
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **March 18, 2019**

Commission File Number 1-13610

CIM COMMERCIAL TRUST CORPORATION

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction
of incorporation or organization)

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)

Former name, former address and former fiscal year, if changed since last report: **NONE**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

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

Item 2.02 Results of Operations and Financial Condition

On March 18, 2019, CIM Commercial Trust Corporation (the “Company”) issued a press release announcing its financial results for the three months and year ended December 31, 2018. A copy of the press release is attached to this Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 2.02 and Exhibit 99.1 are being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 7.01 Regulation FD Disclosure

A copy of the Company’s Q4 2018 Investor Presentation is attached to this Form 8-K as Exhibit 99.2 and is incorporated by reference herein. Additionally, the Company has posted a copy of the presentation on its Shareholder Relations page at <http://shareholders.cimcommercial.com/>.

The information in this Item 7.01 and Exhibit 99.2 are being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 8.01 — Other Events

The information set forth in Item 7.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated March 18, 2019, regarding the Company’s financial results for the three months and year ended December 31, 2018.
99.2	Investor Presentation Q4 2018.

SIGNATURE

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.

Date: March 18, 2019

CIM COMMERCIAL TRUST CORPORATION

By: /s/ David Thompson

David Thompson, Chief Financial Officer



CIM Commercial Trust Corporation Reports 2018 Fourth Quarter Results

Dallas—(March 18, 2019) CIM Commercial Trust Corporation (NASDAQ & TASE: CMCT) (“we”, “our”, “CMCT”, “CIM Commercial”, or the “Company”), a real estate investment trust (“REIT”) that primarily acquires, owns, and operates Class A and creative office assets in vibrant and improving metropolitan communities throughout the United States, today reported operating results for the three months and year ended December 31, 2018.

Fourth Quarter 2018 Highlights

- Annualized rent per occupied square foot(1) on a same-store basis increased 6.9% to \$43.64 as of December 31, 2018 compared to \$40.82 as of December 31, 2017; annualized rent per occupied square foot across all properties was \$45.21 as of December 31, 2018.
- Our same-store office portfolio was 95.4% leased as of December 31, 2018.
- During the fourth quarter of 2018, we executed 160,927 square feet of leases with terms longer than 12 months, of which 119,476 square feet were recurring leases executed at our same-store office portfolio, representing same-store cash rent growth per square foot of 56.1%.
- Net loss attributable to common stockholders was \$(4,948,000), or \$(0.11) per diluted share, for the fourth quarter of 2018 compared to net income attributable to common stockholders of \$20,366,000, or \$0.36 per diluted share, for the fourth quarter of 2017.
- Same-store office segment NOI(2) decreased 5.9%, while same-store office cash NOI(2) decreased 15.2%, for the fourth quarter of 2018 from the corresponding period in 2017.
- Same-store office segment net operating income (“NOI”), excluding lease termination income,(2) increased 7.9%, and same-store office cash NOI, excluding lease termination income,(2) increased 6.6%, for the fourth quarter of 2018 from the corresponding period in 2017.
- Funds from operations (“FFO”) attributable to common stockholders(3) was \$8,497,000, or \$0.19 per diluted share, for the fourth quarter of 2018 compared to \$10,261,000, or \$0.18 per diluted share, for the fourth quarter of 2017.

Management Commentary

Charles E. Garner II, CEO of CIM Commercial Trust Corporation, stated, “We generated strong same-store NOI growth, excluding lease termination income, in the fourth quarter as compared to the year-earlier period. The increase was driven by higher average rent per square foot and reflects the strength of our portfolio. We are well positioned to grow through same-store growth, development, and accretive acquisitions.”

Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock

We sold six properties in early March 2019 as part of our previously announced program to unlock embedded value in our portfolio and improve the trading liquidity of our common stock. The properties were located in Oakland, California, San Francisco, California, and Washington, D.C. and represent more than 50% of the properties that we targeted for sale in connection with the program. Three additional properties are being actively marketed for sale.

(1) Annualized rent per occupied square foot represents gross monthly base rent under leases commenced as of the specified periods, multiplied by twelve. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent. Annualized rent for certain office properties includes rent attributable to retail.

(2) Please see our definition of “same-store” on page 10 and a reconciliation of these metrics to net income starting on page 11.

(3) Please see page 8 for a reconciliation of net (loss) income attributable to common stockholders to FFO attributable to common stockholders and a discussion of the benefits and limitations of FFO as a supplemental measure of operating performance.

After the completion of such property sales, we intend to provide liquidity to our common stockholders by returning a significant portion of the net proceeds from the property sales to them. Further, we expect that shares of our common stock held by our majority stockholder will be distributed to a diverse group of holders which we expect to be comprised of some of the current investors of such majority stockholder. We believe that these actions will improve the trading liquidity of our common stock and that the price of our common stock will better reflect the strength of our underlying portfolio.

We intend to continue to maintain a highly-flexible capital structure and expect to continue to target a 45% common equity percentage of total capitalization, based on fair value.

Financial Highlights

As of December 31, 2018, our real estate portfolio consisted of 21 assets, all of which were fee-simple properties. The portfolio included 19 office properties (including one parking garage and two development sites, one of which is being used as a parking lot), totaling approximately 3.4 million rentable square feet and one hotel with an ancillary parking garage, which has a total of 503 rooms. We also operate a lending business.

Fourth Quarter 2018

Net loss attributable to common stockholders was \$(4,948,000), or \$(0.11) per diluted share of common stock, for the three months ended December 31, 2018, compared to net income attributable to common stockholders of \$20,366,000, or \$0.36 per diluted share of common stock, for the three months ended December 31, 2017. The decrease is primarily attributable to the gain on sale of real estate of \$23,005,000 recognized during the three months ended December 31, 2017, and increases in certain costs during the three months ended December 31, 2018, including an increase of \$2,358,000 in redeemable preferred stock dividends declared and accumulated, an increase of \$587,000 in transaction costs and an increase of \$545,000 in depreciation and amortization, partially offset by an increase of \$579,000 in net operating income of our operating segments and a decrease of \$484,000 in interest expense not allocated to our operating segments.

FFO attributable to common stockholders was \$8,497,000, or \$0.19 per diluted share of common stock, for the three months ended December 31, 2018, compared to \$10,261,000, or \$0.18 per diluted share of common stock, for the three months ended December 31, 2017. The decrease in FFO attributable to common stockholders was primarily attributable to an increase of \$2,358,000 in redeemable preferred stock dividends declared and accumulated and an increase of \$587,000 in transaction costs, partially offset by an increase of \$579,000 in net operating income of our operating segments and a decrease of \$484,000 in interest expense not allocated to our operating segments.

Fiscal Year 2018

Net loss attributable to common stockholders was \$14,298,000, or \$0.33 per diluted share of common stock, for the twelve months ended December 31, 2018, compared to net income attributable to common stockholders of \$377,813,000, or \$5.47 per diluted share of common stock, for the twelve months ended December 31, 2017.

FFO attributable to common stockholders was \$38,930,000, or \$0.89 per diluted share of common stock, for the twelve months ended December 31, 2018, compared to \$47,540,000, or \$0.69 per diluted share of common stock, for the twelve months ended December 31, 2017.

Segment Information

Our reportable segments during the three months ended December 31, 2018 consisted of two types of commercial real estate properties, namely, office and hotel, as well as a segment for our lending business. Our reportable segments during the three months ended December 31, 2017 consisted of three types of commercial real estate properties, namely, office, hotel and multifamily, as well as a segment for our lending business. Net loss attributable to common stockholders was \$(4,948,000), or \$(0.11) per diluted share of common stock, for the three months ended December 31, 2018, compared to net income attributable to common stockholders of \$20,366,000, or \$0.36 per diluted share of common stock, for the three months ended December 31, 2017, which represents a decrease of \$(25,314,000), or \$(0.47) per diluted share of common stock. Total segment NOI was \$26,548,000 for the three months ended December 31, 2018, compared to \$25,969,000 for the three months ended December 31, 2017. (4)

(4) Please see our reconciliations of total segment NOI to net income starting on page 11.

Office

Same-Store

Same-store office segment NOI, excluding lease termination income, increased 7.9% on a GAAP basis and increased 6.6% on a cash basis for the three months ended December 31, 2018 compared to the three months ended December 31, 2017. Same-store office segment NOI decreased 5.9% on a GAAP basis and decreased 15.2% on a cash basis for the three months ended December 31, 2018 compared to the three months ended December 31, 2017. The decrease in same-store office segment NOI was primarily due to a decrease in expense reimbursements at one of our Washington, D.C. properties, a decrease in lease termination income at one of our California properties, and an increase in operating expenses at certain of our California properties, partially offset by a decrease in other tenant reimbursable expenses at one of our Washington, D.C. properties and an increase in rental revenue at certain of our California properties due to increases in rental rates.

At December 31, 2018, the Company's same-store office portfolio was 93.1% occupied, a decrease of 100 basis points year-over-year on a same-store basis, and 95.4% leased, an increase of 20 basis points year-over-year on a same-store basis. The annualized rent per occupied square foot on a same-store basis was \$43.64 at December 31, 2018 compared to \$40.82 at December 31, 2017. For the three months ended December 31, 2018, the Company executed 119,476 square feet of recurring leases at our same-store office portfolio, representing same-store cash rent growth per square foot of 56.1%.

Total

Office segment NOI increased to \$22,498,000 for the three months ended December 31, 2018, from \$20,894,000 for the three months ended December 31, 2017.⁽⁵⁾ The increase was primarily attributable to a decrease in other tenant reimbursable expenses at one of our Washington, D.C. properties, an increase due to the acquisition of two office properties in December 2017 and January 2018, an increase in rental revenue at certain of our California properties due to increases in rental rates, and an increase from real estate tax refunds related to prior years received during the three months ended December 31, 2018 for the property in Washington, D.C. that we sold in October 2017, partially offset by a decrease in expense reimbursements at one of our Washington, D.C. properties, a decrease in lease termination income at one of our California properties, and an increase in operating expenses at certain of our California properties.

Hotel

Hotel segment NOI was \$2,848,000 for the three months ended December 31, 2018, compared to \$2,958,000 for the three months ended December 31, 2017.⁽⁵⁾

Multifamily

During the three months ended December 31, 2017, we sold our last multifamily property. Multifamily segment NOI was \$407,000 for the three months ended December 31, 2017.⁽⁵⁾

Lending

Our lending segment primarily consists of our SBA 7(a) lending platform, which is a national lender that primarily originates loans to small businesses in the hospitality industry. Lending segment NOI was \$1,202,000 for the three months ended December 31, 2018, compared to \$1,710,000 for the three months ended December 31, 2017.⁽⁵⁾ The decrease was primarily due to a decrease in premium income from the sale of the government guaranteed portion of our SBA 7(a) loans.

Debt and Equity

During the three months ended December 31, 2018, we issued 391,451 Series A preferred units, with each Series A preferred unit consisting of one share of Series A preferred stock and one warrant to purchase 0.25 shares of our common stock, resulting in net proceeds of approximately \$9,011,000. Net proceeds represent gross proceeds offset by costs specifically identifiable to the offering of the Series A preferred units, such as commissions, dealer manager fees, and other offering fees and expenses.

⁽⁵⁾ Please see our reconciliations of office, hotel, multifamily and lending segment NOI to net income starting on page 11.

In October 2018, CIM Commercial entered into a revolving credit facility with a bank syndicate pursuant to which CIM Commercial can borrow up to a maximum of \$250,000,000, subject to a borrowing base calculation. The revolving credit facility is secured by deeds of trust on certain properties and bears interest at (i) the base rate plus 0.55% or (ii) LIBOR plus 1.55%. At December 31, 2018, \$130,000,000 was outstanding under the revolving credit facility. Subsequent to December 31, 2018, we repaid the outstanding balance on this facility, which was \$130,000,000 at such time. We expect the revolving credit facility to remain in place following our program to unlock embedded value in our portfolio and improve trading liquidity of our common stock.

Dispositions

In March 2019 we completed the disposition of six assets in San Francisco, California; Oakland, California; and Washington, D.C.

Dividends

On December 4, 2018, we declared a quarterly cash dividend of \$0.125 per share of our common stock, which was paid on December 27, 2018 to stockholders of record at the close of business on December 14, 2018.

In addition, we declared an annual cash dividend of \$1.56035 per share of our Series L preferred stock. The dividend paid for 2018 also included a prorated dividend to cover the period from and including the original date of issuance of the Series L preferred stock to and including December 31, 2017. The dividend was paid on January 17, 2019 to stockholders of record at the close of business on December 31, 2018.

Further, we declared a quarterly cash dividend of \$0.34375 per share of our Series A preferred stock, or portion thereof for issuances during the period from October 1, 2018 to December 31, 2018, which was paid on January 15, 2019 to stockholders of record at the close of business on January 5, 2019.

About CIM Commercial

CIM Commercial is a real estate investment trust that primarily acquires, owns, and operates Class A and creative office assets in vibrant and improving metropolitan communities throughout the United States. Its properties are primarily located in Los Angeles, the San Francisco Bay Area and Washington, D.C. CIM Commercial is operated by affiliates of CIM Group, L.P., a vertically-integrated owner and operator of real assets with multi-disciplinary expertise and in-house research, acquisition, credit analysis, development, finance, leasing, and onsite property management capabilities (www.cimcommercial.com).

FORWARD-LOOKING STATEMENTS

The information set forth herein contains “forward-looking statements.” You can identify these statements by the fact that they do not relate strictly to historical or current facts or discuss the business and affairs of CIM Commercial on a prospective basis. Further, statements that include words such as “may,” “will,” “project,” “might,” “expect,” “target,” “believe,” “anticipate,” “intend,” “could,” “would,” “estimate,” “continue,” “pursue,” “potential,” “forecast,” “seek,” “plan”, or “should” or the negative or other words or expressions of similar meaning, may identify forward-looking statements.

CIM Commercial bases these forward-looking statements on particular assumptions that it has made in light of its experience, as well as its perception of expected future developments and other factors that it believes are appropriate under the circumstances. These forward-looking statements are necessarily estimates reflecting the judgment of CIM Commercial and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors, including those associated with (i) CIM Commercial’s ability to consummate the sales of properties currently targeted for sale, (ii) the extent to which capital is returned to stockholders, if at all, and the timing thereof, (iii) the decision of CIM Commercial’s majority stockholder to distribute shares of CIM Commercial common stock to its investors and (iv) general economic, market and other conditions. For a further list and description of the risks and uncertainties inherent in forward-looking statements, see CIM Commercial’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

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

For CIM Commercial Trust Corporation

Media Relations:

Bill Mendel, 212-397-1030

bill@mendelcommunications.com

or

Shareholder Relations:

Steve Altebrando, 646-652-8473

shareholders@cimcommercial.com

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

	December 31,	
	2018	2017
ASSETS		
Investments in real estate, net	\$ 1,040,937	\$ 957,725
Cash and cash equivalents	54,931	129,310
Restricted cash	22,512	27,008
Loans receivable, net	83,248	81,056
Accounts receivable, net	6,640	13,627
Deferred rent receivable and charges, net	84,230	84,748
Other intangible assets, net	9,531	6,381
Other assets	18,197	36,533
Assets held for sale, net	22,175	—
TOTAL ASSETS	\$ 1,342,401	\$ 1,336,388
LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY		
LIABILITIES:		
Debt, net	\$ 588,671	\$ 630,852
Accounts payable and accrued expenses	41,598	26,394
Intangible liabilities, net	2,872	1,070
Due to related parties	10,951	8,814
Other liabilities	16,535	14,629
Liabilities associated with assets held for sale, net	28,766	—
Total liabilities	689,393	681,759
COMMITMENTS AND CONTINGENCIES		
REDEEMABLE PREFERRED STOCK: Series A, \$0.001 par value; 36,000,000 shares authorized; 1,566,386 and 1,565,346 shares issued and outstanding, respectively, at December 31, 2018 and 1,225,734 and 1,224,712 shares issued and outstanding, respectively, at December 31, 2017; liquidation preference of \$25.00 per share, subject to adjustment		
	35,733	27,924
EQUITY:		
Series A cumulative redeemable preferred stock, \$0.001 par value; 36,000,000 shares authorized; 1,287,169 and 1,281,804 shares issued and outstanding, respectively, at December 31, 2018 and 61,435 and 60,592 shares issued and outstanding, respectively, at December 31, 2017; liquidation preference of \$25.00 per share, subject to adjustment		
	31,866	1,508
Series L cumulative redeemable preferred stock, \$0.001 par value; 9,000,000 shares authorized; 8,080,740 shares issued and outstanding at December 31, 2018 and 2017; liquidation preference of \$28.37 per share, subject to adjustment		
	229,251	229,251
Common stock, \$0.001 par value; 900,000,000 shares authorized; 43,795,073 and 43,784,939 shares issued and outstanding at December 31, 2018 and 2017, respectively		
	44	44
Additional paid-in capital	790,354	792,631
Accumulated other comprehensive income	1,806	1,631
Distributions in excess of earnings	(436,883)	(399,250)
Total stockholders' equity	616,438	625,815
Noncontrolling interests	837	890
Total equity	617,275	626,705
TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK, AND EQUITY	\$ 1,342,401	\$ 1,336,388

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

	Three Months Ended December 31,		Year Ended December 31,	
	2018	2017	2018	2017
REVENUES:				
Rental and other property income	\$ 34,831	\$ 32,105	\$ 138,310	\$ 166,587
Hotel income	8,108	8,245	35,672	35,576
Expense reimbursements	2,934	6,373	10,023	16,646
Interest and other income	4,254	6,021	13,719	17,567
	<u>50,127</u>	<u>52,744</u>	<u>197,724</u>	<u>236,376</u>
EXPENSES:				
Rental and other property operating	20,933	25,318	80,171	101,585
Asset management and other fees to related parties	5,976	6,792	24,451	30,251
Interest	7,293	7,693	27,702	36,338
General and administrative	2,671	811	9,167	5,479
Transaction costs	579	(8)	938	11,862
Depreciation and amortization	13,445	12,900	53,228	58,364
Impairment of real estate	—	—	—	13,100
	<u>50,897</u>	<u>53,506</u>	<u>195,657</u>	<u>256,979</u>
Gain on sale of real estate	—	23,005	—	401,737
(LOSS) INCOME BEFORE PROVISION FOR INCOME TAXES	<u>(770)</u>	<u>22,243</u>	<u>2,067</u>	<u>381,134</u>
Provision for income taxes	130	183	925	1,376
NET (LOSS) INCOME	<u>(900)</u>	<u>22,060</u>	<u>1,142</u>	<u>379,758</u>
Net income attributable to noncontrolling interests	(6)	(11)	(21)	(21)
NET (LOSS) INCOME ATTRIBUTABLE TO THE COMPANY	<u>(906)</u>	<u>22,049</u>	<u>1,121</u>	<u>379,737</u>
Redeemable preferred stock dividends declared and accumulated	(4,043)	(1,685)	(15,423)	(1,926)
Redeemable preferred stock redemptions	1	2	4	2
NET (LOSS) INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS	<u>\$ (4,948)</u>	<u>\$ 20,366</u>	<u>\$ (14,298)</u>	<u>\$ 377,813</u>
NET (LOSS) INCOME ATTRIBUTABLE TO COMMON STOCKHOLDERS PER SHARE:				
Basic	<u>\$ (0.11)</u>	<u>\$ 0.36</u>	<u>\$ (0.33)</u>	<u>\$ 5.47</u>
Diluted	<u>\$ (0.11)</u>	<u>\$ 0.36</u>	<u>\$ (0.33)</u>	<u>\$ 5.47</u>
WEIGHTED AVERAGE SHARES OF COMMON STOCK OUTSTANDING:				
Basic	<u>43,795</u>	<u>55,885</u>	<u>43,792</u>	<u>69,062</u>
Diluted	<u>43,795</u>	<u>55,917</u>	<u>43,792</u>	<u>69,070</u>

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Funds from Operations
(Unaudited and in thousands, except per share amounts)

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

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

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

	Three Months Ended December 31,		Year Ended December 31,	
	2018	2017	2018	2017
Net (loss) income attributable to common stockholders	\$ (4,948)	\$ 20,366	\$ (14,298)	\$ 377,813
Depreciation and amortization	13,445	12,900	53,228	58,364
Impairment of real estate	—	—	—	13,100
Gain on sale of depreciable assets	—	(23,005)	—	(401,737)
FFO attributable to common stockholders	<u>\$ 8,497</u>	<u>\$ 10,261</u>	<u>\$ 38,930</u>	<u>\$ 47,540</u>
FFO attributable to common stockholders per diluted share	<u>\$ 0.19</u>	<u>\$ 0.18</u>	<u>\$ 0.89</u>	<u>\$ 0.69</u>

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES

Earnings Per Share

(Unaudited and in thousands, except per share amounts)

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

The following table reconciles the numerator and denominator used in computing our basic and diluted per-share amounts for net (loss) income attributable to common stockholders:

	Three Months Ended December 31,		Year Ended December 31,	
	2018	2017	2018	2017
Numerator:				
Basic net (loss) income attributable to common stockholders	\$ (4,948)	\$ 20,366	\$ (14,298)	\$ 377,813
Redeemable preferred stock dividends declared on dilutive shares	—	9	—	9
Diluted net (loss) income attributable to common stockholders	<u>\$ (4,948)</u>	<u>\$ 20,375</u>	<u>\$ (14,298)</u>	<u>\$ 377,822</u>
Denominator:				
Basic weighted average shares of common stock outstanding	43,795	55,885	43,792	69,062
Effect of dilutive securities—contingently issuable shares	—	32	—	8
Diluted weighted average shares and common stock equivalents outstanding	<u>43,795</u>	<u>55,917</u>	<u>43,792</u>	<u>69,070</u>
Net (loss) income attributable to common stockholders per share:				
Basic	<u>\$ (0.11)</u>	<u>\$ 0.36</u>	<u>\$ (0.33)</u>	<u>\$ 5.47</u>
Diluted	<u>\$ (0.11)</u>	<u>\$ 0.36</u>	<u>\$ (0.33)</u>	<u>\$ 5.47</u>

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Reconciliation of Net Operating Income
(Unaudited and in thousands)

We internally evaluate the operating performance and financial results of our real estate segments based on segment NOI, which is defined as rental and other property income and expense reimbursements less property related expenses and excludes non-property income and expenses, interest expense, depreciation and amortization, corporate related general and administrative expenses, gain (loss) on sale of real estate, impairment of real estate, transaction costs, and provision for income taxes. For our lending segment, we define NOI as interest income net of interest expense and general overhead expenses. We also evaluate the operating performance and financial results of our operating segments using cash basis NOI, or “cash NOI”. We define cash NOI as segment NOI adjusted to exclude the effect of the straight lining of rents, acquired above/below market lease amortization and other adjustments required by GAAP.

Segment NOI and cash NOI are not measures of operating results or cash flows from operating activities as measured by GAAP and should not be considered alternatives to income from continuing operations, or to cash flows as a measure of liquidity, or as an indication of our performance or of our ability to pay dividends. Companies may not calculate segment NOI or cash NOI in the same manner. We consider segment NOI and cash NOI to be useful performance measures to investors and management because, when compared across periods, they reflect the revenues and expenses directly associated with owning and operating our properties and the impact to operations from trends in occupancy rates, rental rates and operating costs, providing a perspective not immediately apparent from income from continuing operations. Additionally, we believe that cash NOI is helpful to investors because it eliminates straight line rent and other non-cash adjustments to revenue and expenses.

To facilitate a comparison of our segments and portfolio between reporting periods, we calculate comparable amounts for a subset of our segments and portfolio referred to as our “same-store properties.” Our same-store properties are ones which we have owned and operated in a consistent manner and reported in our consolidated results during the entire span of the periods being reported. We excluded from our same-store property set this quarter any properties (i) acquired on or after October 1, 2017; (ii) sold or otherwise removed from our consolidated financial statements on or before December 31, 2018; or (iii) that underwent a major repositioning project we believed significantly affected its results at any point during the period commencing on October 1, 2017 and ending on December 31, 2018.

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Reconciliation of Net Operating Income (Continued)
(Unaudited and in thousands)

Below is a reconciliation of cash NOI excluding lease termination income to net income (loss) attributable to the Company:

	Three Months Ended December 31, 2018						
	Same- Store Office	Non- Same- Store Office	Total Office	Hotel	Multi- family	Lending	Total
Cash net operating income excluding lease termination income	\$ 20,119	\$ 1,983	\$ 22,102	\$ 2,848	\$ —	\$ 1,202	\$ 26,152
Cash lease termination income	6	—	6	—	—	—	6
Cash net operating income	20,125	1,983	22,108	2,848	—	1,202	26,158
Deferred rent and amortization of intangible assets, liabilities, and lease inducements	(149)	539	390	—	—	—	390
Straight line rent, below-market ground lease and amortization of intangible assets	—	—	—	—	—	—	—
Straight line lease termination income	—	—	—	—	—	—	—
Segment net operating income	\$ 19,976	\$ 2,522	\$ 22,498	\$ 2,848	\$ —	\$ 1,202	\$ 26,548
Asset management and other fees to related parties							(5,511)
Interest expense							(6,998)
General and administrative							(785)
Transaction costs							(579)
Depreciation and amortization							(13,445)
Loss before provision for income taxes							(770)
Provision for income taxes							(130)
Net loss							(900)
Net income attributable to noncontrolling interests							(6)
Net loss attributable to the Company							<u>\$ (906)</u>

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Reconciliation of Net Operating Income (Continued)
(Unaudited and in thousands)

Three Months Ended December 31, 2017

	Same- Store Office	Non- Same- Store Office	Total Office	Hotel	Multi- family	Lending	Total
Cash net operating income (loss)							
excluding lease termination income	\$ 18,872	\$ (335)	\$ 18,537	\$ 2,959	404	\$ 1,700	\$ 23,600
Cash lease termination income	4,871	—	4,871	—	3	—	4,874
Cash net operating income (loss)	23,743	(335)	23,408	2,959	407	1,700	28,474
Deferred rent and amortization of intangible assets, liabilities, and lease inducements	(366)	11	(355)	(1)	—	—	(356)
Straight line rent, below-market ground lease and amortization of intangible assets	—	—	—	—	—	10	10
Straight line lease termination income	(2,159)	—	(2,159)	—	—	—	(2,159)
Segment net operating income (loss)	\$ 21,218	\$ (324)	\$ 20,894	\$ 2,958	\$ 407	\$ 1,710	\$ 25,969
Asset management and other fees to related parties							(5,801)
Interest expense							(7,482)
General and administrative							(556)
Transaction costs							8
Depreciation and amortization							(12,900)
Gain on sale of real estate							23,005
Income before provision for income taxes							22,243
Provision for income taxes							(183)
Net income							22,060
Net income attributable to noncontrolling interests							(11)
Net income attributable to the Company							<u>\$ 22,049</u>

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Reconciliation of Net Operating Income (Continued)
(Unaudited and in thousands)

Below is a reconciliation of segment NOI excluding lease termination income to net income (loss) attributable to the Company:

	Three Months Ended December 31, 2018						
	Same- Store Office	Non- Same- Store Office	Total Office	Hotel	Multi- family	Lending	Total
Segment net operating income excluding lease termination income	\$ 19,970	\$ 2,522	\$ 22,492	\$ 2,848	\$ —	\$ 1,202	\$ 26,542
Lease termination income	6	—	6	—	—	—	6
Segment net operating income	<u>\$ 19,976</u>	<u>\$ 2,522</u>	<u>\$ 22,498</u>	<u>\$ 2,848</u>	<u>\$ —</u>	<u>\$ 1,202</u>	<u>\$ 26,548</u>
Asset management and other fees to related parties							(5,511)
Interest expense							(6,998)
General and administrative							(785)
Transaction costs							(579)
Depreciation and amortization							(13,445)
Loss before provision for income taxes							<u>(770)</u>
Provision for income taxes							(130)
Net loss							<u>(900)</u>
Net income attributable to noncontrolling interests							(6)
Net loss attributable to the Company							<u><u>\$ (906)</u></u>

CIM COMMERCIAL TRUST CORPORATION AND SUBSIDIARIES
Reconciliation of Net Operating Income (Continued)
(Unaudited and in thousands)

Three Months Ended December 31, 2017

	Same- Store Office	Non- Same- Store Office	Total Office	Hotel	Multi- family	Lending	Total
Segment net operating income (loss)							
excluding lease termination income	\$ 18,506	\$ (324)	\$ 18,182	\$ 2,958	\$ 404	\$ 1,710	\$ 23,254
Lease termination income	2,712	—	2,712	—	3	—	2,715
Segment net operating income (loss)	\$ 21,218	\$ (324)	\$ 20,894	\$ 2,958	\$ 407	\$ 1,710	\$ 25,969
Asset management and other fees to related parties							(5,801)
Interest expense							(7,482)
General and administrative							(556)
Transaction costs							8
Depreciation and amortization							(12,900)
Gain on sale of real estate							23,005
Income before provision for income taxes							22,243
Provision for income taxes							(183)
Net income							22,060
Net income attributable to noncontrolling interests							(11)
Net income attributable to the Company							<u>\$ 22,049</u>



CMCT

CIM Commercial Trust Corporation | NASDAQ & TASE: CMCT

March 2019



www.cimgroup.com | ©2019 CIM Group | CMCT CIM Commercial Trust Corporation | Securities distributed by affiliate broker-dealer: CCO Capital, LLC, member: FINRA / SIPC

Free Writing Prospectus | CIM Commercial Trust Corporation Investor Presentation Q4 2018

Filed Pursuant to Rule 433 | Dated March 18, 2019 | Registration Statement Nos. 333-203639; 333-210880; and 333-227707

CIM Commercial Trust Corporation (the “Company”) has filed registration statements (including prospectuses and prospectus supplements) with the Securities and Exchange Commission (the “SEC”) for the offerings to which this communication relates. Before you invest, you should read the prospectuses and the prospectus supplements in those registration statements and other documents the Company has filed with the SEC for more complete information about the Company and the offerings. You may request to receive a prospectus by calling toll-free at 1-866-341-2653.

Alternatively, you may also access the applicable prospectus for free on the SEC website at www.sec.gov as follows:

- [Post Effective Amendment No. 3 to Form S-11 on Form S-3, dated January 9, 2018, relating to Registration Statement No. 333-203639](#)
- [Prospectus, dated April 13, 2018, relating to Registration Statement No. 333-210880, Supplement No. 1, dated May 14, 2018, Supplement No. 2, dated August 9, 2018, Supplement No. 3, dated October 9, 2018, Supplement No. 4, dated November 15, 2018, Supplement No. 5, dated December 14, 2018, Supplement No. 6, dated January 16, 2019, Supplement No. 7, dated February 5, 2019, and Supplement No. 8, dated March 11, 2019.](#)
- [Registration Statement on Form S-4, dated October 5, 2018, relating to Registration Statement No. 333-227707](#)

Tender Offer. The proposed exchange offer (the “Proposed Exchange Offer”) involving CMCT’s Series L Preferred Stock has not yet commenced. This communication is for informational purposes only and shall not constitute an offer to buy or the solicitation of an offer to sell any securities of the Company, nor shall there be any sale of such securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Prior to any commencement of the Proposed Exchange Offer, the Company will file with the SEC a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents. **PRIOR TO MAKING ANY DECISION WITH RESPECT TO THE PROPOSED EXCHANGE OFFER, STOCKHOLDERS ARE URGED TO CAREFULLY READ THOSE MATERIALS, WHEN AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING THE PROPOSED EXCHANGE OFFER.** Copies of materials relating to the Proposed Exchange Offer that the Company files with the SEC may be accessed free of charge through the SEC’s website at www.sec.gov or our website at <http://shareholders.cimcommercial.com/sec-filings>.

Forward-looking Statements

The information set forth herein contains "forward-looking statements." You can identify these statements by the fact that they do not relate strictly to historical or current facts or discuss the business and affairs of CIM Commercial on a prospective basis. Further, statements that include words such as "may," "will," "project," "might," "expect," "target," "believe," "anticipate," "intend," "could," "would," "estimate," "continue," "pursue," "potential", "forecast", "seek", "plan", or "should" or the negative or other words or expressions of similar meaning, may identify forward-looking statements.

CIM Commercial bases these forward-looking statements on particular assumptions that it has made in light of its experience, as well as its perception of expected future developments and other factors that it believes are appropriate under the circumstances. These forward-looking statements are necessarily estimates reflecting the judgment of CIM Commercial and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements are subject to risks, uncertainties and other factors, including those associated with (i) CMCT's ability to consummate sales, (ii) the extent to which capital is returned to stockholders, if at all, and the timing thereof, (iii) the decision of CMCT's majority stockholder to distribute shares of CMCT common stock to its investors and (iv) general economic, market and other conditions.

For a further list and description of the risks and uncertainties inherent in the forward looking statements, see CIM Commercial's filings with the Securities and Exchange Commission, including CIM Commercial's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, the Registration Statement on Form S-11 (Reg. No. 333-210880) relating to the Series A preferred stock, the Registration Statement on Form S-3 (Reg. No. 333-203639) relating to the sale of common stock by a selling shareholder and the Registration Statement on Form S-4 (Reg. No. 333-227707) relating to the potential exchange offer for shares of our Series L preferred stock.

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

Maximizing Returns for Shareholders

- » Announced program to unlock embedded value in the portfolio by selling assets and returning a significant portion of the net proceeds to common shareholders
- » Since the beginning of 2014, has provided \$8.98 per share in regular dividends, special dividends, and a tender offer made available to all shareholders¹
- » Focused on growing NAV and cash flows per share of common stock

Resources & Expertise of CIM Group – Premier Institutional Owner Operator

- » Large-scale platform with vertically-integrated team
- » Proprietary “Qualified Community” methodology
- » Disciplined, relative-value owner and operator with sightlines across all major U.S. metropolitan markets

Primarily Class A and Creative Office Assets in Gateway Markets

- » Located in high barrier-to-entry sub-markets where CIM Group anticipates outsized rent growth and/or capital appreciation
- » San Francisco Bay Area, Los Angeles, Sacramento, Washington DC, and Austin

Strong Growth Prospects / Attractive Flexible Cap Structure

- » Same-store growth opportunity through increasing below-market leases to market rates
- » Aims to make accretive acquisitions
- » Value-add and development opportunities
- » Prudent capital structure with diversified, flexible sources of capital to support growth

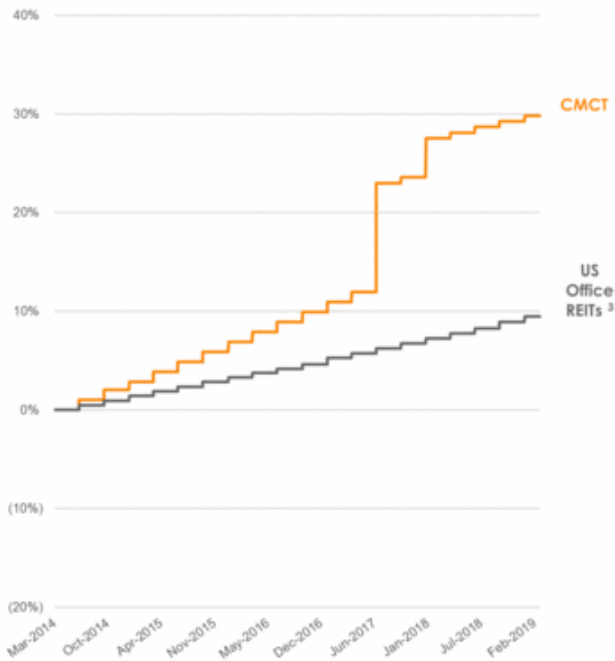
1. CMCT is the product of a merger (the “Merger”) between a subsidiary of CIM Urban REIT, LLC (“CIM REIT”), a fund operated by CIM, and PMC Commercial Trust, a publicly traded real estate investment trust, consummated in Q1 2014. Represents dividends declared on our common stock from January 1, 2014 through March 15, 2019. Excludes a special dividend paid to PMC Commercial Trust’s shareholders in connection with the Merger, but includes 2014 dividends received by CIM REIT shareholders prior to the Merger and dividends on convertible preferred stock received by Urban Partners II, LLC, an affiliate of CIM REIT and CIM Group, L.P., on an as converted basis, in the Merger. The per share equivalent in proceeds from the tender offer is \$2.15, calculated by dividing \$210,000,000, the amount used by CMCT to purchase shares of common stock of CMCT in the tender offer, by 97,676,197, the number of shares of common stock outstanding immediately prior to such tender offer. The amounts of regular and special cash dividends per share are based on the number of shares outstanding as of the applicable record dates. Past performance is not indicative of future results.

Maximizing Returns For Shareholders

Performance Since Launch of CMCT

CMCT

Cumulative Return from Dividends^{1,2}



Cumulative Return from Change in NAV per Share^{2,3}



1. Return based on cumulative regular and special dividends since March 31, 2014, divided by initial net asset value ("NAV"), from March 31, 2014 to February 27, 2019.

2. Please see "Net Asset Value" under "Important Information" with respect to the methodology of the calculation of NAV of CMCT.

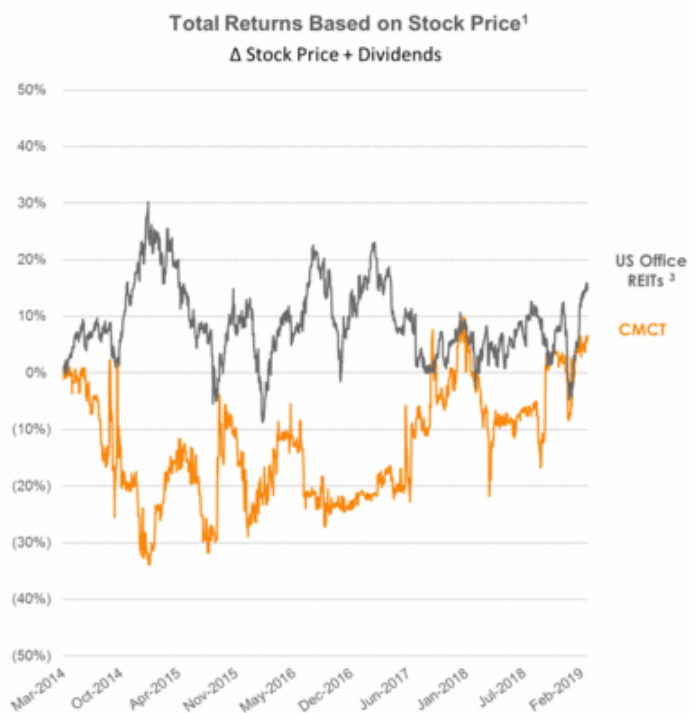
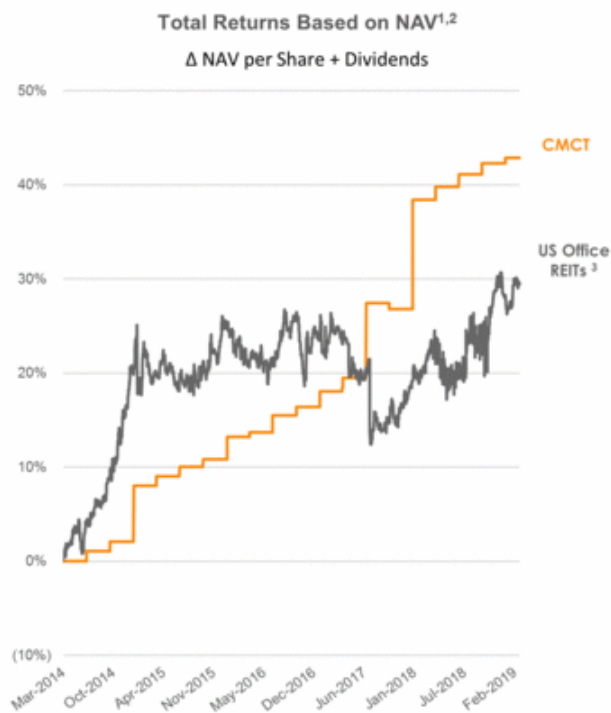
3. Returns based on change in NAV per share from March 31, 2014 to February 27, 2019.

4. "U.S. Office REITs" reflects the weighted average historical stock price and NAV performance of the companies included in the SNL US REIT Office Index as of February 27, 2019 based, for all periods indicated, on the weights attributed to each such company by such index as of February 27, 2019. The SNL US REIT Office Index is an index of certain publicly traded office REITs in the United States. The characteristics of the portfolios of assets of such companies included in "U.S. Office REITs" may differ significantly from the characteristics of CMCT's portfolio of assets. "U.S. Office REITs" may therefore not be an appropriate benchmark for the performance of CMCT. Past performance is not a guarantee of future results. The data used in this chart is derived from SNL and filings with the U.S. Securities and Exchange Commission.

Maximizing Returns For Shareholders

Performance Since Launch of CMCT

CMCT



1. Total return includes changes in stock price or net asset value ("NAV") per share, as applicable, and includes all dividends declared and paid with respect to the Company's common stock from March 31, 2014 to February 27, 2019.

2. Please see "Net Asset Value" under "Important Information" with respect to the methodology of the calculation of NAV of CMCT.

3. "U.S. Office REITs" reflects the weighted average historical stock price and NAV performance of the companies included in the SNL US REIT Office Index as of February 27, 2019 based, for all periods indicated, on the weights attributed to each such company by such index as of February 27, 2019. The SNL US REIT Office Index is an index of certain publicly traded office REITs in the United States. The characteristics of the portfolios of assets of such companies included in "U.S. Office REITs" may differ significantly from the characteristics of CMCT's portfolio of assets. "U.S. Office REITs" may therefore not be an appropriate benchmark for the performance of CMCT. Past performance is not a guarantee of future results. The data used in this chart is derived from SNL and filings with the U.S. Securities and Exchange Commission.

- » Active and strategic portfolio management to maximize returns to shareholders
- » CMCT has sold – \$2.0 billion of assets since going public in 2014, with additional assets actively marketed for sale¹
- » 2019 – Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock – net proceeds from asset sales, other than to the extent used for debt repayment, and a portion of our unrestricted cash balances and/or funds from our revolving credit facility are expected to be returned to common shareholders

Active Portfolio Management

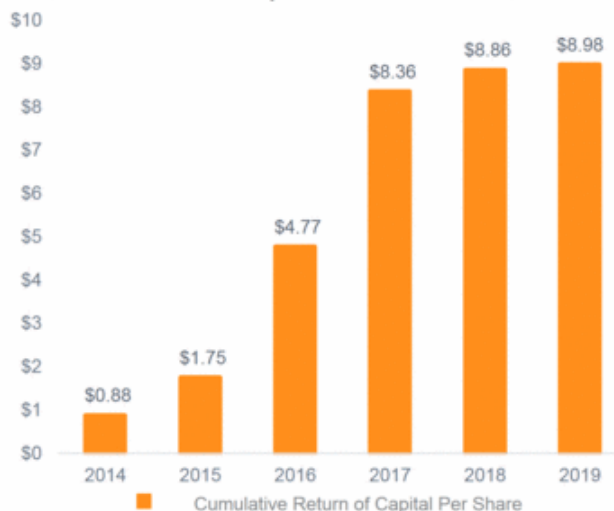
- » Gross asset sales of ~\$2.0 billion (Q1 2015 – Q1 2019)¹
- » \$152 million of office acquisitions (Q4 2017- Q4 2018)
- » Exploring gross asset sales of additional ~\$0.5 billion

Providing Liquidity to Shareholders²

Date	Liquidity
6/2016	\$210 million tender offer @ \$21.00/share
4/2017	\$0.28 per share special cash dividend
6/2017	\$1.98 per share special cash dividend
12/2017	\$0.73 per share special cash dividend ³

1. As of March 15, 2019.
 2. In September 2016, June 2017 and December 2017, CMCT repurchased \$80 million, \$576 million and \$310 million, respectively, of common shares in privately negotiated transactions from Urban Partners II, LLC. In connection with these share repurchases, CMCT paid the special cash dividends described in the table above that allowed the common stockholders that did not participate in the share repurchases to receive the economic benefit of such repurchases. Urban Partners II, LLC waived its right to receive these special cash dividends.
 3. Dividend was declared in December 2017 and paid in January 2018.
 4. CMCT is the product of a merger (the "Merger") between a subsidiary of CIM Urban REIT, LLC ("CIM REIT"), a fund operated by CIM, and PMC Commercial Trust, a publicly traded real estate investment trust, consummated in Q1 2014. Represents dividends declared on our common stock from January 1,

Cumulative Return of Capital to Common Shareholders^{2,4}



2014 through March 15, 2019. Excludes a special dividend paid to PMC Commercial Trust's shareholders in connection with the Merger, but includes 2014 dividends received by CIM REIT shareholders prior to the Merger and dividends on convertible preferred stock received by Urban Partners II, LLC, an affiliate of CIM REIT and CIM Group, L.P., on an as converted basis, in the Merger. The per share equivalent in proceeds from the tender offer is \$2.15, calculated by dividing \$210,000,000, the amount used by CMCT to purchase shares of common stock of CMCT in the tender offer, by 97,676,197, the number of shares of common stock outstanding immediately prior to such tender offer. The amounts of regular and special cash dividends per share are based on the number of shares outstanding as of the applicable record dates. Past performance is not indicative of future results.

An aerial photograph of a city skyline at dusk. A prominent skyscraper with a grid of windows is in the foreground, partially obscured by an orange banner. The city extends to a river or bay, with other buildings and a bridge visible in the distance under a twilight sky.

CMCT

CIM Group Overview

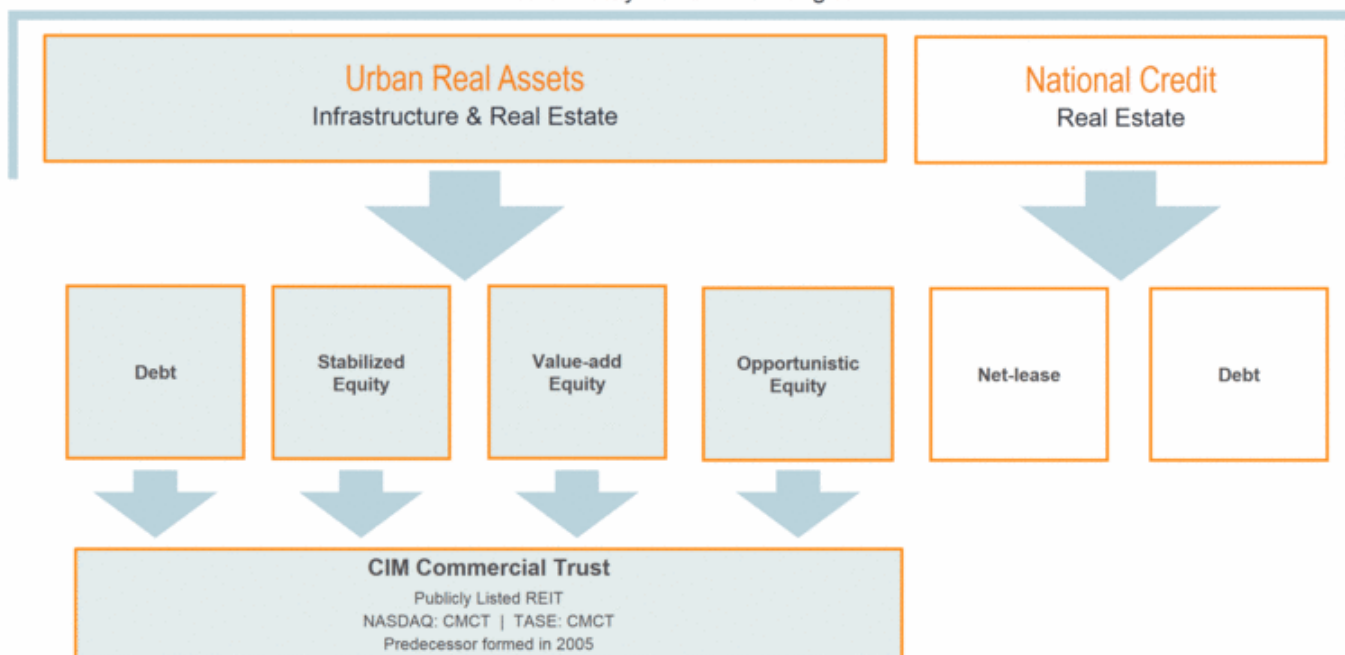
Established	Established in 1994 as an integrated owner and operator of real assets
Strategies	Real assets (infrastructure and real estate) focused in communities qualified by CIM as well as national credit (net-lease and debt) platforms
Vertically-Integrated	Multi-disciplinary expertise and in-house research, acquisition, credit analysis, development, financing, leasing and onsite property management capabilities
Organization	950+ employees (14 principals including all of its founders, 540+ professionals) ¹
Office Locations	Headquartered in Los Angeles, with offices in San Francisco Bay Area, Washington DC Metro Area, Dallas, TX, Phoenix, AZ, Chicago, IL and New York, NY
Assets Owned and Operated	\$30.6 billion ²

1. As of February 2019.

2. As of December 31, 2018. See Important Information beginning on page 21.

CIM

Community Focused Strategies



Following the Program to Unlock Embedded Value in Our Portfolio and Improve Trading Liquidity of Our Common Stock, CMCT would remain principally focused on Class A and creative office assets but may also participate more actively in other CIM Group real estate strategies and product types in order to broaden CMCT's participation in CIM Group's platform and capabilities for the benefit of all classes of stockholders

1

Diverse **Team** of In-House Professionals

- » **Led by 14 principals** (including the three original founders) with average CIM tenure of 14 years
- » **Vertically-integrated, real asset owner and operator** with expertise across in-house research, acquisition, credit analysis, development, finance, leasing and onsite property management, working across multiple markets, asset classes and strategies
- » **Investments team responsible for entire life cycle of each asset**; compensation is aligned with that of CIM's partners and co-investors

2

Commitment to **Community**

- » **Sector-agnostic focus** on specific metropolitan submarkets ("Qualified Communities") exhibiting:
 - Market values that are below long-term intrinsic values; or
 - Underserved or transitional areas with dedicated resources that CIM believes will lead to outsized revenue growth and/or asset appreciation
- » Extensive capital deployment in Qualified Communities has **yielded long-term relationships and a proprietary origination channel**
- » Bring **goods, services, employment and support** needed for communities to be successful

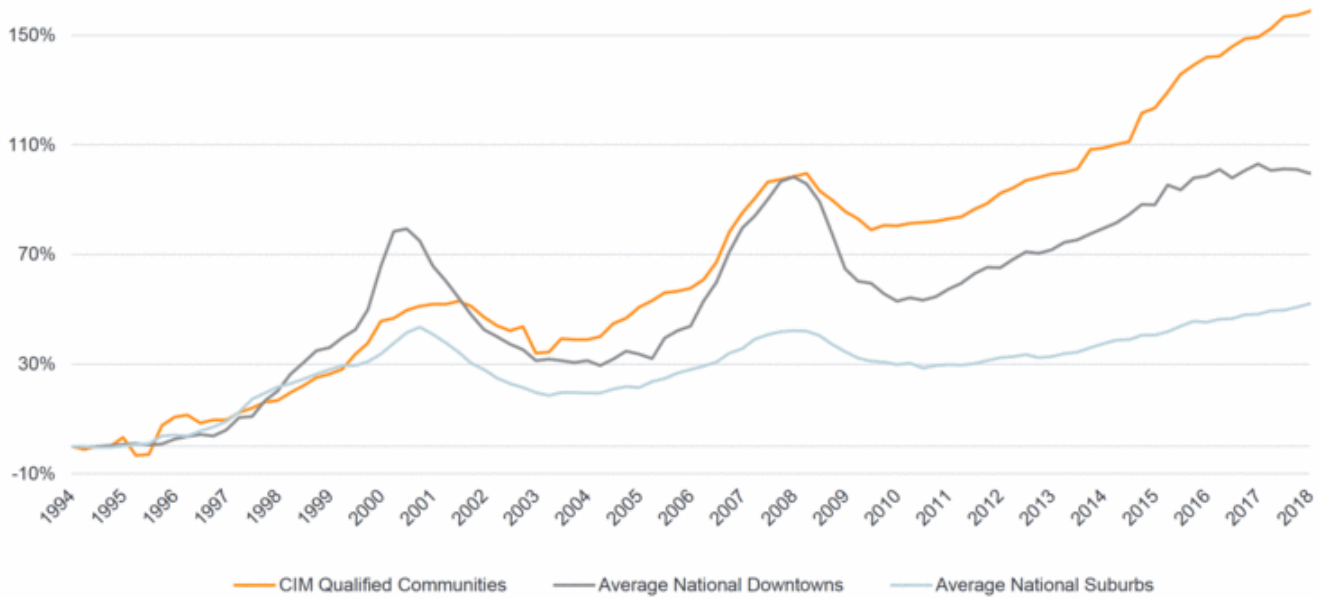
3

Disciplined Approach

- » Regardless of the market cycle, CIM **employs a strict discipline** in qualifying communities as well as underwriting projects and potential acquisitions.
- » CIM employs detailed **underwriting, conservative leverage** and **proprietary research**

CIM qualifies communities for acquisition (122 qualified as of February 2019, 72 deployed capital). CIM Qualified Communities exhibit strong growth trends, which CIM believes will lead to outsized rental growth and/or capital appreciation.

- » Since initial acquisition, CIM's Qualified Communities have outperformed average national downtowns by over 55% and average national suburbs by over 200%¹



1. Based on growth of Class A office rents, sourced from CBRE Outlook Dashboard, as of December 31, 2018. Site accessed February 2019.

CMCT

CMCT Overview



As of December 31, 2018

Growth Focused Portfolio¹

Location	Sub-Market	Rentable Square Feet	% Occupied	Annualized Rent Per Occupied SF ²
Oakland, CA				
1 Kaiser Plaza	Lake Merritt	535,324	93.5%	\$41.77
1333 Broadway	City Center	252,609	92.8%	40.38
San Francisco, CA				
1130 Howard Street	South of Market	21,194	100.0%	70.26
Los Angeles, CA				
11620 Wilshire Boulevard	West Los Angeles	194,643	94.1%	41.23
4750 Wilshire Boulevard	Mid-Wilshire	143,361	100.0%	26.92
9460 Wilshire Boulevard	Beverly Hills	93,622	94.9%	93.78
11600 Wilshire Boulevard	West Los Angeles	56,144	90.4%	52.43
Uindblade Media Center	West Los Angeles	32,428	100.0%	44.59
Washington, DC				
999 N Capitol Street	Capitol Hill	315,983	90.1%	47.56
899 N Capitol Street	Capitol Hill	314,667	86.1%	52.90
Austin, TX				
3601 S Congress Avenue	South	183,885	94.7%	35.66
TOTAL		2,143,840	92.6%	\$45.23

Hotel:

Location	Sub-Market	Number of Rooms	% Occupied ³	Revenue Per Available Room (Rev PAR) ⁴
Sacramento, CA				
Sheraton Grand Hotel	Downtown/Midtown	503	80.1%	\$129.73

Ancillary:

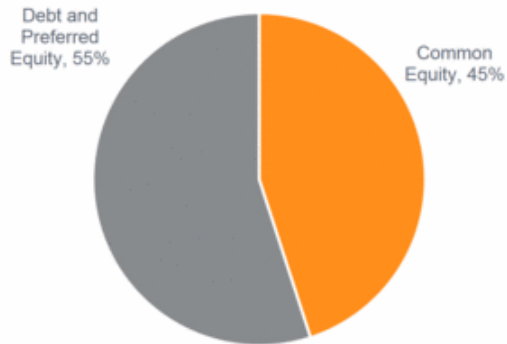
Location	Sub-Market	Rentable Square Feet (Retail)	% Occupied (Retail)	Annualized Rent (Parking and Retail)(in thousands) ⁵
Sacramento, CA				
Sheraton Grand Hotel Parking Garage & Retail	Downtown/Midtown	9,453	100.0%	\$2,943
Oakland, CA				
2 Kaiser Plaza	Lake Merritt	-	-	-
Washington, DC				
901 N Capitol Street	Capitol Hill	-	-	-

Additional Properties Currently Marketed for Sale

1. Excludes 2101 Webster Street, 1901 Harrison Street, 2100 Franklin Street, 2353 Webster Street Parking Garage, 260 Townsend and 830 First Street, which were sold to unrelated third parties in March 2019.
2. Represents gross monthly base rent, as of December 31, 2018, multiplied by twelve. The amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursement to base rent.
3. Represents trailing 12-month occupancy as of December 31, 2018, calculated as the number of occupied rooms divided by the number of available rooms.
4. Represents trailing 12-month RevPAR as of December, 31 2018, calculated by dividing the amount of room revenue by the number of available rooms.
5. Represents gross monthly contractual rent under parking and retail leases commenced as of December 31, 2018, multiplied by twelve. This amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursements to base rent.

*The Company has been marketing additional properties for sale as part of the Asset Sale, though the Company has not entered into a definitive agreement with respect to such properties and there can be no assurance that such properties will be sold or that the Company will continue to market such properties for sale as part of the Asset Sale.

Target Capital Structure



- » Target capital structure of 45% common equity, 55% preferred equity and debt - seeks to enhance common equity returns with low relative risk
- » Plan to maintain long-term debt at minimal levels (other than with respect to debt incurred for working capital purposes or acquisitions of properties or investments that the Company intends to refinance with proceeds from the issuances of Preferred Stock or Common Stock)

An aerial photograph of a city skyline, likely Minneapolis, Minnesota. The image shows a dense cluster of modern high-rise buildings with glass facades and balconies. In the foreground, there is a large green park area with a winding path and a bridge crossing a river. The sky is blue with scattered white clouds. The text 'CMCT' is overlaid in large orange letters on the left side of the image.

CMCT

Appendix

CIM Group Co-Founders



Richard Ressler
CIM Group Principal, CMCT Chairman of the Board

- ▶ Founder and President of Orchard Capital Corp., a firm through which Mr. Ressler oversees companies in which Orchard Capital or its affiliates invest
- ▶ Co-Founder and a Principal of CIM Group
- ▶ Chairman of the board of J2 Global, Inc. (NASDAQ: JCOM) and director of Presbia PLC (NASDAQ: LENS)
- ▶ Served as Chairman and CEO of JCOM from 1997 to 2000
- ▶ Chairman of executive committee and co-founder of predecessor of Orchard First Source Asset Management, a full-service provider of capital and leveraged finance solutions to U.S. corporations
- ▶ Co-founded and served as Vice Chairman of Brooke Group Limited, the predecessor of Vector Group, Limited (NYSE: VGR)
- ▶ Previously worked at Drexel Burnham Lambert, Inc. and began his career as an attorney with Cravath, Swaine and Moore, LLP
- ▶ B.A. from Brown University, and J.D. and M.B.A. degrees from Columbia University



Avi Shemesh
CIM Group Principal and CMCT Board Member

- ▶ Co-Founder and a Principal of CIM Group
- ▶ Responsible for responsible for investments, asset management, partner & co-investor relations and portfolio oversight
- ▶ Head of CIM's Investments Group and serves on the firm's Investment and Real Assets Management Committees
- ▶ Real asset owner and operator for over 25 years
- ▶ Previously was involved in a number of successful entrepreneurial real estate activities, including co-founding Dekel Development, which developed a variety of commercial and multifamily properties in Los Angeles



Shaul Kuba
CIM Group Principal and CMCT Board Member

- ▶ Co-Founder and a Principal of CIM Group
- ▶ Responsible for the day-to-day operations of CIM Group, including leading the Development Group and sourcing new acquisitions
- ▶ Serves on CIM's Investment and Real Assets Management Committees
- ▶ Real asset owner and operator for over 25 years
- ▶ Previously was involved in a number of successful entrepreneurial real estate activities, including co-founding Dekel Development, which developed a variety of commercial and multifamily properties in Los Angeles

CMCT Management



Charles Garner
CMCT Chief Executive Officer, CIM Group Principal

- ▶ CEO of CMCT and serves on CIM Group's Investment Committee
- ▶ Prior to joining CIM Group, worked closely with the firm in various capacities since 1996, including originating and managing Federal Realty Investment Trust's partnership with CIM Group
- ▶ Has been involved in billions of dollars of real estate transactions including the acquisition, joint venture investment, disposition and equity and debt financing of more than 100 properties
- ▶ Began career as a C.P.A. at PricewaterhouseCoopers and has held various transactional positions with Federal Realty, Walker & Dunlop and The Stout & Teague Companies
- ▶ B.S. degree in Management from Tulane University's A.B. Freeman School of Business



David Thompson
CMCT Chief Financial Officer, CIM Group Principal

- ▶ Prior to joining CIM Group in 2009, spent 15 years with Hilton Hotels Corporation, most recently as Senior Vice President and Controller responsible for worldwide financial reporting, financial planning and analysis, risk management, internal control and technical accounting compliance
- ▶ Tenure at Hilton included both SEC compliance as a public company and reporting as a private equity portfolio company
- ▶ Began career as a C.P.A. at Arthur Andersen & Co.



Jan Salit
CMCT President and Secretary

- ▶ Joined CMCT after merger of PMC Commercial Trust
- ▶ Previously was Chairman of the Board, CEO and Secretary of PMC Commercial Trust
- ▶ Prior to CEO role, held Chief Operating Officer and Chief Investment Officer roles with PMC Commercial Trust (joined predecessor firm in 1993)
- ▶ Prior to joining PMC Commercial Trust, held positions with Glenfed Financial Corporation (and its predecessor company ARMCO Financial Corporation) including Chief Financial Officer



Terry Wachsner
CIM Group Principal, Real Estate Services

- ▶ Prior to joining CIM Group in 2005, was Director of Asset Services for Continental Development Corporation
- ▶ Prior to Continental, was Executive Managing Director for Kennedy-Wilson Properties, Ltd. where he was responsible for the operations and leasing of a 75 million square foot national portfolio of office, retail, industrial, and apartment properties
- ▶ From 1980 to 1998, headed up Heitman Properties, Ltd. as President of Property Management

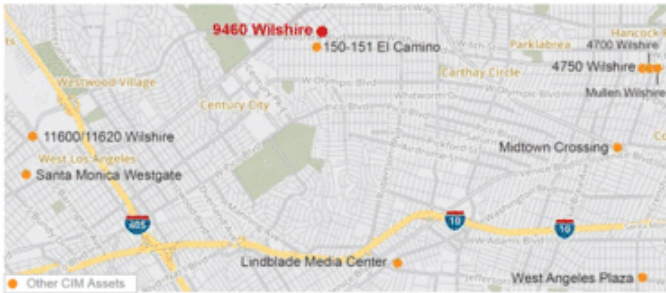
CIM believes that its community qualification process provides it with a significant competitive advantage when making real asset acquisitions.

- » Since 1994, CIM has qualified 122 communities in high barrier-to-entry markets and has owned and operated assets in 72 of those communities. The qualification process generally takes between six months and five years and is a critical component of CIM's asset evaluation.

Qualification Criteria	
Transitional Metropolitan Districts	Thriving Metropolitan Areas
<ul style="list-style-type: none"> » Population growth » Broad public support for CIM's approach » Evidence of private funding from other institutional owners and operators » Underserved niches in the community's real estate infrastructure » Potential to deploy a minimum of \$100 million of opportunistic equity within five years 	<ul style="list-style-type: none"> » Positive population trends » Public support for acquisitions » Opportunities below intrinsic value » Potential to deploy a minimum of \$100 million of opportunistic equity within five years

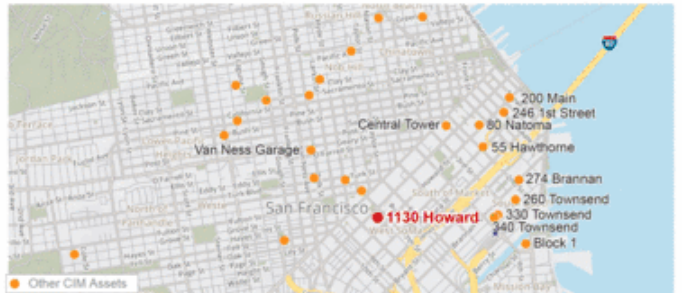


9460 Wilshire Boulevard



Location	Beverly Hills, CA
Acquisition Date	January 2018
Key Attributes	<ul style="list-style-type: none"> » High profile location in Beverly Hills at the corner of Wilshire Boulevard and Beverly Drive » Adjacent to the Four Seasons Beverly Wilshire Hotel and Rodeo Drive » Strong growth opportunity as below market rents roll to market

1130 Howard Street



Location	SoMa District of San Francisco, CA
Acquisition Date	December 2017
Key Attributes	<ul style="list-style-type: none"> » Located in a vibrant neighborhood that CIM believes is the preferred location for many technology firms in the city » 100% leased with weighted average remaining lease term of 5.2 years, as of December 2018 » Former concrete warehouse extensively renovated in 2016-17

Note: These examples have been selected to generally illustrate CIM's philosophy and may not be representative of future acquisitions.

Unlock Embedded Value Through Targeted Asset Sales

- » Monetize stabilized assets to unlock embedded value that has been created since 2006
- » Use a significant portion of net proceeds from asset sales to return capital to common stockholders
- » Assets Sold:

(\$ in thousands, except per square foot data)

Location	Sub-Market	As of December 31, 2018		
		Rentable Square		Ann. Rent Per
		Feet	% Occupied	Occ. Square Foot ¹
2101 Webster Street	Lake Merritt	474,798	96.2%	\$41.12
1901 Harrison Street	Lake Merritt	282,350	81.1%	45.39
2100 Franklin Street	Lake Merritt	216,828	98.9%	42.18
2353 Webster Street Parking Garage	Lake Merritt	N/A	N/A	N/A
830 1st Street	Capitol Hill	247,337	100.0%	47.09
260 Townsend Street	South of Market	66,682	100.0%	74.32
Total Assets Sold²		1,287,995	94.3%	\$45.14

Improve Trading Liquidity

- » Expect shares of our common stock held by our majority stockholder (~90% of CMCT's outstanding common stock³) will be distributed to a diverse group of holders, which we expect to be comprised of some of the current investors of such majority stockholder
- » Expected resulting increase in public float and trading liquidity would benefit all preferred and common stockholders and improve CMCT's access to capital

Prudent and Flexible Capital Structure⁵

- » Continue to target capital structure consisting of 45% common equity⁴
- » Plan to maintain long-term debt at minimal levels (other than with respect to debt incurred for working capital purposes or acquisitions of assets that the Company intends to refinance with proceeds from the issuances of Preferred Stock or Common Stock)
- » Re-evaluate Common Stock dividend policy

1. Represents gross monthly base rent, as of December 31, 2018, multiplied by twelve. The amount reflects total cash rent before abatements. Where applicable, annualized rent has been grossed up by adding annualized expense reimbursement to base rent.

2. All properties listed were sold to unrelated parties in March 2019.

3. As of March 15, 2019.

4. Based on fair value.

5. The Company believes that there will be more clarity to the makeup of the Company's portfolio, the aggregate sale price in any asset sales and the trading price of the Company's common stock relative to its NAV following the significant milestones during the process. The Company has met and consulted with certain holders of the Preferred Stock as it considers such engagement to be important and expects to continue to provide updates at significant milestones during the process. Following the conclusion of the program, the Company intends to finalize any alternatives for its preferred stockholders with terms that the Company believes holders will then find satisfactory.



CMCT

Important Information

Assets Owned and Operated (AOO) represents the aggregate assets owned and operated by CIM on behalf of partners (including where CIM contributes alongside for its own account) and co-investors, whether or not CIM has discretion, in each case without duplication. AOO includes total gross assets at fair value, with real assets presented on the basis described in "Book Value" below and operating companies presented at gross assets less debt, as of the Report Date (as defined below) (including the shares of such assets owned by joint venture partners and co-investments), plus binding unfunded commitments. AOO also includes the \$0.3 billion of AOO attributable to CIM Compass Latin America (CCLA), which is 50% owned and jointly operated by CIM. AOO for CMMT Partners, L.P. (CMMT) (which represents assets under management), a perpetual-life real estate debt fund, is \$0.7 billion as of the Report Date.

Report Date is defined to mean as of December 31, 2018.

Book Value for each investment generally represents the investment's book value as reflected in the applicable fund's unaudited financial statements as of the Report Date prepared in accordance with U.S. generally accepted accounting principles on a fair value basis. These book values generally represent the asset's third-party appraised value as of the Report Date, but in the case of CIM's Cole Net-Lease Asset strategy, book values generally represent undepreciated cost (as reflected in SEC-filed financial statements).

Equity Owned and Operated (EOO), representing the NAV (as defined below) before incentive fee allocation, plus binding unfunded commitments, is \$17.8 billion as of the Report Date, inclusive of \$0.3 billion of EOO attributable to CCLA (as described above) and \$0.7 billion of EOO for CMMT (which represents equity under management). For calculating the Book Value for CIM IV, the underlying assets of CMCT are assumed to be liquidated based upon the third-party appraised value. CIM does not view the price of CMCT's publicly-traded shares to be a meaningful indication of the fair value of CIM IV's interest in CMCT due to the fact that the publicly-traded shares of CMCT represent less than 10% of the outstanding shares of CMCT and are thinly-traded.

Net Asset Value (NAV) represents the distributable amount based on a "hypothetical liquidation" assuming that on the date of determination that: (i) investments are sold at their Book Values; (ii) debts are paid and other assets are collected; and (iii) appropriate adjustments and/or allocations between equity partners are made in accordance with applicable documents, as determined in accordance with applicable accounting guidance.