we have borrowed the required funds by drawing on credit capacity available under our credit facilities. Since the terms of our short-term debt have changed due to market conditions, we may have to maintain adequate liquidity from operations to make any future distributions.

Debt Facilities

We maintain various forms of short-term and long-term financing arrangements. Borrowings underlying these arrangements are primarily secured by a significant amount of our loans and investments. The following is a summary of our debt facilities as of June 30, 2014:

Debt Facilities	June 30, 2014			
	Commitment	Debt Carrying Value	Available	Maturity Dates
Credit facilities	\$ 235,000,000	\$ 22,204,000	\$ 212,796,000	2015
Collateralized debt obligations (1)	433,297,191	433,297,191		2015
Collateralized loan obligations (1)	545,750,000	545,750,000		2016
Senior unsecured notes	58,637,625	58,637,625		2021
Junior subordinated notes (2)	159,557,894	159,557,894		2034 2037

Notes payable	2,498,542	2,498,542	2014	2018
	\$ 1,434,741,252	\$ 1,221,945,252	\$ 212,796,000	

(1) Maturity dates represent the weighted average remaining maturity based on the underlying collateral as of June 30, 2014.

(2) Represents a total face amount of \$175.9 million less a total deferred amount of \$16.3 million.

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These debt facilities are described in further detail in Note 7 of the Notes to the Consolidated Financial Statements set forth in Item 1 hereof. London inter-bank offered rate, or LIBOR, refers to one-month LIBOR unless specifically stated.

Credit Facilities

Warehouse Facilities. We utilize warehouse facilities to finance primarily first mortgage loans on multifamily properties. At June 30, 2014, we have three warehouse facilities with outstanding debt balances totaling \$22.2 million. Our warehouse facilities are described below.

In July 2011, we entered into a two year, \$50.0 million warehouse facility with a financial institution to finance first mortgage loans on multifamily properties. In 2013, we amended the facility increasing the committed amount to \$75.0 million, decreased the rate of interest from 275 basis points over LIBOR to 225 basis points over LIBOR, decreased certain commitment, warehousing and non-use fees and extended the maturity to April 2015. In March 2014, the facility's committed amount was increased to \$110.0 million, which included a temporary increase of \$10.0 million that was repaid in April 2014 as a part of the issuance of our third CLO, and requires a 0.13% commitment fee. The facility has a maximum advance rate of 75% and contains several restrictions including full repayment of an advance if a loan becomes 60 days past due, is in default or is written down by us. The facility has various financial covenants including a minimum liquidity requirement of \$20.0 million, minimum tangible net worth, which includes junior subordinated notes as equity of \$150.0 million, maximum total liabilities less subordinate debt of \$2.0 billion, as well as certain other debt service coverage ratios and debt to equity ratios. The facility has a compensating balance requirement of \$50.0 million to be maintained by us and our affiliates. At June 30, 2014, the outstanding balance of this facility was \$7.7 million.

In February 2013, we entered into a one year, \$50.0 million warehouse facility with a financial institution to finance first mortgage loans on multifamily properties. In April 2014, we amended the facility, increasing the committed amount to \$75.0 million. The facility bears interest at a rate of 225 basis points over LIBOR which was originally 250 basis points over LIBOR, upon closing, requires a 35 basis point commitment fee, which was originally 12.5 basis points, upon closing, matures in March 2015, has warehousing and non-use fees and allows for an original warehousing period of up to 24 months from the initial advance on an asset. The facility has a maximum advance rate of 75% and contains certain restrictions including partial prepayment of an advance if a loan becomes 90 days past due or in the process of foreclosure, subject to certain conditions. The facility has various financial covenants including a minimum liquidity requirement of \$20.0 million, minimum tangible net worth which includes junior subordinated notes as equity of \$150.0 million, maximum total liabilities less subordinate debt of \$2.0 billion, as well as certain other debt service coverage ratios and debt to equity ratios. At June 30, 2014, the outstanding balance of this facility was \$3.2 million.

In June 2013, we entered into a one year, \$40.0 million warehouse facility with a financial institution to finance first mortgage loans on multifamily properties, including a \$10.0 million sublimit to finance retail and office properties. In February 2014, we amended the facility, increasing the committed amount to \$45.0 million, and in April 2014 the committed amount was increased to \$60.0 million. The facility bears interest at a rate of 200 basis points over LIBOR, matures in April 2015, has warehousing fees and allows for an original warehousing period of up to 24 months from the initial advance on an asset. The facility has a maximum advance rate of 70% or 75%, depending on the property type, and contains certain restrictions including prepayment of an advance if a loan becomes 60 days past due or in the process of foreclosure, subject to certain conditions. The facility has various financial covenants including a minimum liquidity requirement of \$20.0 million, minimum tangible net worth of \$150.0 million, as well as a minimum debt service coverage ratio. At June 30, 2014, the outstanding balance of this facility was \$11.3 million.

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In April 2014, we repaid in full a \$33.0 million warehouse facility that was entered into with a financial institution to finance the first mortgage loan on a multifamily property. The facility bore interest at a rate of 250 basis points over LIBOR and required a 45 basis point commitment fee. We used a portion of the proceeds from the issuance of our third CLO to repay this facility.

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Line of Credit. In May 2014, we repaid in full a \$20.0 million committed revolving line of credit that was secured by a portion of the bonds originally issued by our CDO entities that have been repurchased by us. The facility bore interest at a fixed rate of 8.5% on any drawn portion of the facility and had an 8.5% non-use fee on the first \$5.0 million not borrowed and a 1% non-use fee on the remaining funds not borrowed. We used a portion of the proceeds from the issuance of senior unsecured notes to repay this facility.

Repurchase Agreements. We have utilized repurchase agreements to finance the purchase of RMBS investments, which were paid off in the first quarter of 2014.

CDOs

We completed the formation of three separate CDO entities since 2005 by issuing to third party investors, tranches of investment grade CDOs through newly-formed wholly-owned subsidiaries. The issuers hold assets, consisting primarily of real-estate related assets and cash, which serve as collateral for the CDOs. The assets pledged as collateral for the CDOs were contributed from our portfolio of assets. By contributing these real estate assets to the various CDOs, these transactions resulted in a decreased cost of funds relating to the corresponding CDO assets and created capacity in our debt facilities.

The CDOs could be replenished with substitute collateral for loans that are repaid during the first four years for CDO I and the first five years for CDO II and CDO III, subject to certain customary provisions. Thereafter, the outstanding debt balance is reduced as loans are repaid. All three CDOs have reached their respective replenishment dates and thus proceeds from the repayment of assets, which serve as collateral for the CDOs, must be retained in its structure as restricted cash and therefore is not available to fund current cash needs. Investor capital will be repaid quarterly from proceeds received from loan repayments held as collateral in accordance with the terms of the CDO. Proceeds distributed will be recorded as a reduction of the CDO liability. Our CDO vehicles are VIEs for which we are the primary beneficiary and are consolidated in our financial statements.

The following table outlines borrowings and the corresponding collateral under our CDOs as of June 30, 2014:

	Debt			Loans	Collateral	Cash	Collateral
	Face Value	Carrying Value	Unpaid Principal (1)		Carrying Value (1)	Restricted Cash (2)	At-Risk (3)
CDO I	\$ 94,838,436	\$ 100,377,879	\$ 249,426,103	\$	202,221,226	\$ 3,536,997	\$ 191,579,210
CDO II	122,560,961	128,251,555	290,183,711		239,777,624	201,116	123,050,208
CDO III	196,198,135	204,667,757	281,279,327		250,713,125	37,555,921	166,104,903
Total CDOs	\$ 413,597,532	\$ 433,297,191	\$ 820,889,141	\$	692,711,975	\$ 41,294,034	\$ 480,734,321

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CDO I Issued four investment grade tranches in January 2005 with a reinvestment period through April 2009 and a stated maturity date of February 2040. Interest is variable based on three-month LIBOR; the weighted average note rate was 3.11%.

CDO II Issued nine investment grade tranches in January 2006 with a reinvestment period through April 2011 and a stated maturity date of April 2038. Interest is variable based on three-month LIBOR; the weighted average note rate was 4.98%.

CDO III Issued ten investment grade tranches in December 2006 with a reinvestment period through January 2012 and a stated maturity date of January 2042. Interest is variable based on three-month LIBOR; the weighted average note rate was 0.84%.

(1) Amounts include loans to real estate assets consolidated by us that were reclassified to real estate owned and held-for-sale, net on the Consolidated Financial Statements.

(2) Represents restricted cash held for principal repayments in the CDOs. Does not include restricted cash related to interest payments, delayed fundings and expenses.

(3) Amounts represent the face value of collateral in default, as defined by the CDO indenture, as well as assets deemed to be credit risk. Credit risk assets are reported by each of the CDOs and are generally defined as one that, in the CDO collateral manager's reasonable business judgment, has a significant risk of declining in credit quality or, with a passage of time, becoming a defaulted asset.

At June 30, 2014 and December 31, 2013, the aggregate weighted average note rate for our CDOs, including the cost of interest rate swaps on assets financed in these facilities, was 2.59% and 2.18%, respectively.

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Excluding the effect of swaps, the weighted average note rate at June 30, 2014 and December 31, 2013 was 0.93% and 0.83%, respectively. Including certain fees and costs, the weighted average note rate was 4.25% and 3.26% at June 30, 2014 and December 31, 2013, respectively.

In the first quarter of 2013, we purchased, at a discount, a \$7.1 million investment grade rated Class H note originally issued by our CDO III issuing entity for a price of \$3.3 million from a third party investor and recorded a gain on extinguishment of debt of \$3.8 million in its 2013 Consolidated Statement of Operations.

In 2010, we re-issued our own CDO bonds we had acquired during 2009 with an aggregate face amount of \$42.8 million, as well as CDO bonds from other issuers acquired in 2008 with an aggregate face amount of \$25.0 million and a carrying value of \$0.4 million, and \$10.5 million in cash, as part of an exchange for the retirement of \$114.1 million of our junior subordinated notes. The transaction resulted in the recording of \$65.2 million of additional CDO debt, of which \$42.3 million represents the portion of our CDO bonds that were exchanged and \$22.9 million represents the estimated interest due on the reissued bonds through their maturity, of which \$19.7 million remains at June 30, 2014.

CLOs

The following table outlines borrowings and the corresponding collateral under our CLOs as of June 30, 2014:

	Debt		Loans	Collateral		
	Face Value	Carrying Value		Unpaid Principal	Carrying Value	Cash Restricted Cash (1)	Collateral At-Risk (2)
CLO I	\$ 87,500,000	\$ 87,500,000	\$ 98,529,510	\$ 98,208,684	\$ 26,557,140	\$
CLO II	177,000,000	177,000,000	226,441,942	225,321,876	33,196,179	
CLO III	281,250,000	281,250,000	332,434,800	330,513,427	42,065,200	
Total CLOs	\$ 545,750,000	\$ 545,750,000	\$ 657,406,252	\$ 654,043,987	\$ 101,818,519	\$

CLO I Issued two investment grade tranches in September 2012 with a replacement period through September 2014 and a stated maturity date of October 2022. Interest is variable based on three-month LIBOR; the weighted average note rate was 3.60%.

CLO II Issued two investment grade tranches in January 2013 with a replacement period through January 2015 and a stated maturity date of February 2023. Interest is variable based on three-month LIBOR; the weighted average note rate was 2.55%.

CLO III Issued three investment grade tranches in April 2014 with a replacement period through October 2016 and a stated maturity date of May 2024. Interest is variable based on three-month LIBOR; the weighted average note rate was 2.58%.

- (1) Represents restricted cash held for principal repayments in the CLOs. Does not include restricted cash related to interest payments, delayed fundings and expenses.
- (2) Amounts represent the face value of collateral in default, as defined by the CLO indenture, as well as assets deemed to be credit risk. Credit risk assets are reported by each of the CLOs and are generally defined as one that, in the CLO collateral manager's reasonable business judgment, has a significant risk of declining in credit quality or, with a passage of time, becoming a defaulted asset.

In September 2012, we completed our first collateralized loan obligation, or CLO, issuing to third party investors two tranches of investment grade CLOs through two newly-formed wholly-owned subsidiaries. Initially, the notes are secured by a portfolio of loan obligations with a face value of approximately \$125.1 million, consisting primarily of bridge loans and a senior participation interest in a first mortgage loan that were contributed from our existing loan portfolio. The financing has a two-year replacement period that allows the principal proceeds and sale proceeds (if any) of the loan obligations to be reinvested in qualifying replacement loan obligations, subject to the satisfaction of certain conditions set forth in the Indenture. Thereafter, the outstanding debt balance will be reduced as loans are repaid. The aggregate principal amounts of the two classes of notes are \$75.0 million of Class A senior secured floating rate notes and \$12.5 million of Class B secured floating rate notes. We retained a residual interest in the portfolio with a notional amount of \$37.6 million. The notes have an initial weighted average interest rate of

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approximately 3.39% plus one-month LIBOR and interest payments on the notes are payable monthly, through October 15, 2022, the stated maturity date of the notes.

In January 2013, we completed our second CLO, issuing to third party investors two tranches of investment grade CLOs through two newly-formed wholly-owned subsidiaries. Initially, the notes are secured by a portfolio of loan obligations with a face value of approximately \$210.0 million, consisting primarily of bridge loans and a senior participation interest in a first mortgage loan that were contributed from our existing loan portfolio. The financing has a two-year replacement period that allows the principal proceeds and sale proceeds (if any) of the loan obligations to be reinvested in qualifying replacement loan obligations, subject to the satisfaction of certain conditions set forth in the indenture. Thereafter, the outstanding debt balance will be reduced as loans are repaid. Initially, the proceeds of the issuance of the securities also included \$50.0 million for the purpose of acquiring additional loan obligations for a period of up to 90 days from the closing date of the CLO. Subsequently, the issuer owns loan obligations with a face value of approximately \$260.0 million. The aggregate principal amounts of the two classes of notes are \$156.0 million of Class A senior secured floating rate notes and \$21.0 million of Class B secured floating rate notes. We retained a residual interest in the portfolio with a notional amount of approximately \$83.0 million. The notes have an initial weighted average interest rate of approximately 2.36% plus one-month LIBOR and interest payments on the notes are payable monthly, through February 15, 2023, the stated maturity date of the notes.

In April 2014, we completed our third CLO, issuing to third party investors three tranches of investment grade CLOs through two newly-formed wholly-owned subsidiaries. As of the CLO closing date, the notes are secured by a portfolio of loan obligations with a face value of approximately \$307.3 million, consisting primarily of bridge loans that were contributed from our existing loan portfolio. The financing has an approximate 2.5 year replacement period that allows the principal proceeds and sale proceeds (if any) of the loan obligations to be reinvested in qualifying replacement loan obligations, subject to the satisfaction of certain conditions set forth in the indenture. Thereafter, the outstanding debt balance will be reduced as loans are repaid. Initially, the proceeds of the issuance of the securities also included \$67.7 million for the purpose of acquiring additional loan obligations for a period of up to 120 days from the closing date of the CLO, which was fully utilized in July 2014. Subsequently, the issuer owns loan obligations with a face value of approximately \$375.0 million. The aggregate principal amounts of the three classes of notes are \$221.3 million of Class A senior secured floating rate notes, \$24.3 million of Class B secured floating rate notes and \$35.8 million of Class C secured floating rate notes. We retained a residual interest in the portfolio with a notional amount of approximately \$93.8 million. The notes have an initial weighted average interest rate of approximately 2.39% plus one-month LIBOR and interest payments on the notes are payable monthly, through May 15, 2024, the stated maturity date of the notes.

At June 30, 2014 and December 31, 2013, the aggregate weighted average note rate for our CLOs was 2.73% and 2.91%, respectively. Including certain fees and costs, the weighted average note rate was 3.06% and 3.49% at June 30, 2014 and December 31, 2013, respectively.

Our CLOs are VIEs for which we are the primary beneficiary and are consolidated in our Financial Statements. The investment grade tranches are treated as secured financings, and are non-recourse to us.

Senior Unsecured Notes

In May 2014, we issued \$55.0 million aggregate principal amount of 7.375% senior unsecured notes due in 2021 in an underwritten public offering, generating net proceeds of approximately \$52.9 million after deducting the underwriting discount and other offering expenses. Also in May 2014, the underwriters exercised a portion of their over-allotment option for a \$3.6 million aggregate principal amount providing additional net proceeds of \$3.5 million. The notes are unsecured and can be redeemed by us after May 15, 2017. The interest is paid quarterly on February 15th, May 15th, August 15th, and November 15th starting on August 15, 2014. Including certain fees and costs, the weighted average

note rate was 7.91% at June 30, 2014.

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Junior Subordinated Notes

At June 30, 2014, the aggregate carrying value of borrowings under our junior subordinated notes was \$159.6 million, which is net of a deferred amount of \$16.3 million being amortized into interest expense over the life of the notes, with a current weighted average pay rate of 3.00%, however, based upon the accounting treatment for a prior year restructuring, the effective rate was 3.04%. See Note 7 of the Notes to the Consolidated Financial Statements set forth in Item 1 hereof for a further description of this transaction.

The junior subordinated notes are unsecured, have maturities of 25 to 28 years, pay interest quarterly at a floating rate of interest based on three-month LIBOR and, absent the occurrence of special events, were not redeemable during the first two years.

Notes Payable

At June 30, 2014, notes payable consisted of three junior loan participations with an aggregate outstanding balance of \$2.5 million.

Mortgage Note Payable Real Estate Owned and Held-For-Sale

We have a \$53.5 million interest-only first lien mortgage in connection with the acquisition of real property pursuant to bankruptcy proceedings for an entity in which we had a \$29.8 million loan secured by our Multifamily Portfolio. The mortgage bears interest at a variable rate of one-month LIBOR plus 1.23% and in July 2014, the maturity date was extended to July 2015. In September 2013, a property in the Multifamily Portfolio was classified as held-for-sale and accordingly, \$11.0 million of the first lien mortgage related to this property was classified as held-for-sale. In the second quarter of 2014, the property was reclassified from real estate held-for-sale to real estate owned when it was determined that a sale of the property would not take place and the first lien mortgage was classified as real estate owned with a balance of \$53.5 million at June 30, 2014.

Restrictive Covenants

Our debt facilities contain various financial covenants and restrictions, including minimum net worth, minimum liquidity and maximum debt balance requirements, as well as certain other debt service coverage ratios and debt to equity ratios. We were in compliance with all financial covenants and restrictions at June 30, 2014.

Our CDO and CLO vehicles contain interest coverage and asset over collateralization covenants that must be met as of the waterfall distribution date in order for us to receive such payments. If we fail these covenants in any of our CDOs or CLOs, all cash flows from the applicable CDO or CLO would be diverted to repay principal and interest on the outstanding CDO or CLO bonds and we would not receive any residual payments until that CDO or CLO regained compliance with such tests. Our CDOs and CLOs were in compliance with all such covenants as of

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June 30, 2014 as well as on the most recent determination dates in July 2014. In the event of a breach of the CDO or CLO covenants that could not be cured in the near-term, we would be required to fund our non-CDO or non-CLO expenses, including management fees and employee costs, distributions required to maintain REIT status, debt costs, and other expenses with (i) cash on hand, (ii) income from any CDO or CLO not in breach of a covenant test, (iii) income from real property and loan assets, (iv) sale of assets, or (v) or accessing the equity or debt capital markets, if available. We have the right to cure covenant breaches, which would resume normal residual payments to us by purchasing non-performing loans out of the CDOs or CLOs. However, we may not have sufficient liquidity available to do so at such time.

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The chart below is a summary of our CDO and CLO compliance tests as of the most recent determination dates in July 2014:

Cash Flow Triggers	CDO I	CDO II	CDO III	CLO I	CLO II	CLO III
Overcollateralization (1)						
Current	171.01%	153.44%	109.20%	142.96%	146.89%	133.33%
Limit	145.00%	127.30%	105.60%	137.86%	144.25%	132.33%
Pass / Fail	Pass	Pass	Pass	Pass	Pass	Pass
Interest Coverage (2)						
Current	553.88%	387.06%	498.96%	206.81%	279.82%	274.30%
Limit	160.00%	147.30%	105.60%	120.00%	120.00%	120.00%
Pass / Fail	Pass	Pass	Pass	Pass	Pass	Pass

(1) The overcollateralization ratio divides the total principal balance of all collateral in the CDO and CLO by the total principal balance of the bonds associated with the applicable ratio. To the extent an asset is considered a defaulted security, the asset's principal balance for purposes of the overcollateralization test, is the lesser of the asset's market value or the principal balance of the defaulted asset multiplied by the asset's recovery rate which is determined by the rating agencies. Rating downgrades of CDO and CLO collateral will generally not have a direct impact on the principal balance of a CDO and CLO asset for purposes of calculating the CDO and CLO overcollateralization test unless the rating downgrade is below a significantly low threshold (e.g. CCC-) as defined in each CDO and CLO vehicle.

(2) The interest coverage ratio divides interest income by interest expense for the classes senior to those retained by us.

The chart below is a summary of our CDO and CLO overcollateralization ratios as of the following determination dates:

Determination Date	CDO I	CDO II	CDO III	CLO I	CLO II	CLO III
July 2014	171.01%	153.44%	109.20%	142.96%	146.89%	133.33%
April 2014	184.35%	138.15%	108.74%	142.96%	146.89%	
January 2014	167.15%	137.87%	107.80%	142.96%	146.89%	
October 2013	166.88%	133.77%	106.64%	142.96%	146.89%	
July 2013	176.69%	139.10%	106.61%	142.96%	146.89%	

The ratio will fluctuate based on the performance of the underlying assets, transfers of assets into the CDOs and CLOs prior to the expiration of their respective replenishment dates, purchase or disposal of other investments, and loan payoffs. No payment due under the Junior Subordinated Indentures may be paid if there is a default under any senior debt and the senior lender has sent notice to the trustee. The Junior Subordinated Indentures are also cross-defaulted with each other.

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As of June 30, 2014, we had the following material contractual obligations (dollars in thousands):

Contractual Obligations	Payments Due by Period (1)						Total
	2014	2015	2016	2017	2018	Thereafter	
Credit facilities	\$	\$ 22,204	\$	\$	\$	\$	\$ 22,204
Collateralized debt obligations (2)	167,235	80,910	133,904	51,248			433,297
Collateralized loan obligations (3)	22,480	148,919	137,974	215,372	21,005		545,750
Senior unsecured notes						58,638	58,638
Junior subordinated notes (4)						175,858	175,858
Notes payable	1,750				749		2,499
Mortgage note payable real estate owned and held-for-sale	53,539						53,539
Outstanding unfunded commitments (5)	2,869	2,782	596	45			6,292
Totals	\$ 247,873	\$ 254,815	\$ 272,474	\$ 266,665	\$ 21,754	\$ 234,496	\$ 1,298,077

(1) Represents principal amounts due based on contractual maturities. Does not include total projected interest payments on our debt obligations of \$17.0 million in 2014, \$29.3 million in 2015, \$21.5 million in 2016, \$14.4 million in 2017, \$8.1 million in 2018 and \$93.5 million thereafter based on current LIBOR rates.

(2) Comprised of \$100.4 million of CDO I debt, \$128.3 million of CDO II debt and \$204.7 million of CDO III debt with a weighted average contractual maturity of 0.71, 1.02 and 1.39 years, respectively, as of June 30, 2014. The balance of estimated interest due through maturity on CDO bonds reissued in 2010, which is included in the carrying values of the CDOs, totaled \$19.7 million at June 30, 2014.

(3) Represents \$87.5 million of CLO I debt, \$177.0 million of CLO II debt and \$281.3 million of CLO III debt with a weighted average contractual maturity of 2.30, 2.01 and 2.17 years, respectively, as of June 30, 2014.

(4) Represents the face amount due upon maturity. The carrying value is \$159.6 million, which is net of a deferred amount of \$16.3 million at June 30, 2014.

(5) In accordance with certain loans and investments, we have outstanding unfunded commitments of \$6.3 million as of June 30, 2014, that we are obligated to fund as the borrowers meet certain requirements. Specific requirements include, but are not limited to, property

renovations, building construction, and building conversions based on criteria met by the borrower in accordance with the loan agreements. Our restricted cash balance at June 30, 2014 contained approximately \$6.3 million which was available to fund the portion of the unfunded commitments for loans financed by our CDO and CLO vehicles.

Agreements and Transactions with Related Parties

Management Agreement

We, ARLP and Arbor Realty SR, Inc. have a management agreement with ACM, pursuant to which ACM provides certain services and we pay ACM a base management fee and under certain circumstances, an annual incentive fee.

The base management fee is an arrangement whereby we reimburse ACM for its actual costs incurred in managing our business based on the parties' agreement in advance on an annual budget with subsequent quarterly true-ups to actual costs. All origination fees on investments are retained by us.

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We incurred \$2.5 million and \$5.0 million of base management fee for services rendered in the three and six months ended June 30, 2014, respectively, and \$2.8 million and \$5.6 million of base management fee for services rendered in the three and six months ended June 30, 2013, respectively.

The incentive fee is measured on an annual basis and is calculated as (1) 25% of the amount by which (a) our funds from operations per share, adjusted for certain gains and losses including gains from the retirement and restructuring of debt and 60% of any loan loss reserve recoveries (spread over a three year period), exceeds (b) the product of (x) 9.5% per annum or the Ten Year U.S. Treasury Rate plus 3.5%, whichever is greater, and (y) the greater of \$10.00 or the weighted average of book value of the net assets contributed by ACM to ARLP per ARLP partnership unit, the offering price per share of our common equity in the private offering on July 1, 2003 and subsequent offerings and the issue price per ARLP partnership unit for subsequent contributions to ARLP, multiplied by (2) the weighted average of our outstanding shares.

The minimum return, or incentive fee hurdle to be reached before an incentive fee is earned, is a percentage applied on a per share basis to the greater of \$10.00 or the average gross proceeds per share. In addition, 60% of any loan loss and other reserve recoveries are eligible to be included in the incentive fee calculation, which recoveries are spread over a three year period. For the three and six months ended June 30, 2014 and 2013, no incentive fee payments were made.

The management agreement also allows us to consider, from time to time, the payment of additional success-based fees to ACM for accomplishing certain specified corporate objectives; has a termination fee of \$10.0 million; and is renewable automatically for successive one-year terms, unless terminated with six months prior written notice. If we terminate or elect not to renew the management agreement without cause, we are required to pay the termination fee of \$10.0 million. For the three and six months ended June 30, 2014 and 2013, no success-based payments were made.

In 2007, ACM received an incentive fee installment totaling \$19.0 million which was recorded as a prepaid management fee related to the incentive fee on \$77.1 million of deferred revenue recognized on the transfer of control of the 450 West 33rd Street property, which is one of our equity affiliates. The \$77.1 million gain was deferred as a result of guarantying a portion of the property's indebtedness. In July 2014, the existing debt on the property was refinanced and our portion of the guarantee was terminated, resulting in the recognition of the deferred gain and \$19.0 million prepaid incentive management fee.

Related Party Transactions

Due from related party was approximately \$0.4 million and \$0.1 million at June 30, 2014 and December 31, 2013, respectively, and consisted primarily of escrows held by ACM and its affiliates related to real estate transactions.

Due to related party was \$1.7 million at June 30, 2014 and consisted primarily of base management fees due to ACM, of which \$0.7 million will be remitted by us in the following quarter. At December 31, 2013, due to related party was \$2.8 million and consisted primarily of base management fees due to ACM that were remitted by us in the following quarter.

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In March 2014, we originated a bridge loan to a third party borrower for a portfolio of properties with an unpaid principal balance of \$70.1 million, of which, \$15.0 million was financed with junior loan participations to ACM. In May 2014, the junior loan participations to ACM were paid off. The loan has a weighted average interest rate of 6.38% and a maturity date of March 2016. The participations had a weighted average interest rate of 7.20% and a maturity date of March 2016. Interest income recorded from this loan totaled approximately \$1.2 million and \$1.4 million for the three and six months ended June 30, 2014, respectively.

We had two loans totaling \$22.4 million, which were secured by a property purchased in 2011 by a third party borrower from ACM. In the first quarter 2014, ACM purchased the property from the prior borrower subject to our loans. In connection with this purchase, ACM paid down the loans by \$2.3 million and we restructured our remaining debt outstanding into a first mortgage of \$14.6 million with a maturity date of March 2015 and a second mortgage of \$5.1 million with a maturity date of April 2015, both with an interest rate of LIBOR plus 4.80%.

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Interest income recorded from these loans totaled approximately \$0.2 million and \$0.4 million for the three months ended June 30, 2014 and 2013, respectively, and approximately \$0.6 million and \$0.7 million for the six months ended June 30, 2014 and 2013, respectively.

In October 2013, we purchased, at par, a \$3.0 million mezzanine loan from ACM who originated the loan in September 2013 to a third party entity. The loan has a fixed interest rate of 13.00% and a maturity date of October 2018. Interest income recorded from this loan was approximately \$0.1 million and \$0.2 million for the three and six months ended June 30, 2014, respectively.

In June 2013, our board of directors formed a Special Committee consisting of independent directors in connection with the exploration and evaluation of a potential transaction with our manager involving the acquisition of the manager's Fannie Mae, DUS, FHA and CMBS platforms, as well as the internalization of the management of our current business. There were preliminary discussions between the Special Committee and representatives of our manager regarding a potential transaction during the second and third quarter of 2013. In connection therewith, the Special Committee engaged legal, financial and accounting advisors resulting in approximately \$1.4 million of advisory fees for the year ended December 31, 2013. In late June of 2014, preliminary discussions regarding a possible transaction resumed but we cannot provide any assurance whether any transaction between us and our manager will occur, or if a transaction did occur, any information on the timing, terms or form of any such transaction, including the amount or type of consideration (including the issuance of common stock) or related financing. No advisory fees or other related fees were incurred during the six months ended June 30, 2014.

In April 2013, we originated six bridge loans totaling \$53.0 million for a portfolio of multifamily properties owned by a consortium of investors including Mr. Ivan Kaufman and his affiliates and Mr. Fred Weber, our executive vice president of structured finance, who together own an interest of approximately 19% in the borrowing entity. The loans had an interest rate of one-month LIBOR plus 7.25% and a maturity date of April 2015, which were paid off in the fourth quarter of 2013. In November 2013, we originated a new bridge loan for \$2.0 million with an interest rate of one-month LIBOR plus 5.50%, which was paid off in the second quarter of 2014. Interest income recorded from these loans totaled approximately \$0.1 million for both the three and six months ended June 30, 2014, and approximately \$1.0 million for both the three and six months ended June 30, 2013.

In April 2013, we purchased, at par, a \$6.4 million bridge loan from ACM who originated the loan in March 2013 to a third party entity that acquired the property from an entity owned by Mr. Ivan Kaufman and his affiliates and Mr. Fred Weber, who together also provided a \$1.1 million preferred equity contribution to the overall transaction. Mr. Ivan Kaufman also provided a \$1.0 million personal guaranty on the bridge loan. The bridge loan bore interest at a rate of one-month LIBOR plus 5.00% for the first year then one-month LIBOR plus 6.00% thereafter and had a maturity date of March 2015 with three one year extension options, and was paid off in the second quarter of 2014. Interest income recorded from this loan totaled approximately \$0.1 million for both the three months ended June 30, 2014 and 2013, and approximately \$0.2 million and \$0.1 million for the six months ended June 30, 2014 and 2013, respectively.

In January 2013, we originated a \$7.5 million bridge loan for a multifamily property in Charlotte, North Carolina. William C. Green, who serves on our Board of Directors, holds a 6.6% partnership interest in the borrowing entity and is the chief financial officer of an affiliated entity that is a partner in, and the management company for, the borrowing entity. Mr. Green also provided a \$0.4 million personal guaranty on the bridge loan. The loan bore interest at a rate of one-month LIBOR plus 6.00%, had a maturity date of January 2015, and was paid off in the second quarter of 2014. Interest income recorded from this loan totaled approximately \$0.1 million for both the three months ended June 30, 2014 and 2013, and approximately \$0.2 million for both the six months ended June 30, 2014 and 2013.

In December 2011, we completed a restructuring of a \$67.6 million preferred equity investment on the Lexford Portfolio (Lexford), which is a portfolio of multi-family assets. We, along with a consortium of independent outside investors, made an additional preferred equity investment

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of \$25.0 million in Lexford of which we held a \$10.5 million interest, and Mr. Fred Weber held a \$0.5 million interest, which was paid down to \$22.5 million in the third quarter of 2013, and then paid off in the fourth quarter of 2013. The original preferred equity investment now bears a fixed rate of interest of 2.36%, revised from an original rate of LIBOR plus 5.00% (the loan was paying a modified rate of LIBOR plus 1.65% at the time of the new investment). The original preferred equity

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investment matures in June 2020. Interest income recorded from the additional preferred equity investment totaled approximately \$0.3 million and \$0.6 million for the three and six months ended June 30, 2013, respectively. The additional preferred equity investment had a fixed interest rate of 12% and a maturity date in June 2020. We, along with the same outside investors, also made a \$0.1 million equity investment into Lexford, of which we held a \$44,000 noncontrolling interest, and do not have the power to control the significant activities of the entity. During the fourth quarter of 2011, we recorded losses from the entity against the equity investment, reducing the balance to zero. We record this investment under the equity method of accounting. In addition, under the terms of the restructuring, Lexford's first mortgage lender required a change of property manager for the underlying assets. The new management company is an affiliate of Mr. Ivan Kaufman, our chairman and chief executive officer, and has a contract with the new entity for 7.5 years and will be entitled to 4.75% of gross revenues of the underlying properties, along with the potential to share in the proceeds of a sale or refinancing of the debt should the management company remain engaged by the new entity at the time of such capital event. In the first quarter of 2012, Mr. Fred Weber invested \$250,000 in the new management company and currently owns a 23.5% ownership interest. Mr. Ivan Kaufman and his affiliates currently own a 53.9% ownership interest. We have provided limited (bad boy) guarantees for certain debt controlled by Lexford. The bad boy guarantees may become a liability for us upon standard bad acts such as fraud or a material misrepresentation by Lexford or us. At June 30, 2014, this debt had an aggregate outstanding balance of \$734.4 million and is scheduled to mature between 2017 and 2023.

Interest income recorded from loans originated in 2012 or prior years with our affiliates totaled \$0.5 million and \$1.2 million for the three months ended June 30, 2014 and 2013, respectively, and \$1.1 million and \$2.5 million for the six months ended June 30, 2014 and 2013, respectively.

We are dependent upon our manager, ACM, with whom we have a conflict of interest, to provide services to us that are vital to our operations. Our chairman, chief executive officer and president, Mr. Ivan Kaufman, is also the chief executive officer and president of our manager, and, our chief financial officer and treasurer, Mr. Paul Elenio, is the chief financial officer of our manager. In addition, Mr. Kaufman and his affiliated entities (the Kaufman Entities) together beneficially own approximately 92% of the outstanding membership interests of ACM and certain of our employees and directors also hold an ownership interest in ACM. Furthermore, one of our former directors is general counsel to ACM and another of our directors also serves as the trustee of one of the Kaufman Entities that holds a majority of the outstanding membership interests in ACM and co-trustee of another Kaufman Entity that owns an equity interest in our manager. ACM currently holds approximately 5.3 million of our common shares, representing approximately 11% of the voting power of our outstanding stock as of March 31, 2014. Our Board of Directors approved a resolution under our charter allowing Ivan Kaufman and ACM, (which Mr. Kaufman has a controlling equity interest in), to own more than the 5% ownership interest limit of our common stock as stated in our charter as amended.

Critical Accounting Policies

Please refer to the section of our Annual Report on Form 10-K for the year ended December 31, 2013 entitled Management's Discussion and Analysis of Financial Condition and Results of Operations Significant Accounting Estimates and Critical Accounting Policies for a discussion of our critical accounting policies. During the six months ended June 30, 2014, there were no material changes to these policies.

Hedging Activities and Derivatives

We recognize all derivatives as either assets or liabilities at fair value and these amounts are recorded in other assets or other liabilities on the Consolidated Balance Sheets. Additionally, the fair value adjustments will affect either accumulated other comprehensive income (loss) until the hedged item is recognized in earnings, or net income (loss) depending on whether the derivative instrument qualifies as a hedge for accounting purposes and, if so, the nature of the hedging activity. We use derivatives for hedging purposes rather than speculation. Fair values

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are approximated based on current market data received from financial sources that trade such instruments and are based on prevailing market data and derived from third party proprietary models based on well recognized financial principles and reasonable estimates about relevant future market conditions.

We record all derivatives on the Consolidated Balance Sheets at fair value. Additionally, the accounting for changes in the fair value of derivatives depends on the intended use of the derivative, whether a company has elected to designate a derivative in a hedging relationship and apply hedge accounting and whether the hedging

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relationship has satisfied the criteria necessary to apply hedge accounting. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We may enter into derivative contracts that are intended to economically hedge certain of our risks, even though hedge accounting does not apply or we elect not to apply hedge accounting.

In the normal course of business, we may use a variety of derivative financial instruments to manage, or hedge, interest rate risk. These derivative financial instruments must be effective in reducing its interest rate risk exposure in order to qualify for hedge accounting. When the terms of an underlying transaction are modified, or when the underlying hedged item ceases to exist, all changes in the fair value of the instrument are marked-to-market with changes in value included in net income for each period until the derivative instrument matures or is settled. Any derivative instrument used for risk management that does not meet the hedging criteria is marked-to-market with the changes in value included in net income. In cases where a derivative financial instrument is terminated early, any gain or loss is generally amortized over the remaining life of the hedged item.

During the six months ended June 30, 2014 we entered into a LIBOR Cap with a notional value of approximately \$71.7 million that was not designated as cash flow hedge. In addition, the notional value on a basis swap decreased by approximately \$8.6 million pursuant to the contractual terms of the respective swap agreement and two interest rate swaps matured with a combined notional value of approximately \$32.0 million. Gains and losses on terminated swaps are deferred and recognized in interest expense over the original life of the hedged item. The fair value of our qualifying hedge portfolio has decreased by approximately \$5.2 million from December 31, 2013 as a result of the amortized notional value of swaps. In certain circumstances, we have financed the purchase of RMBS investments through a repurchase agreement with the same counterparty which qualified as a linked transaction. If both transactions are entered into contemporaneously or in contemplation of each other, the transactions are presumed to be linked transactions and we account for the purchase of such securities and the repurchase agreement on a combined basis as a forward contract derivative at fair value which is reported in other assets on the Consolidated Balance Sheets with changes in the fair value of the assets and liabilities underlying linked transactions and associated interest income and expense reported in other income on the Consolidated Statements of Income. The analysis of transactions under these rules requires management's judgment and experience. During the six months ended June 30, 2014, we sold the eight remaining RMBS investments, which were accounted for as linked transactions, with an aggregate carrying value of \$65.7 million for approximately \$65.8 million and recorded a net gain of \$0.1 million related to the settlement of these linked transactions. The eight RMBS investments were financed with repurchase agreements totaling \$55.4 million which were repaid with the proceeds. The RMBS investments, net of their respective financing, had a total fair value at December 31, 2013 of \$6.4 million, which was recorded in other assets on the Consolidated Balance Sheets.

Because the valuations of our derivatives are based on estimates, the fair value may change if our estimates are inaccurate. For the effect of hypothetical changes in market interest rates on our interest rate swaps, see Interest Rate Risk in Quantitative and Qualitative Disclosures About Market Risk, set forth in Item 3 hereof.

Table of Contents**Non-GAAP Financial Measures*****Funds from Operations***

We present funds from operations (FFO) because we believe it to be an important supplemental measure of our operating performance in that it is frequently used by analysts, investors and other parties in the evaluation of REITs. The National Association of Real Estate Investment Trusts, or NAREIT, defines FFO as net income (loss) attributable to common stockholders (computed in accordance with GAAP), excluding gains (losses) from sales of depreciated real properties, plus impairments of depreciated properties and real estate related depreciation and amortization, and after adjustments for unconsolidated ventures. We consider gains and losses on the sales of undepreciated real estate investments to be a normal part of our recurring operating activities in accordance with GAAP and should not be excluded when calculating FFO. In accordance with the revised white paper, losses from discontinued operations are not excluded when calculating FFO.

FFO is not intended to be an indication of our cash flow from operating activities (determined in accordance with GAAP) or a measure of our liquidity, nor is it entirely indicative of funding our cash needs, including our ability to make cash distributions. Our calculation of FFO may be different from the calculation used by other companies and, therefore, comparability may be limited.

FFO for the three and six months ended June 30, 2014 and 2013 are as follows:

(Unaudited)	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Net income attributable to Arbor Realty Trust, Inc. common stockholders	\$ 11,466,057	\$ 2,995,866	\$ 17,340,818	\$ 9,636,105
Add:				
Impairment loss on real estate owned			250,000	
Depreciation real estate owned	2,158,353	1,827,595	3,970,036	3,459,726
Depreciation investment in equity affiliates	69,370	22,599	138,740	45,198
Funds from operations (FFO)	\$ 13,693,780	\$ 4,846,060	\$ 21,699,594	\$ 13,141,029
Diluted FFO per common share	\$ 0.27	\$ 0.11	\$ 0.43	\$ 0.34
Diluted weighted average shares outstanding	50,701,742	43,555,495	50,229,899	38,921,834

Adjusted Book Value per Common Share

We believe that adjusted book value per common share is an additional appropriate measure given the magnitude and the deferral structure of the 450 West 33rd Street transaction from 2007, as well as the significance of the unrealized gain and/or loss position of our qualifying derivative instruments. Adjusted book value per common share currently reflects the impact of the 450 West 33rd Street transaction as well as the removal of the temporary nature of unrealized gains or losses as a component of equity from qualifying interest rate swaps on our financial position. Over time, as these qualifying interest rate swaps reach their maturity, the fair value of these swaps will return to their original par value. The table below also presents pro forma GAAP book value per common share based on the June 30, 2014 financial information adjusted for the recognition of the \$58.1 million net deferred gain from the 450 West 33rd Street transaction which occurred in the third quarter of 2014. We consider this non-GAAP financial measure to be an effective indicator of our financial condition for both us and our investors. We do not

advocate that investors consider this non-GAAP financial measure in isolation from, or as a substitute for, financial measures prepared in accordance with GAAP. In addition, GAAP book value per common share and adjusted book value per common share calculations do not take into account any dilution from the potential exercise of the 1,000,000 warrants issued to Wachovia as part of the 2009 debt restructuring. We purchased these outstanding warrants in the third quarter of 2014 for \$2.6 million.

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GAAP book value per share and adjusted book value per share as of June 30, 2014 and December 31, 2013 is as follows:

	June 30, 2014	Pro Forma June 30, 2014	December 31, 2013
GAAP Arbor Realty Trust, Inc. Stockholders Equity	\$ 476,591,319	\$ 534,666,503	\$ 437,596,282
Subtract: 8.25% Series A, 7.75% Series B and 8.50% Series C cumulative redeemable preferred stock	(89,295,905)	(89,295,905)	(67,654,655)
GAAP Arbor Realty Trust, Inc. Common Stockholders Equity	\$ 387,295,414	\$ 445,370,598	\$ 369,941,627
Add: 450 West 33rd Street transaction deferred revenue	77,123,133		77,123,133
Unrealized loss on derivative instruments	19,551,436	19,551,436	24,794,051
Subtract: 450 West 33rd Street transaction prepaid management fee	(19,047,949)		(19,047,949)
Adjusted Arbor Realty Trust, Inc. Common Stockholders Equity	\$ 464,922,034	\$ 464,922,034	\$ 452,810,862
Adjusted book value per common share	\$ 9.21	\$ 9.21	\$ 9.22
GAAP book value per common share	\$ 7.67	\$ 8.82	\$ 7.53
Common shares outstanding	50,477,308	50,477,308	49,136,308

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the exposure to loss resulting from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and real estate values. The primary market risks that we are exposed to are real estate risk and interest rate risk.

Market Conditions

We are subject to market changes in the debt and secondary mortgage markets. These markets have experienced disruptions in the past, which have and may in the future have an adverse impact on our earnings and financial condition.

In general, credit markets have experienced difficulty over the past several years. However, of late, we have been able to access equity and debt markets through equity offerings and the issuance of CLOs. While there can be no assurance that we will continue to have access to the equity and debt markets, we will continue to pursue these and other available market opportunities as means to increase our liquidity and capital base.

Real Estate Risk

Commercial mortgage assets may be viewed as exposing an investor to greater risk of loss than residential mortgage assets since such assets are typically secured by larger loans to fewer obligors than residential mortgage assets. Multi-family and commercial property values and net operating income derived from such properties are subject to volatility and may be affected adversely by a number of factors, including, but not limited to, events such as natural disasters including hurricanes and earthquakes, acts of war and/or terrorism and others that may cause unanticipated and uninsured performance declines and/or losses to us or the owners and operators of the real estate securing our investment; national, regional and local economic conditions (which may be adversely affected by industry slowdowns and other factors); local real estate conditions (such as an oversupply of housing, retail, industrial, office or other commercial space); changes or continued weakness in specific industry segments; construction quality, construction delays, construction cost, age and design; demographic factors; retroactive changes to building or similar codes; and increases in operating expenses (such as energy costs). In the event net

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operating income decreases, a borrower may have difficulty repaying our loans, which could result in losses to us. In addition, decreases in property values reducing the value of collateral, and a lack of liquidity in the market, could reduce the potential proceeds available to a borrower to repay our loans, which could also cause us to suffer losses. Even when the net operating income is sufficient to cover the related property's debt service, there can be no assurance that this will continue to be the case in the future.

Interest Rate Risk

Interest rate risk is highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors beyond our control.

Our operating results will depend in large part on differences between the income from our loans and our borrowing costs. Most of our loans and borrowings are variable-rate instruments, based on LIBOR. The objective of this strategy is to minimize the impact of interest rate changes on our net interest income. In addition, we have various fixed rate loans in our portfolio, which are financed with variable rate LIBOR borrowings. We have entered into various interest swaps to hedge our exposure to interest rate risk on our variable rate LIBOR borrowings as it relates to our fixed rate loans. Certain of these swaps are scheduled to mature on the original maturity dates of their corresponding loans. For loans that pay off prior to maturity, the corresponding interest rate swap may remain which could impact interest expense from a change in interest rates. Loans are sometimes extended and, consequently, do not pay off on their original maturity dates. If a loan is extended, whether it is through an existing extension option or a modification, our exposure to interest rate risk may be increased. In these instances, we could have a fixed rate loan in our portfolio financed with variable debt and, since the corresponding interest swap already matured, a portion of our debt is no longer protected against interest rate risk. Some of our loans and borrowings are subject to various interest rate floors. As a result, the impact of a change in interest rates may be different on our interest income than it is on our interest expense.

We have utilized interest rate swaps to limit interest rate risk. Derivatives are used for hedging purposes rather than speculation. We do not enter into financial instruments for trading purposes.

The following table projects the potential impact on interest income and interest expense for a 12-month period, and the potential change in fair value of our derivative financial instruments as of June 30, 2014, assuming an instantaneous increase or decrease of both 25 and 50 basis points in LIBOR and forward interest rate curves, adjusted for the effects of our interest rate hedging activities.

	Assets (Liabilities) Subject to Interest Rate Sensitivity (1)	25 Basis Point Increase	25 Basis Point Decrease (2)	50 Basis Point Increase	50 Basis Point Decrease (1)
Interest income from loans and investments	\$ 1,637,569,177	\$ 2,332,696	\$ (662,456)	\$ 5,062,623	\$ (662,456)
Interest expense from debt obligations	(1,218,545,698)	2,229,961	(1,384,360)	4,459,921	(1,384,360)
Total net interest income (expense)		\$ 102,735	\$ 721,904	\$ 602,702	\$ 721,904
Fair value of derivative financial instruments	\$ (19,547,689)	\$ 1,184,333	\$ (1,186,103)	\$ 2,362,904	\$ (2,274,496)

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(1) Represents the unpaid principal balance of our loan portfolio and the net fair value of our derivative financial instruments, which includes interest rate swaps, basis swaps, LIBOR caps and forward contracts.

(2) Assumes the LIBOR rate will not decrease below zero. The quoted one-month LIBOR rate was 0.16% as June 30, 2014.

In the event of a significant rising interest rate environment and/or economic downturn, defaults could increase and result in credit losses to us, which could adversely affect our liquidity and operating results. Further, such delinquencies or defaults could have an adverse effect on the spreads between interest-earning assets and interest-bearing liabilities.

Certain of our interest rate swaps, which are designed to hedge interest rate risk associated with a portion of our loans and investments, could require the funding of additional cash collateral for changes in the market value of these swaps. Due to the prolonged volatility in the financial markets that began in 2007, the values of these interest rate swaps have declined substantially. As a result, at June 30, 2014 and December 31, 2013, we funded approximately \$12.1 million and \$14.2 million, respectively, in cash related to these swaps. If we continue to experience significant changes in the outlook of interest rates, these contracts could continue to decline in value, which would require additional cash to be funded. However, at maturity the value of these contracts return to par and all cash will be recovered. These swaps have remaining maturities from 2015 through 2017. If we do not have available cash to meet these requirements, this could result in the early termination of these interest rate swaps, leaving us exposed to interest rate risk associated with these loans and investments, which could adversely impact our financial condition.

Our hedging transactions using derivative instruments also involve certain additional risks such as counterparty credit risk, the enforceability of hedging contracts and the risk that unanticipated and significant changes in interest rates will cause a significant loss of basis in the contract. The counterparties to our derivative arrangements are major financial institutions with high credit ratings with which we and our affiliates may also have other financial relationships. As a result, we do not anticipate that any of these counterparties will fail to meet their obligations. There can be no assurance that we will be able to adequately protect against the foregoing risks and will ultimately realize an economic benefit that exceeds the related amounts incurred in connection with engaging in such hedging strategies.

Item 4. CONTROLS AND PROCEDURES

Management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures at June 30, 2014. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of June 30, 2014.

No change in internal control over financial reporting occurred during the quarter ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, internal controls over financial reporting.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

We are not involved in any material litigation nor, to our knowledge, is any material litigation threatened against us other than the following:

On June 15, 2011, three related lawsuits were filed by the Extended Stay Litigation Trust (the Trust), a post-bankruptcy litigation trust alleged to have standing to pursue claims that previously had been held by Extended Stay, Inc. and the Homestead Village L.L.C. family of companies (together ESI) (formerly Chapter 11 debtors, together the Debtors) that have emerged from bankruptcy. Two of the lawsuits were filed in the United States Bankruptcy Court for the Southern District of New York, and the third in the Supreme Court of the State of New York, New York County. There were 73 defendants in the three lawsuits, including 55 corporate and partnership

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entities and 18 individuals. A subsidiary of ours and certain other entities that are affiliates of ours are included as defendants. The New York State Court action has been removed to the Bankruptcy Court. Our affiliates filed a motion to dismiss the three lawsuits.

The lawsuits all allege, as a factual basis and background, certain facts surrounding the June 2007 leveraged buyout of ESI from affiliates of Blackstone Capital. Our subsidiary, Arbor ESH II, LLC, had a \$115.0 million investment in the Series A1 Preferred Units of a holding company of Extended Stay, Inc. The New York State Court action and one of the two federal court actions name as defendants, Arbor ESH II, LLC, Arbor Commercial Mortgage, LLC and ABT-ESI LLC, an entity in which we have a membership interest, among the broad group of defendants. These two actions were commenced by substantially identical complaints. The defendants are alleged in these complaints, among other things, to have breached fiduciary and contractual duties by causing or allowing the Debtors to pay illegal dividends or other improper distributions of value at a time when the Debtors were insolvent. These two complaints also allege that the defendants aided and abetted, induced, or participated in breaches of fiduciary duty, waste, and unjust enrichment (Fiduciary Duty Claims) and name a director of ours, and a former general counsel of Arbor Commercial Mortgage, LLC, each of whom had served on the Board of Directors of ESI for a period of time. We are defending these two defendants and paying the costs of such defense. On the basis of the foregoing allegations, the Trust has asserted claims under a number of common law theories, seeking the return of assets transferred by the Debtors prior to the Debtors' bankruptcy filing.

In the third action, filed in Bankruptcy Court, the same plaintiff, the Trust, has named Arbor Commercial Mortgage, LLC and ABT-ESI LLC, together with a number of other defendants and asserts claims, including constructive and fraudulent conveyance claims under state and federal statutes, as well as a claim under the Federal Debt Collection Procedure Act.

On June 28, 2013, the Trust filed a motion to amend the lawsuits, to, among other things, (i) consolidate the lawsuits into one lawsuit, (ii) remove 47 defendants, none of whom are related to us, from the lawsuits so that there are 26 remaining defendants, including 16 corporate and partnership entities and 10 individuals, and (iii) reduce the counts within the lawsuits from over 100 down to 17. The remaining counts in the amended complaint against affiliates of ours are principally state law claims for breach of fiduciary duties, waste, unlawful dividends and unjust enrichment, and claims under the Bankruptcy Code for avoidance and recovery actions, among others. The bankruptcy court granted the motion and the amended complaint has been filed. The amended complaint seeks \$139.0 million in the aggregate from director designees and affiliates of ours. We have moved to dismiss the referenced actions and intend to vigorously defend against the claims asserted therein. During a status conference held on March 18, 2014, the Court heard oral argument on the motion to dismiss and adjourned the case pending a ruling.

We have not made a loss accrual for this litigation because we believe that it is not probable that a loss has been incurred and an amount cannot be reasonably estimated.

Item 1A. RISK FACTORS

There have been no material changes to the risk factors set forth in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

Item 3. DEFAULTS UPON SENIOR SECURITIES

None.

Item 4. MINE SAFETY DISCLOSURES

None.

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Item 5. OTHER INFORMATION

None.

Item 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14.
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.1	Financial statements from the Quarterly Report on Form 10-Q of Arbor Realty Trust, Inc. for the quarter ended June 30, 2014, filed on August 1, 2014, formatted in XBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statement of Changes in Equity, (v) the Consolidated Statements of Cash Flows and (vi) the Notes to Consolidated Financial Statements.

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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:

ARBOR REALTY TRUST, INC.
(Registrant)

By: /s/ Ivan Kaufman

Name: Ivan Kaufman
Title: Chief Executive Officer

By: /s/ Paul Elenio

Name: Paul Elenio
Title: Chief Financial Officer

Date: August 1, 2014