

CIM Commercial Trust Corp  
Form FWP  
December 08, 2016



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Free Writing Prospectus Filed Pursuant to Rule 433 Dated December 8, 2016 Registration Statement No. 333-210880 Relating to Prospectus Dated July 1, 2016 FREE WRITING PROSPECTUS CIM Commercial Trust Corporation Investor Presentation Q3 2016 CIM Commercial Trust Corporation (the "Company") has filed a registration statement (including a prospectus and prospectus supplements) with the Securities and Exchange Commission ("SEC") for the offering to which this communication relates. Before you invest, you should read the prospectus and the prospectus supplements related to that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC's website at [www.sec.gov](http://www.sec.gov), the Company's website at <http://investors.cimcommercial.com/index.cfm> or by contacting Evolv Capital at 844-EVO-ALTS or [info@evoalts.com](mailto:info@evoalts.com).

---





**IMPORTANT DISCLOSURES**   **FORWARD-LOOKING STATEMENTS**   The information set forth herein contains "forward-looking statements." You can identify these statements by the fact that they do not relate strictly to historical or current facts   or they discuss the business and affairs of CIM Commercial

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Trust Corporation ("CIM Commercial" or "CMCT") on a prospective basis. Further, statements that include words such as "may," "will," "project," "might," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," "continue," "pursue," or "should" or the negative or other words or expressions of similar meaning, may identify forward-looking statements. CIM Commercial bases these forward-looking statements on particular assumptions that it has made in light of its experience, as well as its perception of expected future developments and other factors that it believes are appropriate under the circumstances.

The forward-looking statements are necessarily estimates reflecting the judgment of CIM Commercial and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors, including those set forth in CIM Commercial's Annual Report on Form 10-K for the fiscal year ended December 31, 2015.

As you read and consider the information herein, you are cautioned to not place undue reliance on these forward-looking statements. These statements are not guarantees of performance or results and speak only as of the date hereof. These forward-looking statements involve risks, uncertainties and assumptions. In light of these risks and uncertainties, there can be no assurance that the results and events contemplated by the forward-looking statements contained herein will in fact transpire. New factors emerge from time to time, and it is not possible for CIM Commercial to predict all of them. Nor can CIM Commercial assess the impact of each such factor or the extent to which any factor, or combination of factors may cause results to differ materially from those contained in any forward-looking statement. CIM Commercial undertakes no obligation to publicly update or release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law. 2

---

CIM COMMERCIAL flow per share upside	CIM COMMERCIAL (NASDAQ: CMCT) Shares Outstanding <sup>1</sup> 84.0 million	Portfolio Share Price <sup>1,2</sup> \$15.36	Primarily Class A and creative urban office REIT with NAV and cash CIM Group Manager of CMCT Focused on increasing NAV and
---	---	---	---



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

cash flow per share and providing liquidity for stockholders \$19.4 billion AUM, \$12.0 billion EUM with 70+ top-tier global institutional investors<sup>1,4</sup> 560+ total employees<sup>1</sup> 16 principals including all of its founders<sup>1</sup> 310+ professionals<sup>1</sup> Beneficial owner of 1.4 million shares of CMCT<sup>5</sup> 1 As of September 30, 2016. 2 Our most recently published net asset value (“NAV”) per share of common stock was \$23.20 as disclosed in our S-11/A filed with the Securities and Exchange Commission on September 21, 2016. See “Net Asset Value” under Important Disclosures on page 24. 3 Reflects segment net operating income. See Net Operating Income Reconciliations on pages 22 and 23. 4 See “Assets and Equity Under Management” under Important Disclosures on page 24. 5 As of September 16, 2016. Includes shares owned by Principals of CIM Group L.P. (“CIM Group” or “CIM”) and executive officers and directors of CMCT. 3 Quality real estate portfolio in vibrant and improving urban markets including: San Francisco Bay Area Washington, DC Los Angeles 20 office properties with 5.6 million rentable square feet accounted for 81% of NOI<sup>1,3</sup>

---

KEY EVENTS IN CMCT'S HISTORY R005 CIM Group formed CIM Urban REIT, LLC ("CIM REIT") with 24 private institutional investors  
2005-Present Acquired a high-quality urban real estate portfolio of properties July 2016 Registration statement for redeemable preferred

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

stock offering up to \$900 million became effective August 2014 Charles Garner appointed CEO; Mr. Garner is one of CIM Group's most senior Principals R005 - 2013 2015 2014 March 2014 CIM REIT completed its merger with PMC Commercial Trust ("PMC"), a publicly-traded mortgage REIT T Nov 2015-July 2016 Sold commercial mortgage loan portfolio, Santa Ana office building and two hotels (Oakland and Los Angeles) for a combined total of \$189 million 2016 August 2014 Company announced it was exploring strategic alternatives for its lending business in order to focus on urban office real estate investments June 2016 \$210 million tender offer for CMCT common stock (10 million shares @ \$21 per share) 1 Shares were repurchased in a privately negotiated transaction from a fund managed by an affiliate of CIM Group. September 2016 \$80 million repurchase of CMCT common stock (3.6 million shares @ \$22 per share)1

---



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

6% - 8% through 20201 Creative Capital Markets Opportunities Focused on growing net asset value and cash flow per share Committed to providing liquidity to stockholders at prices reflecting the NAV and cash flow prospects of CMCT Pursuing opportunities to grow NAV/share, deliver strong returns and improve liquidity: Common stock - primary and secondary issuances or share repurchases/tenders based on market conditions Preferred stock – public, non-traded offering synchronizes well with business plan/ diverse and less cyclical funding option creates competitive advantage Active debt capital management Property sales and acquisitions Mergers and acquisitions 1 Reflects cash and segment NOI.

---

DISCIPLINED CAPITAL ALLOCATION 6 Acquisitions \$75 million for two Los Angeles office buildings and development lot in Oakland Seek to opportunistically create value for stockholders in all market cycles and environments Sales1 Share repurchase \$189 million from mortgage loan

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

portfolio, non-core office and two hotels      Completed \$210 million tender offer in June 2016 @ \$21 per share      Completed \$80 million common stock repurchase in September 2016 @ \$22 per share<sup>2</sup>      CAPITAL ALLOCATION SINCE GOING PUBLIC IN 2014      Continued commitment to being a good steward of stockholders' capital      1 Excludes selling costs and asset-level other assets and liabilities.      2 Shares were repurchased in a privately negotiated transaction from a fund managed by an affiliate of CIM Group.

---





## Edgar Filing: CIM Commercial Trust Corp - Form FWP

team Proprietary “Qualified Community” methodology Disciplined, relative-value investor with sightlines across all major U.S. urban markets Invested in high barrier-to-entry sub-markets where CIM Group anticipates outsized rent growth San Francisco Bay Area, Washington DC and Los Angeles account for 85% of annualized rent<sup>1</sup> Lease-up (office 87.2% leased)<sup>2</sup> Below-market leases increasing to market rate Value-add/development 97% of debt matures in 2021+, 49% in 2026+<sup>2,3</sup> 56% of debt is fixed rate; another 41% of debt is effectively converted to fixed rate until May 2020 through interest rate swaps<sup>2,3</sup> \$200 million undrawn revolving credit facility 1 Represents gross monthly base rent per square foot under leases commenced as of September 30, 2016, multiplied by twelve. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail. 2 As of September 30, 2016. 3 Excludes premiums, discounts, debt issuance costs, secured borrowings on government guaranteed loans and secured borrowings on commercial real estate loans. 7 NAV/Share Focus + Urban Office + Large-Scale Platform + Ability to Move Growth Needle + Liquidity

---



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

monthly base rent per square foot under leases commenced as of September 30, 2016, multiplied by twelve. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail. For multifamily, represents gross monthly base rent under leases commenced as of the specified period, divided by occupied units. This amount reflects total cash rent before concessions. Hotel average daily rate represents average for nine months ended September 30, 2016. 3

Hotel occupancy, ADR and NOI include results from the Courtyard Oakland and the LAX Holiday Inn until their sale date in February 2016 and July 2016, respectively. Note: Cash NOI is defined as segment net operating income adjusted to exclude straight line rent revenue/expense and amortization of intangible assets/liabilities. See Net Operating Income Reconciliations on pages 22 and 23. Office Multi-family Hotel Total # of Properties 20 5 1 26 SF/Units/Keys 5.6mm 930 503 - Occupancy 1,3 84.6% 95.1% 80.3% - Avg. Rent/ADR 2,3 \$36.85 \$1,929 \$141.60 - TTM segment NOI (millions) 1,3 \$105.1 \$7.6 \$16.6 3 \$129.3 TTM cash NOI (millions) 1,3 \$99.5 \$8.0 \$16.6 3 \$124.1 Office, 81% Multi-Family, V% Hotel, Q3%

---

2015 Office and Multifamily NOI SAME STORE GROWTH OPPORTUNITY Targeting Same Store Office and Multifamily NOI1 CAGR of 6% - 8% Through 2020 9 Additional 1%-2% CAGR potential from development on already owned sites. 2020 Mark-to-market + Rent increase

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Lease-up + Rent increase 2015 Office and Multifamily NOI 1 Reflects cash and segment NOI. Please see Important Disclosures on page 2. See Net Operating Income Reconciliations on pages 22 and 23.

---



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Locations      Headquartered in Los Angeles      Offices in New York City, San Francisco Bay Area, Washington DC Metro Area and Dallas      Experience  
Since inception, CIM Group has owned or currently has under development1      15.7 million square feet of office      4.8 million square feet of retail      17,100  
residential units      7,000 hotel rooms      1 As of September 30, 2016. Residential Units include both condo and apartment units.      The examples above have  
been selected to generally illustrate the investment philosophy of CIM Group, and may not be representative of future investments. Past performance is not a  
guarantee of      future results.      10      432 Park Avenue (New York) Dolby Theatre (Los Angeles) 11 Madison Avenue (New York) 800 North Capitol  
(Washington, DC)

---

RESOURCES & EXPERTISE OF PREMIER INSTITUTIONAL MANAGER - CIM GROUP    Seasoned, Vertically-    Integrated Team    Full-service  
investment manager    Research, investment, acquisition and finance    Development, leasing and management    “Qualified Community”    Methodology



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Sector-agnostic focus      Market values that are below long-term intrinsic values      Underserved or improving areas with dedicated resources that should lead to outsized rent growth      Disciplined Underwriting      CIM underwrites prospective investments using multiple scenarios      Employs current and long-term market cap rates and interest rates      Returns are primarily driven by improved asset and community performance, not cap rate compression or financial engineering      11      CIM Group Competitive Advantages      CMCT Benefits From CIM Group's Large-Scale Platform      Deal sourcing + Capital markets + Operational expertise

---

RESOURCES & EXPERTISE OF PREMIER INSTITUTIONAL MANAGER- CIM GROUP Richard Ressler CIM Group Principal, CMCT Chairman of the Board Founder and President of Orchard Capital Corp., a firm that provides consulting and advisory services to companies in which Orchard

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Capital or its affiliates invest Co-founded CIM Group in 1994 and chairs the firm's Investment and Asset Management Committees Chairman of the board of j2 Global, Inc. (NASDAQ: JCOM) and director of Presbia PLC (NASDAQ: LENS) Served as Chairman and CEO of JCOM from Q997 to 2000 Chairman of executive committee and co-founder of predecessor of Orchard First Source Asset Management, an investment adviser focusing on middle market debt investments. Co-founded and served as Vice Chairman of Brooke Group Limited, the predecessor of Vector Group, Limited (NYSE: VGR) Previously worked at Drexel Burnham Lambert, Inc. and began his career as an attorney with Cravath, Swaine and Moore, LLP B.A. from Brown University, and J.D. and M.B.A. degrees from Columbia University Avi Shemesh CIM Group Principal and CMCT Board Member Shaul Kuba CIM Group Principal and CMCT Board Member Co-Founder and a Principal of CIM Group Responsible for the day-to-day operations of CIM Group, including leading the Development Group and sourcing new investment transactions Serves on the firm's Investment and Asset Management Committees Active real estate investor for over 25 years Previously was involved in a number of successful entrepreneurial real estate activities, including co-founding Dekel Development, which developed a variety of commercial and multifamily properties in Los Angeles Co-Founder and a Principal of CIM Group Responsible for the day-to-day operations of CIM Group, including strategic initiatives, property management, leasing and investor relations Head of CIM's Investments Group and serves on the firm's Investment and Asset Management Committees Active real estate investor for over 25 years Previously was involved in a number of successful entrepreneurial real estate activities, including co-founding Dekel Development, which developed a variety of commercial and multifamily properties in Los Angeles

---

12 CIM GROUP CO-FOUNDERS

RESOURCES & EXPERTISE OF PREMIER INSTITUTIONAL MANAGER- CIM GROUP    David Thompson    CMCT Chief Financial Officer, CIM Group  
Principal    Prior to joining CIM Group in 2009, spent 15 years    with Hilton Hotels Corporation, most recently as    Senior Vice President and Controller

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

responsible for worldwide financial reporting, financial planning and analysis, risk management, internal control and technical accounting compliance. Tenure at Hilton included both SEC compliance as a public company and reporting as a private equity portfolio company. Began career as a C.P.A. at Arthur Andersen & Co. Terry Wachsner CIM Group Principal, Property Management. Prior to joining CIM Group in 2005, was Director of Asset Services for Continental Development Corporation. Prior to Continental, was Executive Managing Director for Kennedy-Wilson Properties, Ltd. where he was responsible for the operations and leasing of a 75 million square foot national portfolio of office, retail, industrial, and apartment properties. From 1980 to 1998, headed up Heitman Properties, Ltd. as President of Property Management. Charles Garner CMCT Chief Executive Officer, CIM Group Principal. CEO of CMCT and serves on CIM Group's Investment and Asset Management Committees. Prior to joining CIM Group, worked closely with the firm in various capacities since 1996, including originating and managing Federal Realty Investment Trust's partnership with CIM Group. Has been involved in billions of dollars of real estate transactions including the acquisition, joint venture investment, disposition and equity and debt financing of more than 100 properties. Began career as a C.P.A. at PricewaterhouseCoopers and has held various transactional positions with Federal Realty, Walker & Dunlop and The Stout & Teague Companies. B.S. degree in Management from Tulane University's A.B. Freeman School of Business. Jan Salit CMCT President and Secretary. Joined CMCT after merger of PMC Commercial Trust. Previously was Chairman of the Board, CEO and Secretary of PMC Commercial Trust. Prior to CEO role, held Chief Operating Officer and Chief Investment Officer roles with PMC Commercial Trust (joined predecessor firm in Q993). Prior to joining PMC Commercial Trust, held positions with Glenfed Financial Corporation (and its predecessor company ARMCO Financial Corporation) including Chief Financial Officer. 13 MANAGEMENT

---





	CMCT REAL ESTATE PORTFOLIO Q5	AS OF SEPTEMBER 30, 2016	Property	Market Square Footage	Multi-family	Units	Hotel
Rooms	1 Kaiser Plaza Oakland, CA 532,059	2101 Webster Street Oakland, CA 472,636	1901 Harrison Street Oakland, CA 272,737	1333 Broadway			



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Oakland, CA 239,835 2100 Franklin Street Oakland, CA 216,666 211 Main Street San Francisco, CA 415,120 260 Townsend Street San Francisco, CA 65,758 11620 Wilshire Boulevard Los Angeles, CA 192,723 4750 Wilshire Boulevard Los Angeles, CA 143,361 7083 Hollywood Boulevard Los Angeles, CA 82,180 11600 Wilshire Boulevard Los Angeles, CA 55,044 Lindblade Media Center Los Angeles, CA 32,428 370 L'Enfant Promenade District of Columbia 407,321 999 N Capitol Street District of Columbia 321,544 899 N Capitol Street District of Columbia 314,317 800 N Capitol Street District of Columbia 312,759 830 1st Street District of Columbia 247,337 200 S College Street (BB & T Center) Charlotte, NC 567,865 980 9th Street & 1010 8th Street Sacramento, CA 483,524 3601 S Congress Avenue (Penn Field) Austin, TX 182,484 Total Office Portfolio 5,557,698 4649 Cole Avenue Dallas, TX 334 3636 McKinney Avenue Dallas, TX 103 3839 McKinney Avenue Dallas, TX 75 4200 Scotland Street Houston, TX 308 47 E 34th Street New York, NY 110 Total Multifamily Portfolio 930 Sheraton Grand Hotel Sacramento, CA 503 Total Hotel Portfolio 503

---



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

Thriving Urban Areas      Improving demographics      Broad public support for CIM's investment approach      Evidence of private investment from other institutional investors      Underserved niches in the community's real estate infrastructure      Potential to invest a minimum of \$100 million of opportunistic equity within five years      CIM believes that its community qualification process provides it with a significant competitive advantage when making urban real estate investments.      Since 1994, CIM has qualified 103 communities in high barrier-to-entry sub-markets and has invested in 61 of the communities.      The qualification process generally takes between 6 months and 5 years and is a critical component of CIM's investment evaluation.      CIM examines the characteristics of a market to determine whether the district justifies the extensive efforts CIM undertakes in reviewing and making potential investments in its Qualified Communities. The communities are located in both primary and secondary urban centers, which can encompass (1) transitional urban districts and growth markets adjacent to Central Business Districts ("CBDs") and/or (2) well-established, thriving urban areas including major CBDs.

---





CONSOLIDATED STATEMENTS OF OPERATIONS 18 2016 2015 2016 2015 REVENUES: Rental and other property income \$ 57,414 \$ 62,623 \$  
181,886 \$ 189,192 Expense reimbursements 3,884 3,336 10,128 9,780 Interest and other income 3,034 2,501 9,295 7,974 64,332 68,460 201,309

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

206,946 EXPENSES: Rental and other property operating 31,723 33,361 95,300 99,055 Asset management and other fees to related parties 8,496 8,399  
 25,503 24,776 Interest 10,276 5,781 24,386 17,191 General and administrative 2,226 2,029 6,299 7,250 Transaction costs 53 237 320 1,038  
 Depreciation and amortization 17,724 17,873 54,262 54,567 70,498 67,680 206,070 203,877 Gain on sale of real estate 14,927 - 39,666 - INCOME  
 FROM CONTINUING OPERATIONS BEFORE PROVISION FOR INCOME TAXES 8,761 780 34,905 3,069 Prov ision for income taxes 379 179 1,040 654  
 NET INCOME FROM CONTINUING OPERATIONS 8,382 601 33,865 2,415 DISCONTINUED OPERATIONS: Income from operations of assets  
 held for sale 703 4,640 3,061 10,540 NET INCOME FROM DISCONTINUED OPERATIONS 703 4,640 3,061 10,540 NET INCOME 9,085 5,241 36,926  
 12,955 Net loss (income) attributable to noncontrolling interests 3 1 (9) (5) NET INCOME ATTRIBUTABLE TO STOCKHOLDERS \$ 9,088 \$ 5,242 \$  
 36,917 \$ 12,950 BASIC AND DILUTED INCOME PER SHARE1: Continuing operations \$ 0.10 \$ 0.01 \$ 0.36 \$ 0.02 Discontinued operations \$ 0.01 \$  
 0.05 \$ 0.03 \$ 0.11 Net income \$ 0.10 \$ 0.05 \$ 0.39 \$ 0.13 WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING: Basic  
 87,045 97,590 93,772 97,587 Diluted 87,045 97,590 93,772 97,587 Three Months Ended Nine Months Ended September 30, September 30, (In  
 thousands, except per share amounts) (Unaudited) CIM COMMERCIAL EPS for the year-to-date period may differ from the sum of quarterly EPS  
 amounts due to the required method of computing EPS in the respective periods. In addition, EPS are calculated independently for each component and may not  
 be additive due to rounding.

---

FUNDS FROM OPERATIONS Q9 CIM COMMERCIAL We believe that FFO is a widely recognized and appropriate measure of the performance of a REIT and that it is frequently used by securities analysts, investors and other interested parties in the evaluation of REITs, many of which present FFO when



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

reporting their results. FFO represents net income (loss), computed in accordance with GAAP, excluding gains (or losses) from sales of real estate, real estate depreciation and amortization, and adjustments for non-controlling interests. We calculate FFO in accordance with the standards established by the National Association of Real Estate Investment Trusts ("NAREIT"). Like any metric, FFO should not be used as the only measure of our performance because it excludes depreciation and amortization and captures neither the changes in the value of our real estate properties that result from use or market conditions nor the level of capital expenditures and leasing commissions necessary to maintain the operating performance of our properties, all of which have real economic effect and could materially impact our operating results. Other REITs may not calculate FFO in accordance with the standards established by the NAREIT; accordingly, our FFO may not be comparable to those other REITs' FFO. Therefore, FFO should be considered only as a supplement to net income as a measure of our performance and should not be used as a supplement to or substitute measure for cash flow from operating activities computed in accordance with GAAP. FFO should not be used as a measure of our liquidity, nor is it indicative of funds available to fund our cash needs, including our ability to pay dividends. FFO for the year-to-date period may differ from the sum of quarterly FFO amounts due to the method of computing FFO in the respective periods. In addition, the per share adjustments to net income attributable to stockholders per share are calculated independently for each adjustment and may not be additive due to rounding.

	2016	2015	2016	2015	FUNDS FROM OPERATIONS (FFO)	Net income attributable to stockholders																													
9,088\$	5,242\$	36,917\$	12,950\$	17,724	17,873	54,262	54,567	Gain on sale of depreciable assets	(14,927)	-	Net (loss) income attributable to noncontrolling interests	(3)	(1)	9	5	FFO \$	11,882	\$ 23,114	\$ 51,522	\$ 67,522	BASIC AND DILUTED FFO PER SHARE:	Net income attributable to stockholders	0.10\$	0.05\$	0.39\$	0.13\$	Depreciation and amortization	0.20	0.18	0.58	0.56	Gain on sale of depreciable assets	(0.17)	-	(0.42) -
Net (loss) income attributable to noncontrolling interests	-	-	-	-	FFO PER SHARE	\$ 0.14	\$ 0.24	\$ 0.55	\$ 0.69	WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING:	Basic	87,045	97,590	93,772	97,587	Diluted	87,045	97,590	93,772	97,587	(Unaudited)	Three Months Ended													
Nine Months Ended	September 30,	September 30,	September 30,	September 30,	(In thousands, except per share amounts)																														

---

CONSOLIDATED BALANCE SHEETS    20    September 30, 2016    December 31, 2015    ASSETS    Investments in real estate, net \$ 1,615,415    \$ 1,691,711  
Cash and cash equivalents 133,846    139,101    Restricted cash 40,039    8,086    Accounts receivable, net 10,629    11,164    Deferred rent receivable and

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

charges, net 104,539 97,225 Other intangible assets, net 18,071 20,310 Other assets 89,832 102,401 Assets held for sale, net 43,690 22,062 TOTAL  
ASSETS \$ 2,056,061 \$ 2,092,060 LIABILITIES AND EQUITY LIABILITIES: Debt \$ 969,189 \$ 693,956 Accounts payable and accrued expenses  
42,089 42,121 Intangible liabilities, net 4,194 6,086 Due to related parties 9,664 9,472 Other liabilities 40,791 32,826 Liabilities associated with assets  
held for sale 11,945 10,252 Total liabilities 1,077,872 794,713 EQUITY: Common stock 84 98 Additional paid in capital 1,566,018 1,820,451  
Accumulated other comprehensive income (loss) (9,617) (2,519) Distributions in excess of earnings (579,206) (521,620) Total stockholders' equity  
977,279 1,296,410 Noncontrolling interests 910 937 Total equity 978,189 1,297,347 TOTAL LIABILITIES AND EQUITY \$ 2,056,061 \$ 2,092,060  
(in thousands) (Unaudited) CIM COMMERCIAL

---

DEBT SUMMARY1 21 As of September 30, 2016 Outstanding Principal Balance2 Interest Rate Maturity Date (In thousands) 211 Main Street \$  
26,924 6.65% 07/15/2018 4649 Cole Avenue 23,671 5.39% 03/01/2021 3636 McKinney Avenue 9,408 5.39% 03/01/2021 3839 McKinney Avenue 6,240

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

5.39% 03/01/2021 4200 Scotland Street 29,314 5.18% 06/05/2021 1 Kaiser Plaza 97,100 4.14% 07/01/2026 2101 Webster Street 83,000 4.14%  
07/01/2026 2100 Franklin Street 80,000 4.14% 07/01/2026 1901 Harrison Street 42,500 4.14% 07/01/2026 1333 Broadway 39,500 4.14% 07/01/2026  
260 Townsend Street 28,200 4.14% 07/01/2026 7083 Hollywood Boulevard 21,700 4.14% 07/01/2026 830 1st Street 46,000 4.50% 01/05/2027  
MORTGAGES PAYABLE 533,557 4.45% Unsecured Credit Facility<sup>3</sup> - Variable 09/30/2017<sup>4</sup> Unsecured Term Loan Facility<sup>5</sup> 385,000 LIBOR + 1.60%<sup>6</sup>  
05/08/2022 Junior Subordinated Notes 27,070 LIBOR + 3.25% 03/30/2035 OTHER 412,070 TOTAL DEBT 945,627\$ Q Excludes \$38.2 million of  
secured borrowings-government guaranteed loans, which represent sold loans which are treated as secured borrowings because the loan sales did not meet the  
derecognition criteria provided for in ASC 860-30, Secured Borrowing and Collateral. <sup>2</sup> Excludes premiums, discounts and debt issuance costs. <sup>3</sup> At  
September 30, 2016, the interest rates applicable to the components of CIM Commercial's Unsecured Credit Facility were based on LIBOR plus an applicable  
spread determined by CIM Commercial's maximum leverage ratio, as defined. In June 2016, all outstanding borrowings under the Unsecured Credit Facility  
were repaid. At September 30, 2016, \$0 was outstanding under the credit facility and \$200 million was available for future borrowings, as we permanently  
reduced the revolving credit commitment under the credit facility to \$200 million. <sup>4</sup> The credit facility was set to mature in September 2016 and prior to  
maturity, we exercised the first of two one year extension options through September 2017. <sup>5</sup> The Unsecured Term Loan Facility ranks pari passu with CIM  
Commercial's Unsecured Credit Facility; covenants under the Unsecured Term Loan Facility are substantially the same as those in the Unsecured Credit  
Facility. At September 30, 2016, the interest rate was based on LIBOR plus an applicable spread determined by CIM Commercial's maximum leverage ratio, as  
defined in the credit agreement. With some exceptions, any prepayment of the Unsecured Term Loan Facility prior to May 2017 will be subject to a  
prepayment fee up to 2% of the outstanding principal amount. <sup>6</sup> The interest rate of the loan has been effectively converted to a fixed rate of 3.16% until May 8,  
2020 through interest rate swaps. CIM COMMERCIAL

---

NET OPERATING INCOME RECONCILIATIONS 22 CIM Commercial internally evaluates the operating performance and financial results of its segments based on segment net operating income which is defined as rental and other property income and expense reimbursements less property related

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

expenses, and excludes non-property income and expenses, interest expense, depreciation and amortization, corporate related general and administrative expenses, gain (loss) on sale of real estate, transaction costs and provision for income taxes. We also evaluate the operating performance and financial results of our operating segments using cash basis NOI. We define cash basis NOI as segment NOI adjusted to exclude the effect of the straight lining of rents, acquired above/below market lease amortization, and other adjustments required by GAAP. Segment NOI and cash basis NOI are not a measure of operating results or cash flows from operating activities as measured by GAAP and should not be considered an alternative to income from continuing operations, or to cash flows as a measure of liquidity, or as an indication of our performance or of our ability to pay dividends. All companies may not calculate segment NOI or cash basis NOI in the same manner. We consider segment NOI and cash basis NOI to be useful performance measures to investors and management because, when compared across periods, they reflect the revenues and expenses directly associated with owning and operating our properties and the impact to operations from trends in occupancy rates, rental rates, and operating costs, providing a perspective not immediately apparent from income from continuing operations.

Additionally, we believe that cash basis NOI is helpful to investors because it eliminates straight line rent and other non-cash adjustments to revenue and expenses. Below and on the next page is a reconciliation of our cash basis Net Operating Income ("cash NOI") to segment net operating income and net income for the nine months ended September 30, 2016 and 2015 and the twelve months ended December 31, 2015.

	Office Multifamily Hotel Lending Total	Cash	NOI	74,396	\$ 6,331	\$ 12,429	\$ 3,824	\$ 96,980
	Deferred rent and amortization of intangible assets, liabilities and lease inducements	4,387	(126)	2	-	4,263		
	Straight line rent, below-market ground lease and amortization of intangible assets	(937)	(414)	-	-	(1,351)		
	Segment net operating income	77,846	5,791	12,431	3,824	99,892		
	Asset management and other fees to related parties	(22,824)	Interest expense	(24,080)	General and administrative	(3,167)		
	Transaction costs	(320)	Depreciation and amortization	(54,262)	Gain on sale of real estate	39,666		
	Income from continuing operations before provision for income taxes	34,905	Provision for income taxes	(1,040)	Net income from continuing operations	33,865	Discontinued operations	Income from
	operations of assets held for sale	3,061	Net income from discontinued operations	3,061	Net income	36,926	Net income attributable to noncontrolling	
	interests	(9)	Net income attributable to stockholders	36,917	Nine Months Ended	September 30, 2016	(in thousands)	

---

NET OPERATING INCOME RECONCILIATIONS 23 As CIM Commercial's year end is December 31, and CIM Commercial does not present TTM cash and segment NOI ended September 30, 2016 in its GAAP reporting, CIM Commercial reconciled the TTM cash and segment NOI using the NOI



## Edgar Filing: CIM Commercial Trust Corp - Form FWP

reconciliations above and on the prior page. Please note that segment and cash NOI has been reconciled to the net income attributable to stockholders for all periods presented above and on the prior page:

Office Multifamily Hotel Total	Cash NOI - Nine Months Ended September 30, 2016	74,396\$ 6,331\$ 12,429\$
Cash NOI - Twelve Months Ended December 31, 2015	Cash NOI - Nine Months Ended September 30, 2015	93,156\$ (77,636) (5,120) (15,319) (98,075)
TTM Cash NOI	99,552\$ 7,969\$ 16,568\$ 124,089\$	
Office Multifamily Hotel Total	Segment NOI - Nine Months Ended September 30, 2016	77,846\$ 5,791\$ 12,431\$ 96,068\$
Segment NOI - Twelve Months Ended December 31, 2015	107,485 6,553 19,462 133,500	
Segment NOI - Nine Months Ended September 30, 2015	(80,191) (4,733) (15,320) (100,244)	
TTM Segment NOI	105,140\$ 7,611\$ 16,573\$ 129,324\$	(in thousands)
Office Multifamily Hotel Lending Total	Office Multifamily Hotel Total	Cash NOI
77,636\$ 5,120\$ 15,319\$ 2,068\$ 100,143\$ 102,792\$ 6,758\$ 19,458\$ 129,008\$	Deferred rent and amortization of intangible assets, liabilities and lease inducements	4,035 27 1 4,063 6,485 346 4 6,835
Bad debt expense	(510) (510) (510) - - (510)	Straight line rent, below-market ground lease and amortization of intangible assets
(970) (414) (1,384) (1,282) (551) - (1,833)	Segment net operating income	80,191 4,733 15,320 2,068 102,312 107,485 6,553 19,462 133,500
Asset management and other fees to related parties	(21,955) (29,319)	Interest expense
(16,540) (22,785)	General and administrative	(5,143) (6,621)
Transaction costs	(1,038) (1,382)	Depreciation and amortization
(54,567) (72,361)	Gain on sale of real estate	- 3,092
Income from continuing operations	3,069 4,124	Provision for income taxes
(654) -	Net income from continuing operations	2,415 4,124
Discontinued operations	Income from operations of assets held for sale	10,540 15,128
Gain on disposition of assets held for sale	- 5,151	Net income from discontinued operations
10,540 20,279	Net income	12,955 24,403
Net income attributable to noncontrolling interests	(5) (11)	Net income attributable to stockholders
12,950\$ 24,392\$	(in thousands)	Twelve Months Ended December 31, 2015
Nine Months Ended September 30, 2015	(in thousands)	

---

**IMPORTANT DISCLOSURES** Assets and Equity Under Management Assets Under Management (“AUM”), or Gross AUM, represents (i)(a) for real assets, the aggregate total gross assets (GAV) at fair value, including the shares of such assets owned by joint venture partners and co-investments, of all of CIM’s

## Edgar Filing: CIM Commercial Trust Corp - Form FWP

advised accounts (each an “Account” and collectively, the “Accounts”) or (b) for operating companies, the aggregate GAV less debt, including the shares of such assets owned by joint venture partners and co-investments, of all of the Accounts (not in duplication of the assets described in (i)(a)), plus (ii) the aggregate unfunded commitments of the Accounts, as of September 30, 2016 (“Report Date”). The GAV is calculated in accordance with U.S. generally accepted accounting principles on a fair value basis (the “Book Value”) and generally represents the investment’s third-party appraised value as of the Report Date, or as of December 31, 2015 plus capital expenditures through the Report Date, as adjusted further by the result of any partial realizations and quarterly valuation adjustments based upon management’s estimate of fair value, in each case through the Report Date other than as described below with respect to CIM REIT. The only investment currently held by CIM REIT consists of shares in CIM Commercial Trust Corporation, a publicly traded company; the Book Value of CIM REIT is determined by assuming the underlying assets of CMCT are liquidated based upon management’s estimate of fair value. CIM does not presently view the price of CMCT’s publicly-traded shares to be a meaningful indication of the fair value of the CIM REIT’s interest in CMCT due to the fact that the publicly-traded shares of CMCT represent less than 3% of the outstanding shares of CMCT and are thinly-traded. Equity Under Management (“EUM”), or Net AUM, represents (i) the aggregate NAV of the Accounts (as described below), plus (ii) the aggregate unfunded commitments of the Accounts. The NAV of each Account is based upon the aggregate amounts that would be distributable (prior to incentive fee allocations) to such Account assuming a “hypothetical liquidation” of the Account on the date of determination, assuming that: (x) investments are sold at their Book Value (as defined above); (y) debts are paid and other assets are collected; and (z) appropriate adjustments and/or allocations between equity investors are made in accordance with applicable documents, in each case as determined in accordance with applicable accounting guidance. Net Asset Value We have established an estimated NAV per share of Common Stock of \$23.20. The determination of estimated NAV involves a number of subjective assumptions, estimates and judgments that may not be accurate or complete. Further, different firms using different property-specific, general real estate, capital markets, economic and other assumptions, estimates and judgments could derive an estimated NAV that could be significantly different from our estimated NAV. Additionally, our estimated NAV does not give effect to changes in value, investment activities, capital activities, indebtedness levels, and other various activities occurring after December 31, 2015 that would have an impact on our estimated NAV (other than the tender offer as described in CIM Commercial’s S-11/A filed with the Securities and Exchange Commission on September 21, 2016). 24

---

