

Investor Presentation March 2015

### Forward Looking Statements and Other Disclosures

This presentation may contain forward-looking statements that are within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and such statements are intended to be covered by the safe harbor provided by the same. Forward-looking statements are subject to substantial risks and uncertainties, many of which are difficult to predict and are generally beyond management's control. These forward-looking statements include information about possible or assumed future results of Apollo Commercial Real Estate Finance, Inc.'s ("ARI" or the "Company") business, financial condition, liquidity, results of operations, plans and objectives. When used in this presentation, the words "believe," "expect," "anticipate," "estimate," "plan," "continue," "intend," "should," "may" or similar expressions, are intended to identify forward-looking statements. Statements regarding the following subjects, among others, may be forward-looking: ARI's business and investment strategy; ARI's operating results; ARI's ability to obtain and maintain financing arrangements; the return on equity, the yield on investments and risks associated with investing in real estate assets, including changes in business conditions and the general economy.

The forward-looking statements are based on management's beliefs, assumptions and expectations of future performance, taking into account all information currently available to ARI. Forward-looking statements are not predictions of future events. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to ARI. Some of these factors are described under "Risk Factors," and "Management's Discussion and Analysis of Financial Condition and Results of Operations" as included in ARI's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and other periodic reports filed with the Securities and Exchange Commission ("SEC"), which are accessible on the SEC's website at www.sec.gov. If a change occurs, ARI's business, financial condition, liquidity and results of operations may vary materially from those expressed in ARI's forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. New risks and uncertainties arise over time, and it is not possible for management to predict those events or how they may affect ARI. Except as required by law, ARI is not obligated to, and does not intend to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This presentation contains information regarding ARI's financial results that is calculated and presented on the basis of methodologies other than in accordance with accounting principles generally accepted in the United States ("GAAP"), including Operating Earnings and Operating Earnings per share. Please refer to slide 19 for a definition of "Operating Earnings" and the reconciliation of "Operating Earnings" to the applicable GAAP financial measure set forth on slide 24.

This presentation may contain statistics and other data that in some cases has been obtained from or compiled from information made available by third-party service providers. ARI makes no representation or warranty, expressed or implied, with respect to the accuracy, reasonableness or completeness of such information.

#### Past performance is not indicative nor a guarantee of future returns.

Index performance and yield data are shown for illustrative purposes only and have limitations when used for comparison or for other purposes due to, among other matters, volatility, credit or other factors (such as number and types of securities). Indices are unmanaged, do not charge any fees or expenses, assume reinvestment of income and do not employ special investment techniques such as leveraging or short selling. No such index is indicative of the future results of any investment by ARI.

## Company Overview



Apollo Commercial Real Estate Finance, Inc. is a commercial mortgage real estate investment trust focused on investing in performing senior mortgage loans, subordinate debt and commercial mortgage-backed securities ("CMBS")

Ticker (NYSE)	ARI
Equity Capitalization <sup>(1)</sup>	\$1.1 billion
Dividend per Share of Common Stock <sup>(2)</sup>	\$1.76
Dividend Yield <sup>(3)</sup>	10.3%
<b>Book Value per Share of Common Stock</b>	\$16.39
Price/Book <sup>(4)</sup>	1.04x

See footnotes on page 19



### Investment Highlights

ARI has developed a full-scale commercial real estate debt origination platform that has deployed over \$2.2 billion of capital into \$3.3 billion of investments since inception in 2009

#### Disciplined Investment Approach and Focused Investment Strategy

**Macro Environment Continues to Create Compelling Opportunities** 

**Extensive Network of Origination Relationships** 

Creative and Thoughtful Underwriting and Execution

Experienced Management Team and Relationship with Apollo

- Apollo Global Management, LLC's ("Apollo") Real Estate Group has over \$10.0 billion of assets under management
- ➤ Long standing and deep relationships with brokers, global investment banks, insurance companies and commercial real estate owners

Stable and Diverse Investment Portfolio

- Amortized cost basis of \$1.6 billion with a weighted average underwritten internal rate of return ("IRR")<sup>(5)</sup> of approximately 13.3% and a weighted average duration of 3.2 years
- Loan portfolio has weighted average loan-to-value of 62%
- ➤ ARI has not realized any principal losses since inception

Well Positioned for Rising Interest Rates

- > 57% of loans in the portfolio have a floating interest rate, based upon face amount
- $\triangleright$  Debt-to-common equity ratio of **1.2** $\mathbf{x}^{(6)}$
- Fixed rate portfolio has a weighted average interest rate of **10%** with a weighted average duration of 3.5 years<sup>(7)</sup>

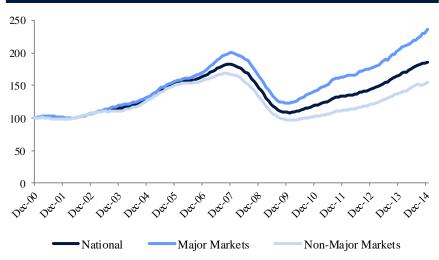


## Agenda

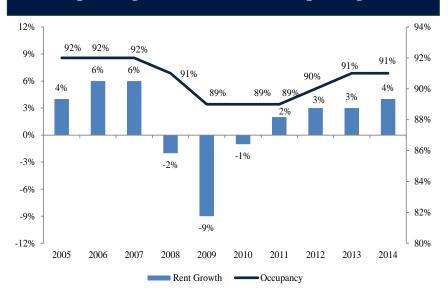
- 1. Commercial Real Estate Market Overview
- 2. ARI Strategy Overview
- 3. Portfolio and Financial Overview

### **CRE Property Market Overview**

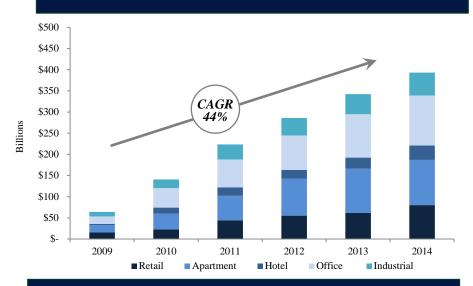
# Major U.S. Markets Have Surpassed the December 2007 Peak by 20% (8)



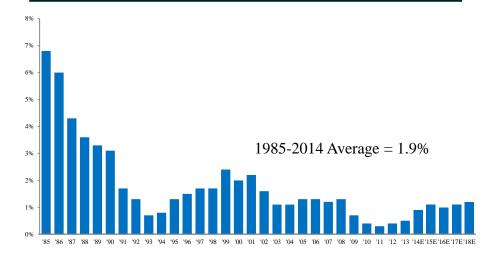
### **Operating Fundamentals Are Improving**<sup>(10)</sup>



#### **U.S. CRE Transaction Activity is Increasing**<sup>(9)</sup>

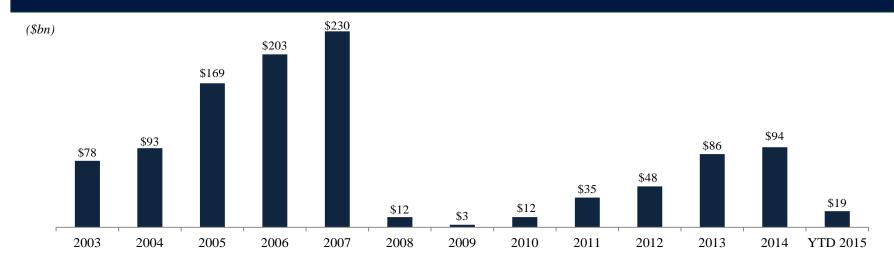


## Construction Completions Remain Below the 30-Year Average<sup>(10)</sup>



### CRE Debt Market Overview

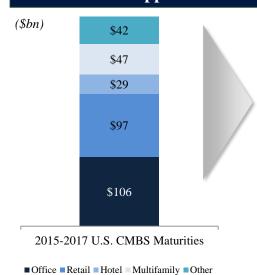




#### \$1.45 Trillion of CRE Loans Mature in the Next Five Years (12)



#### Significant Refinancing and Recapitalization Opportunities to Come<sup>(13)</sup>



- Current average LTV of 80% vs. 69% at origination
- **2.0x** maturity volume of 2010 2012 maturities
- 13% currently delinquent
- 7% currently in special servicing

# A P O L L O COMMERCIAL REAL ESTATE FINANCE, INC. ("ARI")

## Agenda

- 1. Commercial Real Estate Market Overview
- 2. ARI Strategy Overview
- 3. Portfolio and Financial Overview

### Lending Strategy

ARI is a direct lender and offers a full range of commercial real estate mortgage loans, both domestically and internationally, across property types, including loans with fixed and floating interest rates. ARI is able to underwrite and structure complex transactions tailored to the needs of borrowers and originated approximately 90% of the loans completed in 2014.

#### **Loan Programs**

#### First Mortgage Loan Overview

- ➤ First mortgages on stabilized, cash-flowing commercial properties or transitional properties
- ➤ Loan-to-value ("LTV") generally from 0% up to 65%
- > Fixed or floating rate
- ➤ All commercial property types throughout North America and Europe

### **Strategy and Competitive Advantages**

- ➤ Ability to offer "one-stop-shop" financing
- ➤ Ability to underwrite transactions with complexity in operations or structure
- ➤ Ability to principal large loans for future syndication
- > Utilize bank facility to lever first mortgage loans and generate low to mid-teen returns

#### **Mezzanine Loan Overview**

- Subordinate financing (mezzanine loans or preferred equity) on stabilized, cash-flowing commercial properties or transitional properties
- > LTV generally from ~50% up to ~75%
- > Fixed or floating rate
- ➤ All commercial property types throughout North America and Europe

#### **Strategy and Competitive Advantages**

- ➤ Directly originate or partner with first mortgage lenders to provide subordinate financing, which generates low to mid-teen returns without leverage
- ➤ "First call" relationships with balance sheet lenders, conduits, brokers and insurance companies
- > Directly originate whole debt capital stack (senior and sub)
- ➤ Ability to structure and underwrite complex transactions

## ARI's Strategy - First Mortgage Loans

#### **Sample First Mortgage Loan Transactions**

#### **Transaction Summary**

- ➤ \$ 210 million five-year, fixed rate loan secured by 229 destination homes in North and Central America, the Caribbean and England; At closing, ARI syndicated \$104 million and retained a \$106 million participation
- ➤ Appraised LTV 49%
- ➤ Underwritten IRR<sup>(5)</sup> 8%
- ➤ Underwritten Levered IRR<sup>(5)</sup> 15%

#### **Transaction Summary**

- ➤ \$34.0 million, five-year floating rate loan for the acquisition of a newly renovated, 301-key hotel located in Philadelphia
- ➤ Underwritten LTV 58%
- ➤ Underwritten IRR<sup>(5)</sup> 7%
- ➤ Underwritten Levered IRR<sup>(5)</sup> 13%

#### **Transaction Summary**

- ➤ \$34.5 million, five-year floating rate loan for the acquisition of a newly constructed 63-unit multifamily property in Brooklyn, NY
- ➤ Underwritten LTV 63%
- ➤ Underwritten IRR<sup>(5)</sup> 7%
- ➤ Underwritten Levered IRR<sup>(5)</sup> 12%



















## ARI's Strategy - Subordinate Financings

#### **Sample Subordinate Loan Transaction**

### Transaction Summary

- ➤ \$82.5 million, five-year floating rate loan for the development of a 247-unit for-sale condominium, 116 affordable multifamily units and 90,000 sq. ft. of commercial space
- ➤ Underwritten Loan-to-net-sellout 58%
- ➤ Underwritten IRR<sup>(5)</sup> 13%

#### **Transaction Summary**

- ➤ \$50 million, five-year floating rate loan secured by the equity interests in a portfolio of 167 skilled nursing facilities located across 19 states
- ➤ Refinanced existing \$47 million mezzanine loan originated in 2013
- ➤ Appraised LTV 62%
- ➤ Underwritten IRR<sup>(5)</sup> 12%

#### **Transaction Summary**

- ➤ \$25 million, five-year floating rate loan secured by the equity interests in a portfolio of four hotels totaling 1,231 keys located in Rochester, MN
- ➤ Appraised LTV 69%
- ➤ Underwritten IRR<sup>(5)</sup> 12%



















## Agenda

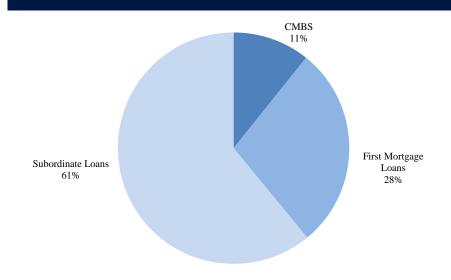
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## Portfolio Overview

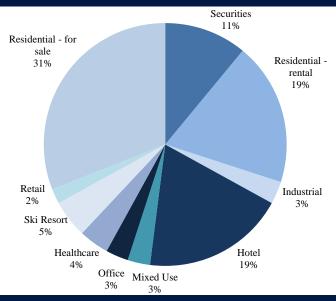
Asset Type (\$000s)	ortized Cost	Borrowings		Equity at Cost <sup>(14)</sup>		Remaining Weighted Average Life (years ) <sup>(15)</sup>	Current Weighted Average Underwritten IRR(5)(16)	Levered Weighted Average Underwritten IRR(5)(16)(17)	
First Mortgage Loans	\$ 458,520	\$	168,124	\$	290,396	3.7	12.6%	12.9%	
Subordinate Loans <sup>(18)</sup>	625,881		-		625,881	3.5	13.1	13.1	
CMBS	534,222		454,070		110,279	2.3	16.2	16.2	
Investments at December 31, 2014	\$ 1,618,623	\$	622,194	\$	1,026,556	3.2 Years	13.3%	13.4%	

### **Net Invested Equity at Amortized Cost Basis**<sup>(18)</sup>

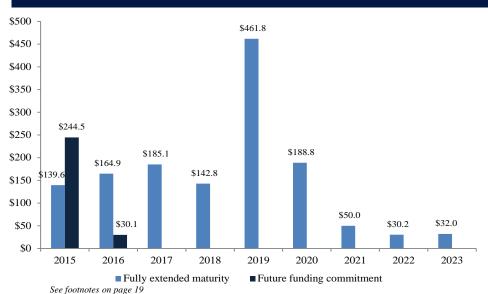


### Portfolio Diversification

#### **Property Type by Net Equity**(18)



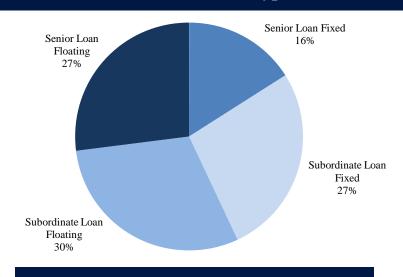
# Fully Extended Loan Maturities and Future Fundings (18)(19)(20)(21)



### **Geographic Diversification by Net Equity** (18)

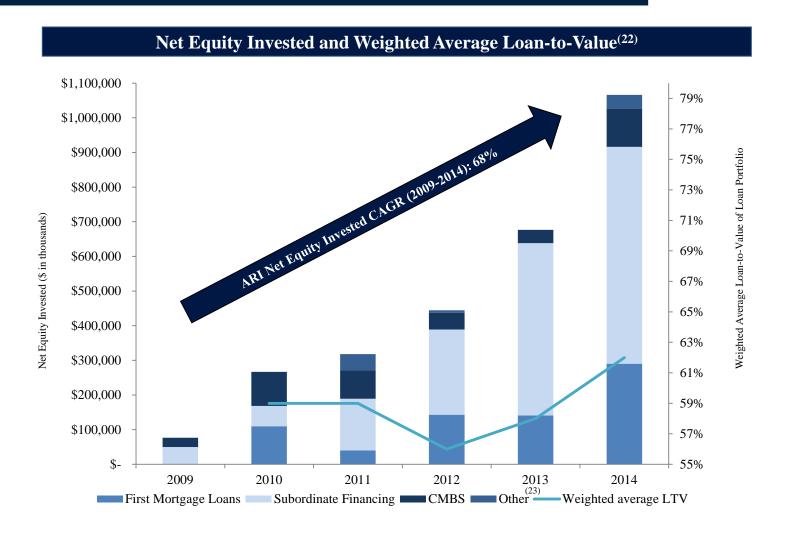


### **Loan Position and Rate Type**(18)(19)



57% Floating Rate/43% Fixed Rate

### Portfolio Evolution



ARI has shifted its portfolio composition to capitalize on market opportunities and generate attractive, risk-adjusted returns

### Conservative Capital Structure

#### Capitalization (\$ in thousands) December 31, 2014 \$ 622,194 Secured Financing 5.5% Convertible Notes due 2019<sup>(24)</sup> 246,464 \$ 868,658 **Total Debt** Preferred Equity \$ 86,250 768,819 Common Equity \$ **Total Equity Capitalization** 855,069

#### **Key Financial Metrics**

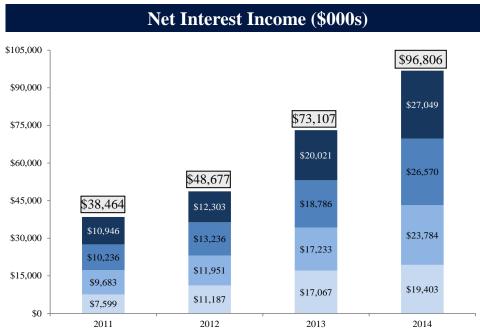
- $\triangleright$  Debt-to-common equity<sup>(6)</sup> 1.2x
- $\triangleright$  Fixed charge coverage<sup>(25)</sup> 2.8x
- ➤ Weighted average cost of borrowings 3.2%
- $\triangleright$  Weighted average remaining debt maturity 3.2 years
- ➤ Return on Equity<sup>(26)</sup> 11.0%

**Total Equity Capitalization Post March Stock Offering - \$1.1B** 

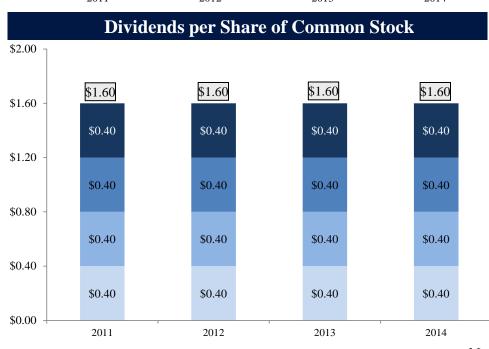


### ARI – Historical Financial Overview





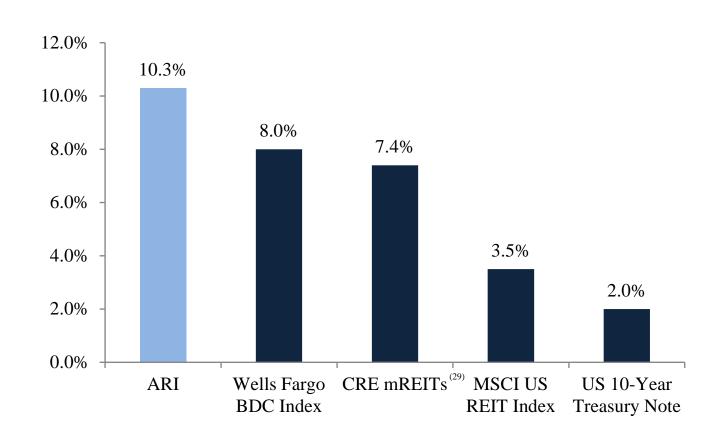






## ARI vs. Comparable Yields

### Comparable Yields<sup>(28)</sup>





### Investment Highlights

- ➤ Attractive **10.3%** dividend yield<sup>(3)</sup> and **1.04x** price/book<sup>(4)</sup>
- > Experienced management team and sponsorship through Apollo Global Management, LLC
- > Strong origination platform with long standing relationships with CRE owners and intermediaries
- ➤ Stable investment portfolio with 13.3% IRR<sup>(5)</sup>
- ➤ Well positioned in a rising interest rate environment
- ➤ Macro environment continues to create compelling opportunities

# A P O L L O

### Footnotes

- (1) Includes common equity market capitalization as of March 19, 2015, which includes the 11.5 million shares of common stock issued in connection with the stock offering in March 2015 and preferred equity outstanding at December 31, 2014.
- (2) First quarter 2015 dividend per share of common stock of \$0.44, annualized.
- (3) Based on the \$0.44 quarterly dividend per share of common stock, annualized and ARI's closing common share price of \$17.15 on March 19, 2015.
- (4) Based upon the closing price of \$17.14 on March 19, 2015 and the December 31, 2014 book value per share of common stock of \$16.39.
- (5) The underwritten IRR for the investments shown in this presentation reflect the returns underwritten by ACREFI Management, LLC (the "Manager"), calculated on a weighted average basis assuming no dispositions, early prepayments or defaults but assuming that the cost of borrowings remains constant over the remaining terms. With respect to certain loans, the IRR calculation assumes certain estimates with respect to the timing and magnitude of future fundings for the remaining commitments and associated loan repayments, and assumes no defaults. IRR is the annualized effective compounded return rate that accounts for the time-value of money and represents the rate of return on an investment over a holding period expressed as a percentage of the investment. It is the discount rate that makes the net present value of all cash outflows (the costs of investment) equal to the net present value of cash inflows (returns on investment). It is derived from the negative and positive cash flows resulting from or produced by each to the investments), whether positive, such as investment returns, or negative, such as transaction expenses or other costs of investment, taking into account the dates on which such cash flows occurred or are expected to occur, and compounding interest accordingly. There can be no assurance that the actual IRRs will equal the underwritten IRRs shown above. See "Item 1A—Risk Factors—ARI may not achieve its underwritten internal rate of return on its investments which may lead to future returns that may be significantly lower than anticipated" included in ARI's Annual Report on Form 10-K for the year ended December 31, 2014 for a discussion of some of the factors that could adversely impact the returns received by ARI from its investments.
- (6) Debt to common equity is calculated as of December 31, 2014 and is net of participations sold.
- (7) Weighted average interest rate of fixed rate loans as of December 31, 2014. Does not include CMBS.
- (8) Source: Moody's/Real Capital Analytics Commercial Property Price Index
- (9) U.S. real estate transaction volume; Source: Real Capital Analytics
- (10) Source: Green Street Advisors; Supply is an equal weighted average of apartment, industrial, mall, office and strip center
- (11) Source: Commercial Mortgage Alert as of March 15, 2015.
- (12) Source: Trepp, LLC
- (13) Source: Barclays
- (14) CMBS includes \$30.1 million of restricted cash related to the Company's master repurchase agreement with UBS AG (the "UBS Facility").
- (15) Remaining Weighted Average Life assumes all extension options are exercised.
- (16) Borrowings under the Company's master repurchase agreement with JPMorgan Chase Bank, N.A. (the "JPMorgan Facility") bear interest at LIBOR plus 250 basis points, or 2.7% at December 31, 2014. The IRR calculation further assumes the JPMorgan Facility or any replacement facility will remain available over the life of these investments.
- (17) The Company's ability to achieve its underwritten levered weighted average IRR with regard to its portfolio of first mortgage loans is additionally dependent upon the Company re-borrowing approximately \$6,753 in total under the JPMorgan Facility or any replacement facility with similar terms. Without such re-borrowing, the levered weighted average underwritten IRRs will be as indicated in the current weighted average underwritten IRR column.
- (18) Subordinate loans also include CMBS, held-to-maturity, which represents a loan the Company closed during May 2014 that was subsequently contributed to a securitization during August 2014. During May 2014, the Company closed a \$155,000 floating-rate whole loan secured by the first mortgage and equity interests in an entity that owns a resort hotel in Aruba. During June 2014, the Company syndicated a \$90,000 senior participation in the loan and retained a \$65,000 junior participation. During August 2014, both the \$90,000 senior participation and the Company's \$65,000 junior participation were contributed to a CMBS securitization. In exchange for contributing its \$65,000 junior participation, the Company received a CMBS secured solely by the \$65,000 junior participation. ARI presents the participation sold as both assets and non-recourse liabilities because the participation does not qualify as a sale according to GAAP. At December 31, 2014, ARI had one such participation sold with a carrying amount of \$89,584.
- (19) Based upon Face Amount of Loans; Does not include CMBS, but does include CMBS, held-to-maturity.
- (20) Maturities reflect the fully funded amounts of the loans.
- (21) Future funding dates are based upon the Manager's projections and are subject to change.
- (22) Weighted average loan-to-value does not include CMBS but does include CMBS, held-to-maturity.
- (23) Other includes a repurchase agreement investment secured by collateralized debt obligation or CDO bonds and equity investment in Bremer Kreditbank AG, or BKB Bank
- (24) In accordance with GAAP, convertible debt that may be wholly or partially settled in cash is required to be separated into a liability and an equity component, such that interest expense reflects the issuer's nonconvertible debt interest rate. Upon issuance, a debt discount is recognized as a decrease in debt and an increase in equity. The debt component accretes up to the principal amount over the expected term of the debt. The amount shown in the table above for the Convertible Notes is the aggregate principal amount of such notes, without reflecting the debt discount or fees and expenses that we are required to recognize, the increase in additional paid-in capital or the actual net proceeds to us from the offerings of the notes.
- (25) Fixed charge coverage is EBITDA divided by interest expense plus the preferred stock dividends.
- (26) Return on common equity is calculated as annualized Operating Earnings for the period as a percentage of average stockholders' equity for the period.
- (27) Operating Earnings is a non-GAAP financial measure that is used by the Company to approximate cash available for distribution and is defined by the Company as net income available to common stockholders, computed in accordance with GAAP, adjusted for (i) equity-based compensation expense (a portion of which may become cash-based upon final vesting and settlement of awards should the holder elect net share settlement to satisfy income tax withholding) (ii) any unrealized gains or losses or other non-cash items included in net income (iii) unrealized income from equity investments and (iv) the non-cash amortization expense related to the reclassification of a portion of the senior convertible notes to stockholders' equity in accordance with GAAP. Please see slide 24 for a reconciliation of Operating Earnings and Operating Earnings per Share to GAAP net income and GAAP net income per share.
- (28) As of March 19, 2015
- (29) Includes STWD, BXMT, CLNY and ACRE

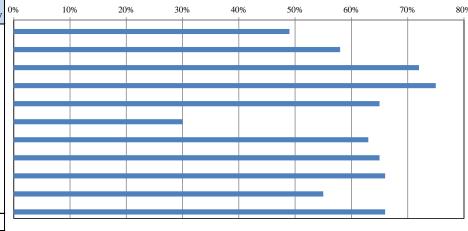


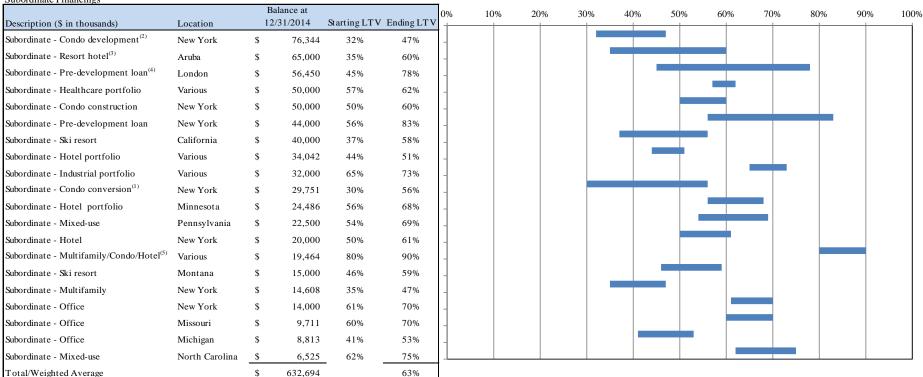
## Appendix

#### COMMERCIAL REAL ESTATE FINANCE, INC. ("ARI")

### ARI – Loan Portfolio – Loan Level LTV (Through Last Invested Dollar)

First Mortgage Loans				
		Balance at		
Description (\$ in thousands)	Location	12/31/2014	Starting LTV	Ending LTV
First Mortgage - Destination homes	Various	\$ 100,046	0%	49%
First Mortgage - Pre-development loan	New York	\$ 67,300	0%	58%
First Mortgage - Multifamily	North Dakota	\$ 57,792	0%	72%
First Mortgage - Destination homes	New York/Hawaii	\$ 50,000	0%	75%
First Mortgage - Hotel	Pennsylvania	\$ 34,000	0%	65%
First Mortgage - Condo conversion <sup>(1)</sup>	New York	\$ 33,846	0%	30%
First Mortgage - Multifamily	New York	\$ 30,000	0%	63%
First Mortgage - Condo development	Maryland	\$ 28,000	0%	65%
First Mortgage - Hotel	Maryland	\$ 24,590	0%	66%
First Mortgage - Retail	Ohio	\$ 20,000	0%	55%
First Mortgage - Condo development	Maryland	\$ 20,000	0%	66%
Total/Weighted Average		\$ 465,574		59%





Both loans are for the same property; Mezzanine loan ending LTV includes committed amount plus PIK.

LTV is based upon the committed amount plus PIK.

<sup>(3)</sup> This is CMBS, held-to-maturity and is net of a participation sold. ARI presents the participation sold as both assets and non-recourse liabilities because the participation does not qualify as a sale according to GAAP. At December 31, 2014, this participation sold had a carrying amount of \$89,584.

<sup>4)</sup> Based upon £32.1 face amount converted to USD based upon the conversion rate on December 31, 2014.

<sup>(5)</sup> Ending LTV is based upon the committed amount of \$19.5 million.

## Consolidated Balance Sheets

(in thousands—except share and per share data)				
	Decer	mber 31, 2014	Decem	ber 31, 2013
Assets:				
Cash	\$	40,641	\$	20,096
Restricted cash		30,127		30,127
Securities available-for-sale, at estimated fair value		17,105		33,362
Securities, at estimated fair value		522,730		158,086
Securities, held-to-maturity		154,283		-
Commercial mortgage loans, held for investment, net		458,520		161,099
Subordinate loans, held for investment, net		561,182		497,484
Investment in unconsolidated joint venture		37,016		-
Derivative instrument		4,070		-
Interest receivable		10,829		6,022
Deferred financing costs, net		7,444		628
Other assets		1,200		600
Total Assets	\$	1,845,147	\$	907,504
Liabilities and Stockholders' Equity				
Liabilities:		_		
Borrowings under repurchase agreements	\$	622,194	\$	202,033
Convertible senior notes, net		246,464		-
Participations sold		89,584		-
Accounts payable and accrued expenses		7,578		2,660
Payable to related party		3,240		2,628
Dividends payable		21,018		17,227
Total Liabilities		990,078		224,548
Stockholders' Equity:				
Preferred stock, \$0.01 par value, 50,000,000 shares authorized and 3,450,000 shares issued and outstanding in 2014				
and 2013 (\$86,250 aggregate liquidation preference)		35		35
Common stock, \$0.01 par value, 450,000,000 shares authorized 46,900,422 and 36,888,467 shares issued and				
outstanding in 2014 and 2013, respectively		469		369
Additional paid-in-capital		868,035		697,610
Retained earnings (accumulated deficit)		(10,485)		(14,188
Accumulated other comprehensive loss		(2,985)		(870
Total Stockholders' Equity		855,069		682,956
Total Liabilities and Stockholders' Equity	\$	1,845,147	\$	907,504

## Consolidated Statement of Operations

		Three months ended			Twelve months ended			
	Dec	ember 31, 2014	Dec	ember 31, 2013	Dec	cember 31, 2014	De	cember 31, 2013
Net interest income:				_				
Interest income from securities	\$	8,275	\$	3,633	\$	21,189	\$	12,267
Interest income from securities, held to maturity		3,165		-		4,613		-
Interest income from commercial mortgage loans		9,328		3,812		27,802		16,034
Interest income from subordinate loans		17,021		14,026		69,743		49,162
Interest expense		(10,740)		(1,450)		(26,541)		(4,356)
Net interest income		27,049		20,021		96,806		73,107
Operating expenses:								
General and administrative expenses (includes \$481 and \$1,576 of								
equity-based compensation in 2014 and \$1,392 and \$3,488 in 2013,								
respectively)		(1,796)		(2,438)		(6,151)		(7,563)
Management fees to related party		(3,236)		(2,627)		(11,960)		(10,012)
Total operating expenses		(5,032)		(5,065)		(18,111)		(17,575)
Income from unconsolidated joint venture		(69)		-		(157)		-
Interest income from cash balances		9		1		34		20
Unrealized gain/(loss) on securities		(639)		908		4,147		(3,065)
Foreign currency loss		(1,413)		-		(4,050)		-
Gain/(loss) on derivative instruments (includes \$2,137 and \$4,070 of								
unrealized gains in 2014 and \$0 and \$155 of unrealized gains in 2013,								
respectively)		2,137		(1)		4,070		(2)
Net income	\$	22,042	\$	15,864	\$	82,739	\$	52,485
Preferred dividends		(1,860)		(1,860)		(7,440)		(7,440)
Net income available to common stockholders	\$	20,182	\$	14,004	\$	75,299	\$	45,045
Basic and diluted net income per share of common stock	\$	0.43	\$	0.37	\$	1.72	\$	1.26
Basic weighted average shares of common stock outstanding		46,852,646		36,886,619		43,464,255		35,212,211
Diluted weighted average shares of common stock outstanding		47,085,617		37,390,369		43,684,805		35,679,755
Dividend declared per share of common stock	\$	0.40	\$	0.40	\$	1.60	\$	1.60

#### COMMERCIAL REAL ESTATE FINANCE, INC. ("ARI")

## Reconciliation of Operating Earnings to Net Income

		Three Months Ended								
		ber 31, 2014	•	gs Per Share Diluted)	Decem	aber 31, 2013	Earnings Per Share (Diluted)			
Operating Earnings:										
Net income available to common stockholders	\$	20,182	\$	0.43		\$14,004	\$	0.37		
Adjustments:										
Income from unconsolidated joint venture		69		-		-		-		
Unrealized (gain)/loss on securities		639		0.01		(908)		(0.02)		
Unrealized (gain)/loss on derivative instruments		(2,137)		(0.04)		-		-		
Equity-based compensation expense		481		0.01		1,392		0.04		
Foreign currency loss		1,413		0.03		-		-		
Amortization of convertible notes related to equity reclassification		532		0.01		<u> </u>		-		
Total adjustments:		997		0.02		484		0.02		
Operating Earnings	\$	21,179	\$	0.45	\$	14,488	\$	0.39		
Basic weighted average shares of common stock outstanding				46,852,646				36,886,619		
Diluted weighted average shares of common stock outstanding				47,085,617				37,390,369		

	Twelve Months Ended								
		ber 31, 2014	_	s Per Share biluted)	Decem	ber 31, 2013	Earnings Per Share (Diluted)		
Operating Earnings:									
Net income available to common stockholders	\$	75,299	\$	1.72	\$	45,045	\$	1.26	
Adjustments:									
Income from unconsolidated joint venture		157		-		-		-	
Unrealized (gain)/loss on securities		(4,147)		(0.09)		3,065		0.09	
Unrealized (gain)/loss on derivative instruments		(4,070)		(0.09)		(155)		(0.01)	
Equity-based compensation expense		1,576		0.04		3,488		0.10	
Foreign currency loss		4,050		0.09		-		-	
Amortization of convertible notes related to equity reclassification		1,117		0.02		-		-	
Total adjustments:		(1,317)		(0.03)		6,398		0.18	
Operating Earnings	\$	73,982	\$	1.69	\$	51,443	\$	1.44	
Basic weighted average shares of common stock outstanding				43,464,225				35,212,211	
Diluted weighted average shares of common stock outstanding				43,684,805				35,679,755	