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PMC COMMERCIAL TRUST /TX

FORM 10-Q
(Quarterly Report)

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

FORM 10 - Q

(Mark One):

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

For the quarterly period ended September 30, 2013

OR

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

For the transition period from __________to __________.

Commission File Number 1-13610

PMC COMMERCIAL TRUST
(Exact name of registrant as specified in its charter)

TEXAS (State or other jurisdiction of incorporation or organization)	**75-6446078** (I.R.S. Employer Identification No.)
17950 Preston Road, Suite 600, Dallas, TX 75252 (Address of principal executive offices)	**(972) 349-3200** (Registrant's telephone number)

Indicate by check mark whether the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. YES ☐ NO ☒

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). YES ☒ NO ☐

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the Registrant is a shell company (as defined in Exchange Act Rule 12b-2). YES ☐ NO ☒

As of November 5, 2013, the Registrant had outstanding 10,596,220 Common Shares of Beneficial Interest, par value $0.01 per share.

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PART I

Financial Information

ITEM 1.

Financial Statements

PMC COMMERCIAL TRUST AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	September 30, 2013	December 31, 2012
	(Unaudited)	
ASSETS		
Loans receivable, net:		
Commercial mortgage loans receivable	$ 112,328	$ 125,515
SBIC commercial mortgage loans receivable	53,702	47,153
SBA 7(a) loans receivable, subject to secured borrowings	35,623	38,349
SBA 7(a) loans receivable	28,399	27,974
Loans receivable, net	230,052	238,991
Cash and cash equivalents	12,589	1,230
Other assets	7,260	7,486
Total assets	$ 249,901	$ 247,707
LIABILITIES AND EQUITY		
Liabilities:		
Debt:		
Secured borrowings - government guaranteed loans	$ 38,035	$ 41,008
SBIC debentures payable	27,500	17,190
Junior subordinated notes	27,070	27,070
Revolving credit facility	11,900	11,900
Debt	104,505	97,168
Borrower advances	3,275	5,942
Accounts payable and accrued expenses	2,975	4,078
Dividends payable	1,347	1,293
Total liabilities	112,102	108,481
Commitments and contingencies		
Beneficiaries' equity:		
Common shares of beneficial interest; authorized 100,000,000 shares of $0.01 par value; 11,132,549 and 11,125,883 shares issued at September 30, 2013 and December 31, 2012, respectively; 10,596,220 and 10,589,554 shares outstanding at September 30, 2013 and December 31, 2012, respectively	111	111
Additional paid-in capital	153,113	153,072
Net unrealized appreciation of retained interests in transferred assets	271	278
Cumulative net income	176,430	173,917
Cumulative dividends	(188,125)	(184,151)
Beneficiaries' equity before treasury stock	141,800	143,227
Less: Treasury stock; at cost, 536,329 shares at September 30, 2013 and December 31, 2012	(4,901)	(4,901)
Total beneficiaries' equity	136,899	138,326
Noncontrolling interests - cumulative preferred stock of subsidiary	900	900
Total equity	137,799	139,226
Total liabilities and equity	$ 249,901	$ 247,707

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

PMC COMMERCIAL TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(In thousands, except per share data)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2013	2012	2013	2012
		(Unaudited)		
Revenues:				
Interest income	$ 10,496	$ 10,392	$ 3,570	$ 3,561
Premium income	1,960	1,187	417	796
Other income	1,131	1,036	601	507
Total revenues	13,587	12,615	4,588	4,864
Expenses:				
Salaries and related benefits	3,172	3,350	1,055	1,091
Interest	2,511	2,646	803	887
General and administrative	1,945	1,493	606	495
Transaction costs	1,615	—	1,222	—
Provision for loan losses, net	562	646	148	53
Strategic alternatives	—	3,623	—	1,421
Total expenses	9,805	11,758	3,834	3,947
Income before income tax provision and discontinued operations, net of tax	3,782	857	754	917
Income tax provision	(946)	(311)	(356)	(272)
Income from continuing operations	2,836	546	398	645
Discontinued operations, net of tax	(323)	(643)	(75)	(172)
Net income (loss)	$ 2,513	$ (97)	$ 323	$ 473
Weighted average shares outstanding:				
Basic	10,594	10,584	10,596	10,590
Diluted	10,596	10,610	10,606	10,590
Basic and diluted earnings (loss) per share:				
Income from continuing operations	$ 0.27	$ 0.05	$ 0.04	$ 0.06
Discontinued operations, net of tax	(0.03)	(0.06)	(0.01)	(0.02)
Net income (loss)	$ 0.24	$ (0.01)	$ 0.03	$ 0.04

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

PMC COMMERCIAL TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)

	Nine Months Ended September 30,		Three Months Ended September 30,	
	2013	**2012**	**2013**	**2012**
	(Unaudited)			
Net income (loss)	$ 2,513	$ (97)	$ 323	$ 473
Change in unrealized appreciation of retained interests in transferred assets:				
Net unrealized appreciation (depreciation) arising during period	68	(28)	10	12
Net realized gains included in net income (loss)	(75)	(89)	(30)	(23)
Change in unrealized appreciation of retained interests in transferred assets	(7)	(117)	(20)	(11)
Comprehensive income (loss)	$ 2,506	$ (214)	$ 303	$ 462

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

PMC COMMERCIAL TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY
(In thousands, except share and per share data)

	Nine Months Ended September 30, 2012 (Unaudited)								
	Common Shares of Beneficial Interest Outstanding	Par Value	Additional Paid-in Capital	Net Unrealized Appreciation of Retained Interests in Transferred Assets	Cumulative Net Income	Cumulative Dividends	Treasury Stock	Cumulative Preferred Stock of Subsidiary	Total Equity
Balances, January 1, 2012	10,574,554	$111	$152,934	$ 394	$176,096	$(177,798)	$(4,901)	$ 900	$147,736
Net unrealized depreciation	—	—	—	(117)	—	—	—	—	(117)
Share-based compensation expense	15,000	—	119	—	—	—	—	—	119
Dividends ($0.48 per share)	—	—	—	—	—	(5,083)	—	—	(5,083)
Net loss	—	—	—	—	(97)	—	—	—	(97)
Balances, September 30, 2012	10,589,554	$111	$153,053	$ 277	$175,999	$(182,881)	$(4,901)	$ 900	$142,558

	Nine Months Ended September 30, 2013 (Unaudited)								
	Common Shares of Beneficial Interest Outstanding	Par Value	Additional Paid-in Capital	Net Unrealized Appreciation of Retained Interests in Transferred Assets	Cumulative Net Income	Cumulative Dividends	Treasury Stock	Cumulative Preferred Stock of Subsidiary	Total Equity
Balances, January 1, 2013	10,589,554	$111	$153,072	$ 278	$173,917	$(184,151)	$(4,901)	$ 900	$139,226
Net unrealized depreciation	—	—	—	(7)	—	—	—	—	(7)
Share-based compensation expense	6,666	—	41	—	—	—	—	—	41
Dividends ($0.375 per share)	—	—	—	—	—	(3,974)	—	—	(3,974)
Net income	—	—	—	—	2,513	—	—	—	2,513
Balances, September 30, 2013	10,596,220	$111	$153,113	$ 271	$176,430	$(188,125)	$(4,901)	$ 900	$137,799

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

PMC COMMERCIAL TRUST AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
	(Unaudited)	
Cash flows from operating activities:		
Net income (loss)	$ 2,513	$ (97)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Impairment losses	135	208
Net losses on sales of real estate	16	19
Deferred income taxes	214	(129)
Provision for loan losses, net	562	646
Allowance for accounts receivable	29	—
Unrealized premium adjustment	574	1,229
Amortization and accretion, net	(277)	(102)
Share-based compensation	41	119
Capitalized loan origination costs	(158)	(271)
Loans funded, held for sale	(15,945)	(20,724)
Proceeds from sale of guaranteed loans	18,392	11,969
Principal collected on loans	946	499
Loan fees collected (remitted), net	83	(74)
Change in operating assets and liabilities:		
Other assets	(150)	(240)
Borrower advances	(2,667)	2,673
Accounts payable and accrued expenses	(1,196)	896
Net cash provided by (used in) operating activities	3,112	(3,379)
Cash flows from investing activities:		
Loans funded	(18,951)	(19,772)
Principal collected on loans	20,470	19,079
Principal collected on retained interests in transferred assets	68	82
Purchase of furniture and equipment	(4)	(11)
Proceeds from sales of real estate owned, net	1,622	678
Release of restricted cash and cash equivalents	—	2,233
Net cash provided by investing activities	3,205	2,289
Cash flows from financing activities:		
Repayment of revolving credit facility, net	—	(2,800)
Payment of principal on debentures payable and structured notes payable	(4,190)	(5,264)
Proceeds from issuance of SBIC debentures	14,500	4,000
Proceeds from secured borrowings - government guaranteed loans	—	8,498
Payment of principal on secured borrowings - government guaranteed loans	(946)	(499)
Payment of borrowing costs	(402)	(97)
Payment of dividends	(3,920)	(5,058)
Net cash provided by (used in) financing activities	5,042	(1,220)
Net increase (decrease) in cash and cash equivalents	11,359	(2,310)
Cash and cash equivalents, beginning of year	1,230	6,502
Cash and cash equivalents, end of period	$ 12,589	$ 4,192

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

PMC COMMERCIAL TRUST AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation:

The accompanying interim financial statements of PMC Commercial Trust ("PMC Commercial" or together with its wholly-owned subsidiaries, "we," "us" or "our") have not been audited by an independent registered public accounting firm. These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statement presentation. In the opinion of management, the financial statements include all normal recurring adjustments necessary for a fair statement of the results for the interim period. All material intercompany balances and transactions have been eliminated. The results for the three and nine months ended September 30, 2013 are not necessarily indicative of future financial results. Therefore, these financial statements should be read in conjunction with the financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect (1) the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and (2) the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. Our most sensitive estimates involve the valuation of our real estate owned and determination of loan loss reserves.

Note 2. Reclassifications:

Certain prior period amounts have been reclassified to conform with the current period presentation. These reclassifications had no effect on previously reported net income (loss) or cash flows.

Note 3. Merger Agreement:

On July 8, 2013, PMC Commercial entered into a merger agreement with CIM Urban REIT, LLC ("CIM Urban REIT") and subsidiaries of the respective parties. CIM Urban REIT is a private commercial REIT with Class A commercial real estate assets located in premier urban markets throughout the United States. The merger and other transactions were unanimously approved by both PMC Commercial's Board of Trust Managers (the "Board") and CIM Urban REIT's Director.

Pursuant to the merger agreement, CIM Urban REIT and its affiliates will receive approximately 22.0 million newly-issued PMC Commercial common shares of beneficial interest and approximately 65.0 million newly-issued PMC Commercial preferred shares. Each preferred share will be convertible into seven common shares of beneficial interest, resulting in the issuance of an aggregate of approximately 477.2 million common shares of beneficial interest in the merger and other transactions after the conversion. This will represent approximately 97.8% of PMC Commercial's outstanding shares.

All PMC Commercial common shares of beneficial interest that are outstanding immediately prior to the transactions will remain outstanding following the transactions. In addition, PMC Commercial shareholders of record at the close of the business day prior to the closing of the transactions will receive a special cash dividend of $5.50 per common share of beneficial interest, to be paid shortly after closing.

Based on an arrangement with CIM Urban REIT, legal and due diligence expenses related to the potential merger incurred during a certain period of time were reimbursable. We incurred $542,000 of costs which were reimbursed by CIM Urban REIT.

The merger and other transactions are contractually required to be completed no later than December 31, 2013. The transactions are subject to a number of conditions that the parties are working to satisfy. However, no assurance can be given that the transactions will be completed by the end of the year.

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PMC COMMERCIAL TRUST AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 4. Loans Receivable, net:

Loans receivable, net, consisted of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
Commercial mortgage loans	$ 114,745	$ 128,401
SBIC commercial mortgage loans	54,044	47,621
SBA 7(a) loans, subject to secured borrowings	35,213	37,909
SBA 7(a) loans	28,663	28,196
Total loans receivable	232,665	242,127
Adjusted by:		
Deferred capitalized costs, net	239	277
Loan loss reserves	(2,852)	(3,413)
Loans receivable, net	$ 230,052	$ 238,991

Commercial mortgage loans

Represents the loans held by the parent company, PMC Commercial Trust.

SBIC commercial mortgage loans

Represents loans of our licensed Small Business Investment Company ("SBIC") subsidiaries.

SBA 7(a) loans, subject to secured borrowings

Represents the government guaranteed portion of loans which were sold with the proceeds received from the sale reflected as secured borrowings – government guaranteed loans (a liability on our consolidated balance sheet). There is no credit risk associated with these loans since the SBA has guaranteed payment of the principal; therefore, no loan loss reserves are recorded on the $35.2 million and $37.9 million, respectively of government guaranteed portions of these SBA 7(a) loans included in loans receivable at September 30, 2013 and December 31, 2012.

SBA 7(a) loans

Represents the non-government guaranteed retained portion of loans originated under the SBA 7(a) program and the government guaranteed portion of loans that have not yet been fully funded or sold. The balance is net of retained loan discounts of $2.6 million and $2.1 million at September 30, 2013 and December 31, 2012, respectively.

Concentration Risks

We have certain concentrations of investments. Substantially all of our revenue is generated from loans collateralized by hospitality properties. At both September 30, 2013 and December 31, 2012, our loans were 94% concentrated in the hospitality industry. Any economic factors that negatively impact the hospitality industry, including recessions, depressed commercial real estate markets, travel restrictions, gasoline prices, bankruptcies or other political or geopolitical events, could have a material adverse effect on our financial condition and results of operations.

At September 30, 2013 and December 31, 2012, 12% and 15%, respectively, of our loans were collateralized by properties in Texas. In addition, at September 30, 2013, 10% of our loans were collateralized by properties in Virginia. No other state had a concentration of 10% or greater of our loans receivable at September 30, 2013 or December 31, 2012. A decline in economic conditions in any state in which we have a concentration of investments could have a material adverse effect on our financial condition and results of operations.

We have not loaned more than 10% of our assets to any single borrower; however, we have an affiliated group of obligors representing approximately 5% of our loans receivable at both September 30, 2013 and December 31, 2012. Any decline in the financial status of this group could have a material adverse effect on our financial condition and results of operations.

PMC COMMERCIAL TRUST AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Aging

The following tables represent an aging of our Loans Receivable Subject to Credit Risk (loans receivable less SBA 7(a) loans, subject to secured borrowings as the SBA has guaranteed payment of the principal). Balances are prior to loan loss reserves and deferred capitalized costs, net.

September 30, 2013

Category	Totals		Commercial Mortgage Loans		SBA 7(a) Loans	
			(Dollars in thousands)			
Current (1)	$193,089	97.8%	$165,006	97.8%	$28,083	98.0%
Between 29 and 59 days delinquent (2)	4,114	2.1%	3,783	2.2%	331	1.1%
Between 60 and 89 days delinquent	—	—	—	—	—	—
Over 89 days delinquent	249	0.1%	—	—	249	0.9%
	$197,452	100.0%	$168,789	100.0%	$28,663	100.0%

(1) *Includes $5.8 million of loans classified as troubled debt restructurings which were current at September 30, 2013 based on revised note payment terms.*
(2) *Includes two commercial loans totaling $2.3 million which are classified as troubled debt restructurings.*

December 31, 2012

Category	Totals		Commercial Mortgage Loans		SBA 7(a) Loans	
			(Dollars in thousands)			
Current (1)	$198,282	97.1%	$170,429	96.8%	$27,853	98.8%
Between 29 and 59 days delinquent	2,824	1.4%	2,482	1.4%	342	1.2%
Between 60 and 89 days delinquent	1	—	—	—	1	—
Over 89 days delinquent	3,111	1.5%	3,111	1.8%	—	—
	$204,218	100.0%	$176,022	100.0%	$28,196	100.0%

(1) *Includes $7.6 million of loans classified as troubled debt restructurings which were current at December 31, 2012 based on revised note payment terms.*

Loan Loss Reserves

Management closely monitors our loans which require evaluation for loan loss reserves based on specific identification metrics which are classified into three categories: Doubtful, Substandard and Other Assets Especially Mentioned (“OAEM”) (together “Specific Identification Loans”). Loans classified as Doubtful are generally loans which are not complying with their contractual terms, the collection of the balance of the principal is considered impaired and on which the fair value of the collateral is less than the remaining unamortized principal balance. These loans are typically placed on non-accrual status and are generally in the foreclosure process. Loans classified as Substandard are generally those loans that are either not complying or had previously not complied with their contractual terms and have other credit weaknesses which may make payment default or principal exposure likely but not yet certain. Loans classified as OAEM are generally loans for which the credit quality of the borrowers has temporarily deteriorated. Typically the borrowers are current on their payments; however, they may be delinquent on their property taxes, insurance, or franchise fees or may be under agreements which provide for interest only payments during a short period of time.

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PMC COMMERCIAL TRUST AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Management has classified our Loans Receivable Subject to Credit Risk as follows (balances represent our investment in the loans prior to loan loss reserves and deferred capitalized costs):

	September 30, 2013					
			Commercial			
	Totals	%	Mortgage Loans	%	SBA 7(a) Loans	%
	(Dollars in thousands)					
Satisfactory	$184,534	93.5%	$156,760	92.9%	$27,774	96.9%
OAEM	4,205	2.1%	3,920	2.3%	285	1.0%
Substandard	7,323	3.7%	7,140	4.2%	183	0.6%
Doubtful	1,390	0.7%	969	0.6%	421	1.5%
	$197,452	100.0%	$168,789	100.0%	$28,663	100.0%

	December 31, 2012					
			Commercial			
	Totals	%	Mortgage Loans	%	SBA 7(a) Loans	%
	(Dollars in thousands)					
Satisfactory	$187,749	92.0%	$159,994	90.9%	$27,755	98.5%
OAEM	81	—	—	—	81	0.3%
Substandard	13,043	6.4%	12,917	7.3%	126	0.4%
Doubtful	3,345	1.6%	3,111	1.8%	234	0.8%
	$204,218	100.0%	$176,022	100.0%	$28,196	100.0%

Our provision for loan losses (excluding reductions of loan losses and recoveries) as a percentage of our weighted average outstanding Loans Receivable Subject to Credit Risk was 0.47% and 0.60% during the nine months ended September 30, 2013 and 2012, respectively. To the extent one or several of our borrowers experience significant operating difficulties and we are forced to liquidate the collateral underlying the loan, future losses may be substantial.

The activity in our loan loss reserves was as follows:

	Nine Months Ended September 30, 2013		
		Commercial	
	Total	Mortgage Loans	SBA 7(a) Loans
	(In thousands)		
Balance, beginning of year	$ 3,413	$ 2,850	$ 563
Provision for loan losses	960	767	193
Reduction of loan losses	(398)	(395)	(3)
Principal balances written-off	(1,123)	(988)	(135)
Balance, end of period	$ 2,852	$ 2,234	$ 618

PMC COMMERCIAL TRUST AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

	Nine Months Ended September 30, 2012		
		Commercial	
	Total	Mortgage Loans	SBA 7(a) Loans
		(In thousands)	
Balance, beginning of year	$ 1,812	$ 1,329	$ 483
Provision for loan losses	1,203	1,103	100
Reduction of loan losses	(149)	(115)	(34)
Recoveries	(408)	(408)	—
Principal balances written-off	(391)	(219)	(172)
Balance, end of period	$ 2,067	$ 1,690	$ 377

Information on those loans considered to be impaired loans was as follows:

	September 30, 2013		
		Commercial	
	Total	Mortgage Loans	SBA 7(a) Loans
		(In thousands)	
Impaired loans requiring reserves (1)	$ 6,523	$ 6,222	$ 301
Impaired loans expected to be fully recoverable (1)	2,049	1,929	120
Total impaired loans (2)	$ 8,572	$ 8,151	$ 421
Loan loss reserves	$ 840	$ 697	$ 143

	December 31, 2012		
		Commercial	
	Total	Mortgage Loans	SBA 7(a) Loans
		(In thousands)	
Impaired loans requiring reserves (1)	$10,927	$ 10,049	$ 878
Impaired loans expected to be fully recoverable (1)	2,244	2,123	121
Total impaired loans (3)	$13,171	$ 12,172	$ 999
Loan loss reserves	$ 1,535	$ 1,382	$ 153

(1) Balances represent our recorded investment. Includes loans classified as troubled debt restructurings.
(2) The unpaid principal balance of our impaired commercial mortgage loans was $8,625,000 at September 30, 2013. The unpaid principal balance of our impaired SBA 7(a) loans (excluding the government guaranteed portion) was $455,000 at September 30, 2013.
(3) The unpaid principal balance of our impaired commercial mortgage loans was $12,703,000 at December 31, 2012. The unpaid principal balance of our impaired SBA 7(a) loans (excluding the government guaranteed portion) was $362,000 at December 31, 2012.

PMC COMMERCIAL TRUST AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

	Three Months Ended September 30,					
	2013			2012		
	Total	Commercial Mortgage Loans	SBA 7(a) Loans	Total	Commercial Mortgage Loans	SBA 7(a) Loans
	(In thousands)					
Average impaired loans	$ 9,783	$ 8,775	$ 1,008	$9,885	$ 8,799	$ 1,086
Interest income on impaired loans	$ 112	$ 110	$ 2	$ 88	$ 84	$ 4

	Nine Months Ended September 30,					
	2013			2012		
	Total	Commercial Mortgage Loans	SBA 7(a) Loans	Total	Commercial Mortgage Loans	SBA 7(a) Loans
	(In thousands)					
Average impaired loans	$11,910	$ 10,676	$ 1,234	$8,788	$ 8,083	$ 705
Interest income on impaired loans	$ 322	$ 283	$ 39	$ 277	$ 266	$ 11

Our recorded investment in Non-Accrual Loans at September 30, 2013 of $1,737,000 was comprised of $401,000 of SBA 7(a) loans and a $1,336,000 commercial mortgage loan. Our recorded investment in Non-Accrual Loans at December 31, 2012 of $5,768,000 was comprised of an $855,000 SBA 7(a) loan (including the government guaranteed portion of $634,000 on which we have no credit loss exposure) and $4,913,000 of commercial mortgage loans. We did not have any loans receivable past due 90 days or more which were accruing interest at September 30, 2013 or December 31, 2012.

Detailed information on our troubled debt restructurings was as follows at September 30, 2013:

	Commercial Mortgage Loans	
	Recorded Investment	Unpaid Principal Balance
	(In thousands)	
Troubled debt restructurings requiring reserves	$ 6,203	$ 6,649
Troubled debt restructurings without reserves	1,933	1,976
Total troubled debt restructurings	$ 8,136	$ 8,625
Number of loans	6	
Loan loss reserves	$ 697	

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	December 31, 2012			
	Commercial Mortgage Loans		SBA 7(a) Loan	
	Recorded Investment	Unpaid Principal Balance	Recorded Investment	Unpaid Principal Balance
	(In thousands)			
Troubled debt restructurings requiring reserves (1)	$ 10,049	$ 10,531	$ 854	$ 846
Troubled debt restructurings without reserves	2,123	2,172	—	—
Total troubled debt restructurings	$ 12,172	$ 12,703	$ 854	$ 846
Number of loans	8		1	
Loan loss reserves	$ 1,382		$ 130	

(1) *At December 31, 2012, the SBA 7(a) loan recorded investment and unpaid principal balance include the government guaranteed portion of $634,000 on which we have no credit loss exposure and which, during 2013, was reclassified from secured borrowings to loans receivable, net, since it was repurchased by the SBA from the secondary market.*

Our troubled debt restructurings include loans with a recorded investment at September 30, 2013 of $3.9 million which were modified voluntarily under agreements to allow extended interest only periods instead of the principal and interest payments required by the notes. In addition, loans with a recorded investment at September 30, 2013 of $2.8 million were modified involuntarily through Chapter 11 bankruptcy proceedings. The bankruptcy plans were confirmed with modified terms including extended interest only and amortization periods. Of our troubled debt restructurings, loans with a recorded investment of $5.2 million are no longer complying with their modified terms, including lack of required payments at September 30, 2013. A payment default is defined as a payment that becomes at least 30 days past due after the date the loan was restructured and/or non-payment or lack of timely payment of other loan related obligations such as real estate taxes.

Note 5. Other Assets:

Other assets consisted of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
Deferred borrowing costs, net	$ 1,555	$ 1,218
Servicing asset, net	1,527	1,261
Deferred tax asset, net	1,412	1,626
Investment in a variable interest entity	820	820
Retained interests in transferred assets	699	773
Interest receivable	689	620
Prepaid expenses and deposits	331	330
Real estate owned	56	739
Other	171	99
	$ 7,260	$ 7,486

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Note 6. Debt:

Information on our debt was as follows:

	September 30, 2013	December 31, 2012	Weighted Average Coupon Rate at September 30, 2013	Weighted Average Coupon Rate at December 31, 2012
	(Dollars in thousands, except footnotes)			
Secured borrowings - government guaranteed loans:				
Loans sold for a premium and excess spread - principal	$ 29,470	$ 32,062	4.09%	4.09%
Loans sold for a premium and excess spread - deferred premiums	2,822	3,099	NA	NA
Loans sold for excess spread	5,743	5,847	1.58%	1.58%
	38,035	41,008		
Debentures payable (1)	27,500	17,190	3.87%	4.47%
Junior subordinated notes	27,070	27,070	3.52%	3.61%
Revolving credit facility (2)	11,900	11,900	2.75%	2.30%
Debt	$ 104,505	$ 97,168		

(1) Our SBIC subsidiaries issued a total of $6,000,000 of debentures in March 2013 at an interest rate of 2.35% plus an annual fee of 0.515% and a total of $8,500,000 of debentures in August 2013 at an interest rate of 3.64% plus an annual fee of 0.76%. The debentures mature in 10 years and have semi-annual interest only payments until maturity. We repaid $4,190,000 of debentures which matured on September 1, 2013.

(2) Proceeds from the revolving credit facility were $47,800,000 and $34,400,000 during the nine months ended September 30, 2013 and 2012, respectively. Repayments on the revolving credit facility were $47,800,000 and $37,200,000 during the nine months ended September 30, 2013 and 2012, respectively. During August 2013, we extended the maturity date on the revolving credit facility to June 30, 2015.

Principal payments on, and estimated amortization of, our debt at September 30, 2013 was as follows:

Twelve Months Ending September 30,	Total	Secured Borrowings Principal (1)	Secured Borrowings Deferred Premiums (2)	All Other Principal (3)
	(In thousands)			
2014	$ 1,215	$ 1,069	$ 146	$ —
2015	17,152	1,106	146	15,900
2016	1,290	1,144	146	—
2017	1,332	1,186	146	—
2018	1,375	1,229	146	—
Thereafter	82,141	29,479	2,092	50,570
	$104,505	$ 35,213	$ 2,822	$ 66,470

(1) Principal payments are generally dependent upon cash flows received from the underlying loans. Our estimate of their repayment is based on scheduled principal payments on the underlying loans. Our estimate will differ from actual amounts to the extent we experience prepayments and/or loan liquidations or charge-offs. No payment is due unless payments are received from the borrowers on the underlying loans.

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(2) *Represents cash premiums collected on loans sold for excess spread and a cash premium of 10% which are amortized as a reduction to interest expense over the life of the loan. Our estimate of their amortization will differ from actual amounts to the extent we experience prepayments and/or loan liquidations or charge-offs.*
(3) *Represents the revolving credit facility, junior subordinated notes and debentures payable.*

Note 7. Share-Based Compensation Plans:

We granted 30,000 option awards on June 8, 2012 at an exercise price of $7.80 (the then current market price) and recorded compensation expense of $12,000 during the nine months ended September 30, 2012.

We issued an aggregate of 5,000 shares to the Board of Trust Managers on June 8, 2012 at the then current market price of the shares of $7.80. These shares vested immediately upon issuance. We recorded compensation expense of $39,000 during the nine months ended September 30, 2012 related to these shares.

We issued an aggregate of 6,666 shares to our executive officers on March 14, 2013 at the then current market price of the shares of $7.22 (the closing price on March 13, 2013). We issued an aggregate of 10,000 shares to our executive officers on March 12, 2012 at the then current market price of the shares of $7.27 (the closing price on March 9, 2012). The restricted shares vest based on two years of continuous service with one-third of the shares vesting immediately upon issuance of the shares and one-third vesting at the end of each of the next two years. Restricted share awards provide for accelerated vesting if there is a change in control (as defined in the plan). Compensation expense related to the restricted shares is being recognized over the vesting periods. We recorded compensation expense of $8,000 and $12,000 during the three months ended September 30, 2013 and 2012, respectively, and $41,000 and $68,000 during the nine months ended September 30, 2013 and 2012, respectively, related to restricted shares. As of September 30, 2013, there was $21,000 of total unrecognized compensation expense related to restricted shares which will be recognized over the next two years.

Note 8. Other Income:

Other income consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Prepayment fees	$ 339	$ 254	$ 389	$ 273
Servicing income	160	132	426	370
Income from Retained interests in transferred assets	42	43	123	148
Loan related income - other	33	63	113	173
Other	27	15	80	72
	$ 601	$ 507	$1,131	$1,036

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Note 9. Discontinued Operations, Net of Tax:

Discontinued operations, net of tax, consisted of the following:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Net operating losses	$ (51)	$ (146)	$ (190)	$ (416)
Impairment losses	(18)	(7)	(135)	(208)
Net losses on sales of real estate	(15)	(19)	(16)	(19)
Income tax benefit	9	—	18	—
Discontinued operations, net of tax	$ (75)	$ (172)	$ (323)	$ (643)

Net operating losses relate to the operations and holding costs of our real estate owned included in discontinued operations. As of September 30, 2013, we had sold all of our operating real estate owned. We continue to have holding costs on our remaining real estate owned.

During July 2013, we foreclosed on the underlying collateral (limited service hospitality properties) of three loans with an estimated fair value at foreclosure of $2.3 million. We sold one of these properties in July 2013 for $1,175,000, received cash proceeds of $200,000 and financed the remainder. No gain or loss was recorded on the transaction. We sold another of these properties in September 2013 for cash proceeds of $965,000 and recorded a loss of $15,000.

During the nine months ended September 30, 2012, we foreclosed on and sold the underlying collateral (limited service hospitality properties) of two loans with a combined estimated fair value at foreclosure of $1,481,000. One property was sold for $1,375,000 including cash proceeds of $550,000 and financing of $825,000. The other property was sold solely for cash proceeds. No gain or loss was recorded on these sales. In addition, we sold a property during the nine months ended September 30, 2012 with an estimated fair value of $76,000 and recorded a loss of $19,000.

Impairment losses represent declines in the estimated fair value of our real estate owned subsequent to initial valuation.

Note 10. Earnings (Loss) Per Share (“EPS”):

The computations of basic EPS are based on our weighted average shares outstanding. During the three and nine months ended September 30, 2013, the weighted average shares outstanding were increased by 10,000 and 2,000 shares, respectively, to reflect the dilutive effect of share options. No shares were added to the weighted average shares outstanding for purposes of calculating diluted EPS during the three months ended September 30, 2012 as options were anti-dilutive. During the nine months ended September 30, 2012, the weighted average shares outstanding were increased by 26,000 shares to reflect the dilutive effect of share options.

Not included in the computation of diluted EPS were outstanding options to purchase 113,000 common shares during the three months ended September 30, 2012 and 69,000 common shares during each of the nine months ended September 30, 2013 and 2012 because the options’ exercise prices were greater than the average market price of the shares.

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Note 11. Dividends Declared:

Dividends declared during 2013 were as follows:

Record Date	Date Paid	Amount Per Share
March 28, 2013	April 8, 2013	$ 0.125
June 28, 2013	July 8, 2013	0.125
September 30, 2013	October 7, 2013	0.125
		$ 0.375

During 2013, due primarily to payment of severance expenses and realized losses on our foreclosure properties, we anticipate a taxable loss. Thus, all or a portion of our dividends will be deemed returns of capital.

Pursuant to the merger agreement, we are limited to quarterly dividends of $0.125 per share until the merger is completed or the merger agreement is otherwise terminated.

We have a covenant within our revolving credit facility that requires us to maintain a minimum net worth of $132 million which may limit our ability to pay out returns of capital as dividends. This restriction has not historically limited the amount of dividends we have paid and management does not believe that it will restrict future dividend payments.

Note 12. Supplemental Disclosure of Cash Flow Information:

Our non-cash activities were as follows:

	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
	(In thousands)	
Reclassification from loans receivable to real estate owned	$ 2,125	$ 1,481
Loans receivable originated to facilitate sales of real estate owned	$ 975	$ 825
Reclassification from secured borrowings to loans receivable, net	$ 1,749	$ —

Note 13. Fair Value Measurements:

For impaired loans measured at fair value on a nonrecurring basis, the following table provides the estimated fair value of the related individual assets. We used Level 3 inputs to determine the estimated fair value of our impaired loans as follows:

	September 30, 2013	December 31, 2012
	(In thousands)	
Impaired loans (1)	$ 7,732	$ 11,637

(1) *Represents carrying value determined based on management's assessment of the estimated fair value of the collateral based on numerous factors including operating statistics to the extent available, appraised value of the collateral, tax assessed value and market environment.*

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Our retained interests in transferred assets (“Retained Interests”) are recorded at estimated fair value measured on a recurring basis using Level 3 inputs. In determining the estimated fair value of our Retained Interests, we use a present value technique with assumptions of prepayment tendencies and a current discount rate. The prepayment rate used was 15% at both September 30, 2013 and December 31, 2012. The discount rates used were 12.4% at September 30, 2013 and 11.7% at December 31, 2012. No credit losses are assumed for our Retained Interests since the SBA has guaranteed the principal on these loans. The estimated fair value of our Retained Interests at September 30, 2013 and December 31, 2012 was $699,000 and $773,000, respectively.

For real estate owned, our carrying value approximates the estimated fair value at the time of foreclosure and the lower of cost or fair value thereafter. We use Level 3 inputs to determine the estimated fair value of our real estate owned. The carrying value of our real estate owned is established at the time of foreclosure based upon management’s assessment of its fair value based on numerous factors including operating statistics to the extent available, the appraised value, tax assessed value and market environment. The estimated fair value of our real estate owned at September 30, 2013 and December 31, 2012 was $56,000 and $739,000, respectively.

The estimated fair values of those financial instruments which are not recorded at fair value on our consolidated balance sheets were as follows:

	September 30, 2013		December 31, 2012		
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value	Level
		(In thousands)			
Assets:					
Loans Receivable Subject to Credit Risk	$194,429	$176,281	$200,642	$181,112	3
SBA 7(a) loans receivable, subject to secured borrowings	35,623	39,961	38,349	43,096	3
Liabilities:					
SBIC debentures	27,500	26,476	17,190	18,027	3
Secured borrowings - government guaranteed loans	38,035	38,035	41,008	41,008	3
Revolving credit facility	11,900	11,900	11,900	11,900	3
Junior subordinated notes	27,070	25,184	27,070	22,592	3

We used Level 3 inputs to determine the estimated fair value of our financial instruments. In general, estimates of fair value differ from the carrying amounts of the financial assets and liabilities primarily as a result of the effects of discounting future cash flows. Considerable judgment is required to interpret market data and develop estimates of fair value. Accordingly, the estimates presented may not be indicative of the amounts we could realize in a current market exchange.

Loans Receivable Subject to Credit Risk: Our loans receivable are recorded at cost and adjusted by net loan origination fees and discounts. In order to determine the estimated fair value of our loans receivable, we use a present value technique for the anticipated future cash flows using certain assumptions including a discount rate based on current market interest rates, prepayment tendencies and potential loan losses. Significant increases (decreases) in any of these inputs in isolation would result in a significantly lower (higher) fair value measurement. In the absence of a readily ascertainable market value, the estimated value of our loans receivable will differ from the values that would be placed on the portfolio if a ready market for the loans receivable existed.

SBA 7(a) loans receivable, subject to secured borrowings : Represents the government guaranteed portion of loans which were sold with the proceeds received from the sale reflected as secured borrowings – government guaranteed loans (a liability on our consolidated balance sheet). There is no credit risk associated with these loans since the SBA has guaranteed payment of the principal. In order to determine the estimated fair value of our loans receivable, we use a present value technique for the anticipated future cash flows using certain assumptions including a discount rate based on current market interest rates taking into consideration the lack of credit risk and prepayment tendencies.

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SBIC debentures payable and junior subordinated notes: The estimated fair value is based on a present value calculation based on management's estimate of prices of the same or similar instruments after considering market risks, current interest rates, and remaining maturities.

Secured borrowings – government guaranteed loans: The estimated fair value approximates cost as the interest rates on these secured borrowings approximates current market interest rates. Includes the unamortized deferred cash premiums collected on the sale of the government guaranteed portions of the loans.

Revolving credit facility: The carrying amount is a reasonable estimation of fair value as the interest rate on this instrument is variable and is at a current market interest rate.

Note 14. Commitments and Contingencies:

Loan Commitments

Commitments to extend credit are agreements to lend to a customer provided the terms established in the contract are met. Our outstanding loan commitments and approvals to fund loans were $28.6 million at September 30, 2013, of which $18.5 million were for prime-based loans to be originated by our SBA 7(a) subsidiary, the government guaranteed portion of which is intended to be sold. Commitments generally have fixed expiration dates. Since some commitments are expected to expire without being drawn upon, total commitment amounts do not necessarily represent future cash requirements.

Operating Lease

We lease office space in Dallas, Texas under a lease which expires in February 2015. Future minimum lease payments are as follows:

Twelve Months Ending September 30,	Total
	(In thousands)
2014	$ 216
2015	91
	$ 307

Employment Agreements

We have employment agreements with our two executive officers for three-year terms expiring December 31, 2015. Under certain circumstances, as defined within the agreements, the agreements provide for (1) severance compensation or change in control payments to the executive officer in an amount equal to 2.99 times the average of the last three years annual compensation paid to the executive officer and (2) death and disability payments in an amount equal to two times and one time, respectively, the annual salary paid to the executive officer.

Litigation

REIT Redux, L.P. et al v. PMC Commercial Trust, et al. On October 9, 2013, a putative class action and derivative lawsuit was filed in the Dallas County Court at Law No. 5 in Dallas County, Texas against and purportedly on behalf of PMC Commercial. The complaint names as defendants PMC Commercial, members of the Board and executive officers of PMC Commercial and CIM Urban REIT. The plaintiffs assert the action as a direct action, as well as a derivative action and allege, among other things, that the Board breached the PMC Commercial Declaration of Trust and conspired to deprive the plaintiffs and the class of their right to vote to approve or decline the merger, to approve or decline of the sale of PMC Commercial and to approve or decline the authorization of the PMC Commercial common shares necessary to support the

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conversion rights of the PMC Commercial preferred shares to be issued pursuant to the merger agreement. The plaintiffs allege, among other things, that the Board breached its fiduciary duties by approving and recommending the transactions to the shareholders without due regard for the fairness of the transaction, failing to maximize value for the shareholders, engaging in bad faith and self-dealing by preferring transactions that further enriched the trust managers at the expense of the shareholders, and conspiring to deprive the shareholders of their voting power and prerogatives. The complaint alleges that CIM Urban REIT aided, abetted and induced those breaches of fiduciary duty. The complaint further alleges that the causes of action were aggravated by gross negligence and intentional and malicious wrongdoing. The complaint seeks an order enjoining a vote on the transactions contemplated by the merger agreement, an order certifying the matter as a class action for damages, damages for lost shareholder value, exemplary damages, attorney's fees and costs, appointment of a receiver, if justice so demands, in order to preserve and maximize shareholder value, and all other such relief as the court may find reasonable and necessary to which plaintiffs may be entitled. We have denied all of the allegations in the complaint and intend to vigorously defend against these allegations. However, no assurance can be given as to the outcome of this lawsuit.

In the normal course of business we are periodically party to certain legal actions and proceedings involving matters that are generally incidental to our business (*i.e.,* collection of loans receivable). In management's opinion, the resolution of these legal actions and proceedings will not have a material adverse effect on our consolidated financial statements.

Merger Related

Up to approximately $3.4 million of transaction fees related to the potential merger are contingent upon consummation of the merger.

Under certain circumstances, if the potential merger does not occur, we may be required to pay CIM Urban REIT a termination fee equal to $4.0 million plus reimburse CIM Urban REIT for certain of its out-of-pocket expenses up to $700,000 (excluding $542,000 of expenses reimbursed by CIM Urban REIT).

In connection with the potential merger, our two executive officers agreed to amend their employment agreements effective upon consummation of the merger. These amended employment agreements would replace their existing employment agreements, provide for various payments and equity awards and adjusts the calculation for severance benefits.

SBA Related

If the SBA establishes that a loss on an SBA guaranteed loan is attributable to significant technical deficiencies in the manner in which the loan was originated, funded or serviced by our SBLC, the SBA may seek recovery of the principal loss related to the deficiency from us. With respect to the guaranteed portion of SBA loans that have been sold, the SBA will first honor its guarantee and then seek compensation from us in the event that a loss is deemed to be attributable to technical deficiencies. Based on historical experience, we do not expect that this contingency is probable to be asserted. However, if asserted, it could be material to the financial statements.

In certain instances, including liquidation or charge-off of an SBA guaranteed loan, we typically have a receivable for the SBA's guaranteed portion of legal fees, operating expenses, property taxes paid, etc. related to the loan or the collateral (upon foreclosure). While we believe expenses incurred were justified and necessary for the care and preservation of the collateral and within the established rules of the SBA, there can be no assurance that the SBA will reimburse us. In addition, reimbursement from the SBA is a time consuming and lengthy process and the SBA may seek compensation from us related to reimbursement of expenses which it does not believe were necessary for the care and preservation of the loan or its collateral. Although the SBA has never declined to reimburse us for its portion of material expenses, no assurance can be given that the SBA would not do so in the future. We have evaluated our SBA receivables and believe that our financial statements fairly reflect these receivables at their appropriate net realizable value.

ITEM 2.
Management's Discussion and Analysis of Financial Condition and Results of Operations

This Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created thereby. Such forward-looking statements can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "believe," "anticipate," "estimate," or "continue," or the negative thereof or other variations or similar words or phrases. These statements include the plans and objectives of management for future operations, including, but not limited to, plans and objectives relating to future growth of the loan portfolio and availability of funds. The forward-looking statements included herein are based on current expectations and there can be no assurance that these expectations will be attained. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Although we believe that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved. Readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements speak only as of the date they are made. We do not undertake to update them to reflect changes that occur after the date they are made.

The following discussion of our financial condition at September 30, 2013 and results of operations for the three and nine months ended September 30, 2013 and 2012 should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2012. For a more detailed description of the risks affecting our financial condition and results of operations, see "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012 and "Risk Factors" in Item 1A of this Quarterly Report on Form 10-Q.

EXECUTIVE SUMMARY

Merger

On July 8, 2013, we entered into a definitive merger agreement with CIM Urban REIT, a private commercial REIT with Class A commercial real estate assets located in premier urban markets throughout the United States, and subsidiaries of the respective parties. The merger and other transactions are subject to certain customary closing conditions, including the approval of PMC Commercial's shareholders and are contractually required to be completed no later than December 31, 2013. However, no assurances can be given that we will be able to complete the transactions by this date. Merger transaction costs include legal, accounting, investment advisory, filing and printing costs, among other costs. These costs have been, and will continue to be, incurred and will be material. As of September 30, 2013, we had incurred approximately $1,600,000 of transaction costs. Excluding fees contingent upon consummation of the merger, we expect to incur an additional approximately $1,100,000 of transaction costs during the fourth quarter of 2013.

To the extent the merger is completed, we plan to (1) invest primarily in substantially stabilized real estate and real estate-related assets in high density, high barrier-to-entry urban markets throughout North America, in a manner similar to the current investment strategy of CIM Urban Partners, L.P. ("CIM Urban"), the operating subsidiary of CIM Urban REIT, and (2) continue to originate loans to small businesses collateralized by first liens on the real estate of the related businesses, in accordance with our current investment strategy but with a focus on expanding our existing business of originating loans through the SBA 7(a) Program. Our lending business will continue to be managed by our existing employees and management team. The operations of our real estate business will be managed by an affiliate of CIM Urban ("CIM Group") that will provide the day-to-day management of CIM Urban's operations. CIM Group will manage most aspects of our real estate business to the extent the merger is completed, and it is anticipated that PMC Commercial will be the principal investment vehicle through which CIM Group will place substantially stabilized real estate investments. We expect to generate additional value by:

- expanding the existing CIM Urban portfolio through the acquisition of substantially stabilized real estate and real estate-related assets at yields which are accretive relative to the targeted dividend;

- increasing the leverage of the CIM Urban real estate portfolio from its current ratio to a ratio more in line with the broad universe of REITs, and to the extent additional borrowing is then available, subsequently investing the proceeds into additional investments; and
- expanding over time into new real estate-related activities supported by CIM Group's broad real estate investment capabilities. These activities may include (1) originating and/or investing in a variety of loan products, including, but not limited to, mezzanine loans, commercial real estate loans and other types of loans, (2) real estate development activities to create core property or otherwise, and/or (3) forming an open-ended REIT to raise additional capital from institutional investors, which would involve a joint venture with CIM Urban.

Business Strategy and Impact of Government Shutdown

We are committed to enhancing our core operations by continuing to focus on maintaining and increasing our SBA 7(a) Program loan origination volume, emphasizing our SBIC loan origination volume and increasing our loan originations outside of our SBA and SBIC programs. We have increased our marketing efforts to identify more loan origination opportunities for SBA eligible loans with a principal amount greater than $2.0 million and have funded several of these larger loans during the nine months ended September 30, 2013. Despite increased efforts, in many instances if either the opportunities do not meet our underwriting standards, the borrowers do not meet SBA 7(a) Program eligibility requirements or the loans are able to be financed through more traditional lending sources, we may not be able to continue to originate these larger balance SBA 7(a) Program loans at these levels. However, we remain optimistic that our marketing efforts will result in additional larger balance SBA 7(a) Program loan origination opportunities. Our portfolio continues to be predominantly comprised of variable-rate loans, which when combined with the historically low level of interest rates, has continued to negatively impact our results of operations. We should experience increased revenues if interest rates rise.

The recent government shutdown which began October 1, 2013 and ended October 17, 2013, affected our ability to originate SBA 7(a) loans during this time as Congress failed to approve a budget which in turn eliminated availability of funds for this loan program. We were not able to get approvals for new SBA 7(a) loans during the shutdown and are dependent upon the Federal government to maintain the SBA 7(a) program. We could be materially and adversely affected by circumstances or events limiting the availability of funds for this loan program. In addition, the budget as approved expires in January 2014. At such time, we could again experience a government shutdown which would affect our ability to originate government guaranteed loans and to sell the government guaranteed portion of these loans in the secondary market.

General Economic Environment

Portfolio Impact

The recession subjected our borrowers to financial stress. Due to the prolonged economic downturn and the current economic environment, we believe that in general, our borrowers' equity in their properties has been eroded and may further erode which may result in an increase in foreclosure activity and credit losses. The lagging impact of the adverse economic conditions may continue to have an adverse effect on the financial condition of individual borrowers and the limited service hospitality industry which may require the establishment of significant additional loan loss reserves and the effect on our results of operations and financial condition may be material. We continue to experience issues related to our borrowers including payment issues/delinquencies, non-payment or lack of timely payment of real estate taxes, requests for payment deferrals and extended interest only periods, lack of cash flow, potential loss of franchise, deterioration of the physical property (our collateral) and declining property values. Typically, losses on real estate secured loans are not as significant as non-real estate secured loans due to the borrowers' equity in their properties, the value of the underlying collateral, the cash flows from operations of the businesses and other factors, such as having recourse to the guarantors.

As part of our efforts to assist those borrowers who are experiencing negative cash flows, we have historically temporarily or permanently modified the terms of certain loans receivable or have allowed reduced payments. In some instances, we are not yet able to determine if these concessions were, or will be, sufficient to improve these borrowers' cash flows such that future modifications will not be necessary. We have made additional modifications to assist some of these borrowers. In other instances, borrowers have defaulted on their modified terms. We also have temporarily or permanently modified the terms of certain loans receivable or have allowed reduced payments to borrowers who have just recently begun experiencing negative cash flows. We believe that economic conditions are improving, including those associated with the hospitality industry. However, there can be no certainty that these improved economic conditions will benefit borrowers whose cash flow is not currently sufficient to cover their debt service so that they are able to continue to make payments in accordance with their loan documents without capital investment.

Due to the recession, there was an increase in mortgage defaults and foreclosures in the broader commercial real estate market and these defaults may continue. This increase was due in part to credit market turmoil and declining property cash flows and values. In addition, when foreclosures on commercial real estate properties increase, the property values typically decline even further as supply exceeds demand. We have experienced an increase in litigation (including borrowers who have filed for bankruptcy reorganization) and foreclosure activity. In conjunction with this increase in foreclosure activity, we will likely continue to experience a high level of expenses, including general and administrative, provision for loan losses and impairment losses. Further, our ability to sell our real estate owned (“REO”) and the prices we receive on sale are affected by many factors, including but not limited to, the number of potential buyers, the number of competing properties on the market and other market conditions. Historically, as a result of the challenging economic conditions, in general, the holding periods (and related holding costs) for our REO increased. The lagging impact of the adverse economic conditions may continue to have an adverse effect on our REO and the limited service hospitality industry which may result in additional impairment losses and the effect on our results of operations and financial condition may be material. We believe that current economic conditions will allow a more efficient selling process during 2013; thus, we anticipate that our holding periods and costs should decrease. We foreclosed on the collateral underlying three limited service hospitality properties during July 2013 and sold two of these properties during the third quarter of 2013.

Competition and Prepayment Activity

We believe that our borrowers typically prefer fixed-rate loans. Historically, local banks offered a five-year maturity, 20-year amortization loan (“mini-perm” bank loan). During the recession, these types of loans were not causing significant competition to us as they were not as common as they had been historically. Recently, the market has changed such that local banks are again offering this product which has increased competition for loans.

In addition, we are experiencing increased competition for SBA 7(a) Program loans from SBA 7(a) lenders. SBA 7(a) Program loans generally have variable rates of interest based on a spread over the prime rate. Recently, our competitors have narrowed this spread. Therefore, we have reduced, and may continue to reduce, our interest rates to match our competitors’ quoted interest rates for SBA 7(a) Program loans. When interest rates are reduced by decreasing the spread we charge our borrowers over the prime rate, our net interest income and premium income (to the extent recognized) will be negatively affected which will decrease any income from continuing operations and net income.

The weighted average interest rate on our fixed-rate loans was 8.9% at September 30, 2013. Prepayments of our fixed-rate loans have generally been re-loaned or committed to be re-loaned at lower interest rates than the prepaid loans. We are currently experiencing increased prepayment activity on our commercial mortgage fixed-rate loans primarily due to increased competition.

As a result of the increased competition for loans and the current economic environment, we have experienced an increase in prepayment activity on both our variable and fixed-rate loans. We expect this level of prepayment activity to continue in the near term. Historically, we generated significant prepayment fees upon loan prepayments. We have not generally generated significant prepayment fees since (1) we do not retain prepayment fees on SBA 7(a) loans, (2) prepayment provisions have expired on many of our fixed-rate loans, and (3) our variable-rate loans have minimal or no prepayment fees.

Returns of Capital

During 2013, due primarily to payment of severance expenses and realized losses on our foreclosure properties, we anticipate a taxable loss and all or a portion of our dividends will be deemed returns of capital. See “REIT Taxable Income (Loss).”

Secondary Market Loan Sales

We continue to focus on the origination of SBA 7(a) Program loans which require less capital due to the ability to sell the government guaranteed portion of such loans. We utilize the SBA 7(a) Program to originate small business loans, primarily secured by real estate. The SBA guaranteed portions of these loans are sold in legal sale transactions to either dealers in government guaranteed loans or institutional investors (“Secondary Market Loan Sales”) as the loans are fully funded.

During the nine months ended September 30, 2013, we sold $18.4 million of the government guaranteed portion of SBA 7(a) loans for cash premiums and 100 basis points (1%) (the minimum spread required to be retained pursuant to SBA regulations) as the servicing spread on the sold portion of the loan. We did not sell the government guaranteed portion of any SBA 7(a) loans for solely servicing spread or for future servicing spread and cash premiums of 10% (“hybrid loan sales” or “hybrid”) during the nine months ended September 30, 2013. For hybrid loan sales and sales solely for servicing spread, gains are not recognized at the time of sale due to generally accepted accounting principles. The cash premium collected on hybrid loan sales is instead amortized as a reduction to interest expense over the life of the loan. Our deferred cash premiums, included in secured borrowings, at September 30, 2013 total $2,822,000.

Our secondary market loan sale activity was as follows:

Nine Months Ended September 30, 2013

		Cash Premiums	Gain Recognized Upon Sale	
Type of Sale	Principal Sold	Received	Book	Tax
		(In thousands)		
Cash premium	$18,392	$ 2,534	$ 1,960	$ 2,196

Nine Months Ended September 30, 2012

		Cash Premiums	Gain Recognized Upon Sale	
Type of Sale	Principal Sold	Received	Book	Tax
		(In thousands)		
Cash premium	$11,969	$ 1,566	$ 1,187	$ 1,367
Hybrid	8,498	850	—	994
	$20,467	$ 2,416	$ 1,187	$ 2,361

The cash premiums received or spread achieved on Secondary Market Loan Sales are dependent upon a number of factors including the interest rate we charge on the loan and the market value of the government guaranteed portion of the loan as determined by third-party investors.

LOAN PORTFOLIO INFORMATION

Loan Activity

During the nine months ended September 30, 2013 we funded $34.9 million of loans. At September 30, 2013, December 31, 2012 and September 30, 2012, our outstanding commitments to fund loans were $28.6 million, $19.5 million and $10.1 million, respectively. We expect to fund loans of between $55 million and $60 million during 2013.

In addition to our retained portfolio of $232.7 million at September 30, 2013, we service $83.5 million of aggregate principal balance of certain loans sold pursuant to Secondary Market Loan Sales that have been accounted for as sales. Since we retain a residual interest in the cash flows from these loans, the performance of these loans impacts our profitability and our cash available for dividend distributions. Therefore, we provide information on both our loans retained (the “Retained Portfolio”) and combined with sold loans that we service (the “Aggregate Portfolio”).

Information on our Aggregate Portfolio, including prepayments, was as follows:

	September 30,	December 31,				
	2013	2012	2011	2010	2009	2008
		(Dollars in thousands)				
Aggregate Portfolio (1)	$ 316,175	$313,541	$297,453	$284,451	$273,687	$275,530
Loans funded (2)	$ 34,896	$ 54,161	$ 38,352	$ 38,440	$ 30,435	$ 34,587
Prepayments (2)	$ 16,715	$ 20,181	$ 10,352	$ 10,830	$ 12,795	$ 68,556
% Prepayments (3)	7.1%	6.8%	3.6%	4.0%	4.6%	21.0%

(1) Serviced portfolio outstanding at the period ended before loan loss reserves and deferred commitment fees.
(2) During the years ended December 31 and the nine months ended September 30, 2013.
(3) Represents prepayments as a percentage of the Aggregate Portfolio outstanding as of the beginning of the applicable year. For the nine months ended September 30, 2013, represents annualized prepayments as a percentage of our Aggregate Portfolio outstanding.

The following table summarizes our loan activity for the nine months ended September 30, 2013 and 2012:

	Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Loans receivable, net - beginning of year	$238,991	$234,427
Loans originated (1)	35,871	41,321
Principal reductions (1)	(39,808)	(31,547)
Reclassifications to REO	(2,125)	(1,481)
Reclassification from secured borrowings to loans receivable	(1,749)	—
Other adjustments (2)	(1,128)	(806)
Loans receivable, net - end of period	$230,052	$241,914

(1) See detailed information below.
(2) Represents the net change in loan loss reserves, discounts and deferred commitment fees.

Detailed information on our loans funded and principal reductions were as follows:

	Three Months Ended September 30, 2013	Three Months Ended September 30, 2012	Nine Months Ended September 30, 2013	Nine Months Ended September 30, 2012
	(In thousands)			
Loans Originated:				
Loans Funded:				
SBA 7(a) loans	$ 6,297	$ 9,547	$21,334	$27,632
Commercial mortgage loans	4,277	4,340	13,562	12,864
Total loans funded	10,574	13,887	34,896	40,496
Other Loan Transactions:				
Loans originated to facilitate sales of real estate owned	975	825	975	825
Total loans originated	$11,549	$14,712	$35,871	$41,321
Principal Reductions:				
Scheduled principal payments	$ 3,250	$ 2,893	$10,038	$ 8,888
Prepayments	5,174	5,469	11,378	10,690
Proceeds from sale of SBA 7(a) guaranteed loans	4,722	7,788	18,392	11,969
Total principal reductions	$13,146	$16,150	$39,808	$31,547

Retained Portfolio

Our Retained Portfolio was comprised of the following:

	September 30, 2013			December 31, 2012		
	Retained Portfolio		Weighted	Retained Portfolio		Weighted
	Amount	%	Average Interest Rate	Amount	%	Average Interest Rate
	(Dollars in thousands)					
Variable-rate - LIBOR	$126,309	54.9%	4.8%	$126,308	52.9%	4.6%
Variable-rate - prime	67,933	29.5%	5.9%	70,859	29.6%	5.9%
Fixed-rate	35,810	15.6%	8.9%	41,824	17.5%	9.0%
	$230,052	100.0%	5.8%	$238,991	100.0%	5.8%

As the majority of our loans have variable interest rates, during the current low interest rate environment, our interest income has been negatively impacted. To the extent LIBOR or the prime rate changes, we will have changes in interest income from our variable-rate loans.

Portfolio Quality

Our provision for loan losses (excluding reductions of loan losses and recoveries) as a percentage of our weighted average outstanding Loans Receivable Subject to Credit Risk was 0.47% and 0.60% during the nine months ended September 30, 2013 and 2012, respectively. To the extent one or several of our borrowers experience significant operating difficulties and we are forced to liquidate the collateral underlying the loans, future losses may be substantial.

Management closely monitors our loans which require evaluation for loan loss reserves based on specific criteria which classify the loans into three categories: Doubtful, Substandard and Other Assets Especially Mentioned (“OAEM”) (together “Specific Identification Loans”). Loans classified as Doubtful are generally loans which are not complying with their contractual terms, the collection of the balance of the principal is considered impaired and liquidation of the collateral

securing the loan is probable. These loans are typically placed on non-accrual status and are generally in the foreclosure process. Loans classified as Substandard are generally those loans that are either not complying or had previously not complied with their contractual terms and have other credit weaknesses which may make payment default or principal exposure likely but not yet certain. Loans classified as OAEM are generally loans for which the credit quality of the borrowers has temporarily deteriorated. Typically the borrowers are current on their payments; however, they may be delinquent on their property taxes, insurance, or franchise fees or may be under agreements which provided for interest only payments during a short period of time.

Management has classified our Loans Receivable Subject to Credit Risk as follows (balances represent our investment in the loans prior to loan loss reserves and deferred capitalized costs):

	September 30, 2013					
	Totals	%	Commercial Mortgage Loans	%	SBA 7(a) Loans	%
	(Dollars in thousands)					
Satisfactory	$184,534	93.5%	$156,760	92.9%	$27,774	96.9%
OAEM	4,205	2.1%	3,920	2.3%	285	1.0%
Substandard	7,323	3.7%	7,140	4.2%	183	0.6%
Doubtful	1,390	0.7%	969	0.6%	421	1.5%
	$197,452	100.0%	$168,789	100.0%	$28,663	100.0%

	December 31, 2012					
	Totals	%	Commercial Mortgage Loans	%	SBA 7(a) Loans	%
	(Dollars in thousands)					
Satisfactory	$187,749	92.0%	$159,994	90.9%	$27,755	98.5%
OAEM	81	—	—	—	81	0.3%
Substandard	13,043	6.4%	12,917	7.3%	126	0.4%
Doubtful	3,345	1.6%	3,111	1.8%	234	0.8%
	$204,218	100.0%	$176,022	100.0%	$28,196	100.0%

We begin foreclosure and liquidation proceedings when we determine the pursuit of these remedies is the most appropriate course of action. Foreclosure and bankruptcy are complex and sometimes lengthy processes that are subject to Federal and state laws and regulations. The foreclosure processes on the underlying collateral of three limited service hospitality properties were completed during July 2013. We sold two of these properties during the third quarter of 2013.

Properties being foreclosed upon typically have deteriorated both physically (requiring certain repairs and maintenance and discretionary capital spending) and in their market (i.e., issues with the properties' vendors and reputation requiring rebuilding of its customer and vendor base). To the extent properties are acquired through foreclosure, we will incur holding costs including, but not limited to, taxes, legal fees and insurance. In many cases, (1) cash flows have been reduced such that expenses exceed revenues and (2) franchise issues must be addressed (i.e., quality and brand standards and non-payment of franchise fees). Notwithstanding the foregoing, we believe that in most cases it is prudent to continue to have the business operate until the property can be sold because of a property's increased marketability as an operating entity compared to non-operating (demonstrated historically through our sales efforts and from information received from third-party brokers). We will hire third-party management companies to operate the properties until they are sold.

In situations where management believes that we, as the lender, may suffer losses from diminishment of collateral value due to actions or inactions of the borrower, we may request that a court appoint a receiver to take control of the collateral to attempt to preserve current value. Typically, a receiver is requested in situations where foreclosure of the underlying collateral is anticipated but is expected to be a lengthy process or where the lender may not want to take title, such as when there are questions concerning environmental risks. Prior to filing an application for a receiver with a court, we

evaluate whether the anticipated operating deficits in the aggregate for the expected tenure of the receivership are less than any anticipated diminishment or impairment of the collateral value. While generally there is no court ordered mandate for the lender to fund any operating shortfalls while the property is in receivership, in practice, the lender does generally fund operating deficits.

RESULTS OF OPERATIONS

Three Months Ended September 30, 2013 Compared to the Three Months Ended September 30, 2012

Overview

	Three Months Ended September 30,		Change	
	2013	2012	$	%
	(In thousands)			
Total revenues	$4,588	$4,864	$(276)	(5.7%)
Total expenses	$3,834	$3,947	$(113)	(2.9%)
Income from continuing operations	$ 398	$ 645	$(247)	(38.3%)
Net income	$ 323	$ 473	$(150)	(31.7%)

Revenues decreased during the three months ended September 30, 2013 primarily due to a decrease in recognized premium income from the sale of the government guaranteed portion of our SBA 7(a) loans while expenses decreased primarily due to elimination of costs associated with evaluation of strategic alternatives, partially offset by transaction costs incurred related to the potential merger during the three months ended September 30, 2013.

More detailed comparative information on the composition of and changes in our revenues and expenses is provided below.

Revenues

Interest income during the three months ended September 30, 2013 remained constant at $3,570,000 compared to $3,561,000 during the three months ended September 30, 2012. Our weighted average loans receivable decreased to $231.5 million during the three months ended September 30, 2013 compared to $241.7 million during the three months ended September 30, 2012. We had an increase of $57,000 during the three months ended September 30, 2013 in the amortization of net loan origination fees and discounts primarily due to loan prepayments.

Premium income will not equal collected cash premiums because premium income represents the difference between the fair value attributable to the sale of the government guaranteed portion of the loan and the principal balance (cost) of the loan adjusted by costs of origination. During the last several years, market premiums on Secondary Market Loan Sales have been at historically high levels due to reduced longer term interest rates. Our premium income decreased to $417,000 during the three months ended September 30, 2013 compared to $796,000 during the three months ended September 30, 2012. We sold $4.7 million of loans during the three months ended September 30, 2013 compared to $7.8 million of loans during the three months ended September 30, 2012 for solely cash premiums and the SBA required 1% servicing spread. Also, average premiums decreased from 13.4% during the three months ended September 30, 2012 to 11.4% during the three months ended September 30, 2013. We believe that the market premium reduction was due generally to the increase in longer term interest rates.

Other income consisted of the following:

	Three Months Ended September 30,	
	2013	2012
	(In thousands)	
Prepayment fees	$ 339	$ 254
Servicing income	160	132
Income from Retained interests in transferred assets	42	43
Loan related income - other	33	63
Other	27	15
	$ 601	$ 507

We earn fees for servicing loans sold into the secondary market solely for cash premiums. As these fees are based on the principal balances of the loans outstanding, they will increase as more loans are sold into the secondary market and decrease over time as scheduled principal payments and prepayments occur.

Prepayment fee income is dependent upon a number of factors and is not generally predictable as the volume and mix of loans prepaying is not known. Recently, we have seen an increase in prepayment activity on our loans. See –"Executive Summary – Competition and Prepayment Activity."

Interest Expense

Interest expense consisted of the following:

	Three Months Ended September 30,	
	2013	2012
	(In thousands)	
Debentures payable	$ 268	$ 181
Junior subordinated notes	246	259
Secured borrowings	199	302
Revolving credit facility	68	122
Other	22	23
	$ 803	$ 887

The weighted average cost of our funds remained constant at 3.5% during both the three months ended September 30, 2013 and 2012.

Interest expense on SBA debentures increased due to the issuance of $4.0 million of debentures in August 2012, $6.0 million in March 2013 and $8.5 million in August 2013. We repaid $4.2 million of SBA debentures upon maturity on September 1, 2013.

Secured borrowings increase as we sell SBA 7(a) loans for excess servicing spreads. Interest expense on our secured borrowings will decrease if we sell loans solely for cash and the SBA 1% required servicing spread or we experience significant prepayments and/or charge-offs. The weighted average balance outstanding on our secured borrowings was $38.8 million during three months ended September 30, 2013 compared to $40.7 million during the three months ended September 30, 2012. Offsetting interest expense on secured borrowings is amortization of cash premiums from hybrid loan sales of $138,000 and $37,000 during the three months ended September 30, 2013 and 2012, respectively.

Interest expense on our revolving credit facility decreased primarily due to a decrease in the weighted average balance outstanding from $19.6 million during the three months ended September 30, 2012 to $6.6 million during the three months ended September 30, 2013.

Other Expenses

General and administrative expense increased $111,000 during the three months ended September 30, 2013 compared to the three months ended September 30, 2012 due to an increase in our corporate overhead due primarily to an increase in professional fees, including legal, accounting and consulting fees.

Transaction costs of $1,222,000 during the three months ended September 30, 2013 primarily represent legal and due diligence costs related to the potential merger. Costs associated with the potential merger have been, and will continue to be, incurred and will be material. The merger and other transactions are subject to certain customary closing conditions, including the approval of PMC Commercial's shareholders and are contractually required to be completed no later than December 31 2013. However, no assurances can be given that we will be able to complete the transactions by this date.

During 2011, we received certain inquiries expressing a preliminary interest in potential strategic transactions. The Board established a special committee of all independent trust managers to evaluate these inquiries as well as other potential strategic alternatives that could enhance shareholder value. During the third quarter of 2012, we expensed $1,421,000 in costs associated with evaluation of strategic alternatives including legal fees, trust manager fees and due diligence costs when discussions were terminated with one interested strategic party. The special committee was dissolved during December 2012.

Our provision for loan losses, net was $148,000 during the three months ended September 30, 2013 compared to a provision of $53,000 during the three months ended September 30, 2012. The increase in provision for loan losses, net during the three months ended September 30, 2013 is primarily due to the decrease in value of a limited service hospitality property. Our reserves were as follows:

	September 30, 2013	December 31, 2012
	(In thousands)	
Specific identification	$ 840	$ 1,535
General	2,012	1,878
	$ 2,852	$ 3,413

Due to the prolonged economic downturn and the current economic environment, we believe that in general, our borrowers' equity in their properties has been eroded and may further erode which may result in an increase in foreclosure activity and credit losses. The lagging impact of the adverse economic conditions may continue to have an adverse effect on the financial condition of individual borrowers and the limited service hospitality industry which may require the establishment of significant additional loan loss reserves and the effect on our results of operations and financial condition may be material.

Discontinued Operations, Net of Tax

	Three Months Ended September 30,	
	2013	2012
	(In thousands)	
Net operating losses	$ (51)	$ (146)
Impairment losses	(18)	(7)
Net losses on sale of real estate	(15)	(19)
Income tax benefit	9	—
Discontinued operations, net of tax	$ (75)	$ (172)

Our net operating losses relate to the operations and holding costs of our REO included in discontinued operations. As of September 30, 2013, we had sold all of our operating real estate owned. We continue to have holding costs on our remaining real estate owned.

During July 2013, we foreclosed on the underlying collateral (limited service hospitality properties) of three loans with an estimated fair value at foreclosure of $2.3 million. We sold one of these properties in July for $1,175,000, received cash proceeds of $200,000 and financed the remainder. No gain or loss was recorded on the transaction. We sold another of these properties in September 2013 for cash proceeds of $965,000 and recorded a loss of $15,000.

Impairment losses represent declines in the estimated fair value of our REO subsequent to initial valuation.

Nine Months Ended September 30, 2013 Compared to the Nine Months Ended September 30, 2012

Overview

	Nine Months Ended September 30,		Change	
	2013	2012	$	%
	(In thousands)			
Total revenues	$13,587	$12,615	$ 972	7.7%
Total expenses	$ 9,805	$11,758	$(1,953)	(16.6%)
Income from continuing operations	$ 2,836	$ 546	$ 2,290	419.4%
Net income (loss)	$ 2,513	$ (97)	$ 2,610	NM

Revenues increased during the nine months ended September 30, 2013 primarily due to an increase in recognized premium income from the sale of the government guaranteed portion of our SBA 7(a) loans while expenses decreased primarily due to elimination of costs associated with evaluation of strategic alternatives, partially offset by transaction costs incurred related to the potential merger during the nine months ended September 30, 2013.

More detailed comparative information on the composition of and changes in our revenues and expenses is provided below.

Revenues

Interest income increased slightly during the nine months ended September 30, 2013 to $10,496,000 during the nine months ended September 30, 2013 from $10,392,000 during the nine months ended September 30, 2012. Our weighted average loans receivable decreased to $236.0 million during the nine months ended September 30, 2013 compared to $237.9 million during the nine months ended September 30, 2012.

Premium income will not equal collected cash premiums because premium income represents the difference between the fair value attributable to the sale of the government guaranteed portion of the loan and the principal balance (cost) of the loan adjusted by costs of origination. During the last several years, market premiums on Secondary Market Loan Sales have been at historically high levels due to reduced longer term interest rates. Our premium income increased to $1,960,000 during the nine months ended September 30, 2013 compared to $1,187,000 during the nine months ended September 30, 2012. We sold more loans for solely cash premiums and the SBA required 1% servicing spread during the nine months ended September 30, 2013 than the comparable period of 2012. In addition, during 2013 average premiums for Secondary Market Loan Sales increased from 13.1% during the nine months ended September 30, 2012 to 13.8% during the nine months ended September 30, 2013. We believe that the market premium reduction was due generally to the increase in longer term interest rates.

Other income consisted of the following:

	Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Servicing income	$ 426	$ 370
Prepayment fees	389	273
Income from Retained interests in transferred assets	123	148
Loan related income - other	113	173
Other	80	72
	$1,131	$1,036

We earn fees for servicing loans sold into the secondary market solely for cash premiums. As these fees are based on the principal balances of the loans outstanding, they will increase as more loans are sold into the secondary market and decrease over time as scheduled principal payments and prepayments occur.

Prepayment fee income is dependent upon a number of factors and is not generally predictable as the volume and mix of loans prepaying is not known. Recently, we have seen an increase in prepayment activity on our loans. See –"Executive Summary – Competition and Prepayment Activity."

Interest Expense

Interest expense consisted of the following:

	Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Junior subordinated notes	$ 735	$ 781
Secured borrowings	729	887
Debentures payable	723	526
Revolving credit facility	257	362
Other	67	90
	$2,511	$2,646

The weighted average cost of our funds remained constant at 3.5% during both the nine months ended September 30, 2013 and 2012.

Secured borrowings increase as we sell SBA 7(a) loans for excess servicing spreads. Interest expense on our secured borrowings will decrease if we sell loans solely for cash and the SBA 1% required servicing spread or we experience significant prepayments and/or charge-offs. The weighted average balance outstanding on our secured borrowings was $39.7 million during the nine months ended September 30, 2013 compared to $38.0 million during the nine months ended September 30, 2012. Offsetting interest expense on secured borrowings is amortization of cash premiums from hybrid loan sales of $277,000 and $107,000 during the nine months ended September 30, 2013 and 2012, respectively.

Interest expense on SBA debentures has increased due to the issuance of $4.0 million of debentures in August 2012, $6.0 million in March 2013 and $8.5 million in August 2013. We repaid $4.2 million of SBA debentures upon maturity on September 1, 2013.

Interest expense on our revolving credit facility decreased primarily due to a decrease in the weighted average outstanding from $17.9 million during the nine months ended September 30, 2012 to $10.0 million during the nine months ended September 30, 2013.

Other Expenses

General and administrative expense increased $452,000 during the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012. General and administrative expenses are comprised of (1) corporate overhead including legal and professional fees, sales and marketing expenses, public company and regulatory costs and (2) expenses related to assets currently in the process of foreclosure. Our corporate overhead increased to $1,767,000 during the nine months ended September 30, 2013 compared to $1,475,000 during the nine months ended September 30, 2012 primarily due to increased investment advisory and professional fees. Expenses related to assets currently in the process of foreclosure increased to $178,000 during the nine months ended September 30, 2013 compared to $18,000 during the nine months ended September 30, 2012. These expenses incurred during the foreclosure process for problem loans are primarily related to property taxes incurred, protection of the asset and operating deficits funded to receivers.

Transaction costs of $1,615,000 during the nine months ended September 30, 2013 primarily represent legal and due diligence costs related to the potential merger. Costs associated with the potential merger have been, and will continue to be, incurred and will be material. The merger and other transactions are subject to certain customary closing conditions, including the approval of PMC Commercial's shareholders and are contractually required to be completed no later than December 31, 2013. However, no assurances can be given that we will be able to complete the transactions by this date.

During 2011, we received certain inquiries expressing a preliminary interest in potential strategic transactions. The Board established a special committee of all independent trust managers to evaluate these inquiries as well as other potential strategic alternatives that could enhance shareholder value. During the nine months ended September 30, 2012, we expensed $3,623,000 in costs associated with evaluation of strategic alternatives including legal fees, trust manager fees and due diligence costs when discussions were terminated with one interested party. The special committee was dissolved during December 2012.

Our provision for loan losses, net was $562,000 during the nine months ended September 30, 2013 compared to $646,000 during the nine months ended September 30, 2012. Our provision for loan losses primarily relates to limited service hospitality properties included in troubled debt restructurings. Our reserves were as follows:

	September 30, 2013	December 31, 2012
	(In thousands)	
Specific identification	$ 840	$ 1,535
General	2,012	1,878
	$ 2,852	$ 3,413

Due to the prolonged economic downturn and the current economic environment, we believe that in general, our borrowers' equity in their properties has been eroded and may further erode which may result in an increase in foreclosure activity and credit losses. The lagging impact of the adverse economic conditions may continue to have an adverse effect on the financial condition of individual borrowers and the limited service hospitality industry which may require the establishment of significant additional loan loss reserves and the effect on our results of operations and financial condition may be material.

Income tax provision (included in continuing operations) and income tax benefit (included in discontinued operations) was $927,000 during the nine months ended September 30, 2013 compared to $311,000 during the nine months ended September 30, 2012 related to our taxable REIT subsidiaries. Our taxable REIT subsidiaries had taxable income of $2,077,000 during the nine months ended September 30, 2013 compared to $1,321,000 during the nine months ended September 30, 2012. The increase primarily relates to increased interest income, the timing difference during the nine months ended September 30, 2012 from loan sold by our SBA 7(a) subsidiary as hybrids which had the effect of increasing our deferred tax expense and a reduction in overhead of the subsidiary.

Discontinued Operations, Net of Tax

	Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Net operating losses	$ (190)	$ (416)
Impairment losses	(135)	(208)
Net losses on sale of real estate	(16)	(19)
Income tax benefit	18	—
Discontinued operations, net of tax	$ (323)	$ (643)

Our net operating losses relate to the operations and holding costs of our REO included in discontinued operations. As of September 30, 2013, we had sold all of our operating real estate owned. We continue to have holding costs on our remaining real estate owned.

During the second quarter of 2013, we sold the properties comprising our real estate owned for cash proceeds with a minimal net loss. During July 2013, we foreclosed on the underlying collateral (limited service hospitality properties) of three loans with an estimated fair value at foreclosure of $2.3 million. We sold one of these properties in July for $1,175,000, received cash proceeds of $200,000 and financed the remainder. No gain or loss was recorded on the transaction. We sold another of these properties during September for cash proceeds of $965,000 and recorded a loss of $15,000.

Impairment losses represent declines in the estimated fair value of our REO subsequent to initial valuation. Impairment losses during the nine months ended September 30, 2013 primarily relate to a full service hospitality property acquired during 2010 which experienced declines in its value. Impairment losses during the nine months ended September 30, 2012 primarily relate to a retail establishment acquired during 2009 which experienced declines in its value. Both of these properties were sold during the third quarter of 2013.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flow Analysis

Information on our cash flow was as follows:

	Nine Months Ended September 30,		
	2013	2012	Change
	(In thousands)		
Net cash provided by (used in) operating activities	$ 3,112	$(3,379)	$ 6,491
Net cash provided by (used in) investing activities	3,205	2,289	916
Net cash provided by (used in) financing activities	5,042	(1,220)	6,262
Net cash flow	$11,359	$(2,310)	$13,669

Operating Activities

As a REIT, our earnings are typically used to fund our dividends. Since operating cash flows also include lending activities, it is necessary to adjust our cash flow from operating activities for our lending activities to determine coverage of our dividends from operations. Therefore, we adjust net cash flow from operating activities to "Modified Cash." Management believes that our modified cash available for dividend distributions ("Modified Cash") is a more appropriate indicator of operating cash coverage of our dividend payments than cash flow from operating activities. Modified Cash is calculated by adjusting our cash flow from operating activities by (1) the change in operating assets and liabilities and (2) loans funded, held for sale, net of proceeds from sale of guaranteed loans and principal collected on loans ("Operating Loan

Activity”). Modified Cash, a non-GAAP financial measurement, is one of the factors used by our Board in its determination of dividends and their timing. In respect to our dividend policy, we believe that the disclosure of Modified Cash adds additional transparency to our dividend calculation and intentions. However, Modified Cash may differ significantly from dividends paid due to the Board’s dividend policy regarding returns of capital, timing differences between book income (loss) and taxable income (loss) and timing of payment of dividends to eliminate or reduce Federal income taxes or excise taxes at the REIT level.

The following reconciles net cash provided by (used in) operating activities to Modified Cash:

	Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Net cash provided by (used in) operating activities	$ 3,112	$(3,379)
Change in operating assets and liabilities	4,013	(3,329)
Operating Loan Activity	(3,393)	8,256
Modified Cash	$ 3,732	$ 1,548

To the extent Modified Cash does not cover the current dividend distribution rate or if additional cash is needed based on our working capital needs, the Board may choose to modify its current dividend policy. See –“Dividends.” During the nine months ended September 30, 2013 and 2012, dividend distributions were greater than Modified Cash by $188,000 and $3,510,000, respectively. Modified Cash, after adjusting for payment of transaction and evaluation of strategic alternatives expenses was $4,846,000 and $5,171,000 for the nine months ended September 30, 2013 and 2012, respectively, which was greater than dividend distributions by $926,000 and $113,000 during the nine months ended September 30, 2013 and 2012, respectively. If we need working capital to fund any shortfall in operating cash flows to cover our dividend distributions, we would need to borrow the funds from our revolving credit facility or use available funds from the repayment of principal on loans receivable.

Our net cash provided by (used in) operating activities will fluctuate based on the sale of the government guaranteed portion of our SBA 7 (a) loans for solely cash premiums (which allows for sale treatment per generally accepted accounting principles) compared to selling these government guaranteed portions as hybrids which reflects proceeds as secured borrowings in financing activities.

Investing Activities

Our primary investing activity is the origination of loans and collections on our investment portfolio. During the nine months ended September 30, 2012, the primary use of funds was loans funded, net of principal collected on loans of $693,000. During the nine months ended September 30, 2013, our source of funds from investing activities was principal collected on loans, net of loans funded of $1,519,000 due to increased prepayment activity on our loans. Included within principal collected on loans are prepayments of $11,378,000 and $10,690,000 during the nine months ended September 30, 2013 and 2012, respectively. Prepayments are dependent upon a number of factors are not generally predictable. Recently, we have seen an increase in prepayment activity related to our commercial mortgage fixed-rate loans. We expect that principal collections on our loans will continue to be our primary source of funds from investing activities. We also sold real estate owned during the nine months ended September 30, 2013 and collected cash proceeds of $1,622,000. In addition, during the nine months ended September 30, 2012, restricted cash and cash equivalents of $2,233,000 were released in connection with the exercise of the “clean-up call” option on our 2003 Joint Venture structured notes.

Based on our outstanding loan portfolio at September 30, 2013, our estimated collection of scheduled principal payments and known prepayments during the next twelve months was approximately $13.1 million. Of this, approximately $10.2 million could be available to repay a portion of the balance outstanding under the revolving credit facility. The remaining $2.9 million would be used to repay secured borrowings and for obligations of our SBICs.

Financing Activities

We used funds from financing activities during the nine months ended September 30, 2013 and 2012 primarily to pay dividends of $3,920,000 and $5,058,000, respectively. We had net repayments on our revolving credit facility of $2,800,000 during the nine months ended September 30, 2012. Each of our SBIC subsidiaries issued $3.0 million in SBIC debentures during March 2013. In addition, our SBIC subsidiaries issued a total of $8.5 million in SBIC debentures during August 2013. We repaid $4.2 million of SBIC debentures upon maturity on September 1, 2013. Proceeds from Secondary Market Loan Sales recorded as secured borrowings during the nine months ended September 30, 2012 were $8,498,000. We did not sell the government guaranteed portion of any SBA 7(a) loans as hybrids during the nine months ended September 30, 2013. To the extent we sell the government guaranteed portion of SBA 7(a) loans as hybrids, proceeds from Secondary Market Loan Sales included in financing activities will increase.

Sources and Uses of Funds

Liquidity Summary

Liquidity is a measure of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, fund loans and other investments, pay dividends, fund debt service and for other general corporate purposes, including potential merger transaction costs. Our primary sources of funds to meet our liquidity needs, including working capital, dividends, debt service and additional investments, if any, consist of (1) Secondary Market Loan Sales, (2) proceeds from principal and interest payments, including prepayments and (3) borrowings under our $40 million unsecured revolving credit facility (the “Revolver”). We believe these sources of funds will be sufficient to meet our liquidity requirements.

As a REIT, we must distribute to our shareholders at least 90% of our REIT taxable income to maintain our tax status under the Code. Accordingly, to the extent the sources above represent taxable income, such amounts have historically been distributed to our shareholders. In general, should we receive less cash from our portfolio of investments, we can lower the dividend so as not to cause any material cash shortfall. During 2013, our Modified Cash will be utilized to fund a portion of our expected 2013 dividend distributions and will not be available to fund portfolio growth or for the repayment of principal due on our debt.

Sources of Funds

In general, we need liquidity to originate new loans and repay principal and interest on our debt. Our operating revenues are typically utilized to pay our operating expenses, interest and dividends. We have historically utilized principal collections on loans receivable, proceeds from Secondary Market Loan Sales, issuance of SBIC debentures and borrowings under our Revolver as our primary sources of funds.

The relatively limited amount of capital available to originate new commercial loans has caused us to restrict non-SBA 7(a) Program and non-SBIC loan origination activity. A reduction in the availability of the above sources of funds could have a material adverse impact on our financial condition and results of operations. If these sources are not available in the future, we may have to originate loans at reduced levels or sell assets, potentially on unfavorable terms.

Our unsecured $40 million Revolver, with availability of $28.1 million at September 30, 2013, originally matured on June 30, 2014. During August 2013, we extended the facility for a one-year period and the facility now matures June 30, 2015. The interest rate is the prime rate less 50 basis points or the 30-day LIBOR plus 2%, at our option. Certain covenants, among other things, limit our ability to incur indebtedness, grant liens, make investments and sell assets. Our most significant covenant is a minimum beneficiaries’ equity covenant of $132.0 million at January 1, 2013. In addition, the loss of either of our named executive officers would cause an event of default on our Revolver. At September 30, 2013, we were in compliance with the covenants of this facility. While we anticipate maintaining compliance with these covenants, there can be no assurance that we will be able to do so.

If we are unable to make required payments under our borrowing arrangements, breach any representation or warranty of our borrowing arrangements or violate any covenant, our lenders may accelerate the maturity of our debt or force us to take other actions. In connection with an event of default under our Revolver, the lender is permitted to accelerate repayment of all amounts due and terminate its commitment to lend thereunder. Any such event may have a material adverse effect on our liquidity, the value of our common shares and the ability to pay dividends to our shareholders. In the event of a

default on our Revolver, we will rely on Modified Cash, available principal payments (including prepayments), and (if necessary) proceeds from asset and loan sales to satisfy our liquidity requirements. To the extent we need additional capital, there can be no assurance that we would be able to increase the amount available under the Revolver or identify other sources of funds at an acceptable cost, if at all.

At September 30, 2013, we had commitments from the SBA for the issuance of $1.5 million in SBIC debentures. To the extent we have commitments to fund new SBIC loans in excess of $1.5 million, we may request additional debenture commitments. Approval of SBIC debenture commitments can be a time consuming and lengthy process.

We rely on Secondary Market Loan Sales to create availability and/or repay principal due on our Revolver. Once fully funded, we typically sell the government guaranteed portion of our SBA 7(a) loans. The market demand for Secondary Market Loan Sales may decline or be temporarily suspended. To the extent we are unable to execute Secondary Market Loan Sales in the normal course of business, our financial condition and results of operations could be adversely affected.

Uses of Funds

In general, the primary use of our funds is to originate loans and for repayment of principal and interest on our debt. Our outstanding commitments to fund new loans were $28.6 million at September 30, 2013, of which $18.5 million were for prime-rate based loans to be originated under the SBA 7(a) Program, the government guaranteed portion of which is intended to be sold pursuant to Secondary Market Loan Sales. Our net working capital outlay would be $4.6 million related to these SBA 7(a) loans (excluding any premium received upon sale); however, the guaranteed portion of our SBA 7(a) loans cannot be sold until they are fully funded. Commitments have fixed expiration dates. Since some commitments expire without the proposed loan closing, total committed amounts do not necessarily represent future cash requirements. During 2013, we anticipate that we will fund loans of between $55 million to $60 million.

There may be several months between when the initial balance of an SBA 7(a) Program loan is funded and it is fully funded and can be sold. In these instances, our liquidity would be affected in the short-term.

We have a liability for borrower advances of $3.3 million at September 30, 2013. In general, as part of the monitoring process to verify that the borrowers' cash equity is utilized for its intended purpose, we receive deposits from our borrowers and release funds upon presentation of appropriate documentation. When distributions are requested and approved, these borrower advances represent a use of funds which we expect to be paid with cash on hand and/or our Revolver.

We are currently incurring transaction costs associated with the potential merger, including legal and due diligence costs. These costs will continue to be incurred and will be material. Transaction costs will be funded using cash on hand and/or our Revolver.

We may pay dividends in excess of our Modified Cash to maintain our REIT status or as approved by our Board. During the nine months ended September 30, 2013, the source of funds for our dividend distributions of $3.9 million was Modified Cash of $3.7 million and principal collections on our loans receivable of $0.2 million.

SEASONALITY

Generally, we are not subject to seasonal trends. However, since we primarily lend to the limited service hospitality industry, loan delinquencies and requests for deferments typically rise in the winter months due primarily to reductions in business travel and consumer vacations.

DIVIDENDS

Our shareholders are entitled to receive dividends when and as declared by the Board. In determining dividend policy, the Board considers many factors including, but not limited to, actual and anticipated Modified Cash, expectations for future earnings, REIT taxable income (loss) and maintenance of REIT status, the economic environment, our ability to obtain leverage, loan portfolio performance and our ability to maintain a stable dividend considering the foregoing factors. Consequently, the dividend rate on a quarterly basis does not necessarily correlate directly to any individual factor.

Dividends declared during 2013 were as follows:

Record Date	Date Paid	Amount Per Share
March 28, 2013	April 8, 2013	$ 0.125
June 28, 2013	July 8, 2013	0.125
September 30, 2013	October 7, 2013	0.125
		$ 0.375

During 2013, due primarily to payment of severance expenses and realized losses on our foreclosure properties, we anticipate a taxable loss. Thus, all or a portion of our dividends will be deemed returns of capital.

Pursuant to the merger agreement, we are limited to quarterly dividends of $0.125 per share until the merger is completed or the merger agreement is otherwise terminated.

We have a covenant within our Revolver that requires us to maintain a minimum net worth of $132 million which may limit our ability to pay returns of capital as part of our dividends. This covenant has not historically limited the amount of dividends we have paid.

REIT TAXABLE INCOME (LOSS)

The following reconciles net income (loss) to REIT taxable income (loss):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Net income (loss)	$ 323	$ 473	$ 2,513	$ (97)
Book/tax differences:				
Strategic alternatives	—	1,253	—	3,456
Loss on sale of real estate	—	—	(1,537)	—
Amortization and accretion	(12)	(11)	(35)	(179)
Severance payments	(4)	(8)	(1,804)	(23)
Transaction costs	1,222	—	1,615	—
Loan valuation	(739)	488	(458)	399
Impairment losses	—	—	116	167
Other, net	42	23	72	198
Subtotal	832	2,218	482	3,921
Adjustment for TRS net income, net of tax	(633)	(559)	(1,642)	(590)
REIT taxable income (loss)	$ 199	$ 1,659	$ (1,160)	$ 3,331
Distributions declared	$ 1,324	$ 1,695	$ 3,974	$ 5,083
Basic weighted average common shares outstanding	10,596	10,590	10,594	10,584

As a REIT, PMC Commercial generally will not be subject to corporate level Federal income tax on net income that is currently distributed to shareholders provided the distribution exceeds 90% of REIT taxable income.

ITEM 3.
Quantitative and Qualitative Disclosures About Market Risk

Market risk is the exposure to loss resulting from changes in various market metrics. We are subject to market risk including liquidity risk, real estate risk and interest rate risk as described below. Although management believes that the quantitative analysis on interest rate risk below is indicative of our sensitivity to interest rate changes, it does not adjust for potential changes in credit quality, size and composition of our balance sheet and other business developments that could affect our financial position and net income (loss). Accordingly, no assurances can be given that actual results would not differ materially from the potential outcome simulated by these estimates.

Liquidity Risk

Liquidity risk is the potential that we would be unable to meet our obligations as they come due because of an inability to liquidate assets or obtain funding. We are subject to changes in the debt and collateralized mortgage markets. These markets are continuing to experience disruptions, which could continue to have an adverse impact on our results of operations and financial condition.

Current conditions in the debt markets include reduced liquidity and increased risk adjusted premiums. These conditions have increased the cost and reduced the availability of financing sources. The market for trading and issuance in asset-backed securities continues to experience disruptions resulting from reduced investor demand for these securities and increased investor yield requirements. In light of these market conditions, we expect to finance our loan portfolio in the short-term with our current capital and the Revolver.

Real Estate Risk

The value of our commercial mortgage loans and our ability to sell such loans, if necessary, are impacted by market conditions that affect the properties that are the primary collateral for our loans. Property values and operating income from the properties may be affected adversely by a number of factors, including, but not limited to:

- national, regional and local economic conditions;
- significant rises in gasoline prices within a short period of time if there is a concurrent decrease in business and leisure travel;
- local real estate conditions (including an oversupply of commercial real estate);
- natural disasters including hurricanes and earthquakes, acts of war and/or terrorism and other events that may cause performance declines and/or losses to the owners and operators of the real estate securing our loans;
- changes or continued weakness in the underlying value of limited service hospitality properties;
- construction quality, construction cost, age and design;
- demographic factors;
- amount and timing of required property improvements by franchisors;
- uninsured losses;
- environmental, zoning and other governmental laws and regulations;
- increases in operating expenses (such as energy costs) for the owners of the properties; and
- limitations in the availability and cost of leverage.

In the event property cash flows decrease, a borrower may have difficulty repaying our loan, which could result in losses to us. In addition, decreases in property values reduce the value of the collateral and the potential proceeds available to borrowers to repay our loans, which could also cause us to suffer losses. Decreases in property values could further reduce the estimated fair value of our REO which could cause us to suffer losses.

The following analysis of our provision for loan losses quantifies the negative impact to our operations from increased losses on our retained portfolio:

Provision for loan losses	Nine Months Ended September 30, 2013	Year Ended December 31, 2012	Nine Months Ended September 30, 2012
		(In thousands)	
As reported (1)	$ 960	$ 2,505	$ 1,203
Annual loan losses increase by 50 basis points (2)	1,722	3,509	1,956
Annual loan losses increase by 100 basis points (2)	2,484	4,513	2,708

(1) *Excludes reductions of loan losses and recoveries.*
(2) *Represents provision for loan losses based on increases in losses as a percentage of our weighted average Loans Receivable Subject to Credit Risk, for the periods indicated.*

Interest Rate Risk

Interest rates are highly sensitive to many factors, including governmental monetary and tax policies, domestic and international economic and political considerations and other factors.

Since our loans are predominantly variable-rate, our operating results will depend in large part on LIBOR and the prime rate. One of the determinants of our operating results is differences between the income from our loans and our borrowing costs. Most of our debt is based on LIBOR or the prime rate. The objective of this strategy is to minimize the impact of interest rate changes on our net interest income.

VALUATION OF LOANS

Our loans are recorded at cost and adjusted by net loan origination fees and discounts (which are recognized as adjustments of yield over the life of the loan) and loan loss reserves. In order to determine the estimated fair value of our loans, we use a present value technique for the anticipated future cash flows using certain assumptions including a discount rate based on a current discount rate, potential prepayment risks and loan losses. If we were required to sell our loans at a time we would not otherwise do so, there can be no assurance that management's estimates of fair values would be obtained and losses could be incurred.

At September 30, 2013, our loans are 84% variable-rate at spreads over LIBOR or the prime rate. Increases or decreases in LIBOR or the prime rate will generally not have a material impact on the fair value of our variable-rate loans. We had $196.4 million of variable-rate loans at September 30, 2013. The estimated fair value of our variable-rate loans ($181.2 million at September 30, 2013) is dependent upon several factors including changes in interest rates and the market for the type of loans we have originated.

We had $36.2 million and $42.0 million of fixed-rate loans at September 30, 2013 and December 31, 2012, respectively. The estimated fair value of these fixed-rate loans approximates their cost and is dependent upon several factors including changes in interest rates and the market for the types of loans that we have originated. Since changes in market interest rates do not affect the interest rates on our fixed-rate loans, any changes in these rates do not have an immediate impact on our interest income. Our interest rate risk on our fixed-rate loans is primarily related to loan prepayments and maturities.

The average maturity of our loan portfolio is less than its average contractual terms because of prepayments. Assuming market liquidity, the average life of mortgage loans tends to increase when the current mortgage rates are substantially higher than rates on existing mortgage loans and, conversely, decrease when the current mortgage rates are substantially lower than rates on existing mortgage loans (due to refinancing of fixed-rate loans).

INTEREST RATE SENSITIVITY

At September 30, 2013 and December 31, 2012, we had $196.4 million and $200.2 million of variable-rate loans, respectively, and $77.0 million and $80.0 million of variable-rate debt, respectively. On the difference between our variable-rate loans and our variable-rate debt ($119.4 million and $120.2 million at September 30, 2013 and December 31, 2012, respectively) we have interest rate risk. To the extent variable rates decrease, our interest income net of interest expense would decrease.

The sensitivity of our variable-rate loans and debt to changes in interest rates is regularly monitored and analyzed by measuring the characteristics of our assets and liabilities. We assess interest rate risk in terms of the potential effect on interest income net of interest expense in an effort to ensure that we are insulated from any significant adverse effects from changes in interest rates. As a result of our predominately variable-rate portfolio, our earnings have been and are susceptible to being reduced during periods of lower interest rates. Based on a sensitivity analysis of interest income and interest expense at September 30, 2013 and December 31, 2012, if the consolidated balance sheet were to remain constant and no actions were taken to alter the existing interest rate sensitivity, each hypothetical 25 basis point reduction in interest rates would reduce net income by $299,000 and $301,000, respectively, on an annual basis. Since LIBOR has already been reduced to historically low levels, further significant negative impacts from lower LIBOR interest rates are not anticipated. In addition, as a REIT, the use of hedging interest rate risk is typically only provided on debt instruments due to potential REIT compliance issues. Benefits derived from hedging strategies not based on debt instruments (*i.e.,* investments) may be deemed bad income for REIT qualification purposes. The use of a hedge strategy (on our debt instruments) would fix our cost of funds and hedge against rising interest rates; however, to date we have not employed any hedging strategies.

DEBT

Our debt was comprised of SBIC debentures, junior subordinated notes, the Revolver and secured borrowings – government guaranteed loans. At September 30, 2013 and December 31, 2012, $27.5 million and $17.2 million, respectively, of our debt had fixed rates of interest (SBIC debentures) and was therefore not affected by changes in interest rates. Our variable-rate debt is based on LIBOR or the prime rate and thus subject to adverse changes in market interest rates. Assuming there were no increases or decreases in the balance outstanding under our variable-rate debt at September 30, 2013, each hypothetical 100 basis points increase in interest rates would increase interest expense and decrease net income by approximately $770,000.

The following presents the principal amounts by year of expected maturity, weighted average interest rates and estimated fair values to evaluate the expected cash flows and sensitivity to interest rate changes of our outstanding debt at September 30, 2013 and December 31, 2012.

	Twelve Month Periods Ending September 30,							
	2014	2015	2016	2017	2018	Thereafter	Carrying Value	Fair Value (1)
	(Dollars in thousands)							
Fixed-rate debt (2)	$ —	$ 4,000	$ —	$ —	$ —	$23,500	$ 27,500	$ 26,476
Variable-rate debt (LIBOR and prime based) (3) (4)	1,215	13,152	1,290	1,332	1,375	58,641	77,005	75,119
Totals	$1,215	$17,152	$1,290	$1,332	$1,375	$82,141	$104,505	$101,595

(1) The estimated fair value is based on a present value calculation based on prices of the same or similar instruments after considering risk, current interest rates and remaining maturities.

(2) The weighted average interest rate of our fixed-rate debt at September 30, 2013 was 3.9%.

(3) Principal payments on secured borrowings are dependent upon cash flows received from the underlying loans. Our estimate of their repayment is based upon scheduled principal payments on the underlying loans. Our estimate will differ from actual amounts to the extent we experience prepayments and/or loan liquidations and charge-offs.

(4) The weighted average interest rate of our variable-rate debt at September 30, 2013 was 3.4%.

	Years Ending December 31,						Carrying	Fair
	2013	2014	2015	2016	2017	Thereafter	Value	Value (1)
				(Dollars in thousands)				
Fixed-rate debt (2)	$4,190	$ —	$4,000	$ —	$ —	$ 9,000	$17,190	$18,027
Variable-rate debt (LIBOR and prime rate based) (3) (4)	1,932	13,173	1,312	1,353	1,397	60,811	79,978	75,499
Totals	$6,122	$13,173	$5,312	$1,353	$1,397	$69,811	$97,168	$93,526

(1) The estimated fair value is based on a present value calculation based on prices of the same or similar instruments after considering risk, current interest rates and remaining maturities.

(2) The weighted average interest rate of our fixed-rate debt at December 31, 2012 was 4.5%.

(3) Principal payments on the secured borrowings are dependent upon cash flows received from the underlying loans. Our estimate of their repayment is based upon scheduled principal payments on the underlying loans. Our estimate will differ from actual amounts to the extent we experience prepayments and/or loan liquidations and charge-offs.

(4) The weighted average interest rate of our variable-rate debt at December 31, 2012 was 3.3%.

ITEM 4.
Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of our disclosure controls and procedures (as defined under rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended) as of September 30, 2013. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting that occurred during the quarter ended September 30, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II
Other Information

ITEM 1. Legal Proceedings

REIT Redux, L.P. et al v. PMC Commercial Trust, et al . On October 9, 2013, a putative class action and derivative lawsuit was filed in the Dallas County Court at Law No. 5 in Dallas County, Texas against and purportedly on behalf of PMC Commercial. The complaint names as defendants PMC Commercial, members of the Board and executive officers of PMC Commercial and CIM Urban REIT. The plaintiffs assert the action as a direct action, as well as a derivative action and allege, among other things, that the Board breached the PMC Commercial Declaration of Trust and conspired to deprive the plaintiffs and the class of their right to vote to approve or decline the merger, to approve or decline of the sale of PMC Commercial and to approve or decline the authorization of the PMC Commercial common shares necessary to support the conversion rights of the PMC Commercial preferred shares to be issued pursuant to the merger agreement. The plaintiffs allege, among other things, that the Board breached its fiduciary duties by approving and recommending the transactions to the shareholders without due regard for the fairness of the transaction, failing to maximize value for the shareholders, engaging in bad faith and self-dealing by preferring transactions that further enriched the trust managers at the expense of the shareholders, and conspiring to deprive the shareholders of their voting power and prerogatives. The complaint alleges that CIM Urban REIT aided, abetted and induced those breaches of fiduciary duty. The complaint further alleges that the causes of action were aggravated by gross negligence and intentional and malicious wrongdoing. The complaint seeks an order enjoining a vote on the transactions contemplated by the merger agreement, an order certifying the matter as a class action for damages, damages for lost shareholder value, exemplary damages, attorney's fees and costs, appointment of a receiver, if justice so demands, in order to preserve and maximize shareholder value, and all other such relief as the court may find reasonable and necessary to which plaintiffs may be entitled. We have denied all of the allegations in the complaint and intend to vigorously defend against these allegations. However, no assurance can be given as to the outcome of this or any similar future lawsuits.

In the normal course of business we are periodically party to certain legal actions and proceedings involving matters that are generally incidental to our business (*i.e.,* collection of loans receivable). In management's opinion, the resolution of these legal actions and proceedings will not have a material adverse effect on our consolidated financial statements.

ITEM 1A. Risk Factors

There have been no material changes to the factors disclosed in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, other than the following:

<u>**Government Program and Regulatory Risks**</u>

A government shutdown could adversely affect our SBA 7(a) loan originations, financial condition, results of operations, and share price.

The recent government shutdown which began October 1, 2013 and ended October 17, 2013, affected our ability to originate SBA 7 (a) loans during this time as Congress failed to approve a budget which in turn eliminated availability of funds for this loan program. We were not able to get approvals for new SBA 7(a) loans during the shutdown and are dependent upon the Federal government to maintain the SBA 7(a) program. We could be materially and adversely affected by circumstances or events limiting the availability of funds for this loan program. In addition, the budget as approved expires in January 2014. At such time, we could again experience a government shutdown which would affect our ability to originate government guaranteed loans and to sell the government guaranteed portions of those loans in the secondary market. Any government shutdown could adversely affect our SBA 7(a) loan originations, financial condition, results of operations and share price.

Operating Risks

The merger may not be completed, which could adversely affect our business, financial results and value of our common shares.

Completion of the merger is subject to the satisfaction of various conditions, including approval of the share issuance by our shareholders and the other conditions described in the merger agreement. We cannot guarantee when or if these conditions will be satisfied or that the merger will be successfully completed. In the event the merger is not completed, we may be subject to several risks, including, but not limited to, the following:

- Our management's and employees' attention from day-to-day business may be diverted;
- We would still be required to pay significant transaction costs related to the merger, including legal, accounting, financial advisor, filing, printing and mailing expenses, and under certain circumstances would be required to pay a termination fee of $4.0 million and reimburse CIM Urban REIT's out-of-pocket transaction expenses up to $700,000 (excluding $542,000 of expenses reimbursed by CIM Urban REIT);
- To the extent the costs we might incur cause us to be unable to comply with the covenants under our Revolver, an event of default could occur. The existence of an event of default could restrict us from borrowing under the Revolver and from paying dividends to our shareholders. The occurrence of an event of default would also permit our lender to accelerate repayment of all amounts due and to terminate its commitment to lend thereunder.

If the merger is not completed, these risks could materially affect our business, financial condition or results of operations and the market price of our common shares.

The merger is subject to the receipt of consents and approvals from government entities and third parties that could delay completion of the merger or impose conditions that could have a material adverse effect on us or cause abandonment of the merger, which may adversely affect the value of our common shares.

Completion of the merger is conditioned upon the consent of the SBA. A substantial delay in obtaining consent from the SBA or the imposition of unfavorable terms and conditions by the SBA could have an adverse effect on our business, financial condition or results of operations, or may cause the abandonment of the merger.

Completion of the merger is also subject to approval by certain third parties. A substantial delay in obtaining such approvals, the failure to obtain such approvals or the imposition of unfavorable terms or conditions could have an adverse effect on our business, financial condition or results of operations, or may cause the abandonment of the merger.

Uncertainties associated with the merger may have a negative impact on our business relationships.

The announcement of the merger may have a negative impact on our business relationships. Moreover, due to operating covenants in the merger agreement, we may be unable, during the pendency of the merger, to pursue certain strategic transactions and otherwise pursue actions that are not in the ordinary course of business even if such actions would prove beneficial. These events could have a material negative impact on our results of operations and financial condition.

In connection with the merger, one lawsuit has been filed and is pending, and similar future lawsuits may be filed. An adverse judgment in this or any similar lawsuit may prevent the merger from becoming effective within the expected timeframe or at all. In addition, this type of litigation is often expensive and diverts management's attention and resources which could adversely affect the operation of our business.

As noted in Item 1. "Legal Proceedings", certain shareholders of PMC Commercial have filed a lawsuit against PMC Commercial, members of the Board, PMC Commercial's executive officers and CIM Urban REIT challenging the merger.

While we have denied all of the allegations in the complaint and intend to vigorously defend against these allegations, we cannot assure you as to the outcome of this, or any similar future lawsuits, including the costs associated with defending these claims or any other liabilities that may be incurred in connection with the litigation or settlement of these claims. If the plaintiffs are successful in obtaining an injunction prohibiting the parties from completing the merger on the

agreed-upon terms, such an injunction may prevent the completion of the merger in the expected timeframe, or may prevent it from being completed altogether. Whether or not the plaintiffs' claims are successful, this type of litigation is often expensive and diverts management's attention and resources, which could adversely affect the operation of our business.

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

None.

ITEM 3. Defaults upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

None.

ITEM 6. Exhibits

A. Exhibits

2.1	Agreement and Plan of Merger, dated as of July 8, 2013, by and among CIM Urban REIT, LLC, CIM Merger Sub, LLC, PMC Commercial Trust and Southfork Merger Sub, LLC (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed with the SEC on July 8, 2013).
3.1	Declaration of Trust (incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-11 filed with the Securities and Exchange Commission ("SEC") on June 25, 1993, as amended (Registration No. 33-65910)).
3.1(a)	Amendment No. 1 to Declaration of Trust (incorporated by reference to the Registrant's Registration Statement on Form S-11 filed with the SEC on June 25, 1993, as amended (Registration No. 33-65910)).
3.1(b)	Amendment No. 2 to Declaration of Trust (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1993).
3.1(c)	Amendment No. 3 to Declaration of Trust (incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2003).
3.2	Bylaws (incorporated by reference to the exhibits to the Registrant's Registration Statement on Form S-11 filed with the SEC on June 25, 1993, as amended (Registration No. 33-65910)).
3.3	Amendment No. 1 to Bylaws (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the SEC on April 16, 2009).
*4.1	Debenture dated August 30, 2013 for $5,000,000 loan with the SBA.
*4.2	Debenture dated August 30, 2013 for $3,500,000 loan with the SBA.
10.1	Third Amendment to Amended and Restated Credit Agreement dated August 5, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2013).
10.2	Amended and Restated Executive Employment Contract with Jan F. Salit dated August 30, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2013).
10.3	Amended and Restated Executive Employment Contract with Barry N. Berlin dated August 30, 2013 (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on August 30, 2013).
*31.1	Section 302 Officer Certification – Chief Executive Officer
*31.2	Section 302 Officer Certification – Chief Financial Officer
**32.1	Section 906 Officer Certification – Chief Executive Officer
**32.2	Section 906 Officer Certification – Chief Financial Officer
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.
** Furnished herewith

Table of Contents

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.

PMC Commercial Trust

Date: 11/12/13

/s/ Jan F. Salit
Jan F. Salit
President and Chief Executive Officer

Date: 11/12/13

/s/ Barry N. Berlin
Barry N. Berlin
Executive Vice President and Chief Financial Officer
(Principal Accounting Officer)

Exhibit 4.1

I.D. Control # 13000660

License # 04/04-0183

DEBENTURE

****

$ 5,000,000.00 (the "Original Principal Amount")

09/01/2023 (the "Maturity Date")

Western Financial Capital Corporation (the "Company")

17950 Preston Road Suite 600 Dallas, TX. 75252
(Street) (City) (State) (Zip)

PART I – PERIOD SPECIFIC TERMS

A. Applicable for the Scheduled Interim Period (and New Interim Periods, as applicable)

Interest rate per annum for the Scheduled Interest Period: 0.475 %.

Annual Charge applicable to the Scheduled Interim Period: .76% per annum

Date of Issuance: 8-30-13

Scheduled Pooling Date: 9-25-13

Scheduled Interim Period: from and including the Date of Issuance
to but excluding the Scheduled Pooling Date

The following italicized terms will apply if the Interim Period is extended by SBA:

New interest rate(s) per annum	*(a) ______ %*	*(b) ______ %*	*(c) ______ %*
New Annual Charge per annum	*(a) ______ %*	*(b) ______ %*	*(c) ______ %*
New Pooling Date(s):	*(a) ______*	*(b) ______*	*(c) ______*
New Interim Period(s): from and including:	*(a) ______*	*(b) ______*	*(c) ______*
to but excluding:	*(a) ______*	*(b) ______*	*(c) ______*

The Company, for value received, promises to pay to JPMorgan Chase Bank N.A., as Custodian (the "Custodian") for the U.S. Small Business Administration ("SBA") and SBIC Funding Corporation (the "Funding Corporation"), pursuant to the Custody and Administration Agreement (the "Custody Agreement") dated as of April 27, 1998 among SBA, the Funding Corporation, the Federal Home Loan Bank of Chicago, as Interim Funding Provider (the "Interim Funding Provider"), and the Custodian, as amended,: (i) interest on the Original Principal Amount listed above at the applicable rate per annum listed above, and (ii) an Annual Charge on the Original Principal Amount listed above at the applicable rate per annum listed above, each at such location as SBA, as guarantor of this Debenture, may direct and each at the related rate per annum identified for the Scheduled Interim Period (and each New Interim Period, if any).

This Debenture will bear interest for, and the Annual Charge will apply to, the Scheduled Interim Period (and for each New Interim period, if any) at the rate(s) and for the applicable period(s) indicated above, to be paid in arrears by 1:00 p.m. (New York City time) on the Business Day prior to the Scheduled Pooling Date (and each New Pooling Date, if any) listed above. As used throughout this Debenture, "Business Day" means any day other than: (i) a Saturday or Sunday; (ii) a legal holiday in Washington, D.C.; and (iii) a day on which banking institutions in New York City are authorized or obligated by law or executive order to be closed. Interest on this Debenture and the Annual Charge for the Scheduled Interim Period (and each New Interim Period, if any) will each be computed on the basis of the actual number of days in the applicable Interest Period divided by 360. The Company may not prepay this Debenture, in whole or in part, during the Scheduled Interim Period or any New Interim Period.

B. **This Section B. is effective only after (i) the Scheduled Interim Period and any New Interim Period(s) expire and (ii) the Custodian receives this Debenture for pooling.**

The Company, for value received, promises to pay to the order of JPMorgan Chase Bank N.A., acting as Trustee (the "Trustee") under that certain Amended and Restated Trust Agreement dated as of February 1, 1997, as the same may be amended from time to time, by and among the Trustee, the SBA and SBIC Funding Corporation, as the Holder hereof, interest semiannually on March 1 st and September 1 st (the "Payment Dates") of each year, at such location as SBA, as guarantor of this Debenture, may direct a the rate of 3.644 % per annum (the "Stated Interest Rate"), and to pay a .76% per annum fee (the "Annual Charge") to SBA on each Payment Date, each calculated on the basis of a year of 365 day, for the actual number of days elapsed (including the first day but excluding the last day), on the Original Principal Amount from the last day of the Interim Period until payment of such Original Principal Amount has been made or duly provided for. The Company shall deposit all payments with respect to this Debenture not later than 12:00 noon (New York City time) on the applicable Payment Date or the next Business Day if the Payment Date if not a Business Day, all as directed by SBA.

The Company may elect to prepay this Debenture, in whole and not in part, on any Payment Date, in the manner and at the price as next described. The prepayment price (the "Prepayment Price") must be an amount equal to the Original Principal Amount, plus interest accrued and unpaid thereon to the Payment Date selected for prepayment together with the accrued and unpaid Annual Charge thereon to the Payment Date selected for prepayment.

The amount of the Prepayment Price must be sent to SBA or such agent as SBA may direct, by wire payment in immediately available funds, not less than three Business Days prior to the regular Payment Date. Until the Company is notified otherwise in writing by SBA, any Prepayment Price must be paid to the account maintained by the Trustee, entitled by the SBA Prepayment Subaccount and must include an identification of the Company by name and SBA-assigned license number, the loan number appearing on the face of this Debenture, and such other information as SBA or its agent may specify.

II. – GENERAL TERMS

For value received, the Company promises to pay to the order of the Trustee the Original Principal Amount on the Maturity Date at such location as SBA, as guarantor of this Debenture, may direct.

This Debenture is issued by the Company and guaranteed by SBA, pursuant and subject to Section 303 of the Small Business Investment Act of 1958, as amended (the "Act") (15 U.S.C. Section 683). This Debenture is subject to all of the regulations promulgated under the Act, as amended from time to time, provided, however, that 13 C.F.R. Sections 107.1810 and 107.1830 through 107.1850 as in effect on the date of this Debenture are incorporated in this Debenture as if fully set forth. If this Debenture is accelerated, then the Company promises to pay an amount equal to the Original Principal Amount of this Debenture, plus interest and Annual Charge accrued and unpaid thereon to but excluding the next Payment Date following such acceleration.

This Debenture is deemed issued in the District of Columbia as of the day, month, and year first stated above. The terms and conditions of this Debenture must be construed in accordance with, and its validity and enforcement governed by, federal law.

The warranties, representations, or certification made to SBA on any SBA Form 1022 or any application letter of the Company for an SBA commitment related to this Debenture, and any documents submitted in connection with the issuance of this Debenture, are incorporated in this Debenture as if fully set forth.

Should any provision of this Debenture or any of the documents incorporated by reference in this Debenture be declared illegal or unenforceable by a court of competent jurisdiction, the remaining provisions will remain in full force and effect and this Debenture must be construed as if such provisions were not contained in this Debenture.

All notices to the Company which are required or may be given under this Debenture shall be sufficient in all respects if sent to the above-noted address of the Company. For the purposes of this Debenture, the Company may change this address only upon approval of SBA.

COMPANY ORGANIZED AS CORPORATION

IN WITNESS WHEREOF, the Company has caused this debenture to be signed by its duly authorized officer and its corporate seal to be hereunto affixed and attested by its Secretary or Assistant Secretary as of the date of issuance stated above.

CORPORATE SEAL

Western Financial Capital Corporation
(Name of Licensee)

By: /s/ Jan F. Salit
Jan F. Salit, President
(Typed Name and Title)

ATTEST:

/s/ Barry N. Berlin
XXXXXX Assistant
Secretary (Strike One)
Barry N. Berlin

Exhibit 4.2

I.D. Control # 13000642

License # 04/04-5240

DEBENTURE
****

$ 3,500,000.00 (the "Original Principal Amount")

09/01/2023 (the "Maturity Date")

PMC Investment Corporation (the "Company")

17950 Preston Road Suite 600 Dallas, TX. 75252
(Street) (City) (State) (Zip)

PART I – PERIOD SPECIFIC TERMS

A. Applicable for the Scheduled Interim Period (and New Interim Periods, as applicable)

Interest rate per annum for the Scheduled Interest Period: 0.475 %.

Annual Charge applicable to the Scheduled Interim Period: .76% per annum

Date of Issuance: 8-30-13

Scheduled Pooling Date: 9-25-13

Scheduled Interim Period: from and including the Date of Issuance
to but excluding the Scheduled Pooling Date

The following italicized terms will apply if the Interim Period is extended by SBA:

New interest rate(s) per annum	*(a) ______ %*	*(b) ______ %*	*(c) ______ %*
New Annual Charge per annum	*(a) ______ %*	*(b) ______ %*	*(c) ______ %*
New Pooling Date(s):	*(a) ______*	*(b) ______*	*(c) ______*
New Interim Period(s): from and including:	*(a) ______*	*(b) ______*	*(c) ______*
to but excluding:	*(a) ______*	*(b) ______*	*(c) ______*

The Company, for value received, promises to pay to JPMorgan Chase Bank N.A., as Custodian (the "Custodian") for the U.S. Small Business Administration ("SBA") and SBIC Funding Corporation (the "Funding Corporation"), pursuant to the Custody and Administration Agreement (the "Custody Agreement") dated as of April 27, 1998 among SBA, the Funding Corporation, the Federal Home Loan Bank of Chicago, as Interim Funding Provider (the "Interim Funding Provider"), and the Custodian, as amended,: (i) interest on the Original Principal Amount listed above at the applicable rate per annum listed above, and (ii) an Annual Charge on the Original Principal Amount listed above at the applicable rate per annum listed above, each at such location as SBA, as guarantor of this Debenture, may direct and each at the related rate per annum identified for the Scheduled Interim Period (and each New Interim Period, if any).

This Debenture will bear interest for, and the Annual Charge will apply to, the Scheduled Interim Period (and for each New Interim period, if any) at the rate(s) and for the applicable period(s) indicated above, to be paid in arrears by 1:00 p.m. (New York City time) on the Business Day prior to the Scheduled Pooling Date (and each New Pooling Date, if any) listed above. As used throughout this Debenture, "Business Day" means any day other than: (i) a Saturday or Sunday; (ii) a legal holiday in Washington, D.C.; and (iii) a day on which banking institutions in New York City are authorized or obligated by law or executive order to be closed. Interest on this Debenture and the Annual Charge for the Scheduled Interim Period (and each New Interim Period, if any) will each be computed on the basis of the actual number of days in the applicable Interest Period divided by 360. The Company may not prepay this Debenture, in whole or in part, during the Scheduled Interim Period or any New Interim Period.

B. **This Section B. is effective only after (i) the Scheduled Interim Period and any New Interim Period(s) expire and (ii) the Custodian receives this Debenture for pooling.**

The Company, for value received, promises to pay to the order of JPMorgan Chase Bank N.A., acting as Trustee (the "Trustee") under that certain Amended and Restated Trust Agreement dated as of February 1, 1997, as the same may be amended from time to time, by and among the Trustee, the SBA and SBIC Funding Corporation, as the Holder hereof, interest semiannually on March 1 st and September 1 st (the "Payment Dates") of each year, at such location as SBA, as guarantor of this Debenture, may direct a the rate of 3.644 % per annum (the "Stated Interest Rate"), and to pay a .76% per annum fee (the "Annual Charge") to SBA on each Payment Date, each calculated on the basis of a year of 365 day, for the actual number of days elapsed (including the first day but excluding the last day), on the Original Principal Amount from the last day of the Interim Period until payment of such Original Principal Amount has been made or duly provided for. The Company shall deposit all payments with respect to this Debenture not later than 12:00 noon (New York City time) on the applicable Payment Date or the next Business Day if the Payment Date if not a Business Day, all as directed by SBA.

The Company may elect to prepay this Debenture, in whole and not in part, on any Payment Date, in the manner and at the price as next described. The prepayment price (the "Prepayment Price") must be an amount equal to the Original Principal Amount, plus interest accrued and unpaid thereon to the Payment Date selected for prepayment together with the accrued and unpaid Annual Charge thereon to the Payment Date selected for prepayment.

The amount of the Prepayment Price must be sent to SBA or such agent as SBA may direct, by wire payment in immediately available funds, not less than three Business Days prior to the regular Payment Date. Until the Company is notified otherwise in writing by SBA, any Prepayment Price must be paid to the account maintained by the Trustee, entitled by the SBA Prepayment Subaccount and must include an identification of the Company by name and SBA-assigned license number, the loan number appearing on the face of this Debenture, and such other information as SBA or its agent may specify.

II. – GENERAL TERMS

For value received, the Company promises to pay to the order of the Trustee the Original Principal Amount on the Maturity Date at such location as SBA, as guarantor of this Debenture, may direct.

This Debenture is issued by the Company and guaranteed by SBA, pursuant and subject to Section 303 of the Small Business Investment Act of 1958, as amended (the "Act") (15 U.S.C. Section 683). This Debenture is subject to all of the regulations promulgated under the Act, as amended from time to time, provided, however, that 13 C.F.R. Sections 107.1810 and 107.1830 through 107.1850 as in effect on the date of this Debenture are incorporated in this Debenture as if fully set forth. If this Debenture is accelerated, then the Company promises to pay an amount equal to the Original Principal Amount of this Debenture, plus interest and Annual Charge accrued and unpaid thereon to but excluding the next Payment Date following such acceleration.

This Debenture is deemed issued in the District of Columbia as of the day, month, and year first stated above. The terms and conditions of this Debenture must be construed in accordance with, and its validity and enforcement governed by, federal law.

The warranties, representations, or certification made to SBA on any SBA Form 1022 or any application letter of the Company for an SBA commitment related to this Debenture, and any documents submitted in connection with the issuance of this Debenture, are incorporated in this Debenture as if fully set forth.

Should any provision of this Debenture or any of the documents incorporated by reference in this Debenture be declared illegal or unenforceable by a court of competent jurisdiction, the remaining provisions will remain in full force and effect and this Debenture must be construed as if such provisions were not contained in this Debenture.

All notices to the Company which are required or may be given under this Debenture shall be sufficient in all respects if sent to the above-noted address of the Company. For the purposes of this Debenture, the Company may change this address only upon approval of SBA.

COMPANY ORGANIZED AS CORPORATION

IN WITNESS WHEREOF, the Company has caused this debenture to be signed by its duly authorized officer and its corporate seal to be hereunto affixed and attested by its Secretary or Assistant Secretary as of the date of issuance stated above.

CORPORATE SEAL

PMC Investment Corporation
(Name of Licensee)

By: /s/ Jan F. Salit
Jan F. Salit, President
(Typed Name and Title)

ATTEST:

/s/ Barry N. Berlin
XXXXXX Assistant
Secretary (Strike One)
Barry N. Berlin

Exhibit 31.1

CERTIFICATION

I, Jan F. Salit, certify that:

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

Date: 11/12/13

/s/ Jan F. Salit
Jan F. Salit
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Barry N. Berlin, certify that:

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

Date: 11/12/13

/s/ Barry N. Berlin
Barry N. Berlin
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of PMC Commercial Trust (the "Company") on Form 10-Q for the period ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jan F. Salit, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Jan F. Salit
Jan F. Salit
Chief Executive Officer
November 12, 2013

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of PMC Commercial Trust (the “Company”) on Form 10-Q for the period ended September 30, 2013 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Barry N. Berlin, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Barry N. Berlin
Barry N. Berlin
Chief Financial Officer
November 12, 2013