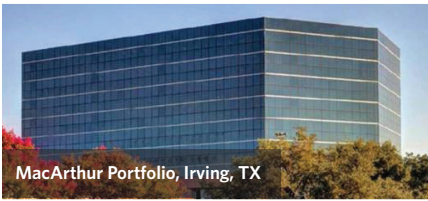
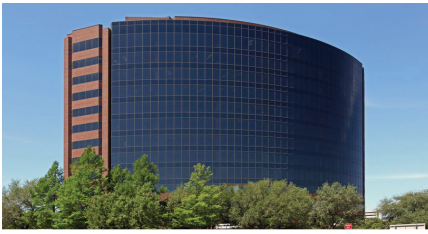


# STARWOOD PROPERTY TRUST ANNUAL REPORT

1180 PEACHTREE, ATLANTA, GEORGIA  
*\$195M first mortgage and mezzanine loan*

420 KENT AVENUE, BROOKLYN, NEW YORK  
*\$330M first mortgage and mezzanine loan*





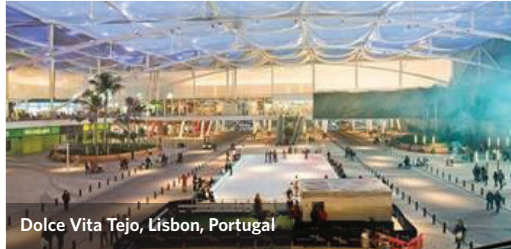
MacArthur Portfolio, Irving, TX



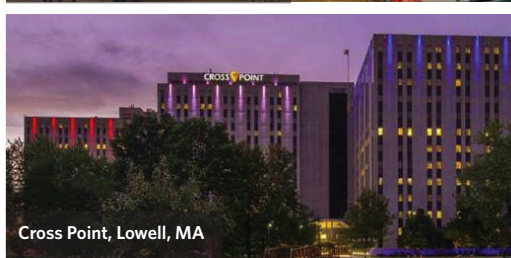
Presidential City, Philadelphia, PA



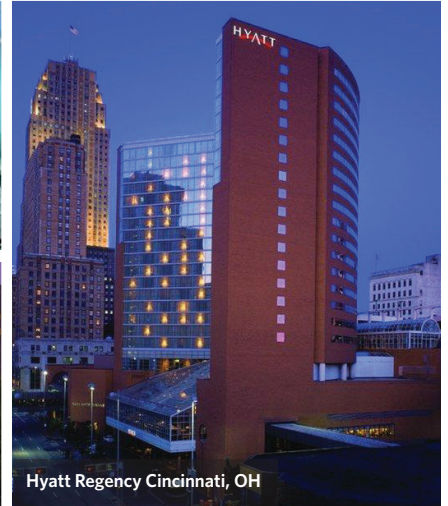
Cityplace Tower, Dallas, TX



Dolce Vita Tejo, Lisbon, Portugal



Cross Point, Lowell, MA



Hyatt Regency Cincinnati, OH



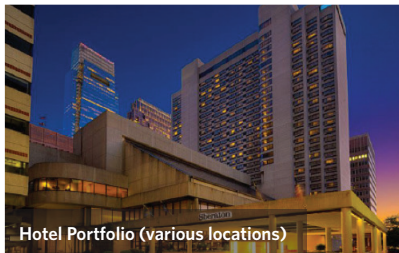
Ritz Carlton Kapalua, Maui, HI (rendering)



Hall Street Complex, Brooklyn, NY (rendering)



Continente Modelo, Portugal (rendering)



Hotel Portfolio (various locations)







**Starwood Property Trust, Inc.**  
**591 West Putnam Avenue**  
**Greenwich, Connecticut 06830**

March 30, 2017

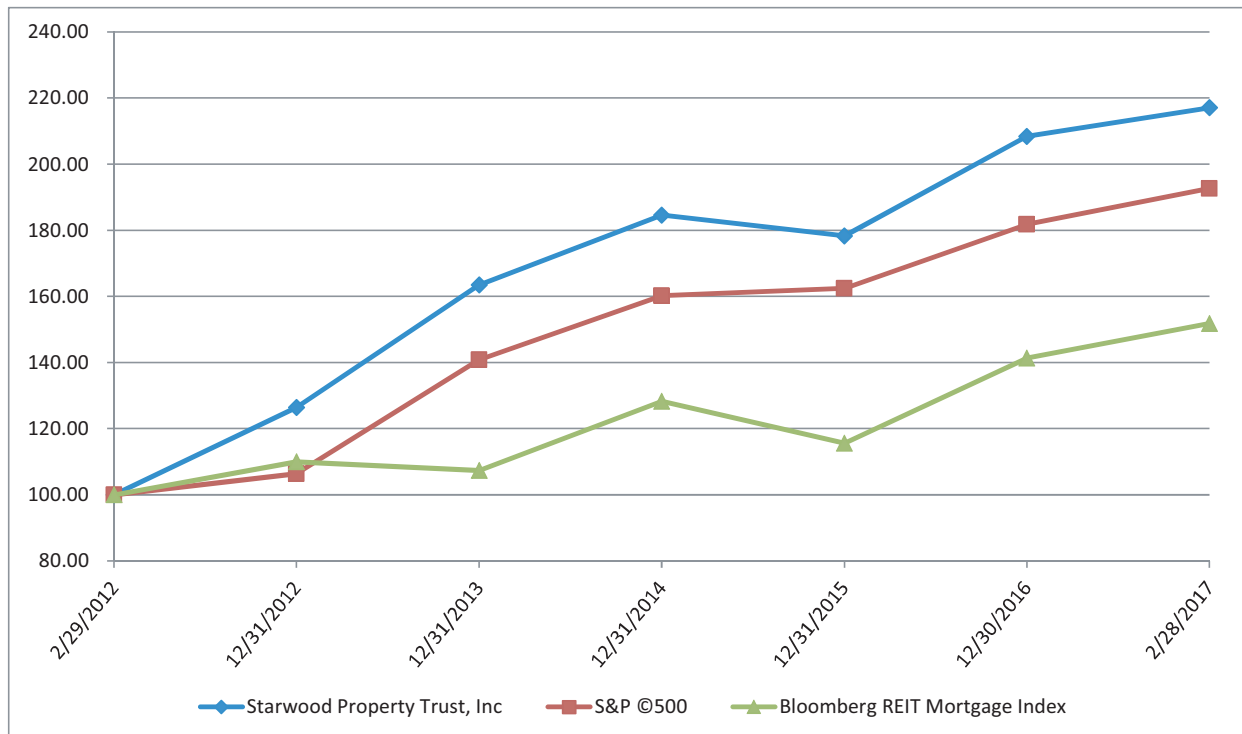
Dear Fellow Shareholders,

When we launched Starwood Property Trust seven years ago, our goal was to help fill the void in the real estate lending markets following the Great Recession. We wanted to build a company, not a collection of loans, with several “cylinders” through which we could deploy capital to earn attractive total shareholder returns. Fast forward to today, and we fulfilled that goal. Our team built a premier lending platform that invested over \$22 billion in our lending segment without realizing a dollar of loss, and we constructed a diversified commercial finance business that we believe can outlast the inevitable cycles in the market. Our predominantly floating rate real estate loan portfolio is built to benefit from rising interest rates, and the 64% loan to value (LTV) of our loan book is a testament to our conservative, risk/reward, credit-first culture. We will continue to actively manage our asset mix to take advantage of gaps and idiosyncrasies in the capital markets to earn “excess returns,” and believe the regulations that went into effect in the last 12 months will continue to create compelling opportunities for our business.

The scale, diversification and earnings power of each of our investment cylinders are distinct competitive advantages. We invest across asset types, up and down the capital structure and across the country—and, in fact, across the globe—focusing on markets, property types and securities that allow us to hit our return-on-equity targets. We have the best cost of capital among our peers, and will continue to look for opportunities that build upon the expertise of our firm and our experienced manager, Starwood Capital Group, to further strengthen our business lines and continue to diversify our company—and to ensure that we are able to invest every dollar into the highest risk/reward opportunities available.

The beginning of 2016 was marked by volatility in global markets. We paused our investments, and then—as in the past—we moved aggressively into what we perceived as a temporary mispricing. We began redeploying capital in early March and benefitted as the markets normalized and improved through the remainder of 2016. Our company is built to outperform in uncertain times and the patience we displayed in the beginning of 2016 was rewarded. For the trailing 12 months ending February 2017, Starwood Property Trust outperformed the S&P on a total return basis by more than 18%, and over the last five years by nearly 25%.

**CUMULATIVE TOTAL RETURN**  
Based upon initial investment of \$100 on February 29, 2012



In the second half of 2016, Dodd Frank and Basel III mandated regulations imposed increased capital charges on banks that forced them to reconsider how they would lend in the commercial real estate capital markets. We were a direct beneficiary of these rule changes. High Volatility Commercial Real Estate rules that were enacted as part of Basel III have made it very difficult for banks to compete on transitional real estate transactions that require future funding. Regulation has once again created an opportunity to step into a void and lend to quality sponsors with sound business plans in growing markets, and with less competition. The rules enacted late last year hampered banks' ability to compete with us on our core lending product, and instead made them larger and more eager lenders to us. We benefitted from a repricing of our bank liabilities to the most attractive levels we have seen since our inception.

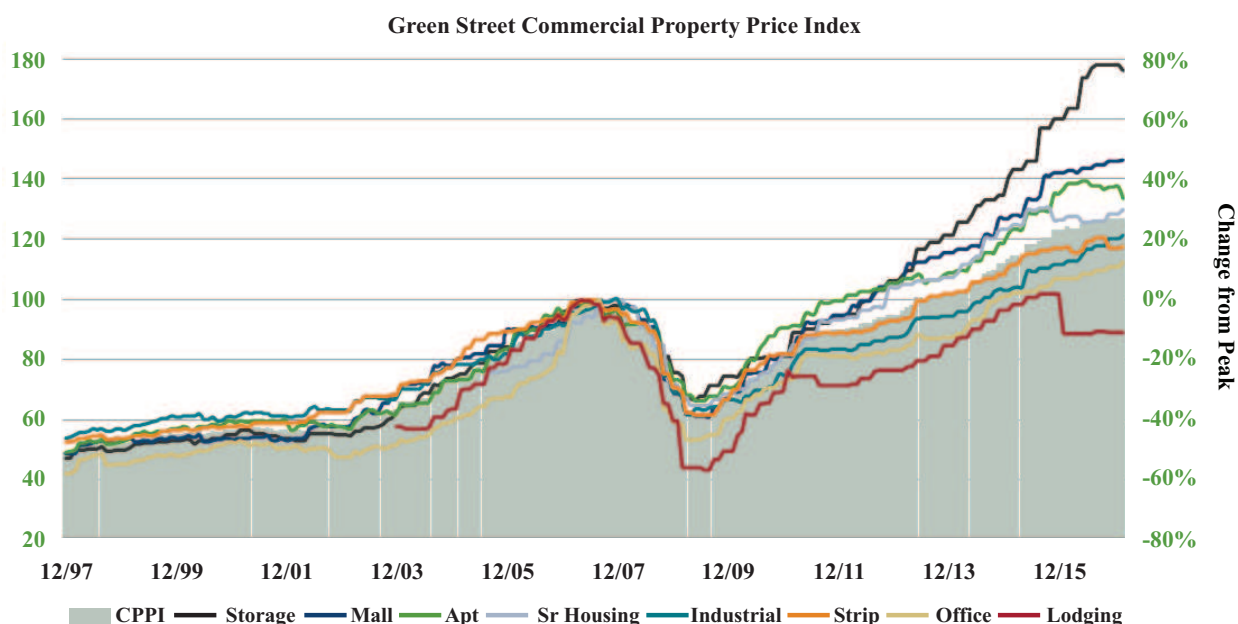
In the fourth quarter, we executed a transformational capital raise that allowed our company to borrow corporate-level debt at lower spreads, and more efficiently, than we ever have in our history. On the back of Moody's upgrade of our corporate rating from Ba3 to Ba2, our inaugural five-year senior unsecured high-yield bond offering priced 50 basis points inside of the original expectations, at 5.0%, and was multiple times oversubscribed. That offering was the tightest-priced debut high-yield deal ever for a company in the financial sector on both yield and spread, and at \$700 million, it was the largest debut high-yield offering ever for a mortgage REIT—more than twice the size of the next-largest transaction. These bonds have traded above par since issuance—a testament to our sponsorship and the credit quality of our firm—and should provide us with significant additional financing flexibility going forward. With our high-yield debt deal, new Term Loan A and revolver, and \$450 million equity raise in 2016, we created significant liquidity to continue to execute on our business plan. We simultaneously unencumbered \$2.1 billion of assets, taking us one step closer to our ultimate goal of attaining an investment grade rating.

We continue to run a very low leverage business, and our 1.4x debt-to-equity ratio is among the lowest in our peer set. We believe strongly in the benefits of a conservative balance sheet. That, coupled with our investment pipeline and the expansion of our originations team positions us for what we believe will be a very strong 2017 and beyond.



## Lending

Our core lending book continues to perform very well, with no realized credit losses to date, an LTV of 64% and more than 98% of our assets below 80% LTV. We have created a portfolio that is poised to prosper in any investing climate or rate environment, and that can withstand significant credit deterioration. Today, we are seeing tremendous lending opportunities, at optimal IRRs in excess of what we have seen over the last few years. We have a diversified and seasoned book of loans, and given the performance of all sectors of the CRE market since our inception, our book has a terrific credit profile.



The long-awaited “wall of commercial mortgage maturities” from legacy CMBS loans originated in 2007 is here. We expect robust transaction volumes again this year. There was over \$500 billion of CRE debt originated each of the last three years, and we expect that to be the case again in 2017. These maturities create opportunities for our CMBS servicing business (where we are the largest special servicer of 2007 originations), our CMBS conduit business (which will see record volumes of maturing loans) and our large loan lending business (which should benefit from the need for more transitional floating rate bridge loans, as borrowers purchase, refinance and reposition a record amount of CRE).

## Property – Real Assets

This year, we added a \$768 million Medical Office Building Portfolio to our property segment and completed the final \$242 million in closings on our Woodstar Multifamily Portfolio. We believe in the strong demographic trends for the medical office space, and with our latest purchase, we continue to diversify this segment by product type and geography, and effectively “lengthen the duration” of our overall portfolio. The Property Segment’s portfolio now comprises \$2.0 billion, or 18% of our total assets as of December 31, 2016. We will continue to look for bond-like property investments with upside potential that we intend to own for the long term.

## CMBS

New regulations have impacted the CMBS market and are already benefitting us. CMBS securitizations now require an originator or sponsor to retain “skin in the game,” holding at least 5% of the value of the securitization, and for at least five years. As we have said in the past, we purchase CMBS with the intent to hold to maturity. However, hedge funds and others who entered this market with the intention of holding for shorter periods will leave the market, and we believe that we will receive a yield premium going forward for a thicker slice of the capital structure than we have bought in the past. Today’s



CMBS has better collateral and lower LTVs, producing a higher expected IRR for a less-risky piece of paper. We are fortunate to be a permanent capital vehicle with the scale and expertise to take advantage of this opportunity.

As of year end, we are the named special servicer on \$88 billion of CMBS collateral of which we are actively servicing \$11 billion. One of the reasons that we acquired LNR was the implicit “credit hedge” it gives to our book. We make more money in our servicer when loans default, and they default more frequently when credit spreads widen or interest rates increase—providing us with more revenue at a time when other real estate finance companies may be less comfortable.

Our CMBS loan origination business had a solid year in 2016, and we expect to build on that momentum in 2017. New risk-retention rules have made it much more difficult for undercapitalized originators to stay in business, and we have seen eight non-bank competitors exit the market. In addition, banks that issue CMBS will choose their non-bank origination partners more carefully, and we are a clear winner in that process. The combination of the strong performance of loans originated by Starwood Mortgage Capital, our position as a market-leading special servicer and investor, our information advantage and Starwood Mortgage Capital’s association with and access to the broader Starwood Property Trust and Starwood Capital Group resources give us a unique opportunity to build on our strong market presence and the profitability we have experienced to date.

Looking back on 2016, we are very pleased with the performance that we have delivered, the durability of our investment portfolio, the quality of the investments we have made and the work we have done to ensure that the right side of our balance sheet will remain as strong as the left side for years to come.

Once again, we thank our shareholders for their support and confidence in our team, our Board of Directors for its leadership, and all of our dedicated employees for their hard work and expertise—which allows us to continue to execute our business plan and create sustainable value for our shareholders.

Yours very truly,

A handwritten signature in black ink, reading "Barry Sternlicht". The signature is fluid and cursive, with a long horizontal stroke at the beginning.

Barry S. Sternlicht  
*Chairman and Chief Executive Officer*

A handwritten signature in black ink, reading "JF DiModica". The signature is cursive and compact, with a period at the end.

Jeffrey F. DiModica, CFA  
*President*



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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

- ☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2016
- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-34436

**Starwood Property Trust, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)  
**591 West Putnam Avenue**  
**Greenwich, Connecticut**  
(Address of Principal Executive Offices)

**27-0247747**  
(I.R.S. Employer  
Identification Number)

**06830**  
(Zip Code)

Registrant's telephone number, including area code **(203) 422-7700**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐  
(Do not check if a  
smaller reporting company)

Smaller reporting company ☐

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

As of June 30, 2016, the aggregate market value of the voting stock held by non-affiliates was \$4,766,928,850 based on the reported last sale price of our common stock on June 30, 2016. Shares of our common stock held by affiliates, which includes officers and directors of the registrant, have been excluded from this calculation. This calculation does not reflect a determination that persons are affiliates for any other purposes.

The number of shares of the issuer's common stock, \$0.01 par value, outstanding as of February 16, 2017 was 259,278,525.

**DOCUMENTS INCORPORATED BY REFERENCE**

Documents Incorporated By Reference: The information required by Part III of this Form 10-K, to the extent not set forth herein or by amendment, is incorporated by reference from the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A on or prior to May 1, 2017.

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### **Special Note Regarding Forward-Looking Statements**

This Annual Report on Form 10-K contains certain forward-looking statements, including without limitation, statements concerning our operations, economic performance and financial condition. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are developed by combining currently available information with our beliefs and assumptions and are generally identified by the words “believe,” “expect,” “anticipate” and other similar expressions. Forward-looking statements do not guarantee future performance, which may be materially different from that expressed in, or implied by, any such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their respective dates.

These forward-looking statements are based largely on our current beliefs, assumptions and expectations of our future performance taking into account all information currently available to us. These beliefs, assumptions and expectations can change as a result of many possible events or factors, not all of which are known to us or within our control, and which could materially affect actual results, performance or achievements. Factors that may cause actual results to vary from our forward-looking statements include, but are not limited to:

- factors described in this Annual Report on Form 10-K, including those set forth under the captions “Risk Factors” and “Business”;
- defaults by borrowers in paying debt service on outstanding indebtedness;
- impairment in the value of real estate property securing our loans or in which we invest;
- availability of mortgage origination and acquisition opportunities acceptable to us;
- potential mismatches in the timing of asset repayments and the maturity of the associated financing agreements;
- national and local economic and business conditions;
- general and local commercial and residential real estate property conditions;
- changes in federal government policies;
- changes in federal, state and local governmental laws and regulations;
- increased competition from entities engaged in mortgage lending and securities investing activities;
- changes in interest rates; and
- the availability of, and costs associated with, sources of liquidity.

In light of these risks and uncertainties, there can be no assurances that the results referred to in the forward-looking statements contained in this Annual Report on Form 10-K will in fact occur. Except to the extent required by applicable law or regulation, we undertake no obligation to, and expressly disclaim any such obligation to, update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, changes to future results over time or otherwise.

## PART I

### Item 1. Business.

*The following description of our business should be read in conjunction with the information included elsewhere in this Annual Report on Form 10-K for the year ended December 31, 2016. This discussion contains forward-looking statements that involve risks and uncertainties. Actual results could differ significantly from the results discussed in the forward-looking statements due to the factors set forth in “Risk Factors” and elsewhere in this Annual Report on Form 10-K. References in this Annual Report on Form 10-K to “we,” “our,” “us,” or the “Company” refer to Starwood Property Trust, Inc. and its subsidiaries.*

#### General

Starwood Property Trust, Inc. (“STWD” and, together with its subsidiaries, “we” or the “Company”) is a Maryland corporation that commenced operations in August 2009, upon the completion of our initial public offering (“IPO”). We are focused primarily on originating, acquiring, financing and managing commercial mortgage loans and other commercial real estate debt investments, commercial mortgage-backed securities (“CMBS”), and other commercial real estate investments in both the U.S. and Europe. We refer to the following as our target assets: commercial real estate mortgage loans, preferred equity interests, CMBS and other commercial real estate-related debt investments. Our target assets may also include residential mortgage-backed securities (“RMBS”), certain residential mortgage loans, distressed or non-performing commercial loans, commercial properties subject to net leases and equity interests in commercial real estate. As market conditions change over time, we may adjust our strategy to take advantage of changes in interest rates and credit spreads as well as economic and credit conditions.

We have three reportable business segments as of December 31, 2016:

- Real estate lending (the “Lending Segment”)—engages primarily in originating, acquiring, financing and managing commercial first mortgages, subordinated mortgages, mezzanine loans, preferred equity, CMBS, RMBS and other real estate and real estate-related debt investments in both the U.S. and Europe that are held-for-investment.
- Real estate investing and servicing (the “Investing and Servicing Segment”)—includes (i) a servicing business in the U.S. that manages and works out problem assets, (ii) an investment business that selectively acquires and manages unrated, investment grade and non-investment grade rated CMBS, including subordinated interests of securitization and resecuritization transactions, (iii) a mortgage loan business which originates conduit loans for the primary purpose of selling these loans into securitization transactions, and (iv) an investment business that selectively acquires commercial real estate assets, including properties acquired from CMBS trusts. This segment excludes the consolidation of securitization variable interest entities (“VIEs”).
- Real estate property (the “Property Segment”)—engages primarily in acquiring and managing equity interests in stabilized commercial real estate properties, including multi-family properties, that are held for investment.

On January 31, 2014, we completed the spin-off of our former single family residential (“SFR”) segment to our stockholders as discussed further in Note 3 of our consolidated financial statements included herein (our “Consolidated Financial Statements”).

On April 19, 2013, we acquired the equity of LNR Property LLC (“LNR”) and certain of its subsidiaries for \$730.5 million. LNR represents our Investing and Servicing Segment.

We are organized and conduct our operations to qualify as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). As such, we will generally not be subject to U.S. federal corporate income tax on that portion of our net income that is distributed to stockholders if we distribute at least 90% of our taxable income to our stockholders by prescribed dates and comply with various other requirements. We also operate



our business in a manner that will permit us to maintain our exemption from registration under the Investment Company Act of 1940 as amended (the “Investment Company Act” or “1940 Act”).

We are organized as a holding company and conduct our business primarily through our various wholly-owned subsidiaries. We are externally managed and advised by SPT Management, LLC (our “Manager”) pursuant to the terms of a management agreement. Our Manager is controlled by Barry Sternlicht, our Chairman and Chief Executive Officer. Our Manager is an affiliate of Starwood Capital Group, a privately-held private equity firm founded and controlled by Mr. Sternlicht.

Our corporate headquarters office is located at 591 West Putnam Avenue, Greenwich, Connecticut 06830, and our telephone number is (203) 422-7700.

### **Investment Strategy**

We seek to attain attractive risk-adjusted returns for our investors over the long term by sourcing and managing a diversified portfolio of target assets, financed in a manner that is designed to deliver attractive returns across a variety of market conditions and economic cycles. Our investment strategy focuses on a few fundamental themes:

- origination and acquisition of real estate debt assets with an implied basis sufficiently low to weather declines in asset values;
- acquisition of equity interests in commercial real estate properties that generate stable current returns, increase the duration of our investment portfolio and provide potential for capital appreciation;
- focus on real estate markets and asset classes with strong supply and demand fundamentals and/or barriers to entry;
- structuring and financing each transaction in a manner that reflects the risk of the underlying asset’s cash flow stream and credit risk profile, and efficiently managing and maintaining the transaction’s interest rate and currency exposures at levels consistent with management’s risk objectives;
- seeking situations where our size, scale, speed, and sophistication allow us to position ourselves as a “one-stop” lending solution for real estate owner/operators;
- utilizing the skills, expertise, and contacts developed by our Manager over the past 20 plus years as one of the premier global real estate investment managers to correctly anticipate trends and identify attractive risk-adjusted investment opportunities in U.S. and European real estate markets; and
- utilizing the skills, expertise, and infrastructure we acquired through our acquisition of LNR, a market leading diversified real estate investment management and loan servicing company, to expand and diversify our presence in various segments of real estate, including:
  - origination of small and medium sized loan transactions (\$10 million to \$50 million) for both investment and securitization/gain-on-sale;
  - investment in CMBS;
  - investment in commercial real estate; and
  - special servicing of commercial real estate loans in commercial real estate securitization transactions.

In order to capitalize on the changing sets of investment opportunities that may be present in the various points of an economic cycle, we may expand or refocus our investment strategy by emphasizing investments in different parts of the capital structure and different sectors of real estate. Our investment strategy may be amended from time to time, if recommended by our Manager and approved by our board of directors, without the approval of our stockholders. In addition to our Manager making direct investments on our behalf, we may enter into joint venture, management or other agreements with persons that have special expertise or sourcing capabilities.

### **Financing Strategy**

Subject to maintaining our qualification as a REIT for U.S. federal income tax purposes and our exemption from registering under the 1940 Act, we may finance the acquisition of our target assets, to the extent available to us, through the following methods:

- sources of private and government sponsored financing, including long and short-term repurchase agreements, warehouse and bank credit facilities, and mortgage loans on equity interests in commercial real estate properties;
- loan sales, syndications, and/or securitizations; and
- public or private offerings of our equity and/or debt securities.

We may also utilize other sources of financing to the extent available to us.

### **Our Target Assets**

We invest in target assets secured primarily by U.S. or European collateral. We focus primarily on originating or opportunistically acquiring commercial mortgage whole loans, B-Notes, mezzanine loans, preferred equity and mortgage-backed securities ("MBS"). We may invest in performing and non-performing mortgage loans and other real estate-related loans and debt investments. We may acquire target assets through portfolio or other acquisitions. Our Manager targets desirable markets where it has expertise in the real estate collateral underlying the assets being acquired. Our target assets include the following types of loans and other investments with respect to commercial real estate:

- *Whole mortgage loans*: loans secured by a first mortgage lien on a commercial property that provide mortgage financing to commercial property developers or owners generally having maturity dates ranging from three to ten years;
- *B-Notes*: typically a privately negotiated loan that is secured by a first mortgage on a single large commercial property or group of related properties and subordinated to an A Note secured by the same first mortgage on the same property or group;
- *Mezzanine loans*: loans made to commercial property owners that are secured by pledges of the borrower's ownership interests in the property and/or the property owner, subordinate to whole mortgage loans secured by first or second mortgage liens on the property and senior to the borrower's equity in the property;
- *Construction or rehabilitation loans*: mortgage loans and mezzanine loans to finance the cost of construction or rehabilitation of a commercial property;
- *CMBS*: securities that are collateralized by commercial mortgage loans, including:
  - senior and subordinated investment grade CMBS,
  - below investment grade CMBS, and
  - unrated CMBS;



- *Corporate bank debt:* term loans and revolving credit facilities of commercial real estate operating or finance companies, each of which are generally secured by such companies' assets;
- *Equity:* equity interests in commercial real estate properties, including commercial properties purchased from CMBS trusts; and
- *Corporate bonds:* debt securities issued by commercial real estate operating or finance companies that may or may not be secured by such companies' assets, including:
  - investment grade corporate bonds,
  - below investment grade corporate bonds, and
  - unrated corporate bonds.

We have also invested in the following types of loans and other debt investments relating to residential real estate:

- *Non-Agency RMBS:* securities collateralized by residential mortgage loans that are not guaranteed by any U.S. Government agency or federally chartered corporation; and
- *Residential mortgage loans:* loans secured by a first mortgage lien on residential property.

In addition, we may invest in the following real estate-related investments:

- *Net leases:* commercial properties subject to net leases, which leases typically have longer terms than gross leases, require tenants to pay substantially all of the operating costs associated with the properties and often have contractually specified rent increases throughout their terms; and
- *Agency RMBS:* RMBS for which a U.S. government agency or a federally chartered corporation guarantees payments of principal and interest on the securities.

## **Business Segments**

We currently operate our business in three reportable segments: the Lending Segment, the Investing and Servicing Segment and the Property Segment. Refer to Note 23 of our Consolidated Financial Statements for our results of operations and financial position by business segment.

### Lending Segment

The following table sets forth the amount of each category of investments we owned across various property types within our Lending Segment as of December 31, 2016 and 2015 (dollars in thousands):

	Face Amount	Carrying Value	Asset Specific Financing	Net Investment	Vintage	Unlevered Return on Asset
<b>December 31, 2016</b>						
First mortgages (1) . . . . .	\$ 4,861,214	\$ 4,845,552	\$ 1,910,078	\$ 2,935,474	1989-2016	6.4 %
Subordinated mortgages . . . .	293,925	278,032	4,021	274,011	1998-2015	11.5 %
Mezzanine loans (1) . . . . .	714,608	713,757	—	713,757	2006-2016	10.7 %
Loans transferred as secured borrowings . . . . .	35,000	35,000	35,000	—	N/A	
Loan loss allowance . . . . .	—	(9,788)	—	(9,788)	N/A	
RMBS . . . . .	399,883	253,915	38,832	215,083	2003-2007	10.3 %
HTM securities (2) . . . . .	515,027	509,980	305,531	204,449	2013-2015	6.0 %
Equity security . . . . .	11,275	12,177	—	12,177	N/A	
Investments in unconsolidated entities . . . .	N/A	30,874	—	30,874	N/A	
	<u>\$ 6,830,932</u>	<u>\$ 6,669,499</u>	<u>\$ 2,293,462</u>	<u>\$ 4,376,037</u>		
<b>December 31, 2015</b>						
First mortgages (1) . . . . .	\$ 4,776,576	\$ 4,723,852	\$ 2,154,287 (3)	\$ 2,569,565	1989-2015	6.9 %
Subordinated mortgages . . . .	416,713	392,563	6,021	386,542	1998-2015	11.2 %
Mezzanine loans (1) . . . . .	850,024	862,693	—	862,693	2006-2015	10.9 %
Loans transferred as secured borrowings . . . . .	88,000	86,573	88,000	(1,427)	N/A	
Loan loss allowance . . . . .	—	(6,029)	—	(6,029)	N/A	
RMBS . . . . .	233,976	176,224	2,000	174,224	2003-2007	11.9 %
HTM securities (2) . . . . .	321,193	321,244	179,589	141,655	2013-2015	6.5 %
Equity security . . . . .	13,471	14,498	—	14,498	N/A	
Investments in unconsolidated entities . . . .	N/A	30,827	—	30,827	N/A	
	<u>\$ 6,699,953</u>	<u>\$ 6,602,445</u>	<u>\$ 2,429,897</u>	<u>\$ 4,172,548</u>		

- (1) First mortgages include first mortgage loans and any contiguous mezzanine loan components because as a whole, the expected credit quality of these loans is more similar to that of a first mortgage loan. The application of this methodology resulted in mezzanine loans with carrying values of \$964.1 million and \$930.0 million being classified as first mortgages as of December 31, 2016 and 2015, respectively.
- (2) CMBS held-to-maturity (“HTM”) and mandatorily redeemable preferred equity interests in commercial real estate entities.
- (3) Reflects amounts reclassified in accordance with Accounting Standards Update (“ASU”) 2015-03 as discussed in Note 2 to the Consolidated Financial Statements.



As of December 31, 2016 and 2015, our Lending Segment's investment portfolio, excluding RMBS and other investments, had the following characteristics based on carrying values:

<b>Collateral Property Type</b>	<b>As of December 31,</b>	
	<b>2016</b>	<b>2015</b>
Office .....	35.8 %	39.4 %
Hospitality .....	22.9 %	28.2 %
Multi-family .....	15.3 %	9.0 %
Mixed Use .....	15.1 %	12.8 %
Retail .....	7.0 %	6.4 %
Industrial .....	2.0 %	1.9 %
Residential .....	1.9 %	2.3 %
	<u>100.0 %</u>	<u>100.0 %</u>

<b>Geographic Location</b>	<b>As of December 31,</b>	
	<b>2016</b>	<b>2015</b>
North East .....	37.7 %	28.8 %
West .....	21.5 %	23.2 %
South East .....	11.6 %	17.3 %
International .....	9.5 %	13.1 %
South West .....	8.9 %	7.1 %
Midwest .....	7.3 %	6.4 %
Mid Atlantic .....	3.5 %	4.1 %
	<u>100.0 %</u>	<u>100.0 %</u>

Our investment process includes sourcing and screening of investment opportunities, assessing investment suitability, conducting interest rate and prepayment analysis, evaluating cash flow and collateral performance, and reviewing legal structure and servicer and originator information and investment structuring, as appropriate, to seek an attractive return commensurate with the risk we are bearing. Upon identification of an investment opportunity, the investment will be screened and monitored by us to determine its impact on maintaining our REIT qualification and our exemption from registration under the 1940 Act. We will seek to make investments in sectors where we have strong core competencies and believe market risk and expected performance can be reasonably quantified.

We evaluate each one of our investment opportunities based on its expected risk-adjusted return relative to the returns available from other, comparable investments. In addition, we evaluate new opportunities based on their relative expected returns compared to comparable positions held in our portfolio. The terms of any leverage available to us for use in funding an investment purchase are also taken into consideration, as are any risks posed by illiquidity or correlations with other securities in the portfolio. We also develop a macro outlook with respect to each target asset class by examining factors in the broader economy such as gross domestic product, interest rates, unemployment rates and availability of credit, among other things. We also analyze fundamental trends in the relevant target asset class sector to adjust/maintain our outlook for that particular target asset class.

Our primary focus has been to build a portfolio of commercial mortgage and mezzanine loans with attractive risk-adjusted returns by focusing on the underlying real estate fundamentals and credit analysis of the borrowers. We continually monitor borrower performance and complete a detailed, loan-by-loan formal credit review on a quarterly basis. The results of this review are incorporated into our quarterly assessment of the adequacy of the allowance for loan losses.

The weighted average coupon for first mortgages and mezzanine loans originated and acquired by the Lending Segment during the year ended December 31, 2016 was 5.4% and 10.8%, respectively. No subordinated mortgages were originated or acquired during the year ended December 31, 2016. The following table summarizes the activity in the Lending Segment's loan portfolio and the associated changes in future funding commitments associated with these loans during the year ended December 31, 2016 (amounts in thousands):

	<b>Carrying Value</b>	<b>Future Funding Commitments</b>
Balance at January 1, 2016 .....	\$ 6,059,652	\$ 1,503,889
Acquisitions/originations .....	2,222,373	753,088
Additional funding and expired commitments .....	609,503	(639,018)
Capitalized interest (1) .....	80,992	—
Basis of loans sold .....	(382,520)	(49,604)
Loan maturities/principal repayments .....	(2,724,844)	(156,576)
Discount accretion/premium amortization .....	48,384	—
Unrealized foreign currency remeasurement loss .....	(47,906)	(52,336)
Change in loan loss allowance, net .....	(3,759)	—
Transfer to/from other asset classifications .....	678	—
Balance at December 31, 2016 .....	<u>\$ 5,862,553</u>	<u>\$ 1,359,443</u>

(1) Represents accrued interest income on loans whose terms do not require current payment of interest.

As of December 31, 2016, the Lending Segment's loans held-for-investment and HTM securities had a weighted-average maturity of 2.2 years, inclusive of extension options that management believes are probable of exercise. The table below shows the carrying value expected to mature annually for our loans held-for-investment and HTM securities (amounts in thousands, except number of investments maturing).

<b>Year of Maturity</b>	<b>Number of Investments Maturing (1)</b>	<b>Carrying Value (1)</b>	<b>% of Total</b>
2017 .....	77	\$ 1,288,084	20.3 %
2018 .....	78	2,014,387	31.7 %
2019 .....	86	1,694,139	26.7 %
2020 .....	39	853,756	13.5 %
2021 .....	2	178,115	2.8 %
2022 .....	—	—	— %
2023 .....	4	53,807	0.8 %
2024 .....	17	223,401	3.5 %
2025 .....	1	41,632	0.7 %
2026 and thereafter .....	—	—	— %
Total .....	<u>304</u>	<u>\$ 6,347,321</u>	<u>100.0 %</u>

(1) Excludes loans transferred as secured borrowings, RMBS, equity security and investments in unconsolidated entities. Carrying value also excludes loan loss allowance.



### Investing and Servicing Segment

The following table sets forth the amount of each category of investments we owned within our Investing and Servicing Segment as of December 31, 2016 and 2015 (amounts in thousands):

	Face Amount	Carrying Value	Asset Specific Financing	Net Investment
<b>December 31, 2016</b>				
CMBS, fair value option	\$ 4,459,655	\$ 990,570 (1)	\$ 206,651	\$ 783,919
Intangible assets - servicing rights	N/A	89,320 (2)	—	89,320
Lease intangibles, net	N/A	29,676	—	29,676
Loans held-for-sale, fair value option	63,065	63,279	33,131	30,148
Loans held-for-investment	20,442	20,442	—	20,442
Investment in unconsolidated entities	N/A	56,376	—	56,376
Properties, net	N/A	277,612	186,901	90,711
	<u>\$ 4,543,162</u>	<u>\$ 1,527,275</u>	<u>\$ 426,683</u>	<u>\$ 1,100,592</u>
<b>December 31, 2015</b>				
CMBS, fair value option	\$ 4,704,136	\$ 1,038,200 (1)	\$ 193,944	\$ 844,256
Intangible assets - servicing rights	N/A	134,153 (2)	—	134,153
Lease intangibles, net	N/A	14,621	—	14,621
Loans held-for-sale, fair value option	203,710	203,865	145,803 (3)	58,062
Investment in unconsolidated entities	N/A	53,145	—	53,145
Properties, net	N/A	150,497	82,513 (3)	67,984
	<u>\$ 4,907,846</u>	<u>\$ 1,594,481</u>	<u>\$ 422,260</u>	<u>\$ 1,172,221</u>

- (1) Includes \$959.0 million and \$825.2 million of CMBS reflected in “VIE liabilities” in accordance with Accounting Standards Codification (“ASC”) 810 as of December 31, 2016 and 2015, respectively.
- (2) Includes \$34.2 million and \$11.8 million of servicing rights intangibles reflected in “VIE assets” in accordance with ASC 810 as of December 31, 2016 and 2015, respectively.
- (3) Reflects amounts reclassified in accordance with ASU 2015-03 as discussed in Note 2 to the Consolidated Financial Statements.

As of December 31, 2016, the Investing and Servicing Segment’s CMBS had a weighted-average expected maturity of 7.3 years. The table below shows the CMBS carrying value expected to mature annually (amounts in thousands, except number of investments maturing).

Year of Maturity	Number of Investments Maturing	Carrying Value	% of Total
2017	84	\$ 99,282	10.0 %
2018	36	63,128	6.4 %
2019	30	52,282	5.3 %
2020	7	10,366	1.0 %
2021	4	6,297	0.6 %
2022	3	7,322	0.7 %
2023	25	167,215	16.9 %
2024	20	84,109	8.5 %
2025	49	164,111	16.6 %
2026 and thereafter	143	336,458	34.0 %
Total	<u>401</u>	<u>\$ 990,570</u>	<u>100.0 %</u>

Our Investing and Servicing Segment's REO Portfolio, as defined in Note 3 to the Consolidated Financial Statements, had the following characteristics based on carrying values of \$283.5 million and \$140.9 million as of December 31, 2016 and 2015, respectively:

<b>Property Type</b>	<b>As of December 31,</b>	
	<b>2016</b>	<b>2015</b>
Retail .....	45.8 %	71.4 %
Office .....	23.9 %	— %
Multi-family .....	18.1 %	18.9 %
Mixed Use .....	7.5 %	— %
Self-storage .....	4.7 %	9.7 %
	<u>100.0 %</u>	<u>100.0 %</u>

<b>Geographic Location</b>	<b>As of December 31,</b>	
	<b>2016</b>	<b>2015</b>
South East .....	51.0 %	35.3 %
North East .....	17.3 %	35.7 %
Mid Atlantic .....	9.4 %	— %
Midwest .....	8.0 %	10.5 %
West .....	7.3 %	3.6 %
South West .....	7.0 %	14.9 %
	<u>100.0 %</u>	<u>100.0 %</u>

#### *Property Segment*

The following table sets forth the amount of each category of investments, which are comprised of properties, intangible lease assets and liabilities and our equity investment in four regional shopping malls (the "Retail Fund") held within our Property Segment as of December 31, 2016 and 2015 (amounts in thousands):

	<b>As of December 31,</b>	
	<b>2016</b>	<b>2015</b>
Properties, net .....	\$ 1,667,108	\$ 768,728
Lease intangibles, net .....	122,124	58,658
Investment in unconsolidated entities .....	124,977	122,454
	<u>\$ 1,914,209</u>	<u>\$ 949,840</u>

The following table sets forth our net investment and other information regarding the Property Segment's properties and intangible lease assets and liabilities as of December 31, 2016 (dollars in thousands):

	<b>Carrying Value</b>	<b>Asset Specific Financing</b>	<b>Net Investment</b>	<b>Occupancy Rate</b>	<b>Weighted Average Remaining Lease Term</b>
Office—Medical Office Portfolio .....	\$ 767,826	\$ 480,252	\$ 287,574	93.8 %	6.8 years
Office—Ireland Portfolio .....	459,410	294,932	164,478	97.7 %	9.7 years
Multi-family residential—Ireland Portfolio ....	16,477	10,705	5,772	100.0 %	0.5 years
Multi-family residential—Woodstar Portfolio ..	609,823	410,941	198,882	97.4 %	0.5 years
Subtotal—undepreciated carrying value .....	1,853,536	1,196,830	656,706		
Accumulated depreciation and amortization .....	(64,304)	—	(64,304)		
Net carrying value .....	<u>\$ 1,789,232</u>	<u>\$ 1,196,830</u>	<u>\$ 592,402</u>		

As of December 31, 2016 and 2015, our Property Segment's investment portfolio had the following geographic characteristics based on carrying values:

Geographic Location	As of December 31,	
	2016	2015
Europe .....	25.2 %	58.2 %
U.S. Regions:		
South East .....	39.7 %	41.8 %
North East .....	13.0 %	— %
South West .....	8.7 %	— %
West .....	7.2 %	— %
Midwest .....	6.2 %	— %
	<u>100.0 %</u>	<u>100.0 %</u>

Refer to Schedule III included in Item 8 of this Annual Report on Form 10-K for a detailed listing of the properties held by the Company, including their respective geographic locations.

### Regulation

Our operations are subject, in certain instances, to supervision and regulation by state and federal governmental authorities and may be subject to various laws and judicial and administrative decisions imposing various requirements and restrictions, which, among other things: (1) regulate credit granting activities; (2) establish maximum interest rates, finance charges and other charges; (3) require disclosures to customers; (4) govern secured transactions; (5) set collection, foreclosure, repossession and claims handling procedures and other trade practices; and (6) regulate affordable housing rental activities. Although most states do not regulate commercial finance, certain states impose limitations on interest rates and other charges and on certain collection practices and creditor remedies, and require licensing of lenders and financiers and adequate disclosure of certain contract terms. We are also required to comply with certain provisions of the Equal Credit Opportunity Act that are applicable to commercial loans and the Fair Housing Act. We intend to conduct our business so that neither we nor any of our subsidiaries are required to register as an investment company under the 1940 Act.

### Competition

We are engaged in a competitive business. In our investment activities, we compete for opportunities with numerous public and private investment vehicles, including financial institutions, specialty finance companies, mortgage banks, pension funds, opportunity funds, hedge funds, insurance companies, REITs and other institutional investors, as well as individuals. Many competitors are significantly larger than we are, have well established operating histories and may have greater access to capital, more resources and other advantages over us. These competitors may be willing to accept lower returns on their investments or to compromise underwriting standards and, as a result, our origination volume and profit margins could be adversely affected.

### Our Manager

We are externally managed and advised by our Manager and benefit from the personnel, relationships and experience of our Manager's executive team and other personnel of Starwood Capital Group. Pursuant to the terms of a management agreement between our Manager and us, our Manager provides us with our management team and appropriate support personnel. Pursuant to an investment advisory agreement between our Manager and Starwood Capital Group Management, LLC, our Manager has access to the personnel and resources of Starwood Capital Group necessary for the implementation and execution of our business strategy.

Our Manager is an affiliate of Starwood Capital Group, a privately-held private equity firm founded and controlled by Mr. Sternlicht. Starwood Capital Group has invested in most major classes of real estate, directly and indirectly, through operating companies, portfolios of properties and single assets, including multifamily, office, retail, hotel, residential entitled land and communities, senior housing, mixed-use and golf courses. Starwood Capital Group



invests at different levels of the capital structure, including equity, preferred equity, mezzanine debt and senior debt, depending on the asset risk profile and return expectation.

Our Manager draws upon the experience and expertise of Starwood Capital Group's team of professionals and support personnel operating in nine cities across three countries. Our Manager also benefits from Starwood Capital Group's dedicated asset management group operating in offices located in the U.S. and abroad. We also benefit from Starwood Capital Group's portfolio management, finance and administration functions, which address legal, compliance, investor relations and operational matters, asset valuation, risk management and information technologies in connection with the performance of our Manager's duties.

## **Employees**

As of December 31, 2016, the Company has 340 full-time employees, the majority of which are real estate professionals located throughout the U.S.

## **Taxation of the Company**

We have elected to be taxed as a REIT under the Code for federal income tax purposes. We generally must distribute annually at least 90% of our taxable income, subject to certain adjustments and excluding any net capital gain, in order for federal corporate income tax not to apply to our earnings that we distribute. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under federal tax laws. Our qualification as a REIT also depends on our ability to meet various other requirements imposed by the Code, which relate to organizational structure, diversity of stock ownership and certain restrictions with regard to owned assets and categories of income. If we qualify for taxation as a REIT, we will generally not be subject to U.S. federal corporate income tax on our taxable income that is currently distributed to stockholders.

Even if we qualify as a REIT, we may be subject to certain federal excise taxes and state and local taxes on our income and property. If we fail to qualify as a REIT in any taxable year, we will be subject to federal income taxes at regular corporate rates (including any applicable alternative minimum tax) and will not be able to qualify as a REIT for four subsequent taxable years. REITs are subject to a number of organizational and operational requirements under the Code.

We utilize taxable REIT subsidiaries ("TRSs") to reduce the impact of the prohibited transaction tax and to avoid penalty for the holding of assets not qualifying as real estate assets for purposes of the REIT asset tests. Any income associated with a TRS is fully taxable because a TRS is subject to federal and state income taxes as a domestic C corporation based upon its net income.

See Item 1A—"Risk Factors—Risks Related to Our Taxation as a REIT" for additional tax status information.

## **Leverage Policies**

Refer to Item 7—"Management's Discussion and Analysis of Financial Condition and Results of Operations—Leverage Policies."

## Investment Guidelines

Our board of directors has adopted the following investment guidelines:

- our investments will be in our target assets unless otherwise approved by our board of directors;
- no investment shall be made that would cause us to fail to qualify as a REIT for federal income tax purposes;
- no investment shall be made that would cause us or any of our subsidiaries to be required to be registered as an investment company under the 1940 Act;
- not more than 25% of our equity will be invested in any individual asset without the consent of a majority of our independent directors; and
- (a) any investment that is less than \$150 million will require approval of our Chief Executive Officer; (b) any investment that is equal to or in excess of \$150 million but less than \$250 million will require approval of our Manager's investment committee; (c) any investment that is equal to or in excess of \$250 million but less than \$400 million will require approval of each of the investment committee of our board of directors and our Manager's investment committee; and (d) any investment that is equal to or in excess of \$400 million will require approval of each of our board of directors and our Manager's investment committee.

These investment guidelines may be changed from time to time by our board of directors without the approval of our stockholders. In addition, both our Manager and our board of directors must approve any change in our investment guidelines that would modify or expand the types of assets in which we invest.

## Available Information

Our website address is [www.starwoodpropertytrust.com](http://www.starwoodpropertytrust.com). We make available free of charge through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, all amendments to those reports and other filings as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (the "SEC"), and also make available on our website the charters for the Audit, Compensation and Nominating and Corporate Governance Committees of our board of directors and our Code of Business Conduct and Ethics and Code of Ethics for Principal Executive Officer and Senior Financial Officers, as well as our corporate governance guidelines. Copies in print of these documents are available upon request to our Corporate Secretary at the address indicated on the cover of this report. The information on our website is not a part of, nor is it incorporated by reference into, this Annual Report on Form 10-K.

We intend to post on our website any amendment to, or waiver of, a provision of our Code of Business Conduct and Ethics or Code of Ethics for Principal Executive Officer and Senior Financial Officers that applies to our Chief Executive Officer, Chief Financial Officer or persons performing similar functions and that relates to any element of the code of ethics definition set forth in Item 406 of Regulation S-K of the Securities Act of 1933, as amended.

To communicate with our board of directors electronically, we have established an e-mail address, [BoardofDirectors@stwdreit.com](mailto:BoardofDirectors@stwdreit.com), to which stockholders may send correspondence to our board of directors or any such individual directors or group or committee of directors.

## **Item 1A. Risk Factors.**

### **Risks Related to Our Relationship with Our Manager**

***We are dependent on Starwood Capital Group, including our Manager, and their key personnel, who provide services to us through the management agreement, and we may not find a suitable replacement for our Manager and Starwood Capital Group if the management agreement is terminated, or for these key personnel if they leave Starwood Capital Group or otherwise become unavailable to us.***

Our Manager has significant discretion as to the implementation of our investment and operating policies and strategies. Accordingly, we believe that our success depends to a significant extent upon the efforts, experience, diligence, skill and network of business contacts of the officers and key personnel of our Manager. The officers and key personnel of our Manager evaluate, negotiate, close and monitor a substantial portion of our investments; therefore, our success depends on their continued service. The departure of any of the officers or key personnel of our Manager could have a material adverse effect on our performance.

We offer no assurance that our Manager will remain our investment manager or that we will continue to have access to our Manager's officers and key personnel. The initial term of our management agreement with our Manager, and the initial term of the investment advisory agreement between our Manager and Starwood Capital Group Management, LLC, expired on August 17, 2012, with automatic one-year renewals thereafter; provided, however, that our Manager may terminate the management agreement annually upon 180 days prior notice. If the management agreement and the investment advisory agreement are terminated and no suitable replacement is found to manage us, we may not be able to continue to execute our business plan.

***There are various conflicts of interest in our relationship with Starwood Capital Group, including our Manager, which could result in decisions that are not in the best interests of our stockholders.***

We are subject to conflicts of interest arising out of our relationship with Starwood Capital Group, including our Manager. Specifically, Mr. Sternlicht, our Chairman and Chief Executive Officer, Jeffrey G. Dishner, one of our directors, and certain of our executive officers are executives of Starwood Capital Group.

Our Manager and executive officers may have conflicts between their duties to us and their duties to, and interests in, Starwood Capital Group and its other investment funds. Currently, Starwood Global Opportunity Fund X (the "Starwood Private Real Estate Fund") has a right to invest 25% of the equity capital proposed to be invested by any investment vehicle managed by an entity controlled by Starwood Capital Group in debt interests relating to real estate. There can be no assurance that our Manager and Starwood Capital Group will allocate to us all or any portion of the remaining 75% of any co investment opportunity in our target asset classes. Our independent directors do not approve each co investment by the Starwood Private Real Estate Fund and us unless the amount of capital we invest in the proposed co-investment otherwise requires the review and approval of our independent directors pursuant to our investment guidelines. Pursuant to the exclusivity provisions of the Starwood Private Real Estate Fund, our investment strategy may not include either (i) equity interests in real estate or (ii) "near term loan to own" investments, in each case (of both (i) and (ii)) if such investments are expected, at the time such investment is made, to produce an internal rate of return ("IRR") in excess of 14%. Therefore, our board of directors does not have the flexibility to expand our investment strategy to include equity interests in real estate or "near term loan to own" investments with such an IRR expectation.

Our Manager, Starwood Capital Group and their respective affiliates may sponsor or manage a U.S. publicly traded investment vehicle that invests generally in real estate assets but not primarily in our "target assets" (as defined in our co-investment and allocation agreement) (a "potential competing vehicle"). Our Manager and Starwood Capital Group have also agreed in our co-investment and allocation agreement that for so long as the management agreement is in effect and our Manager and Starwood Capital Group are under common control, no entity controlled by Starwood Capital Group will sponsor or manage a potential competing vehicle or private or foreign competing vehicle unless Starwood Capital Group adopts a policy that either (i) provides for the fair and equitable allocation of investment opportunities in our "target assets" (as defined in our co-investment and allocation agreement) among all such vehicles and us or (ii) provides us the right to co-invest with respect to any "target assets" (as defined in our co-investment and

allocation agreement) with such vehicles, in each case subject to the suitability of each investment opportunity for the particular vehicle and us and each such vehicle's and our availability of cash for investment.

To the extent that our Manager and Starwood Capital Group adopt the investment allocation policy described in the preceding paragraph in the future, we may nonetheless compete with one or more of these vehicles for investment opportunities sourced by our Manager and Starwood Capital Group. As a result, we may either not be presented with the opportunity or may have to compete with these vehicles to acquire these investments. Some or all of our executive officers, the members of the investment committee of our Manager and other key personnel of our Manager would likely be responsible for selecting investments for these vehicles and they may choose to allocate favorable investments to one or more of these vehicles instead of to us.

Our board of directors has adopted a policy with respect to any proposed investments by our directors or officers or the officers of our Manager, which we refer to as the covered persons, in any of our target asset classes. This policy provides that any proposed investment by a covered person for his or her own account in any of our target asset classes will be permitted if the capital required for the investment does not exceed the personal investment limit. To the extent that a proposed investment exceeds the personal investment limit, we expect that our board of directors will only permit the covered person to make the investment (i) upon the approval of the disinterested directors or (ii) if the proposed investment otherwise complies with terms of any other related party transaction policy our board of directors has adopted. Subject to compliance with all applicable laws, these individuals may make investments for their own account in our target assets which may present certain conflicts of interest not addressed by our current policies.

We pay our Manager substantial base management fees regardless of the performance of our portfolio. Our Manager's entitlement to a base management fee, which is not based upon performance metrics or goals, might reduce its incentive to devote its time and effort to seeking investments that provide attractive risk-adjusted returns for our portfolio. This in turn could hurt both our ability to make distributions to our stockholders and the market price of our common stock.

Excluding our operating subsidiaries, we do not have any employees except for Andrew Sossen, our Chief Operating Officer, Executive Vice President, General Counsel and Chief Compliance Officer, and Rina Paniry, our Chief Financial Officer, Treasurer and Chief Accounting Officer, whom Starwood Capital Group has seconded to us exclusively. Mr. Sossen and Ms. Paniry are also employees of other entities affiliated with our Manager and, as a result, are subject to potential conflicts of interest in service as our employees and as employees of such entities.

***The management agreement with our Manager was not negotiated on an arm's-length basis and may not be as favorable to us as if it had been negotiated with an unaffiliated third party and may be costly and difficult to terminate.***

Certain of our executive officers and two of our six directors are executives of Starwood Capital Group. Our management agreement with our Manager was negotiated between related parties and its terms, including fees payable, may not be as favorable to us as if it had been negotiated with an unaffiliated third party.

Termination of the management agreement with our Manager without cause is difficult and costly. Our independent directors will review our Manager's performance and the management fees annually and the management agreement may be terminated annually upon the affirmative vote of at least two-thirds of our independent directors based upon: (i) our Manager's unsatisfactory performance that is materially detrimental to us, or (ii) a determination that the management fees payable to our Manager are not fair, subject to our Manager's right to prevent termination based on unfair fees by accepting a reduction of management fees agreed to by at least two-thirds of our independent directors. Our Manager will be provided 180 days prior notice of any such a termination. Additionally, upon such a termination, the management agreement provides that we will pay our Manager a termination fee equal to three times the sum of the average annual base management fee and incentive fee received by our Manager during the prior 24-month period before such termination, calculated as of the end of the most recently completed fiscal quarter. These provisions may increase the cost to us of terminating the management agreement and adversely affect our ability to terminate our Manager without cause.



The initial term of our management agreement with our Manager, and the initial term of the investment advisory agreement between our Manager and Starwood Capital Group Management, LLC, expired on August 17, 2012, with automatic one-year renewals thereafter; provided, however, that our Manager may terminate the management agreement annually upon 180 days prior notice. If the management agreement is terminated and no suitable replacement is found to manage us, we may not be able to continue to execute our business plan.

Pursuant to the management agreement, our Manager does not assume any responsibility other than to render the services called for thereunder and is not responsible for any action of our board of directors in following or declining to follow its advice or recommendations. Our Manager maintains a contractual as opposed to a fiduciary relationship with us. Under the terms of the management agreement, our Manager, its officers, members, personnel, any person controlling or controlled by our Manager and any person providing sub-advisory services to our Manager will not be liable to us, any subsidiary of ours, our directors, our stockholders or any subsidiary's stockholders or partners for acts or omissions performed in accordance with and pursuant to the management agreement, except because of acts constituting bad faith, willful misconduct, gross negligence, or reckless disregard of their duties under the management agreement. In addition, we have agreed to indemnify our Manager, its officers, stockholders, members, managers, directors, personnel, any person controlling or controlled by our Manager and any person providing sub-advisory services to our Manager with respect to all expenses, losses, damages, liabilities, demands, charges and claims arising from acts or omissions of our Manager not constituting bad faith, willful misconduct, gross negligence, or reckless disregard of duties, performed in good faith in accordance with and pursuant to the management agreement.

***The incentive fee payable to our Manager under the management agreement is payable quarterly and is based on our core earnings and, therefore, may cause our Manager to select investments in more risky assets to increase its incentive compensation.***

Our Manager is entitled to receive incentive compensation based upon our achievement of targeted levels of core earnings. In evaluating investments and other management strategies, the opportunity to earn incentive compensation based on core earnings may lead our Manager to place undue emphasis on the maximization of core earnings at the expense of other criteria, such as preservation of capital, in order to achieve higher incentive compensation. Investments with higher yield potential are generally riskier or more speculative. This could result in increased risk to the value of our investment portfolio.

Core earnings is not a measure calculated in accordance with accounting principles generally accepted in the United States of America ("GAAP") and is defined within Item 7 – Non-GAAP Financial Measures in this Annual Report on Form 10-K.

***Certain agreements with Colony Starwood Homes (formerly known as Starwood Waypoint Residential Trust) may not reflect terms that would have resulted from arm's-length negotiations among unaffiliated third parties.***

On January 31, 2014, we distributed all of the common shares of Colony Starwood Homes (formerly known as Starwood Waypoint Residential Trust), our former wholly-owned subsidiary, to our stockholders of record on January 24, 2014, which completed the spin-off of our former SFR segment. The terms of the agreements related to the separation, including a separation and distribution agreement, dated January 16, 2014 (the "Separation Agreement"), were negotiated in the context of the separation while Colony Starwood Homes was still a part of us and, accordingly, may not reflect terms that would have resulted from arm's-length negotiations among unaffiliated third parties.

In the Separation Agreement, we agreed to indemnify Colony Starwood Homes and its affiliates and representatives against losses arising from: (a) any liability of ours or our subsidiaries (excluding any liabilities related to Colony Starwood Homes); (b) any failure of us and our subsidiaries (other than Colony Starwood Homes and its subsidiaries) (collectively, the “Starwood Group”) to pay, perform or otherwise promptly discharge any liability listed under (a) above in accordance with their respective terms, whether prior to, at or after the time of effectiveness of the Separation Agreement; (c) any breach by any member of the Starwood Group of any provision of the Separation Agreement and any agreements ancillary thereto (if any), subject to any limitations of liability provisions and other provisions applicable to any such breach set forth therein; and (d) any untrue statement or alleged untrue statement of a material fact or omission or alleged omission to state a material fact required to be stated therein or necessary to make the statements therein not misleading, with respect to all information contained in Colony Starwood Homes’ information statement or the registration statement of which Colony Starwood Homes’ information statement is a part that relates solely to any assets owned, directly or indirectly by us, other than Colony Starwood Homes’ initial portfolio of assets, which included all of our single-family rental homes and distressed and non-performing residential mortgage loans and certain cash transferred to Colony Starwood Homes or its subsidiaries by us. Any indemnification payments that we may be required to make could have a significantly negative effect on our liquidity and results of operations.

***Our conflicts of interest policy may not adequately address all of the conflicts of interest that may arise with respect to our investment activities and also may limit the allocation of investments to us.***

In order to avoid any actual or perceived conflicts of interest with our Manager, Starwood Capital Group, any of their affiliates or any investment vehicle sponsored or managed by Starwood Capital Group or any of its affiliates, which we refer to as the Starwood parties, we have adopted a conflicts of interest policy to specifically address some of the conflicts relating to our investment opportunities. Although under this policy the approval of a majority of our independent directors is required to approve (i) any purchase of our assets by any of the Starwood parties and (ii) any purchase by us of any assets of any of the Starwood parties, there is no assurance that this policy will be adequate to address all of the conflicts that may arise or will address such conflicts in a manner that results in the allocation of a particular investment opportunity to us or is otherwise favorable to us. In addition, the Starwood Private Real Estate Fund currently, and additional competing vehicles may in the future, participate in some of our investments, possibly at a more senior level in the capital structure of the underlying borrower and related real estate than our investment. Our interests in such investments may also conflict with the interests of these entities in the event of a default or restructuring of the investment. Participating investments will not be the result of arm’s length negotiations and will involve potential conflicts between our interests and those of the other participating entities in obtaining favorable terms. Since certain of our executives are also executives of Starwood Capital Group, the same personnel may determine the price and terms for the investments for both us and these entities and there can be no assurance that any procedural protections, such as obtaining market prices or other reliable indicators of fair value, will prevent the consideration we pay for these investments from exceeding their fair value or ensure that we receive terms for a particular investment opportunity that are as favorable as those available from an independent third party.

***Our board of directors has approved very broad investment guidelines for our Manager and does not approve each investment and financing decision made by our Manager unless required by our investment guidelines.***

Our Manager is authorized to follow very broad investment guidelines which enable our Manager to make investments on our behalf in a wide array of assets. Our board of directors will periodically review our investment guidelines and our investment portfolio but will not, and will not be required to, review all of our proposed investments, except that any investment that is equal to or in excess of \$250 million but less than \$400 million will require approval of the investment committee of our board of directors and any investment that is equal to or in excess of \$400 million will require approval of our board of directors. In addition, in conducting periodic reviews, our board of directors may rely and may make investments through affiliates primarily on information provided to them by our Manager. Furthermore, our Manager may use complex strategies, and transactions entered into by our Manager may be costly, difficult or impossible to unwind by the time they are reviewed by our board of directors. Our Manager (or such affiliates) has great latitude within the broad parameters of our investment guidelines in determining the types and amounts of target assets it decides are attractive investments for us, which could result in investment returns that are substantially below expectations or that result in losses, which would materially and adversely affect our business operations and results. Further, decisions made and investments and financing arrangements entered into by our Manager

may not fully reflect the best interests of our stockholders.

New investments may not be profitable (or as profitable as we expect), may increase our exposure to certain industries, may increase our exposure to interest rate, foreign currency, real estate market or credit market fluctuations, may divert managerial attention from more profitable opportunities, and may require significant financial resources. A change in our investment strategy may also increase any guarantee obligations we agree to incur or increase the number of transactions we enter into with affiliates. Moreover, new investments may present risks that are difficult for us to adequately assess, given our lack of familiarity with a particular type of investment or other reasons. The risks related to new investments or the financing risks associated with such investments could adversely affect our results of operations, financial condition and liquidity, and could impair our ability to make distributions to our stockholders.

### **Risks Related to Our Company**

***Our board of directors has in the past and may in the future at any time change one or more of our investment strategy or guidelines, financing strategy or leverage policies without stockholder consent.***

Our board of directors has in the past and may in the future at any time change one or more of our investment strategy or guidelines, financing strategy or leverage policies with respect to investments, acquisitions, growth, operations, indebtedness, capitalization and distributions without the consent of our stockholders, which could result in an investment portfolio with a different risk profile. Any change in our investment strategy may increase our exposure to interest rate risk, default risk and real estate market fluctuations. These changes could adversely affect our financial condition, results of operations, the market price of our common stock and our ability to make distributions to our stockholders.

***We are highly dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to make distributions to our stockholders.***

Our business is highly dependent on communications and information systems of Starwood Capital Group. Any failure or interruption of Starwood Capital Group's systems could cause delays or other problems, which could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to make distributions to our stockholders.

***Terrorist attacks and other acts of violence or war may affect the real estate industry and our business, financial condition and results of operations.***

The terrorist attacks on September 11, 2001 disrupted the U.S. financial markets, including the real estate capital markets, and negatively impacted the U.S. economy in general. Any future terrorist attacks, the anticipation of any such attacks, the consequences of any military or other response by the U.S. and its allies, and other armed conflicts could cause consumer confidence and spending to decrease or result in increased volatility in the U.S. and worldwide financial markets and economy. The economic impact of these events could also adversely affect the credit quality of some of our loans and investments and the properties underlying our interests.

We may suffer losses as a result of the adverse impact of any future attacks and these losses may adversely impact our performance and may cause the market value of our common stock to decline or be more volatile. A prolonged economic slowdown, a recession or declining real estate values could impair the performance of our investments and harm our financial condition and results of operations, increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. We cannot predict the severity of the effect that potential future terrorist attacks would have on us. Losses resulting from these types of events may not be fully insurable.

***We have not established a minimum distribution payment level and no assurance can be given that we will be able to make distributions to our stockholders in the future at current levels or at all.***

We are generally required to distribute to our stockholders at least 90% of our taxable income each year for us to qualify as a REIT under the Code, which requirement we currently intend to satisfy through quarterly distributions of all or substantially all of our REIT taxable income in such year, subject to certain adjustments. We have not established a minimum distribution payment level, and our ability to pay distributions may be adversely affected by a number of factors, including the risk factors contained in this Annual Report on Form 10-K. Although we have made, and anticipate continuing to make, quarterly distributions to our stockholders, our board of directors has the sole discretion to determine the timing, form and amount of any future distributions to our stockholders, and such determination will depend on our earnings, our financial condition, debt covenants, maintenance of our REIT qualification and other factors as our board of directors may deem relevant from time to time. We believe that a change in any one of the following factors could adversely affect our results of operations and impair our ability to continue to pay distributions to our stockholders:

- the profitability of the investment of the net proceeds from our equity offerings;
- our ability to make profitable investments;
- margin calls or other expenses that reduce our cash flow;
- defaults in our asset portfolio or decreases in the value of our portfolio; and
- the fact that anticipated operating expense levels may not prove accurate, as actual results may vary from estimates.

As a result, no assurance can be given that we will be able to continue to make distributions to our stockholders in the future or that the level of any future distributions we do make to our stockholders will achieve a market yield or increase or even be maintained over time, any of which could materially and adversely affect us.

In addition, distributions that we make to our stockholders are generally taxable to our stockholders as ordinary income. However, a portion of our distributions may be designated by us as long-term capital gains to the extent that they are attributable to capital gain income recognized by us or may constitute a return of capital to the extent that they exceed our earnings and profits as determined for tax purposes. A return of capital is not taxable, but has the effect of reducing the basis of a stockholder's investment in our common stock.

***Changes in accounting rules could occur at any time and could impact us in significantly negative ways that we are unable to predict or protect against.***

As has been widely publicized, the SEC, the Financial Accounting Standards Board and other regulatory bodies that establish the accounting rules applicable to us have proposed or enacted a wide array of changes to accounting rules over the last several years. Moreover, in the future these regulators may propose additional changes that we do not currently anticipate. Changes to accounting rules that apply to us could significantly impact our business or our reported financial performance in negative ways that we cannot predict or protect against. We cannot predict whether any changes to current accounting rules will occur or what impact any codified changes will have on our business, results of operations, liquidity or financial condition.



***Failure to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and stock price.***

As a public company, we are required to maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002. Internal control over financial reporting is complex and may be revised over time to adapt to changes in our business or changes in applicable accounting rules. We cannot assure you that our internal control over financial reporting will be effective in the future or that a material weakness will not be discovered with respect to a prior period for which we believe that internal controls were effective. If we are not able to maintain or document effective internal control over financial reporting, our independent registered public accounting firm may not be able to certify as to the effectiveness of our internal control over financial reporting as of the required dates. Matters impacting our internal controls may cause us to be unable to report our financial information on a timely basis, or may cause us to restate previously issued financial information, and thereby subject us to adverse regulatory consequences, including sanctions or investigations by the SEC, or violations of applicable stock exchange listing rules. There could also be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. Confidence in the reliability of our financial statements is also likely to suffer if we or our independent registered public accounting firm reports a material weakness in our internal control over financial reporting. This could materially and adversely affect us by, for example, leading to a decline in our stock price and impairing our ability to raise capital.

**Risks Related to Sources of Financing**

***Our access to sources of financing may be limited and thus our ability to maximize our returns may be adversely affected.***

Our financing sources currently include our credit agreements, our master repurchase agreements, our convertible senior notes, our 5.00% Senior Notes due 2021 (the “2021 Notes”), our mortgage debt on certain investment properties and common stock and debt offerings. Subject to market conditions and availability, we may seek additional sources of financing in the form of bank credit facilities (including term loans and revolving facilities), repurchase agreements, warehouse facilities, structured financing arrangements, public and private equity and debt issuances and derivative instruments, in addition to transaction or asset specific funding arrangements.

Our access to additional sources of financing will depend upon a number of factors, over which we have little or no control, including:

- general market conditions;
- the market’s view of the quality of our assets;
- the market’s perception of our growth potential;
- our current and potential future earnings and cash distributions; and
- the market price of the shares of our common stock.

A dislocation and/or weakness in the capital and credit markets could adversely affect one or more private lenders and could cause one or more of our private lenders to be unwilling or unable to provide us with financing or to increase the costs of that financing. In addition, if regulatory capital requirements imposed on our private lenders change, they may be required to limit, or increase the cost of, financing they provide to us. In general, this could potentially increase our financing costs and reduce our liquidity or require us to sell assets at an inopportune time or price.

To the extent structured financing arrangements are unavailable, we may have to rely more heavily on additional equity issuances, which may be dilutive to our stockholders, or on less efficient forms of debt financing that require a larger portion of our cash flow from operations, thereby reducing funds available for our operations, future

business opportunities, cash distributions to our stockholders and other purposes. We cannot assure you that we will have access to such equity or debt capital on favorable terms (including, without limitation, cost and term) at the desired times, or at all, which may cause us to curtail our asset acquisition activities and/or dispose of assets, which could negatively affect our results of operations.

***Our significant indebtedness subjects us to increased risk of loss and may reduce cash available for distributions to our stockholders.***

We currently have a significant amount of indebtedness outstanding. As of December 31, 2016, our total consolidated indebtedness was approximately \$6.2 billion (excluding accounts payable, accrued expenses, other liabilities, VIE liabilities and unfunded commitments). Our outstanding indebtedness currently includes our credit agreements, our repurchase agreements, our convertible senior notes, the 2021 Notes and mortgage debt on certain investment properties. Subject to market conditions and availability, we may incur additional debt through bank credit facilities (including term loans and revolving facilities), repurchase agreements, warehouse facilities, structured financing arrangements, public and private debt issuances and derivative instruments, in addition to transaction or asset specific funding arrangements. The percentage of leverage we employ will vary depending on our available capital, our ability to obtain and access financing arrangements with lenders and the lenders' and rating agencies' estimate of the stability of our investment portfolio's cash flow. Our governing documents contain no limitation on the amount of debt we may incur. We may significantly increase the amount of leverage we utilize at any time without approval of our board of directors. However, under our current repurchase agreements and bank credit facilities, our total leverage may not exceed 75% of total assets (as defined therein), as adjusted to remove the impact of bona-fide loan sales that are accounted for as financings and the consolidation of VIEs pursuant to GAAP. Moreover, the indenture governing the 2021 Notes contains covenants that, subject to a number of exceptions and adjustments, among other things, limit our ability to incur additional indebtedness and require that we maintain total unencumbered assets (as defined therein) of not less than 120% of the aggregate principal amount of our outstanding unsecured indebtedness (as defined therein). In addition, we may leverage individual assets at substantially higher levels. Incurring substantial debt subjects us to many risks that, if realized, would materially and adversely affect us, including the risk that:

- our cash flow from operations may be insufficient to make required payments of principal of and interest on the debt or we may fail to comply with all of the other covenants contained in the debt, which is likely to result in (i) acceleration of such debt (and any other debt containing a cross-default or cross-acceleration provision) that we may be unable to repay from internal funds or to refinance on favorable terms, or at all, (ii) our inability to borrow unused amounts under our financing arrangements, even if we are current in payments on borrowings under those arrangements and/or (iii) the loss of some or all of our assets to foreclosure or sale;
- our debt may increase our vulnerability to adverse economic and industry conditions with no assurance that investment yields will increase with higher financing costs;
- we may be required to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing funds available for operations, future business opportunities, stockholder distributions or other purposes; and
- we may not be able to refinance debt that matures prior to the investment it was used to finance on favorable terms, or at all.

***We are subject to margin calls from our lenders under our credit facilities.***

Subject to certain conditions, the lenders under our credit facilities retain the sole discretion over the market value of loans and/or securities that serve as collateral for the borrowings under our credit facilities for purposes of determining whether we are required to pay margin to such lenders.

***Interest rate fluctuations could significantly decrease our results of operations and cash flows and the market value of our investments.***

Our primary interest rate exposures relate to the following:

- changes in interest rates may affect the yield on our investments and the financing cost of our debt, as well as the performance of our interest rate swaps that we utilize for hedging purposes, which could result in operating losses for us should interest expense exceed interest income;
- declines in interest rates may reduce the yield on existing floating rate assets and/or the yield on prospective investments;
- changes in the level of interest rates may affect our ability to source investments;
- increases in the level of interest rates may negatively impact the value of our investments and our ability to realize gains from the disposition of assets;
- increases in the level of interest rates may (x) increase the credit risk of our assets by negatively impacting the ability of our borrowers to pay debt service on our floating rate loan assets or our ability to refinance our assets upon maturity, and (y) negatively impact the value of the real estate supporting our investments (or that we own directly) through the impact such increases can have on property valuation capitalization rates; and
- changes in interest rates and/or the differential between U.S. dollar interest rates and those of non-dollar currencies in which we invest can adversely affect the value of our non-dollar assets and/or associated currency hedging transactions.

***Our warehouse facilities may limit our ability to acquire assets, and we may incur losses if the collateral is liquidated.***

We utilize warehouse facilities pursuant to which we accumulate mortgage loans in anticipation of a securitization financing, which assets are pledged as collateral for such facilities until the securitization transaction is consummated. In order to borrow funds to acquire assets under any additional warehouse facilities, we expect that our lenders thereunder would have the right to review the potential assets for which we are seeking financing. We may be unable to obtain the consent of a lender to acquire assets that we believe would be beneficial to us and we may be unable to obtain alternate financing for such assets. In addition, no assurance can be given that a securitization transaction would be consummated with respect to the assets being warehoused. If the securitization is not consummated, the lender could liquidate the warehoused collateral and we would then have to pay any amount by which the original purchase price of the collateral assets exceeds its sale price, subject to negotiated caps, if any, on our exposure. In addition, regardless of whether the securitization is consummated, if any of the warehoused collateral is sold before the consummation, we would have to bear any resulting loss on the sale. No assurance can be given that we will be able to obtain additional warehouse facilities on favorable terms, or at all.

***The utilization of any of our repurchase agreements is subject to the pre-approval of the lender.***

We utilize repurchase agreements to finance the purchase of certain investments. In order for us to borrow funds under a repurchase agreement, our lender must have the right to review the potential assets for which we are seeking financing and approve such assets in its sole discretion. Accordingly, we may be unable to obtain the consent of a lender to finance an investment and alternate sources of financing for such asset may not exist.

***A failure to comply with restrictive covenants in our financing arrangements would have a material adverse effect on us, and any future financings may require us to provide additional collateral or pay down debt.***

We are subject to various restrictive covenants contained in our existing financing arrangements and may become subject to additional covenants in connection with future financings. Our credit agreements contain covenants that restrict our ability to incur additional debt or liens, make certain investments or acquisitions, merge, consolidate or

transfer or dispose of substantially all of our assets or otherwise dispose of property and assets, pay dividends and make certain other restricted payments, change the nature of our business, or enter into transactions with affiliates. Our credit agreements, as well as our master repurchase agreements, each requires us to maintain compliance with various financial covenants, including a minimum tangible net worth and cash liquidity, and specified financial ratios, such as total debt to total assets and EBITDA to fixed charges. In addition, the indenture governing the 2021 Notes contains covenants that, subject to a number of exceptions and adjustments, among other things: limit our ability to incur additional indebtedness; require that we maintain total unencumbered assets (as defined therein) of not less than 120% of the aggregate principal amount of our outstanding unsecured indebtedness (as defined therein); and impose certain requirements in order for us to merge or consolidate with another person. Certain of these covenants will be automatically suspended if the 2021 Notes have investment grade credit ratings from each of two specified rating agencies and no default or event of default has occurred and is continuing, subject to automatic reinstatement if the 2021 Notes cease to have an investment grade credit rating from both of those two rating agencies.

These covenants may limit our flexibility to pursue certain investments or incur additional debt. If we fail to meet or satisfy any of these covenants, we would be in default under these agreements and our indebtedness could be declared due and payable. In addition, our lenders could terminate their commitments, require the posting of additional collateral and enforce their interests against existing collateral. We may also be subject to cross-default and acceleration rights and, with respect to collateralized debt, the posting of additional collateral and foreclosure rights upon default. Further, this could also make it difficult for us to satisfy the distribution requirements necessary to maintain our status as a REIT for U.S. federal income tax purposes.

Our credit agreements and master repurchase agreements also involve the risk that the market value of the loans pledged or sold by us to the repurchase agreement counterparty or provider of the bank credit facility may decline in value, in which case the lender may require us to provide additional collateral or to repay all or a portion of the funds advanced. We may not have the funds available to repay our debt at that time, which would likely result in defaults unless we are able to raise the funds from alternative sources, which we may not be able to achieve on favorable terms or at all. Posting additional collateral would reduce our liquidity and limit our ability to leverage our assets. If we cannot meet these requirements, the lender could accelerate our indebtedness, increase the interest rate on advanced funds and terminate our ability to borrow funds from them, which could materially and adversely affect our financial condition and ability to continue to implement our business plan. In addition, in the event that the lender files for bankruptcy or becomes insolvent, our loans may become subject to bankruptcy or insolvency proceedings, thus depriving us, at least temporarily, of the benefit of these assets. Such an event could restrict our access to bank credit facilities and increase our cost of capital.

***If one or more of our Manager's executive officers are no longer employed by our Manager, the financial institutions providing us financing may not provide future financing to us, which could materially and adversely affect us.***

If financial institutions with whom we seek to finance our investments require that one or more of our Manager's executives continue to serve in such capacity and if one or more of our Manager's executives are no longer employed by our Manager, it may constitute an event of default and the financial institution providing the arrangement may have acceleration rights with respect to outstanding borrowings and termination rights with respect to our ability to finance our future investments with that institution. If we are unable to obtain financing for our accelerated borrowings and for our future investments under such circumstances, we could be materially and adversely affected.

***We directly or indirectly utilize non-recourse securitizations, and such structures expose us to risks that could result in losses to us.***

We utilize non-recourse securitizations of our investments in mortgage loans to the extent consistent with the maintenance of our REIT qualification and exemption from the Investment Company Act in order to generate cash for funding new investments and/or to leverage existing assets. In most instances, this involves us transferring our loans to a special purpose securitization entity in exchange for cash. In some sale transactions, we also retain a subordinated interest in the loans sold. The securitization of our portfolio investments might magnify our exposure to losses on those portfolio investments because the subordinated interest we retain in the loans sold would be subordinate to the senior interest in the loans sold, and we would, therefore, absorb all of the losses sustained with respect to a loan sold before the



owners of the senior interest experience any losses. Moreover, we cannot be assured that we will be able to access the securitization market in the future, or be able to do so at favorable rates. The inability to consummate securitizations of our portfolio investments to finance our investments on a long-term basis could require us to seek other forms of potentially less attractive financing or to liquidate assets at an inopportune time or price, which could adversely affect our performance and our ability to continue to grow our business.

***We may not have the ability to raise funds on acceptable terms necessary to settle conversions of our outstanding convertible senior notes or to purchase our outstanding convertible senior notes upon a fundamental change.***

As of December 31, 2016, we had \$1.4 billion in principal amount of convertible senior notes outstanding. If a fundamental change within the meaning of our outstanding convertible senior notes occurs, holders of those notes will have the right to require us to purchase for cash any or all of their notes. The fundamental change purchase price will equal 100% of the principal amount of the notes to be purchased, plus accrued and unpaid interest thereon. In addition, upon conversion of the convertible senior notes, we will be required to make cash payments in respect of the notes being converted, unless we elect to settle the conversion entirely in shares of our common stock. However, we may not have sufficient funds at the time we are required to purchase the notes surrendered therefor or to make cash payments on the notes being converted, and we may not be able to arrange necessary financing on acceptable terms. If we were unable to raise necessary funding on acceptable terms, our operating results and financial position could be negatively impacted if we were required to repurchase the notes or to pay cash upon conversion.

### **Risks Related to Hedging**

***We enter into hedging transactions that could expose us to contingent liabilities in the future.***

Subject to maintaining our qualification as a REIT, part of our investment strategy involves entering into hedging transactions that require us to fund cash payments in certain circumstances (such as the early termination of the hedging instrument caused by an event of default or other early termination event, or the decision by a counterparty to request margin securities it is contractually owed under the terms of the hedging instrument). The amount due would be equal to the unrealized loss of the open swap positions with the respective counterparty and could also include other fees and charges. These economic losses will be reflected in our results of operations, and our ability to fund these obligations will depend on the liquidity of our assets and access to capital at the time, and the need to fund these obligations could adversely impact our financial condition.

***Hedging may adversely affect our earnings, which could reduce our cash available for distribution to our stockholders.***

Subject to maintaining our qualification as a REIT, we pursue various hedging strategies to seek to reduce our exposure to adverse changes in interest rates. Our hedging activity varies in scope based on the level and volatility of interest rates, exchange rates, the types of assets held and other changing market conditions. Hedging may fail to protect or could adversely affect us because, among other things:

- interest rate, currency and/or credit hedging can be expensive and may result in us receiving less interest income;
- available interest rate hedges may not correspond directly with the interest rate risk for which protection is sought;
- due to a credit loss, prepayment or asset sale, the duration of the hedge may not match the duration of the related asset or liability;
- the amount of income that a REIT may earn from hedging transactions (other than hedging transactions that satisfy certain requirements of the Code or that are done through a TRS) to offset losses is limited by U.S. federal tax provisions governing REITs;

- the credit quality of the hedging counterparty owing money on the hedge may be downgraded to such an extent that it impairs our ability to sell or assign our side of the hedging transaction; and
- the hedging counterparty owing money in the hedging transaction may default on its obligation to pay.

In addition, we may fail to recalculate, readjust or execute hedges in an efficient manner.

Any hedging activity in which we engage may materially and adversely affect our results of operations and cash flows. Therefore, while we may enter into such transactions seeking to reduce risks, unanticipated changes in interest rates, credit spreads or currencies may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions or liabilities being hedged may vary materially. Moreover, for a variety of reasons, we may not seek to establish a perfect correlation between such hedging instruments and the portfolio positions or liabilities being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss.

***Hedging instruments often are not traded on regulated exchanges, guaranteed by an exchange or its clearing house, or regulated by any U.S. or foreign governmental authorities and involve risks and costs that could result in material losses.***

The cost of using hedging instruments increases as the period covered by the instrument increases and during periods of rising and volatile interest rates. In addition, some hedging instruments involve risk because they often are not traded on regulated exchanges, guaranteed by an exchange or its clearing house, or regulated by any U.S. or foreign governmental authorities. Consequently, in many cases, there are no requirements with respect to record keeping, financial responsibility or segregation of customer funds and positions. Furthermore, the enforceability of agreements underlying hedging transactions may depend on compliance with applicable securities, commodity and other regulatory requirements and, depending on the identity of the counterparty, applicable international requirements. The business failure of a hedging counterparty with whom we enter into a hedging transaction that is not cleared on a regulated centralized clearing house will most likely result in its default. Default by a party with whom we enter into a hedging transaction may result in the loss of unrealized profits and force us to cover our commitments, if any, at the then current market price. Although generally we will seek to reserve the right to terminate our hedging positions, it may not always be possible to dispose of or close out a hedging position without the consent of the hedging counterparty and we may not be able to enter into an offsetting contract in order to cover our risk. We cannot assure you that a liquid secondary market will exist for hedging instruments purchased or sold, and we may be required to maintain a position until exercise or expiration, which could result in significant losses.

***We may fail to qualify for, or choose not to elect, hedge accounting treatment.***

We record derivative and hedging transactions in accordance with GAAP. Under these standards, we may fail to qualify for, or choose not to elect, hedge accounting treatment for a number of reasons, including if we use instruments that do not meet the definition of a derivative (such as short sales), we fail to satisfy hedge documentation and hedge effectiveness assessment requirements or our instruments are not highly effective. If we fail to qualify for, or choose not to elect, hedge accounting treatment, our operating results may be volatile because changes in the fair value of the derivatives that we enter into may not be offset by a change in the fair value of the related hedged transaction or item.

***We enter into derivative contracts that could expose us to contingent liabilities in the future.***

Subject to maintaining our qualification as a REIT, we enter into derivative contracts that could require us to fund cash payments in the future under certain circumstances (e.g., the early termination of the derivative agreement caused by an event of default or other early termination event, or the decision by a counterparty to request margin securities it is contractually owed under the terms of the derivative contract). The amount due would be equal to the unrealized loss of the open swap positions with the respective counterparty and could also include other fees and charges. These economic losses may materially and adversely affect our results of operations and cash flows.

## **Risks Related to Our Investments**

### ***We may not be able to identify additional assets that meet our investment objective.***

We cannot assure you that we will be able to identify additional assets that meet our investment objective, that we will be successful in consummating any investment opportunities we identify or that one or more investments we may make will yield attractive risk-adjusted returns. Our inability to do any of the foregoing likely would materially and adversely affect our results of operations and cash flows and our ability to make distributions to our stockholders.

### ***The lack of liquidity in our investments may adversely affect our business.***

The lack of liquidity of our investments in real estate loans and investments, other than certain of our investments in mortgage-backed securities (“MBS”), may make it difficult for us to sell such investments if the need or desire arises. Many of the securities we purchase are not registered under the relevant securities laws, resulting in a prohibition against their transfer, sale, pledge or their disposition except in a transaction that is exempt from the registration requirements of, or otherwise in accordance with, those laws. In addition, certain investments such as B-Notes, mezzanine loans and bridge and other loans are also particularly illiquid investments due to their short life, their potential unsuitability for securitization and/or the greater difficulty of recovery in the event of a borrower default. As a result, many of our current investments are, and our future investments will be, illiquid and if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we have previously recorded our investments. Further, we may face other restrictions on our ability to liquidate an investment in a business entity to the extent that we or our Manager has or could be attributed with material non-public information regarding such business entity. As a result, our ability to vary our portfolio in response to changes in economic and other conditions may be relatively limited, which could adversely affect our results of operations and financial condition.

### ***Our investments may be concentrated and are subject to risk of default.***

While we seek to diversify our portfolio of investments, we are not required to observe specific diversification criteria, except as may be set forth in the investment guidelines adopted by our board of directors. Therefore, our investments in our target assets may at times be concentrated in certain property types that are subject to higher risk of foreclosure, or secured by properties concentrated in a limited number of geographic locations. To the extent that our portfolio is concentrated in any one region or type of asset, downturns relating generally to such region or type of asset may result in defaults on a number of our investments within a short time period, which may reduce our net income and the value of our common stock and accordingly reduce our ability to make distributions to our stockholders.

### ***Difficult conditions in the mortgage, commercial and residential real estate markets may cause us to experience market losses related to our holdings.***

Our results of operations are materially affected by conditions in the real estate markets, the financial markets and the economy generally. Concerns about the real estate market, as well as inflation, energy costs, geopolitical issues and the availability and cost of credit, have contributed to increased volatility and diminished expectations for the economy and markets going forward. The residential mortgage market has been affected by changes in the lending landscape and there is no assurance that these conditions have stabilized or that they will not worsen. The disruption in the residential mortgage market has an impact on new demand for homes, which weigh on future home price performance. There is a strong correlation between home price growth rates and mortgage loan delinquencies. Deterioration in the real estate market may cause us to experience losses related to our assets and to sell assets at a loss. Declines in the market values of our investments may adversely affect our results of operations and credit availability, which may reduce earnings and, in turn, cash available for distribution to our stockholders.

### ***Our preferred equity investments involve a greater risk of loss than conventional debt financing.***

We make preferred equity investments. These investments involve a higher degree of risk than conventional debt financing due to a variety of factors, including their non-collateralized nature and subordinated ranking to other loans and liabilities of the entity in which such preferred equity is held. Accordingly, if the issuer defaults on our

investment, we would only be able to proceed against such entity in accordance with the terms of the preferred security, and not against any property owned by such entity. Furthermore, in the event of bankruptcy or foreclosure, we would only be able to recoup our investment after all lenders to, and other creditors of, such entity are paid in full. As a result, we may lose all or a significant part of our investment, which could result in significant losses.

***Our commercial construction lending may expose us to increased lending risks.***

Our commercial construction lending may expose us to increased lending risks. At December 31, 2016, our loan portfolio consisted of \$1.0 billion of commercial real estate construction loans. Construction loans generally expose a lender to greater risk of non-payment and loss than permanent commercial mortgage loans because repayment of the loans often depends on the borrower's ability to secure permanent "take-out" financing, which requires the successful completion of construction and stabilization of the project, or operation of the property with an income stream sufficient to meet operating expenses, including debt service on such replacement financing. For construction loans, increased risks include the accuracy of the estimate of the property's value at completion of construction and the estimated cost of construction—all of which may be affected by unanticipated construction delays and cost over-runs. Such loans typically involve an expectation that the borrower's sponsors will contribute sufficient equity funds in order to keep the loan "in balance," and the sponsors' failure or inability to meet this obligation could result in delays in construction or an inability to complete construction. Commercial construction loans also expose the lender to additional risks of contractor non-performance, or borrower disputes with contractors resulting in mechanic's or materialmen's liens on the property and possible further delay in construction. In addition, since such loans generally entail greater risk than mortgage loans on income producing property, we may need to increase our allowance for loan losses in the future to account for the likely increase in probable incurred credit losses associated with such loans. Further, as the lender under a construction loan, we may be obligated to fund all or a significant portion of the loan at one or more future dates. We may not have the funds available at such future date(s) to meet our funding obligations under the loan. In that event, we would likely be in breach of the loan unless we are able to raise the funds from alternative sources, which we may not be able to achieve on favorable terms or at all. In addition, many of our construction loans have multiple lenders and if another lender fails to fund we could be faced with the choice of either funding for that defaulting lender or suffering a delay or protracted interruption in the progress of construction.

***We operate in a highly competitive market for investment opportunities and competition may limit our ability to acquire desirable investments in our target assets and could also affect the pricing of these investment opportunities.***

We operate in a highly competitive market for investment opportunities. Our profitability depends, in large part, on our ability to acquire our target assets at attractive prices. In acquiring our target assets, we compete with a variety of institutional investors, including other REITs, commercial and investment banks, specialty finance companies, public and private funds (including other funds managed by Starwood Capital Group), commercial finance and insurance companies and other financial institutions. Many of our competitors are substantially larger and have considerably greater financial, technical, marketing and other resources than we do. Several other REITs have raised significant amounts of capital and may have investment objectives that overlap with ours, which may create additional competition for investment opportunities. Some competitors may have a lower cost of funds and access to funding sources that may not be available to us, such as funding from the U.S. government, if we are not eligible to participate in programs established by the U.S. government. Many of our competitors are not subject to the operating constraints associated with REIT tax compliance or maintenance of an exemption from the Investment Company Act. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than we do. Furthermore, competition for investments in our target assets may lead to the price of such assets increasing, which may further limit our ability to generate desired returns. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this competition, desirable investments in our target assets may be limited in the future and we may not be able to continue to take advantage of attractive investment opportunities from time to time, as we can provide no assurance that we will be able to identify and make additional investments that are consistent with our investment objectives.

***The commercial mortgage loans we originate or acquire and the mortgage loans underlying our CMBS investments are subject to the ability of the commercial property owner to generate net income from operating the property as well as the risks of delinquency and foreclosure.***

Commercial mortgage loans are secured by multifamily or commercial property and are subject to risks of delinquency and foreclosure, and risks of loss that may be greater than similar risks associated with loans made on the security of single-family residential property. The ability of a borrower to repay a loan secured by an income-producing property typically is dependent primarily upon the successful operation of such property rather than upon the existence of independent income or assets of the borrower. If the net operating income of the property is reduced, the borrower's ability to repay the loan may be impaired. Net operating income of an income-producing property can be adversely affected by, among other things,

- tenant mix;
- success of tenant businesses;
- property management decisions;
- property location, condition and design;
- competition from comparable types of properties;
- changes in laws that increase operating expenses or limit rents that may be charged;
- changes in national, regional or local economic conditions and/or specific industry segments, including the credit and securitization markets;
- declines in regional or local real estate values;
- declines in regional or local rental or occupancy rates;
- increases in interest rates, real estate tax rates and other operating expenses;
- costs of remediation and liabilities associated with environmental conditions;
- the potential for uninsured or underinsured property losses;
- changes in governmental laws and regulations, including fiscal policies, zoning ordinances and environmental legislation and the related costs of compliance; and
- acts of God, terrorist attacks, social unrest and civil disturbances.

In the event of any default under a mortgage loan held directly by us, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the principal and accrued interest of the mortgage loan, which could have a material adverse effect on our cash flow from operations and limit amounts available for distribution to our stockholders. In the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law. Foreclosure of a mortgage loan can be an expensive and lengthy process, which could have a substantial negative effect on our anticipated return on the foreclosed mortgage loan.



***Our investments in CMBS are generally subject to losses.***

Our investments in CMBS are subject to losses. In general, losses on a mortgaged property securing a mortgage loan included in a securitization will be borne first by the equity holder of the property, then by a cash reserve fund or letter of credit, if any, then by the holder of a mezzanine loan or B-Note, if any, then by the “first loss” subordinated security holder (generally, the “B-Piece” buyer) and then by the holder of a higher-rated security. In the event of default and the exhaustion of any equity support, reserve fund, letter of credit, mezzanine loans or B-Notes, and any classes of securities junior to those in which we invest, we will not be able to recover all of our investment in the securities we purchase. In addition, if the underlying mortgage portfolio has been overvalued by the originator, or if the values subsequently decline and, as a result, less collateral is available to satisfy interest and principal payments due on the related CMBS, there would be an increased risk of loss. The prices of lower credit quality securities are generally less sensitive to interest rate changes than more highly rated investments, but more sensitive to adverse economic downturns or individual issuer developments.

***Dislocations, illiquidity and volatility in the market for commercial real estate as well as the broader financial markets could adversely affect the performance and value of commercial mortgage loans, the demand for CMBS and the value of CMBS investments.***

In recent years, the real estate and securitization markets, including the market for CMBS, as well as global financial markets and the economy generally, experienced significant dislocations, illiquidity and volatility. We cannot assure you that dislocations in the commercial mortgage loan market will not occur in the future.

Challenging economic conditions have affected the financial strength of many commercial, multi-family and other tenants and have resulted in increased rent delinquencies and decreased occupancy. Economic challenges may lead to decreased occupancy, decreased rents or other declines in income from, or the value of, commercial, multi-family and manufactured housing community real estate.

In past years, declining commercial real estate values, coupled with tighter underwriting standards for commercial real estate loans, prevented many commercial borrowers from refinancing their mortgages, which resulted in increased delinquencies and defaults on commercial, multi-family and other mortgage loans. Past declines in commercial real estate values also resulted in reduced borrower equity, further hindering borrowers’ ability to refinance in an environment of increasingly restrictive lending standards and giving them less incentive to cure delinquencies and avoid foreclosure. The lack of refinancing opportunities in past years has impacted and could impact in the future, in particular, mortgage loans that do not fully amortize and on which there is a substantial balloon payment due at maturity, because borrowers generally expect to refinance these types of loans on or prior to their maturity date. There are substantial amounts of U.S. mortgage loans with balloon payment obligations in excess of their respective current property values that are scheduled to mature over the next 18 months. Finally, declining commercial real estate values and the associated increases in loan-to-value ratios would result in lower recoveries on foreclosure and an increase in losses above those that would have been realized had commercial property values remained the same or increased. Continuing defaults, delinquencies and losses would further decrease property values, thereby resulting in additional defaults by commercial mortgage borrowers, further credit constraints and further declines in property values.

***If our Manager overestimates the yields or incorrectly prices the risks of our investments, we may experience losses.***

Our Manager values our potential investments based on yields and risks, taking into account estimated future losses on the mortgage loans and the underlying collateral included in the securitization’s pools, and the estimated impact of these losses on expected future cash flows and returns. Our Manager’s loss estimates may not prove accurate, as actual results may vary from estimates. In the event that our Manager underestimates the asset level losses relative to the price we pay for a particular investment, we may experience losses with respect to such investment.

***Real estate valuation is inherently subjective and uncertain.***

The valuation of real estate and therefore the valuation of any underlying security relating to loans made by us is inherently subjective due to, among other factors, the individual nature of each property, its location, the expected future rental revenues from that particular property and the valuation methodology adopted. In addition, where we invest in construction loans, initial valuations will assume completion of the project. As a result, the valuations of the real estate assets against which we will make loans are subject to a degree of uncertainty and are made on the basis of assumptions and methodologies that may not prove to be accurate, particularly in periods of volatility, low transaction flow or restricted debt availability in the commercial or residential real estate markets.

***Any investments in corporate bank debt and debt securities of commercial real estate operating or finance companies are subject to the specific risks relating to the particular companies and to the general risks of investing in real estate-related loans and securities, which may result in significant losses.***

We may invest in corporate bank debt and in debt securities of commercial real estate operating or finance companies. These investments involve special risks relating to the particular company, including its financial condition, liquidity, results of operations, business and prospects. In particular, the debt securities are often non-collateralized and may also be subordinated to its other obligations. We also invest in debt securities of companies that are not rated or are rated non-investment grade by one or more rating agencies. Investments that are not rated or are rated non-investment grade have a higher risk of default than investment grade rated assets and therefore may result in losses to us. We have not adopted any limit on such investments.

These investments also subject us to the risks inherent with real estate-related investments, including:

- risks of delinquency and foreclosure, and risks of loss in the event thereof;
- the dependence upon the successful operation of, and net income from, real property;
- risks generally incident to interests in real property; and
- risks specific to the type and use of a particular property.

These risks may adversely affect the value of our investments in commercial real estate operating and finance companies and the ability of the issuers thereof to make principal and interest payments in a timely manner, or at all, and could result in significant losses.

***Investments in non-conforming and non-investment grade rated loans or securities involve increased risk of loss.***

Many of our investments do not conform to conventional loan standards applied by traditional lenders and either are not rated or rated as non-investment grade by the rating agencies. The non-investment grade credit ratings for these assets typically result from the overall leverage of the loans, the lack of a strong operating history for the properties underlying the loans, the borrowers' credit history, the properties' underlying cash flow or other factors. As a result, these investments have a higher risk of default and loss than investment grade rated assets. Any loss we incur may be significant and may reduce distributions to our stockholders and adversely affect the market value of our common stock. There are no limits on the percentage of unrated or non-investment grade rated assets we may hold in our investment portfolio.

***Any credit ratings assigned to our investments are subject to ongoing evaluations and revisions and we cannot assure you that those ratings will not be downgraded.***

Some of our investments are rated by Moody's Investors Service, Inc., Fitch Ratings, Inc., Standard & Poor's Ratings Services, DBRS, Inc., Kroll Bond Rating Agency, Inc. or Morningstar Credit Ratings, LLC. Any credit ratings on our investments are subject to ongoing evaluation by credit rating agencies, and we cannot assure you that any such ratings will not be changed or withdrawn by a rating agency in the future if, in its judgment, circumstances warrant. If

rating agencies assign a lower-than-expected rating or reduce or withdraw, or indicate that they may reduce or withdraw, their ratings of our investments in the future, the value of these investments could significantly decline, which would adversely affect the value of our investment portfolio and could result in losses upon disposition or the failure of borrowers to satisfy their debt service obligations to us.

***The B-Notes that we acquire may be subject to additional risks related to the privately negotiated structure and terms of the transaction, which may result in losses to us.***

We invest in B-Notes. A B-Note is a mortgage loan typically (i) secured by a first mortgage on a single large commercial property or group of related properties and (ii) subordinated to an A-Note secured by the same first mortgage on the same collateral. As a result, if a borrower defaults, there may not be sufficient funds remaining for a B-Note holder after payment to the A-Note holder. However, because each transaction is privately negotiated, B-Notes can vary in their structural characteristics and risks. For example, the rights of holders of B-Notes to control the process following a borrower default may vary from transaction to transaction. Further, B-Notes typically are secured by a single property and so reflect the risks associated with significant concentration. Significant losses related to our B-Notes would result in operating losses for us and may limit our ability to make distributions to our stockholders.

***Our mezzanine loans involve greater risks of loss than senior loans secured by income-producing properties.***

We invest in mezzanine loans, which sometimes take the form of subordinated loans secured by second mortgages on the underlying property or more commonly take the form of loans secured by a pledge of the ownership interests of either the entity owning the property or a pledge of the ownership interests of the entity that owns the interest in the entity owning the property. These types of assets involve a higher degree of risk than long-term senior mortgage lending secured by income-producing real property because the loan may become unsecured as a result of foreclosure by the senior lender. In the event of a bankruptcy of the entity providing the pledge of its ownership interests as security, we may not have full recourse to the assets of such entity, or the assets of the entity may not be sufficient to satisfy our mezzanine loan. If a borrower defaults on our mezzanine loan or debt senior to our loan, or in the event of a borrower bankruptcy, our mezzanine loan will be satisfied only after the senior debt. As a result, we may not recover some or all of our investment. In addition, mezzanine loans may have higher loan-to-value ratios than conventional mortgage loans, resulting in less equity in the property and increasing the risk of loss of principal. Significant losses related to our mezzanine loans would result in operating losses for us and may limit our ability to make distributions to our stockholders.

***Bridge loans involve a greater risk of loss than traditional investment-grade mortgage loans with fully insured borrowers.***

We may acquire bridge loans secured by first lien mortgages on a property to borrowers who are typically seeking short-term capital to be used in an acquisition, construction or rehabilitation of a property, or other short-term liquidity needs. The typical borrower under a bridge loan has usually identified an undervalued asset that has been under-managed and/or is located in a recovering market. If the market in which the asset is located fails to recover according to the borrower's projections, or if the borrower fails to improve the quality of the asset's management and/or the value of the asset, the borrower may not receive a sufficient return on the asset to satisfy the bridge loan, and we bear the risk that we may not recover some or all of our initial expenditure.

In addition, borrowers usually use the proceeds of a conventional mortgage to repay a bridge loan. A bridge loan therefore is subject to the risk of a borrower's inability to obtain permanent financing to repay the bridge loan. Bridge loans are also subject to risks of borrower defaults, bankruptcies, fraud, losses and special hazard losses that are not covered by standard hazard insurance. In the event of any default under bridge loans held by us, we bear the risk of loss of principal and non-payment of interest and fees to the extent of any deficiency between the value of the mortgage collateral and the principal amount and unpaid interest of the bridge loan. To the extent we suffer such losses with respect to our bridge loans, the value of our company and the price of our shares of common stock may be adversely affected.

***We purchase securities backed by subprime or alternative documentation residential mortgage loans, which are subject to increased risks.***

We own non-agency RMBS backed by collateral pools of mortgage loans that have been originated using underwriting standards that are less restrictive than those used in underwriting “prime” mortgage loans. These lower standards include mortgage loans made to borrowers having imperfect or impaired credit histories, mortgage loans where the amount of the loan at origination is 80% or more of the value of the mortgaged property, mortgage loans made to borrowers with low credit scores, mortgage loans made to borrowers who have other debt that represents a large portion of their income and mortgage loans made to borrowers whose income is not required to be disclosed or verified. Due to economic conditions, including increased interest rates and lower home prices, as well as aggressive lending practices, subprime mortgage loans have in recent periods experienced increased rates of delinquency, foreclosure, bankruptcy and loss, and they are likely to continue to experience delinquency, foreclosure, bankruptcy and loss rates that are higher, and that may be substantially higher, than those experienced by mortgage loans underwritten in a more traditional manner. Thus, because of the higher delinquency rates and losses associated with subprime mortgage loans and alternative documentation (“Alt-A”) mortgage loans, the performance of non-agency RMBS backed by subprime mortgage loans and Alt-A mortgage loans that we acquire could be correspondingly adversely affected, which could adversely impact our results of operations, financial condition and business.

***We may acquire and sell from time to time residential mortgage loans, including “non-QM” loans, which may subject us to legal, regulatory and other risks, which could adversely impact our business and financial results.***

We may from time to time acquire residential mortgage loans, including residential mortgage loans sometimes referred to as “non-qualified mortgages” or “non-QMs” that will not have the benefit of enhanced legal protections otherwise available in connection with the origination of residential mortgage loans to a more restrictive credit standard than just determining a borrower’s ability to repay, as further described below.

The ownership of residential mortgage loans, including non-QMs, will subject us to legal, regulatory and other risks, including those arising under federal consumer protection laws and regulations designed to regulate residential mortgage loan underwriting and originators’ lending processes, standards, and disclosures to borrowers. These laws and regulations include the Consumer Financial Protection Bureau’s (“CFPB”) TILA-RESPA Integrated Disclosure rule (also referred to as “TRID”), the “ability-to-repay” rules (“ATR Rules”) under the Truth-in-Lending Act and “qualified mortgage” regulations, in addition to various federal, state and local laws and regulations intended to discourage predatory lending practices by residential mortgage loan originators. The ATR Rules specify the characteristics of a “qualified mortgage” and two levels of presumption of compliance with the ATR Rules: a safe harbor and a rebuttable presumption for higher priced loans. The “safe harbor” under the ATR Rules applies to a covered transaction that meets the definition of “qualified mortgage” and is not a “higher-priced covered transaction.” For any covered transaction that meets the definition of a “qualified mortgage” and is not a “higher-priced covered transaction,” the creditor or assignee will be deemed to have complied with the ability-to-repay requirement and, accordingly, will be conclusively presumed to have made a good faith and reasonable determination of the consumer’s ability to repay. Creditors or assignees will have the benefit of a rebuttable presumption of compliance with the applicable ATR Rules if they have complied with the qualified mortgage characteristics of the ATR Rules other than the residential mortgage loan being higher-priced in excess of certain thresholds. Non-QMs, such as residential mortgage loans with a debt-to-income ratio exceeding 43%, are among the loan products that we may acquire that do not constitute qualified mortgages and, accordingly, do not have the benefit of either a safe harbor from liability under the ATR Rules or a rebuttable presumption of compliance with the ATR Rules. Application of certain standards set forth in the ATR Rules is highly subjective and subject to interpretive uncertainties. As a result, a court may determine that a residential mortgage loan did not meet the standard or test even if the originator reasonably believed such standard or test had been satisfied. Failure of residential mortgage loan originators or servicers to comply with these laws and regulations could subject us, as an assignee or purchaser of these loans (or as an investor in securities backed by these loans), to monetary penalties assessed by the CFPB through its administrative enforcement authority and by mortgagors through a private right of action against lenders or as a defense to foreclosure, including by recoupment or setoff of finance charges and fees collected, and could result in rescission of the affected residential mortgage loans, which could adversely impact our business and financial results. Such risks may be higher in connection with the acquisition of non-QMs. Borrowers under Non-QMs may be more likely to challenge the analysis conducted under the ATR Rules by lenders. Even if a borrower does not succeed in the challenge, additional costs may be incurred in connection with challenging and defending such claims, which may be more costly in judicial foreclosure jurisdictions than in non-judicial foreclosure jurisdictions, and there may be more of a

likelihood such claims are made since the borrower is already exposed to the judicial system to process the foreclosure.

In addition, when certain of our wholly-owned subsidiaries sell, finance or sponsor securitizations of residential mortgage loans, such subsidiaries may make representations and warranties to the purchaser, the financing provider or to other third parties regarding, among other things, certain characteristics of those assets, including characteristics sought to be verified through underwriting and due diligence efforts. In the event of breaches of representations and warranties with respect to any asset, such subsidiaries may be obligated to repurchase that asset or pay damages or remove that asset from the borrowing base, as applicable, which may result in a loss. Even if representations and warranties are made by counterparties from whom we acquired the loans, they may not parallel the representations and warranties our subsidiaries make or may otherwise not protect us from losses, including, for example, due to the fact that the counterparty may be insolvent or otherwise unable to make a payment at the time of a claim against such counterparty for damages for a breach of representation or warranty.

***The residential mortgage loans that we may acquire, and that underlie the RMBS we acquire, are subject to risks particular to investments secured by mortgage loans on residential property. These risks are heightened because we may purchase non-performing loans.***

Residential mortgage loans are secured by single family residential property and are subject to risks of delinquency and foreclosure and risks of loss. The ability of a borrower to repay a loan secured by a residential property typically is dependent upon the income and/or assets of the borrower. A number of factors may impair borrowers' abilities to repay their loans, including:

- changes in the borrowers' income or assets;
- acts of God, which may result in uninsured losses;
- acts of war or terrorism, including the consequences of such events;
- adverse changes in national and local economic and market conditions;
- changes in governmental laws and regulations, including fiscal policies, zoning ordinances and environmental legislation and the related costs of compliance;
- costs of remediation and liabilities associated with environmental conditions; and
- the potential for uninsured or under-insured property losses.

In the event of any default under a residential mortgage loan held directly by us, we will bear a risk of loss of principal to the extent of any deficiency between the value of the collateral and the price we paid for the loan and any accrued interest of the mortgage loan plus advances made, which could have a material adverse effect on our cash flow from operations. In the event of the bankruptcy of a mortgage loan borrower, the mortgage loan to such borrower will be deemed to be secured only to the extent of the value of the underlying collateral at the time of bankruptcy (as determined by the bankruptcy court), and the lien securing the mortgage loan will be subject to the avoidance powers of the bankruptcy trustee or debtor-in-possession to the extent the lien is unenforceable under state law. Additionally, foreclosure on a mortgage loan could subject us to greater concentration of the risks of the residential real estate markets and risks related to the ownership and management of real property.

We may acquire non-agency RMBS, which are backed by residential property but, in contrast to agency RMBS, their principal and interest are not guaranteed by federally chartered entities such as the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation and, in the case of the Government National Mortgage Association, the U.S. government. Our investments in RMBS are subject to the risks of defaults, foreclosure timeline extension, fraud, home price depreciation and unfavorable modification of loan principal amount, interest rate and amortization of principal accompanying the underlying residential mortgage loans. To the extent that assets underlying our investments are concentrated geographically, by property type or in certain other respects, we may be subject to

certain of the foregoing risks to a greater extent. In the event of defaults on the residential mortgage loans that underlie our investments in agency RMBS and the exhaustion of any underlying or any additional credit support, we may not realize our anticipated return on our investments and we may incur a loss on these investments.

***Our inability to promptly foreclose upon defaulted residential mortgage loans could increase our cost of doing business and/or diminish our expected return on investments.***

Our ability to promptly foreclose upon defaulted residential mortgage loans and liquidate the underlying real property plays a critical role in our valuation of, and expected return on, those investments. There are a variety of factors that may inhibit our ability to foreclose upon a residential mortgage loan and liquidate the real property within the time frames we model as part of our valuation process. These factors include, without limitation: federal, state or local legislative action or initiatives designed to provide homeowners with assistance in avoiding residential mortgage loan foreclosures and that serve to delay the foreclosure process; Home Affordable Modification Program and other programs that require specific procedures to be followed to explore the refinancing of a mortgage loan prior to the commencement of a foreclosure proceeding; and continued declines in real estate values and sustained high levels of unemployment that increase the number of foreclosures and place additional pressure on the already overburdened judicial and administrative systems.

***Prepayment rates may adversely affect the value of our investment portfolio.***

The value of our investment portfolio is affected by prepayment rates on our mortgage assets. In many cases, borrowers are not prohibited from making prepayments on their mortgage loans. Prepayment rates are influenced by changes in interest rates and a variety of economic, geographic and other factors beyond our control, including, without limitation, housing and financial markets and relative interest rates on fixed rate mortgage loans, and adjustable rate mortgage loans (“ARMs”) and consequently prepayment rates cannot be predicted.

We generally receive payments from principal payments that are made on our mortgage assets, including residential mortgage loans underlying the agency RMBS or the non-agency RMBS that we acquire. When borrowers prepay their mortgage loans faster than expected, it results in prepayments that are faster than expected. Faster than expected prepayments could adversely affect our profitability and our ability to recoup our cost of certain investments purchased at a premium over par value, including in the following ways:

- We may purchase RMBS that have a higher interest rate than the prevailing market interest rate at the time. In exchange for this higher interest rate, we may pay a premium over the par value to acquire our mortgage asset. In accordance with GAAP, we may amortize this premium over the estimated term of our mortgage asset. If our mortgage asset is prepaid in whole or in part prior to its maturity date, however, we may be required to expense the allocable portion of the premium at the time of the prepayment.
- Prepayment rates generally increase when interest rates fall and decrease when interest rates rise, making it unlikely that we would be able to reinvest the proceeds of any prepayment in mortgage assets of similar quality and terms (including yield). If we are unable to invest in similar mortgage assets, we would be adversely affected.

While we seek to minimize prepayment risk to the extent practical, in selecting investments we must balance prepayment risk against other risks and the potential returns of each investment. No strategy can completely insulate us from prepayment risk.

***Interest rate mismatches between our agency RMBS backed by ARMs and our borrowings used to fund our purchases of these assets may reduce our net interest income and cause us to suffer a loss during periods of rising interest rates.***

To the extent that we invest in agency RMBS backed by ARMs, we may finance these investments with borrowings that have interest rates that adjust more frequently than the interest rates of those agency RMBS or the ARMs that back those RMBS. Accordingly, if short-term interest rates increase, our borrowing costs may increase faster

than the interest rates on agency RMBS backed by ARMs adjust. As a result, in a period of rising interest rates, we could experience a decrease in net income or a net loss. In most cases, the interest rates on our agency RMBS and on our borrowings will not be identical, thereby potentially creating an interest rate mismatch between our investments and our borrowings. While the historical spread between relevant short-term interest rate indices has been relatively stable, there have been periods when the spread between these indices was volatile. During periods of changing interest rates, these interest rate index mismatches could reduce our net income or produce a net loss, and adversely affect our ability to make distributions and the market price of our common stock.

In addition, agency RMBS backed by ARMs are typically subject to lifetime interest rate caps which limit the amount that interest rates can increase through the maturity of the agency RMBS. However, our borrowings under repurchase agreements typically are not subject to similar restrictions. Accordingly, in a period of rapidly increasing interest rates, the interest rates paid on our borrowings could increase without limitation while caps could limit the interest rates on these types of agency RMBS. This problem is magnified for agency RMBS backed by ARMs that are not fully indexed. Further, some agency RMBS backed by ARMs may be subject to periodic payment caps that result in a portion of the interest being deferred and added to the principal outstanding. As a result, we may receive less cash income on these types of agency RMBS than we need to pay interest on our related borrowings. These factors could reduce our net interest income and cause us to suffer a loss during periods of rising interest rates.

***Risks of cost overruns and noncompletion of renovation of the properties underlying rehabilitation loans may result in significant losses.***

The renovation, refurbishment or expansion by a borrower under a mortgaged property involves risks of cost overruns and noncompletion. Estimates of the costs of improvements to bring an acquired property up to standards established for the market position intended for that property may prove inaccurate. Other risks may include rehabilitation costs exceeding original estimates, possibly making a project uneconomical, environmental risks and rehabilitation and subsequent leasing of the property not being completed on schedule. If such renovation is not completed in a timely manner, or if it costs more than expected, the borrower may experience a prolonged impairment of net operating income and may not be able to make payments on our investment, which could result in significant losses.

***Interest rate fluctuations could reduce our ability to generate income on our investments and may cause losses.***

Changes in interest rates affect our net interest income, which is the difference between the interest income we earn on our interest-earning investments and the interest expense we incur in financing these investments. Changes in the level of interest rates also may affect our ability to originate and acquire assets, the value of our assets and our ability to realize gains from the disposition of assets. Changes in interest rates may also affect borrower default rates. In a period of rising interest rates, our interest expense could increase, while the interest we earn on our fixed-rate debt investments would not change, adversely affecting our profitability. Our operating results depend in large part on differences between the income from our assets, net of credit losses, and our financing costs. We anticipate that for any period during which our assets are not match-funded, the income from such assets will respond more slowly to interest rate fluctuations than the cost of our borrowings. Consequently, changes in interest rates may significantly influence our net income. Interest rate fluctuations resulting in our interest expense exceeding interest income would result in operating losses for us.

***We may invest in distressed and non-performing commercial loans which could subject us to increased risks relative to performing loans, which may result in losses to us.***

We may invest in distressed and non-performing commercial mortgage loans, which are subject to increased risks of loss. Such loans may be or become non-performing for a variety of reasons, including, without limitation, because the underlying property is too highly leveraged or the borrower falls upon financial distress, in either case, resulting in the borrower being unable to meet its debt service obligations. Such loans may require a substantial amount of workout negotiations and/or restructuring, which may divert the attention of our Manager from other activities and may entail, among other things, a substantial reduction in the interest rate and a substantial write-down of the principal of the loan. Moreover, the ability to implement a successful restructuring entails a high degree of uncertainty, and there can be no assurance that our Manager would be able to implement any such restructuring on favorable terms or at all.



The financial or operating difficulties relating to the distressed or non-performing loan may never be overcome and may cause the borrower to become subject to bankruptcy or other similar administrative proceedings. In connection with any such proceeding, we may incur substantial or total losses on our investments and may become subject to certain additional potential liabilities that may exceed the value of our original investment therein. For example, under certain circumstances, a lender that has inappropriately exercised control over the management and policies of a debtor may have its claims subordinated or disallowed or may be found liable for damages suffered by parties as a result of such actions. In addition, under certain circumstances, payments to us may be reclaimed if any such payment is later determined to have been a fraudulent conveyance, preferential payment, or similar transaction under applicable bankruptcy and insolvency laws.

Alternatively, we may find it necessary or desirable to foreclose on one of these loans, and the foreclosure process may be lengthy and expensive. Borrowers or junior lenders may resist mortgage foreclosure actions by asserting numerous claims, counterclaims and defenses against us. Any costs or delays involved in the effectuation of a foreclosure of the loan or a liquidation of the underlying property, or defending challenges brought after the completion of a foreclosure, will further reduce the proceeds and thus increase our loss.

***We may experience a decline in the fair value of our assets.***

A decline in the fair value of our assets may require us to recognize an “other-than-temporary” impairment against such assets under GAAP if we were to determine that, with respect to any assets in unrealized loss positions, we do not have the ability and intent to hold such assets to maturity or for a period of time sufficient to allow for recovery to the amortized cost of such assets. If such a determination were to be made, we would recognize unrealized losses through earnings and write down the amortized cost of such assets to a new cost basis, based on the fair value of such assets on the date they are considered to be other-than-temporarily impaired. Such impairment charges reflect non-cash losses at the time of recognition; subsequent disposition or sale of such assets could further affect our future losses or gains, as they are based on the difference between the sale price received and adjusted amortized cost of such assets at the time of sale.

***Some of our portfolio investments are recorded at fair value and, as a result, there is uncertainty as to the value of these investments.***

Some of our portfolio investments are in the form of positions or securities that are not publicly traded. The fair value of securities and other investments that are not publicly traded may not be readily determinable. We value these investments quarterly at fair value, as determined in accordance with GAAP, which include consideration of unobservable inputs. Because such valuations are subjective, the fair value of certain of our assets may fluctuate over short periods of time and our determinations of fair value may differ materially from the values that would have been used if a ready market for these securities existed. The value of our common stock could be adversely affected if our determinations regarding the fair value of these investments were materially higher than the values that we ultimately realize upon their disposal.

***Liability relating to environmental matters may impact the value of properties that we may purchase or acquire.***

We may be subject to environmental liabilities arising from properties we own. Under various U.S. federal, state and local laws, an owner or operator of real property may become liable for the costs of removal of certain hazardous substances released on its property. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of such hazardous substances.

The presence of hazardous substances may adversely affect an owner’s ability to sell real estate or borrow using real estate as collateral. To the extent that an owner of a property underlying one of our debt investments becomes liable for removal costs, the ability of the owner to make payments to us may be reduced, which in turn may adversely affect the value of the relevant mortgage asset held by us and our ability to make distributions to our stockholders.

The presence of hazardous substances on a property we own may adversely affect our ability to sell the property and we may incur substantial remediation costs, thus harming our financial condition. The discovery of material

environmental liabilities attached to such properties could have a material adverse effect on our results of operations and financial condition and our ability to make distributions to our stockholders.

***We invest in commercial properties subject to net leases, which could subject us to losses.***

We invest in commercial properties subject to net leases. Typically, net leases require the tenants to pay substantially all of the operating costs associated with the properties. As a result, the value of, and income from, investments in commercial properties subject to net leases will depend, in part, upon the ability of the applicable tenant to meet its obligations to maintain the property under the terms of the net lease. If a tenant fails or becomes unable to so maintain a property, we will be subject to all risks associated with owning the underlying real estate. Under many net leases, however, the owner of the property retains certain obligations with respect to the property, including, among other things, the responsibility for maintenance and repair of the property, to provide adequate parking, maintenance of common areas and compliance with other affirmative covenants in the lease. If we were to fail to meet any such obligations, the applicable tenant could abate rent or terminate the applicable lease, which could result in a loss of our capital invested in, and anticipated profits from, the property.

We expect that some commercial properties subject to net leases in which we invest generally will be occupied by a single tenant and, therefore, the success of these investments will be materially dependent on the financial stability of each such tenant. A default of any such tenant on its lease payments to us would cause us to lose the revenue from the property and cause us to have to find an alternative source of revenue to meet any mortgage payment and prevent a foreclosure if the property is subject to a mortgage. In the event of a default, we may experience delays in enforcing our rights as landlord and may incur substantial costs in protecting our investment and re-letting our property. If a lease is terminated, we may also incur significant losses to make the leased premises ready for another tenant and experience difficulty or a significant delay in re-leasing such property.

In addition, net leases typically have longer lease terms and, thus, there is an increased risk that contractual rental increases in future years will fail to result in fair market rental rates during those years.

We may acquire these investments through sale-leaseback transactions, which involve the purchase of a property and the leasing of such property back to the seller thereof. If we enter into a sale-leaseback transaction, our Manager will seek to structure any such sale-leaseback transaction such that the lease will be characterized as a “true lease” for U.S. federal income tax purposes, thereby allowing us to be treated as the owner of the property for U.S. federal income tax purposes. However, we cannot assure you that the Internal Revenue Service (the “IRS”) will not challenge such characterization. In the event that any such sale-leaseback transaction is challenged and recharacterized as a financing transaction or loan for U.S. federal income tax purposes, deductions for depreciation and cost recovery relating to such property would be disallowed. If a sale-leaseback transaction were so recharacterized, we might fail to satisfy the REIT qualification “asset tests” or “income tests” and, consequently, lose our REIT status effective with the year of recharacterization. Alternatively, the amount of our REIT taxable income could be recalculated, which might also cause us to fail to meet the REIT distribution requirement for a taxable year.

***Investments outside the U.S. that are denominated in foreign currencies subject us to foreign currency risks and to the uncertainty of foreign laws and markets, which may adversely affect our distributions and our REIT status.***

Our investments outside the U.S. denominated in foreign currencies subject us to foreign currency risk due to potential fluctuations in exchange rates between foreign currencies and the U.S. dollar. As a result, changes in exchange rates of any such foreign currency to U.S. dollars may affect our income and distributions and may also affect the book value of our assets and the amount of stockholders’ equity. In addition, these investments subject us to risks of multiple and conflicting tax laws and regulations, and other laws and regulations that may make foreclosure and the exercise of other remedies in the case of default more difficult or costly compared to U.S. assets, and political and economic instability abroad, any of which factors could adversely affect our receipt of returns on and distributions from these investments.

Changes in foreign currency exchange rates used to value a REIT’s foreign assets may be considered changes in the value of the REIT’s assets. These changes may adversely affect our status as a REIT. Further, bank accounts in

foreign currency which are not considered cash or cash equivalents may adversely affect our status as a REIT.

***The ongoing Eurozone crisis may have an adverse effect on our investments in Europe, and the pending departure of the United Kingdom, the exit of any other member state or the break-up of the European Union entirely, would create uncertainty and could affect our investments directly.***

We currently hold, and may acquire additional, investments that are denominated in Pounds Sterling (“GBP”) and EURs (including loans secured by assets located in the United Kingdom or Europe), as well as equity interests in real estate properties located in Europe. The ongoing situation relating to the high levels of sovereign debt of several countries, including Greece, Ireland, Italy, Spain and Portugal, the relatively low levels of economic growth in these countries and the undercapitalization and liquidity problems of many banks in the Eurozone, together with the risk of contagion to other, more financially stable countries, has continued to negatively impact the global financial markets. The situation has also raised a number of uncertainties regarding the stability and overall standing of the European Union.

In addition, on June 23, 2016, the United Kingdom held a referendum in which a majority of voters voted to exit the European Union (“Brexit”), which has created significant volatility in the global financial markets and has adversely affected markets in the United Kingdom in particular. The effects of the United Kingdom’s withdrawal from the European Union will depend on agreements the United Kingdom makes to retain access to European Union markets either during a transitional period or more permanently. Brexit is likely to continue to adversely affect the United Kingdom, European and worldwide economic and market conditions and could contribute to greater instability in global financial and foreign exchange markets before and after the terms of the United Kingdom’s future relationships with the European Union are settled. Further, financial and other markets may suffer losses as a result of other countries determining to withdraw from the European Union or from any future significant changes to the European Union’s structure and/or regulations or the break-up of the European Union entirely. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the United Kingdom determines which European Union laws to replace or replicate.

Any further deterioration in the global or Eurozone economy, or the effects of Brexit or of the exit of any other member state or the break-up of the European Union entirely, could have a material adverse effect on our business, the value of our properties and investments and our potential growth in Europe, and could amplify the currency risks faced by us.

***We invest in equity interests in commercial real estate assets, which subjects us to the general risks of owning commercial real estate.***

We acquire and manage equity interests in commercial real estate assets. The economic performance and value of these investments can be adversely affected by many factors that are generally applicable to most real estate, including the following:

- changes in the national, regional, local and international economic climate;
- local conditions, such as oversupply of space or a reduction in demand for real estate in the areas in which they are located;
- competition from other available space;
- the attractiveness of the real estate to tenants;
- increases in operating costs if these costs cannot be passed through to tenants;
- the financial condition of tenants and the ability to collect rent from tenants;
- vacancies, changes in market rental rates and the need to periodically renovate, repair and re-let space;

- changes in interest rates and the availability of financing;
- changes in zoning laws and taxation, government regulation and potential liability under environmental or other laws or regulations;
- acts of God, including, without limitation, earthquakes, hurricanes and other natural disasters, or acts of war or terrorism, in each case which may result in uninsured or underinsured losses; and
- decreases in the underlying value of real estate.

Certain significant expenditures associated with an investment in commercial real estate assets (such as mortgage payments, real estate taxes and maintenance costs) generally do not decline when circumstances cause a reduction in income from the asset. Because real estate investments are relatively illiquid, our ability to vary any investments in commercial real estate assets promptly in response to economic or other conditions would be limited. This relative illiquidity could impede our ability to respond to adverse changes in the performance of such investments. No assurances can be given that the value of our equity investments in commercial real estate assets will not decrease in the future.

***We face risks associated with acquisitions of commercial real estate assets.***

Our acquisition of equity interests in commercial real estate assets is subject to, and the success of those assets may be adversely affected by, various risks, including those described below:

- we and our Manager may be unable to meet required closing conditions;
- we may be unable to finance acquisitions on favorable terms or at all;
- acquired assets may fail to perform as expected;
- our Manager's estimates of the costs of repositioning or renovating acquired commercial real estate assets may be inaccurate;
- we may not be able to obtain adequate insurance coverage for acquired commercial real estate assets;
- acquisitions may be located in markets where we and our Manager have a lack of market knowledge or understanding of the local economy, lack of business relationships in the area and unfamiliarity with local governmental and permitting procedures;
- our Manager may be unable to quickly and efficiently integrate new acquisitions of commercial real estate assets into our existing operations and, therefore, our results of operations and financial condition could be adversely affected; and
- we may acquire equity interests in commercial real estate assets through a joint venture, and such investments could be adversely affected by our lack of sole decision-making authority and reliance upon a co-venturer's financial condition. In addition, if we co-invest with affiliates of our Manager, we may be obligated to pay fees to such affiliates and would be subject to a variety of conflicts of interest with such affiliates, including conflicts similar to those described under the section captioned "—Risks Related to Our Relationship with Our Manager."

We make equity investments in commercial real estate assets subject to both known and unknown liabilities and without any recourse, or with only limited recourse to the seller thereof. As a result, if a liability were asserted against us arising from our ownership of those assets, we might have to pay substantial sums to settle it, which could adversely affect us. Unknown liabilities with respect to commercial real estate assets may include:

- claims by tenants, vendors or other persons arising from dealing with the former owners of the assets;
- liabilities incurred in the ordinary course of business;
- claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the assets; and
- liabilities for clean-up of undisclosed environmental contamination.

***Government housing regulations may limit the opportunities at the affordable housing communities in which we invest, and failure to comply with resident qualification requirements may result in financial penalties or loss of benefits.***

We own, and may acquire additional, equity interests in affordable housing communities and other properties that benefit from governmental programs intended to provide housing to individuals with low or moderate incomes. These programs, which are typically administered by the United States Department of Housing and Urban Development (“HUD”) or state housing finance agencies, typically provide mortgage insurance, favorable financing terms, tax credits or rental assistance payments to property owners. As a condition of the receipt of assistance under these programs, the properties must comply with various requirements, which typically limit rents to pre-approved amounts and impose restrictions on resident incomes. Failure to comply with these requirements and restrictions may result in financial penalties or loss of benefits. In addition, we will typically need to obtain the approval of HUD in order to acquire or dispose of a significant interest in or manage a HUD-assisted property. We may not always receive such approval.

***We are subject to the general risks of owning properties relating to the healthcare industry.***

On December 29, 2016, we acquired a portfolio of medical office buildings which are geographically dispersed throughout the U.S. and primarily affiliated with major hospitals or located on or adjacent to a major hospital campus. The economic performance and value of the properties in this portfolio and of some or all of the tenants/operators of such properties could be adversely affected by many factors that are generally applicable to properties relating to the healthcare industry, including the following:

- adverse trends in healthcare provider operations, such as changes in the demand for and methods of delivering healthcare services, changes in third-party reimbursement policies, significant unused capacity in certain areas, which has created substantial competition for patients among healthcare providers in those areas, increased expense for uninsured patients, increased competition among healthcare providers, increased liability insurance expense, continued pressure by private and governmental payors to reduce payments to providers of services and increased scrutiny of billing, referral and other practices by federal and state authorities and private insurers;
- extensive healthcare regulation, changes in enforcement policies with respect to such regulation and potential changes in the regulatory framework of the healthcare industry; and
- significant legal actions brought against tenants/operators that could subject them to increased operating costs and substantial uninsured liabilities.

***Joint venture investments could be adversely affected by our lack of sole decision-making authority, our reliance on joint venture partners' financial condition and liquidity and disputes between us and our joint venture partners.***

We may make investments through joint ventures. Such joint venture investments may involve risks not otherwise present when we make investments without partners, including the following:

- we may not have exclusive control over the investment or the joint venture, which may prevent us from taking actions that are in our best interest and could create the potential risk of creating impasses on decisions, such as with respect to acquisitions or dispositions;
- joint venture agreements often restrict the transfer of a partner's interest or may otherwise restrict our ability to sell the interest when we desire and/or on advantageous terms;
- joint venture agreements may contain buy-sell provisions pursuant to which one partner may initiate procedures requiring the other partner to choose between buying the other partner's interest or selling its interest to that partner;
- a partner may, at any time, have economic or business interests or goals that are, or that may become, inconsistent with our business interests or goals;
- a partner may be in a position to take action contrary to our instructions, requests, policies or objectives, including our policy with respect to maintaining our qualification as a REIT and our exemption from registration under the Investment Company Act;
- a partner may fail to fund its share of required capital contributions or may become bankrupt, which may mean that we and any other remaining partners generally would remain liable for the joint venture's liabilities;
- our relationships with our partners are contractual in nature and may be terminated or dissolved under the terms of the applicable joint venture agreements and, in such event, we may not continue to own or operate the interests or investments underlying such relationship or may need to purchase such interests or investments at a premium to the market price to continue ownership;
- disputes between us and a partner may result in litigation or arbitration that could increase our expenses and prevent our Manager and our officers and directors from focusing their time and efforts on our business and could result in subjecting the investments owned by the joint venture to additional risk; or
- we may, in certain circumstances, be liable for the actions of a partner, and the activities of a partner could adversely affect our ability to qualify as a REIT or maintain our exclusion from registration under the Investment Company Act, even though we do not control the joint venture.

Any of the above may subject us to liabilities in excess of those contemplated and adversely affect the value of our joint venture investments.

#### **Risks Related to Our Investing and Servicing Segment and Our Acquisition of LNR**

***The business activities of our Investing and Servicing Segment, particularly our special servicing business, expose us to risks that we did not face prior to our acquisition of LNR.***

Our Investing and Servicing Segment includes all business activities that we obtained in connection with our acquisition of LNR in April 2013 (excluding the consolidation of securitization VIEs). In our Investing and Servicing Segment, we derive a substantial portion of our cash flows from the special servicing of pools of commercial mortgage loans. As special servicer, we typically receive fees based upon the outstanding balance of the loans that are being specially serviced by us. The balance of loans in special servicing where we act as special servicer could decline significantly and as such our servicing fees could likewise decline materially. The special servicing industry is highly

competitive, and our inability to compete successfully with other firms to maintain our existing servicing portfolio and obtain future servicing opportunities could have a material and adverse impact on our future cash flows and results of operations. Because the right to appoint the special servicer for securitized mortgage loans generally resides with the holder of the “controlling class” position in the relevant trust and may migrate to holders of different classes of securities as additional losses are realized, our ability to maintain our existing servicing rights and obtain future servicing opportunities may require, in many cases, the acquisition of additional CMBS. Accordingly, our ability to compete effectively may depend, in part, on the availability of additional debt or equity capital to fund these purchases. Additionally, our existing servicing portfolio is subject to “run off,” meaning that mortgage loans serviced by us may be prepaid prior to maturity, refinanced with a mortgage not serviced by us, or liquidated through foreclosure, deed-in-lieu of foreclosure or other liquidation processes, or repaid through standard amortization of principal, resulting in lower servicing fees and/or lower returns on the subordinated securities owned by us. Improving economic conditions and property prices and declines in interest rates and greater availability of mortgage financing could reduce the incidence of assets going into special servicing and reduce our revenues from special servicing, including as a result of lower fees under new arrangements. The fair value of our servicing rights may decrease under the foregoing circumstances, resulting in losses.

The conduit operations in our Investing and Servicing Segment are subject to volatile market conditions and significant competition. In addition, the conduit business may suffer losses as a result of ineffective or inadequate hedges and credit issues.

***We operate a special servicing business, which has certain unique risks.***

In connection with the special servicing of mortgage loans, a special servicer may, at the direction of the directing certificateholder, generally take actions with respect to the specially serviced mortgage loans that could adversely affect the holders of some or all of the more senior classes of CMBS. We may hold subordinated CMBS and we may or may not be the directing holder in any CMBS transaction in which we also act as special servicer. We may have conflicts of interest in exercising our rights as holder of subordinated classes of CMBS and in owning the entity that also acts as the special servicer for such transactions. It is possible that we, acting as the directing certificateholder for a CMBS transaction, may direct special servicer actions that conflict with the interests of certain other classes of the CMBS issued in that transaction. The special servicer is not permitted to take actions that are prohibited by law or that violate the applicable servicing standard or the terms of the applicable CMBS documentation or the applicable mortgage loan documentation, and we are subject to the risk of claims asserted by mortgage loan borrowers and the holders of other classes of CMBS that we have violated applicable law or, if applicable, the servicing standard and our other obligations under such CMBS documentation or mortgage loan documentation, as a result of actions we may take.

***The business activities in our Investing and Servicing Segment are subject to an evolving regulatory environment that may affect certain aspects of these activities.***

In our Investing and Servicing Segment, we acquire subordinated securities issued by and act as special servicer for securitizations. As a result of the dislocation of the credit markets, the securitization industry has become subject to additional regulation. In particular, pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), various federal agencies have promulgated a rule that generally requires issuers in securitizations to retain 5% of the risk associated with the securities. While the rule as adopted generally allows the purchase of the CMBS “B-Piece” by a party not affiliated with the issuer to satisfy the risk retention requirement, current CMBS B-Pieces are generally not large enough to fully satisfy the 5% requirement. Accordingly, buyers of B-Pieces such as us may be required to purchase larger B-Pieces, potentially reducing returns on such investments. Furthermore, any such B-Pieces purchased by a party (such as us) unaffiliated with the issuer generally cannot be transferred for a period of five years following the closing date of the securitization or hedged against credit risk. These restrictions would reduce our liquidity and could potentially reduce our returns on such investments.



***One of the business activities in our Investing and Servicing Segment is investment in subordinated CMBS. The risks of investment in CMBS are magnified in the case of our Investing and Servicing Segment, where the principal payments received by the CMBS trust are made in priority to the higher rated securities.***

CMBS are subject to the various risks that relate to the pool of underlying commercial mortgage loans and any other assets in which the CMBS represents an interest. In addition, CMBS are subject to additional risks arising from the geographic, property type and other types of concentrations in the pool of underlying commercial mortgage loans, which risks are magnified by the subordinated nature of the CMBS in which we invest in our Investing and Servicing Segment. In the event of defaults on the mortgage loans in the CMBS trusts, we bear a risk of loss on our related subordinated CMBS to the extent of deficiencies between the value of the collateral and the principal, accrued interest and unpaid fees and expenses on the mortgage loans, which may be offset to some extent by the special servicing fees received by us on those mortgage loans. The yield to maturity on the CMBS depends largely upon the price paid for the CMBS, which are generally sold at a discount at issuance and trade at even steeper discounts in the secondary markets. Further, the yield to maturity on CMBS depends, in significant part, upon the rate and timing of principal payments on the underlying mortgage loans, including both voluntary prepayments, if permitted, and involuntary prepayments, such as prepayments resulting from casualty or condemnation, defaults and liquidations or repurchases upon breaches of representations and warranties or document defects. Any changes in the weighted average lives of CMBS may adversely affect yield on the CMBS. Prepayments resulting in a shortening of weighted average lives of CMBS may be made at a time of low interest rates when we may be unable to reinvest the resulting payment of principal on the CMBS at a rate comparable to that being earned on the CMBS, while delays and extensions resulting in a lengthening of those weighted average lives may occur at a time of high interest rates when we may have been able to reinvest scheduled principal payments at higher rates.

The exercise of remedies and successful realization of liquidation proceeds relating to commercial mortgage loans underlying CMBS may be highly dependent on our performance as special servicer. We attempt to underwrite investments on a “loss-adjusted” basis, which projects a certain level of performance. However, there can be no assurance that this underwriting accurately predicts the timing or magnitude of such losses. To the extent that this underwriting has incorrectly anticipated the timing or magnitude of losses, our business may be adversely affected. Some of the mortgage loans underlying the CMBS are already in default and additional loans may default in the future. In the case of such defaults, cash flows of CMBS investments held by us may be adversely affected as any reduction in the mortgage payments or principal losses on liquidation of any mortgage loan may be applied to the class of CMBS securities relating to such defaulted loans that we hold.

***The market value of CMBS could fluctuate materially as a result of various risks that are out of our control and may result in significant losses.***

The market value of CMBS investments could fluctuate materially over time as the result of changes in mortgage spreads, treasury bond interest rates, capital market supply and demand factors, and many other factors that affect high-yield fixed income products. These factors are out of our control and could impair our ability to obtain short-term financing on the CMBS. CMBS investments, especially subordinated classes of CMBS, may have no, or only a limited, trading market. The financial markets in the past have experienced and could in the future experience a period of volatility and reduced liquidity, which may reoccur or continue and reduce the market value of CMBS. Some or all of the CMBS, especially subordinated classes of CMBS, may be subject to restrictions on transfer and may be considered illiquid.

***Mortgage loan servicing is an increasingly regulated business.***

The mortgage loan servicing activities of our Investing and Servicing Segment are subject to a still evolving set of regulations, including regulations being promulgated under the Dodd-Frank Act. In addition, various governmental authorities have increased their investigative focus on the activities of mortgage loan servicers. As a result, we may have to spend additional resources and devote additional management time to address any regulatory concerns, which may reduce the resources available to grow our business. In addition, if we fail to operate the servicing activities of our Investing and Servicing Segment in compliance with existing and future regulations, our business, reputation, financial condition or results of operations could be materially and adversely affected.

***Most of the assets in our Investing and Servicing Segment are held through, or are ownership interests in, entities subject to entity level or foreign taxes, which cannot be passed through to, or used by, our stockholders to reduce taxes they owe.***

Most of the assets in our Investing and Servicing Segment are held through a TRS, which is subject to entity level taxes on income that it earns. Such taxes have materially increased the taxes paid by our TRSs. In addition, certain of the assets in our Investing and Servicing Segment include entities organized or assets located in foreign jurisdictions. Taxes that we or such entities pay in foreign jurisdictions may not be passed through to, or used by, our stockholders as a foreign tax credit or otherwise.

***In connection with our prior acquisition of LNR, we may have to bear the costs of certain pre-closing taxes.***

The acquisition of LNR involved the purchase of the LNR companies, a significant portion of which were historically C-corporations for U.S. federal income tax purposes. While the sellers of LNR generally agreed to pay (or indemnify us) for any pre-closing tax liabilities, such indemnity obligations are generally limited to the amount of the purchase price for LNR and, in certain situations, limited to certain maximum amounts with respect to certain LNR entities, as agreed upon by the sellers and us. Furthermore, there can be no assurance that we would be able to enforce payment or indemnification by the sellers of or with respect to any such pre-closing tax liabilities. While the sponsors of the sellers provided a limited guarantee on certain pre-closing tax liabilities, such guarantee is limited to certain specified entities and certain specified amounts, as agreed to between us, the sellers and such sponsors. Accordingly, such LNR companies may become liable for pre-closing taxes, which pre-closing taxes may, in the event of an inability to enforce the indemnity or in the event of a tax liability in excess of the agreed upon caps on such liabilities, be borne by us.

***Our consolidated financial statements changed materially following our acquisition of LNR, as we became required to consolidate the assets and liabilities of CMBS pools in which we own the controlling class of subordinated securities and are considered the “primary beneficiary.”***

Following our acquisition of LNR, we became required to consolidate the assets and liabilities of certain CMBS pools in which we own the controlling class of subordinated securities into our financial statements, even though the value of the subordinated securities may represent a small interest relative to the size of the pool. Under GAAP, companies are required to consolidate VIEs in which they are determined to be the primary beneficiary. A VIE must be consolidated only by its primary beneficiary, which is defined as the party who, along with its affiliates and agents, has a potentially significant interest in the entity and controls the entity’s significant decisions. As a result of the foregoing, our financial statements are more complex and may be more difficult to understand than if we did not consolidate the CMBS pools.

**Risks Related to Our Organization and Structure**

***Certain provisions of Maryland law could inhibit changes in control.***

Certain provisions of the Maryland General Corporation Law (the “MGCL”), may have the effect of deterring a third party from making a proposal to acquire us or of impeding a change in control under circumstances that otherwise could provide the holders of our common stock with the opportunity to realize a premium over the then-prevailing market price of our common stock. We are subject to the “business combination” provisions of the MGCL that, subject

to limitations, prohibit certain business combinations (including a merger, consolidation, share exchange, or, in circumstances specified in the statute, an asset transfer or issuance or reclassification of equity securities) between us and an “interested stockholder” (defined generally as any person who beneficially owns 10% or more of our then outstanding voting capital stock or an affiliate or associate of ours who, at any time within the two-year period prior to the date in question, was the beneficial owner of 10% or more of our then outstanding voting capital stock) or an affiliate thereof for five years after the most recent date on which the stockholder becomes an interested stockholder. After the five-year prohibition, any business combination between us and an interested stockholder generally must be recommended by our board of directors and approved by the affirmative vote of at least (i) 80% of the votes entitled to be cast by holders of outstanding shares of our voting capital stock and (ii) two-thirds of the votes entitled to be cast by holders of voting capital stock of the corporation other than shares held by the interested stockholder with whom or with whose affiliate the business combination is to be effected or held by an affiliate or associate of the interested stockholder. These super-majority voting requirements do not apply if our common stockholders receive a minimum price, as defined under Maryland law, for their shares in the form of cash or other consideration in the same form as previously paid by the interested stockholder for its shares. These provisions of the MGCL also do not apply to business combinations that are approved or exempted by a board of directors prior to the time that the interested stockholder becomes an interested stockholder. Pursuant to the statute, our board of directors has by resolution exempted business combinations between us and any other person, provided that such business combination is first approved by our board of directors (including a majority of our directors who are not affiliates or associates of such person).

The “control share” provisions of the MGCL provide that “control shares” of a Maryland corporation (defined as shares which, when aggregated with other shares controlled by the stockholder (except solely by virtue of a revocable proxy), entitle the stockholder to exercise one of three increasing ranges of voting power in electing directors) acquired in a “control share acquisition” (defined as the direct or indirect acquisition of ownership or control of “control shares”) have no voting rights except to the extent approved by our stockholders by the affirmative vote of at least two-thirds of all the votes entitled to be cast on the matter, excluding votes entitled to be cast by the acquirer of control shares, our officers and our personnel who are also our directors. Our bylaws contain a provision exempting from the control share acquisition statute any and all acquisitions by any person of shares of our stock. There can be no assurance that this provision will not be amended or eliminated at any time in the future.

The “unsolicited takeover” provisions of the MGCL permit our board of directors, without stockholder approval and regardless of what is currently provided in our charter or bylaws, to implement takeover defenses, some of which (for example, a classified board) we do not yet have. These provisions may have the effect of inhibiting a third party from making an acquisition proposal for us or of delaying, deferring or preventing a change in control of us under the circumstances that otherwise could provide the holders of shares of common stock with the opportunity to realize a premium over the then current market price.

***Our authorized but unissued shares of common and preferred stock may prevent a change in control.***

Our charter authorizes us to issue additional authorized but unissued shares of common or preferred stock. In addition, our board of directors may, without stockholder approval, amend our charter to increase the aggregate number of our shares of stock or the number of shares of stock of any class or series that we have authority to issue and classify or reclassify any unissued shares of common or preferred stock and set the preferences, rights and other terms of the classified or reclassified shares. As a result, our board of directors may establish a series of shares of common or preferred stock that could delay or prevent a transaction or a change in control that might involve a premium price for our shares of common stock or otherwise be in the best interest of our stockholders.

***Maintenance of our exemption from registration under the Investment Company Act imposes significant limits on our operations.***

We intend to continue to conduct our operations so that neither we nor any of our subsidiaries are required to register as an investment company under the Investment Company Act. Because we are a holding company that conducts our businesses primarily through wholly-owned subsidiaries, the securities issued by these subsidiaries that are excepted from the definition of “investment company” under Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act, together with any other investment securities we own, may not have a combined value in excess of 40%

of the value of our adjusted total assets on an unconsolidated basis. This requirement limits the types of businesses in which we may engage through our subsidiaries. In addition, the assets we and our subsidiaries may acquire are limited by the provisions of the Investment Company Act and the rules and regulations promulgated under the Investment Company Act, which may adversely affect our performance.

If the value of securities issued by our subsidiaries that are excepted from the definition of “investment company” by Section 3(c)(1) or 3(c)(7) of the Investment Company Act, together with any other investment securities we own, exceeds 40% of our adjusted total assets on an unconsolidated basis, or if one or more of such subsidiaries fail to maintain an exception or exemption from the Investment Company Act, we could, among other things, be required either (i) to substantially change the manner in which we conduct our operations to avoid being required to register as an investment company or (ii) to register as an investment company under the Investment Company Act, either of which could have an adverse effect on us and the market price of our securities. If we were required to register as an investment company under the Investment Company Act, we would become subject to substantial regulation with respect to our capital structure (including our ability to use leverage), management, operations, transactions with affiliated persons (as defined in the Investment Company Act), portfolio composition, including restrictions with respect to diversification and industry concentration, and other matters.

In August 2011, the SEC solicited public comment on a wide range of issues relating to Section 3(c)(5)(C) of the Investment Company Act, including the nature of the assets that qualify for purposes of the exemption and whether mortgage REITs should be regulated in a manner similar to investment companies. There can be no assurance that the laws and regulations governing the Investment Company Act status of REITs, including the Division of Investment Management of the SEC providing more specific or different guidance regarding these exemptions, will not change in a manner that adversely affects our operations. If we or our subsidiaries fail to maintain an exception or exemption from the Investment Company Act, we could, among other things, be required to (i) change the manner in which we conduct our operations to avoid being required to register as an investment company, (ii) effect sales of our assets in a manner that, or at a time when, we would not otherwise choose to do so, or (iii) register as an investment company (which, among other things, would require us to comply with the leverage constraints applicable to investment companies), any of which could negatively affect the value of our common stock, the sustainability of our business model, and our ability to make distributions to our stockholders, which could, in turn, materially and adversely affect us and the market price of our common stock.

***Rapid changes in the values of our real estate-related investments may make it more difficult for us to maintain our qualification as a REIT or exemption from the Investment Company Act.***

If the market value or income potential of real estate-related investments declines as a result of increased interest rates, prepayment rates or other factors, we may need to increase our real estate investments and income and/or liquidate our non-qualifying assets in order to maintain our REIT qualification or exemption from the Investment Company Act. If the decline in real estate asset values and/or income occurs quickly, this may be especially difficult to accomplish. This difficulty may be exacerbated by the illiquid nature of any non-qualifying assets that we may own. We may have to make investment decisions that we otherwise would not make absent the REIT and Investment Company Act considerations.

***Our rights and the rights of our stockholders to take action against our directors and officers are limited, which could limit your recourse in the event of actions not in your best interests.***

Under Maryland law generally, a director’s actions will be upheld if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our charter limits the liability of our directors and officers to us and our stockholders for money damages, except for liability resulting from:

- actual receipt of an improper benefit or profit in money, property or services; or
- active and deliberate dishonesty by the director or officer that was established by a final judgment as being material to the cause of action adjudicated.

Our charter authorizes us to indemnify our directors and officers for actions taken by them in those capacities to the maximum extent permitted by Maryland law. Our bylaws require us to indemnify each director or officer, to the maximum extent permitted by Maryland law, in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service to us. In addition, we may be obligated to fund the defense costs incurred by our directors and officers. As a result, we and our stockholders may have more limited rights against our directors and officers than might otherwise exist absent the current provisions in our charter and bylaws or that might exist with other companies.

***Our charter contains provisions that make removal of our directors difficult, which could make it difficult for our stockholders to effect changes to our management.***

Our charter provides that a director may only be removed for cause upon the affirmative vote of holders of two-thirds of the votes entitled to be cast in the election of directors. Vacancies may be filled only by a majority of the remaining directors in office, even if less than a quorum. These requirements make it more difficult to change our management by removing and replacing directors and may prevent a change in control of our company that is in the best interests of our stockholders.

***Ownership limitations may restrict change of control or business combination opportunities in which our stockholders might receive a premium for their shares.***

In order for us to qualify as a REIT, no more than 50% in value of our outstanding capital stock may be owned, directly or indirectly, by five or fewer individuals during the last half of any calendar year. "Individuals" for this purpose include natural persons, private foundations, some employee benefit plans and trusts, and some charitable trusts. To preserve our REIT qualification, our charter generally prohibits any person from directly or indirectly owning more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of our capital stock or more than 9.8% in value or in number of shares, whichever is more restrictive, of the outstanding shares of our common stock. This ownership limitation could have the effect of discouraging a takeover or other transaction in which holders of our common stock might receive a premium for their shares over the then prevailing market price or which holders might believe to be otherwise in their best interests.

#### **Risks Related to Our Taxation as a REIT**

***If we do not qualify as a REIT or fail to remain qualified as a REIT, we will be subject to tax as a regular corporation and could face a substantial tax liability, which would reduce the amount of cash available for distribution to our stockholders.***

We intend to continue to operate in a manner that will allow us to qualify as a REIT for U.S. federal income tax purposes. We have not requested nor obtained a ruling from the IRS as to our REIT qualification. Qualification as a REIT involves the application of highly technical and complex Code provisions for which only limited judicial and administrative authorities exist. Even a technical or inadvertent violation could jeopardize our REIT qualification. Our qualification as a REIT depends on our satisfaction of certain asset, income, organizational, distribution, stockholder ownership and other requirements on a continuing basis. Our ability to satisfy the asset tests depends upon our analysis of the characterization and fair values of our assets, some of which are not susceptible to a precise determination, and for which we will not obtain independent appraisals. Our compliance with the REIT income and quarterly asset requirements also depends upon our ability to successfully manage the composition of our income and assets on an ongoing basis. Moreover, the proper classification of an instrument as debt or equity for U.S. federal income tax purposes may be uncertain in some circumstances, which could affect the application of the REIT qualification requirements as described below. In addition, our ability to satisfy the requirements to qualify as a REIT depends in part on the actions of third parties over which we have no control or only limited influence, including in cases where we own an equity interest in an entity that is classified as a partnership for U.S. federal income tax purposes. Accordingly, there can be no assurance that the IRS will not contend that our interests in subsidiaries or in securities of other issuers will not cause a violation of the REIT requirements.

If we were to fail to qualify as a REIT in any taxable year, we would be subject to U.S. federal income tax, including any applicable alternative minimum tax, and applicable state and local taxes, on our taxable income at regular corporate rates, and distributions made to our stockholders would not be deductible by us in computing our taxable income. Any resulting corporate tax liability could be substantial and would reduce the amount of cash available for distribution to our stockholders, which in turn could have an adverse impact on the value of our common stock. Unless we were entitled to relief under certain Code provisions, we also would be disqualified from taxation as a REIT for the four taxable years following the year in which we failed to qualify as a REIT.

***Dividends payable by REITs do not qualify for the reduced tax rates available for some dividends.***

The maximum tax rate applicable to income from “qualified dividends” payable to domestic stockholders that are individuals, trusts and estates is currently 20%. Dividends payable by REITs, however, generally are not eligible for the reduced rates. Although this legislation does not adversely affect the taxation of REITs or dividends payable by REITs, the more favorable rates applicable to regular corporate qualified dividends could cause investors who are individuals, trusts and estates to perceive investments in REITs to be relatively less attractive than investments in the stocks of non-REIT corporations that pay dividends, which could adversely affect the value of the stock of REITs, including our common stock.

***REIT distribution requirements could adversely affect our ability to continue to execute our business plan.***

We generally must distribute annually at least 90% of our taxable income, subject to certain adjustments and excluding any net capital gain, in order for U.S. federal corporate income tax not to apply to earnings that we distribute. To the extent that we satisfy this distribution requirement, but distribute less than 100% of our taxable income, we will be subject to U.S. federal corporate income tax on our undistributed taxable income. In addition, we will be subject to a 4% nondeductible excise tax if the actual amount that we pay out to our stockholders in a calendar year is less than a minimum amount specified under U.S. federal tax laws. We intend to continue to make distributions to our stockholders to comply with the REIT requirements of the Code.

From time to time, we may generate taxable income greater than our income for financial reporting purposes prepared in accordance with GAAP, or differences in timing between the recognition of taxable income and the actual receipt of cash may occur. For example, we may be required to accrue income from mortgage loans, MBS, and other types of debt securities or interests in debt securities before we receive any payments of interest or principal on such assets. We may also acquire distressed debt investments that are subsequently modified by agreement with the borrower. If the amendments to the outstanding debt are “significant modifications” under the applicable U.S. Treasury regulations, the modified debt may be considered to have been reissued to us at a gain in a debt-for-debt exchange with the borrower, with gain recognized by us to the extent that the principal amount of the modified debt exceeds our cost of purchasing it prior to modification.

We may also be required under the terms of indebtedness that we incur to use cash received from interest payments to make principal payments on that indebtedness, with the effect of recognizing income but not having a corresponding amount of cash available for distribution to our stockholders.

As a result, we may find it difficult or impossible to meet distribution requirements from our ordinary operations in certain circumstances. In particular, where we experience differences in timing between the recognition of taxable income and the actual receipt of cash, the requirement to distribute a substantial portion of our taxable income could cause us to: (i) sell assets in adverse market conditions, (ii) borrow on unfavorable terms, (iii) distribute amounts that would otherwise be invested in future acquisitions, capital expenditures or repayment of debt or (iv) make a taxable distribution of our shares, as part of a distribution in which stockholders may elect to receive shares (subject to a limit measured as a percentage of the total distribution), in order to comply with REIT requirements. These alternatives could increase our costs or reduce our equity. Thus, compliance with the REIT requirements may hinder our ability to grow, which could adversely affect the value of our common stock.

***We may choose to make distributions to our stockholders in our own stock, or make a distribution of a subsidiary's common stock, in which case our stockholders could be required to pay income taxes in excess of the cash dividends they receive.***

We may in the future distribute taxable dividends that are payable in cash and shares of our common stock at the election of each stockholder. We may also determine to distribute a taxable dividend in the stock of a subsidiary in connection with a spin-off or other transaction, as in the case of our spin-off of our former SFR segment on January 31, 2014. Taxable stockholders receiving such distributions will be required to include the full amount of the distribution as ordinary income to the extent of our current and accumulated earnings and profits for U.S. federal income tax purposes. As a result, stockholders may be required to pay income taxes with respect to such dividends in excess of the cash dividends received. If a U.S. stockholder sells the stock that it receives as a dividend in order to pay this tax, the sale proceeds may be less than the amount included in income with respect to the dividend, depending on the market price of that stock at the time of the sale. Furthermore, with respect to certain non-U.S. stockholders, we may be required to withhold U.S. tax with respect to such dividends, including in respect of all or a portion of such dividend that is payable in stock. In addition, if a significant number of our stockholders determine to sell shares of our common stock in order to pay taxes owed on dividends, it may put downward pressure on the trading price of our common stock.

It is unclear whether and to what extent we will be able to pay taxable dividends in cash and stock. Moreover, various aspects of such a taxable cash/stock dividend are uncertain and have not yet been addressed by the IRS. No assurance can be given that the IRS will not impose additional requirements in the future with respect to taxable cash/stock dividends, including on a retroactive basis, or assert that the requirements for such taxable cash/stock dividends have not been met.

***The stock ownership limit imposed by the Code for REITs and our charter may restrict our business combination opportunities.***

In order for us to maintain our qualification as a REIT under the Code, not more than 50% in value of our outstanding stock may be owned, directly or indirectly, by five or fewer individuals (as defined in the Code to include certain entities) at any time during the last half of each taxable year following our first year. Our charter, with certain exceptions, authorizes our board of directors to take the actions that are necessary and desirable to preserve our qualification as a REIT. Unless exempted by our board of directors, no person may own more than 9.8% of the aggregate value of our outstanding capital stock. Our board may grant an exemption in its sole discretion, subject to such conditions, representations and undertakings as it may determine. The ownership limits imposed by the tax law are based upon direct or indirect ownership by "individuals," but only during the last half of a tax year. The ownership limits contained in our charter key off the ownership at any time by any "person," which term includes entities. These ownership limitations in our charter are common in REIT charters and are intended to provide added assurance of compliance with the tax law requirements, and to minimize administrative burdens. However, these ownership limits might also delay or prevent a transaction or a change in our control that might involve a premium price for our common stock or otherwise be in the best interest of our stockholders.

***Even if we remain qualified as a REIT, we may face other tax liabilities that reduce our cash flow.***

Even if we remain qualified for taxation as a REIT, we may be subject to certain U.S. federal, state and local taxes on our income and assets, including taxes on any undistributed income, tax on income from some activities conducted as a result of a foreclosure, and state or local income, property and transfer taxes, such as mortgage recording taxes. In addition, in order to continue to meet the REIT qualification requirements, prevent the recognition of certain types of non-cash income, or to avert the imposition of a 100% tax that applies to certain gains derived by a REIT from dealer property or inventory, we may hold a significant amount of our assets through our TRSs or other subsidiary corporations that will be subject to corporate-level income tax at regular rates. In addition, if we lend money to a TRS, the TRS may be unable to deduct all or a portion of the interest paid to us, which could result in an even higher corporate-level tax liability. Any of these taxes would decrease cash available for distribution to our stockholders.



***Complying with REIT requirements may cause us to forgo otherwise attractive opportunities.***

To qualify as a REIT for U.S. federal income tax purposes, we must satisfy ongoing tests concerning, among other things, the sources of our income, the nature and diversification of our assets, the amounts that we distribute to our stockholders and the ownership of our stock. We may be required to make distributions to stockholders at disadvantageous times or when we do not have funds readily available for distribution, and may be unable to pursue investments that would be otherwise advantageous to us in order to satisfy the source-of-income or asset-diversification requirements for qualifying as a REIT. In addition, in certain cases, the modification of a debt instrument could result in the conversion of the instrument from a qualifying real estate asset to a wholly or partially non-qualifying asset that must be contributed to a TRS or disposed of in order for us to maintain our REIT status. Compliance with the source-of-income requirements may also limit our ability to acquire debt instruments at a discount from their face amount. Thus, compliance with the REIT requirements may hinder our ability to make, and in certain cases to maintain ownership of, certain attractive investments.

***Complying with REIT requirements may force us to liquidate otherwise attractive investments.***

To qualify as a REIT, we must ensure that at the end of each calendar quarter, at least 75% of the value of our assets consists of cash, cash items, government securities and qualified REIT real estate assets, including certain mortgage loans and certain kinds of MBS. The remainder of our investment in securities (other than government securities and qualified real estate assets) generally cannot include more than 10% of the outstanding voting securities of any one issuer or more than 10% of the total value of the outstanding securities of any one issuer. In addition, in general, no more than 5% of the value of our assets (other than government securities and qualified real estate assets) can consist of the securities of any one issuer, and no more than 25% of the value (20% for taxable years beginning after 2017) of our total securities can be represented by securities of one or more TRSs. If we fail to comply with these requirements at the end of any calendar quarter, we must correct the failure within 30 days after the end of the calendar quarter or qualify for certain statutory relief provisions to avoid losing our REIT qualification and suffering adverse tax consequences. As a result, we may be required to liquidate from our portfolio otherwise attractive investments. These actions could have the effect of reducing our income and amounts available for distribution to our stockholders.

***The failure of assets subject to repurchase agreements to qualify as real estate assets could adversely affect our ability to qualify as a REIT.***

We have entered into financing arrangements that are structured as sale and repurchase agreements pursuant to which we would nominally sell certain of our assets to a counterparty and simultaneously enter into an agreement to repurchase these assets at a later date in exchange for a purchase price. Economically, these agreements are financings which are secured by the assets sold pursuant thereto. We believe that we would be treated for REIT asset and income test purposes as the owner of the assets that are the subject of any such sale and repurchase agreement notwithstanding that such agreement may transfer record ownership of the assets to the counterparty during the term of the agreement. It is possible, however, that the IRS could assert that we did not own the assets during the term of the sale and repurchase agreement, in which case we could fail to qualify as a REIT.

***We may be required to report taxable income for certain investments in excess of the economic income we ultimately realize from them.***

We may acquire debt instruments in the secondary market for less than their face amount. The discount at which such debt instruments are acquired may reflect doubts about their ultimate collectability rather than current market interest rates. The amount of such discount will nevertheless generally be treated as “market discount” for U.S. federal income tax purposes. Accrued market discount is reported as income when, and to the extent that, any payment of principal of the debt instrument is made. Payments on residential mortgage loans are ordinarily made monthly, and consequently accrued market discount may have to be included in income each month as if the debt instrument were assured of ultimately being collected in full. If we collect less on the debt instrument than our purchase price plus the market discount we had previously reported as income, we may not be able to benefit from any offsetting loss deductions. In addition, we may acquire distressed debt investments that are subsequently modified by agreement with the borrower. If the amendments to the outstanding debt are “significant modifications” under applicable U.S. Treasury

regulations, the modified debt may be considered to have been reissued to us at a gain in a debt-for-debt exchange with the borrower. In that event, we may be required to recognize taxable gain to the extent the principal amount of the modified debt exceeds our adjusted tax basis in the unmodified debt, even if the value of the debt or the payment expectations have not changed.

Moreover, some of the MBS that we acquire may have been issued with original issue discount. We will be required to report such original issue discount based on a constant yield method and will be taxed based on the assumption that all future projected payments due on such MBS will be made. If such MBS turns out not to be fully collectible, an offsetting loss deduction will become available only in the later year that collectability is provable.

Finally, in the event that any debt instruments or MBS acquired by us are delinquent as to mandatory principal and interest payments, or in the event payments with respect to a particular debt instrument are not made when due, we may nonetheless be required to continue to recognize the unpaid interest as taxable income as it accrues, despite doubt as to its ultimate collectability. Similarly, we may be required to accrue interest income with respect to subordinate MBS at its stated rate regardless of whether corresponding cash payments are received or are ultimately collectible. In each case, while we would in general ultimately have an offsetting loss deduction available to us when such interest was determined to be uncollectible, the utility of that deduction could depend on our having taxable income in that later year or thereafter.

***The “taxable mortgage pool” rules may increase the taxes that we or our stockholders may incur, and may limit the manner in which we effect future securitizations.***

Securitizations could result in the creation of taxable mortgage pools for U.S. federal income tax purposes. As a REIT, so long as we own 100% of the equity interests in a taxable mortgage pool, we generally would not be adversely affected by the characterization of the securitization as a taxable mortgage pool. Certain categories of stockholders, however, such as foreign stockholders eligible for treaty or other benefits, stockholders with net operating losses, and certain tax-exempt stockholders that are subject to unrelated business income tax, could be subject to increased taxes on a portion of their dividend income from us that is attributable to the taxable mortgage pool. In addition, to the extent that our stock is owned by tax-exempt “disqualified organizations,” such as certain government-related entities and charitable remainder trusts that are not subject to tax on unrelated business income, we may incur a corporate level tax on a portion of our income from the taxable mortgage pool. In that case, we may reduce the amount of our distributions to any disqualified organization whose stock ownership gave rise to the tax. Moreover, we would be precluded from selling equity interests in these securitizations to outside investors, or selling any debt securities issued in connection with these securitizations that might be considered to be equity interests for tax purposes. These limitations may prevent us from using certain techniques to maximize our returns from securitization transactions.

***The tax on prohibited transactions will limit our ability to engage in transactions, including certain methods of securitizing mortgage loans, which would be treated as sales for U.S. federal income tax purposes.***

A REIT’s net income from prohibited transactions is subject to a 100% tax. In general, prohibited transactions are sales or other dispositions of property, other than foreclosure property, but including mortgage loans, held primarily for sale to customers in the ordinary course of business. We might be subject to this tax if we were to dispose of or securitize loans in a manner that was treated as a sale of the loans for U.S. federal income tax purposes. Therefore, in order to avoid the prohibited transactions tax, we may choose not to engage in certain sales of loans at the REIT level, and may limit the structures we utilize for our securitization transactions, even though the sales or structures might otherwise be beneficial to us.

***Our investments in construction loans require us to make estimates about the fair value of land improvements that may be challenged by the IRS.***

We invest in construction loans, the interest from which is qualifying income for purposes of the REIT income tests, provided that the loan value of the real property securing the construction loan is equal to or greater than the highest outstanding principal amount of the construction loan during any taxable year. For purposes of construction loans, the loan value of the real property is the fair value of the land plus the reasonably estimated cost of the

improvements or developments (other than personal property) that secure the loan and that are to be constructed from the proceeds of the loan. There can be no assurance that the IRS would not challenge our estimate of the loan value of the real property.

***The failure of a mezzanine loan to qualify as a real estate asset could adversely affect our ability to qualify as a REIT.***

We invest in mezzanine loans, for which the IRS has provided a safe harbor but not rules of substantive law. Pursuant to the safe harbor, if a mezzanine loan meets certain requirements, it will be treated by the IRS as a real estate asset for purposes of the REIT asset tests, and interest derived from the mezzanine loan will be treated as qualifying mortgage interest for purposes of the REIT 75% income test. We may acquire mezzanine loans that do not meet all of the requirements of this safe harbor. In the event we own a mezzanine loan that does not meet the safe harbor, the IRS could challenge such loan's treatment as a real estate asset for purposes of the REIT asset and income tests and, if such a challenge were sustained, we could fail to qualify as a REIT.

***Liquidation of assets may jeopardize our REIT qualification.***

To qualify as a REIT, we must comply with requirements regarding our assets and our sources of income. If we are compelled to liquidate our investments to repay obligations to our lenders, we may be unable to comply with these requirements, ultimately jeopardizing our qualification as a REIT, or we may be subject to a 100% tax on any resultant gain if we sell assets that are treated as dealer property or inventory.

***Complying with REIT requirements may limit our ability to hedge effectively and may cause us to incur tax liabilities.***

The REIT provisions of the Code substantially limit our ability to hedge our assets and liabilities. Any income from a hedging transaction we enter into either (i) to manage risk of interest rate changes with respect to borrowings made or to be made to acquire or carry real estate assets, (ii) to manage risk of currency fluctuations with respect to items of income that qualify for purposes of the REIT 75% or 95% gross income tests or assets that generate such income, or (iii) to hedge another instrument that hedges risks described in clause (i) or (ii) for a period following the extinguishment of the liability or the disposition of the asset that was previously hedged by the instrument, and, in each case, such instrument is properly identified under applicable U.S. Treasury regulations, does not constitute "gross income" for purposes of the 75% or 95% gross income tests. To the extent that we enter into other types of hedging transactions, the income from those transactions is likely to be treated as non-qualifying income for purposes of both of the gross income tests. As a result of these rules, we intend to limit our use of advantageous hedging techniques or implement those hedges through a domestic TRS. This could increase the cost of our hedging activities because our TRS would be subject to tax on gains or expose us to greater risks associated with changes in interest rates than we would otherwise want to bear. In addition, losses in our TRS will generally not provide any tax benefit, except for being carried forward against future taxable income in the TRS.

***Recently enacted legislation with respect to partnership tax audits could increase the tax liability borne by us in the event of a U.S. federal income tax audit of a subsidiary partnership.***

Recent legislation may alter who bears the liability in the event any subsidiary partnership is audited and an adjustment is assessed. Congress recently revised the rules applicable to U.S. federal income tax audits of partnerships (such as certain of our subsidiaries) and the collection of any tax resulting from any such audits or other tax proceedings, generally for taxable years beginning after December 31, 2017. Under the new rules, the partnership itself may be liable for a hypothetical increase in partner-level taxes (including interest and penalties) resulting from an adjustment of partnership tax items on audit, regardless of changes in the composition of the partners (or their relative ownership) between the year under audit and the year of the adjustment. The new rules also include an elective alternative method under which the additional taxes resulting from the adjustment are assessed from the affected partners, subject to a higher rate of interest than otherwise would apply. Many questions remain as to how the new rules will apply, especially with respect to partners that are REITs, and it is not clear at this time what effect this new legislation will have on us. However, these changes could increase the U.S. federal income tax, interest, and/or penalties otherwise borne by us in the event of a U.S. federal income tax audit of a subsidiary partnership.

***Legislative or other actions affecting REITs could materially and adversely affect us and our stockholders.***

The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. Changes to the tax laws, with or without retroactive application, could materially and adversely affect us and our stockholders. We cannot predict how changes in the tax laws might affect us or our stockholders. New legislation, U.S. Treasury regulations, administrative interpretations or court decisions could significantly and negatively affect our ability to qualify as a REIT or the U.S. federal income tax consequences of such qualification.

**Risks Related to Our Common Stock**

***The market price and trading volume of our common stock could be volatile and the market price of our common stock could decline, resulting in a substantial or complete loss of your investment.***

The stock markets, including the NYSE, which is the exchange on which our common stock is listed, have experienced significant price and volume fluctuations. Overall weakness in the economy and other factors have contributed to extreme volatility of the equity markets generally, including the market price of our common stock. As a result, the market price of our common stock has been and may continue to be volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. Some of the factors that could negatively affect our stock price or result in fluctuations in the price or trading volume of our common stock include:

- our actual or projected operating results, financial condition, cash flows and liquidity, or changes in business strategy or prospects;
- actual or perceived conflicts of interest with our Manager or Starwood Capital Group and individuals, including our executives;
- equity issuances by us, or share resales by our stockholders, or the perception that such issuances or resales may occur;
- actual or anticipated accounting problems;
- publication of research reports about us or the real estate industry;
- changes in market valuations of similar companies;
- adverse market reaction to the level of leverage we employ;
- additions to or departures of our Manager's or Starwood Capital Group's key personnel;
- speculation in the press or investment community;
- our failure to meet, or the lowering of, our earnings estimates or those of any securities analysts;
- increases in market interest rates, which may lead investors to demand a higher distribution yield for our common stock and would result in increased interest expenses on our debt;
- failure to maintain our REIT qualification;
- uncertainty regarding our exemption from the Investment Company Act;
- price and volume fluctuations in the stock market generally; and

- general market and economic conditions, including the current state of the credit and capital markets.

In the past, securities class action litigation has often been instituted against companies following periods of volatility in their share price. This type of litigation could result in substantial costs and divert our Manager's attention and resources.

***There may be future dilution of our common stock as a result of additional issuances of our securities, which could adversely impact our stock price.***

Our board of directors is authorized under our charter to, among other things, authorize the issuance of additional shares of our common stock or the issuance of shares of preferred stock or additional securities convertible or exchangeable into equity securities, without stockholder approval. Future issuances of our common stock or shares of preferred stock or securities convertible or exchangeable into equity securities may dilute the ownership interest of our existing stockholders. Because our decision to issue additional equity or convertible or exchangeable securities in any future offering will depend on market conditions and other factors beyond our control, we cannot predict or estimate the amount, timing or nature of our future issuances. Additionally, any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common stock. Also, we cannot predict the effect, if any, of future sales of our common stock, or the availability of shares for future sales, on the market price of our common stock. Sales of substantial amounts of common stock or the perception that such sales could occur may adversely affect the prevailing market price for our common stock.

**Item 1B. Unresolved Staff Comments.**

None.

**Item 2. Properties.**

The Company occupies office space in Greenwich, CT; Miami Beach, FL; San Francisco, CA; New York, NY; Atlanta, GA; Los Angeles, CA and Charlotte, NC. Our headquarters is located in Greenwich, CT in office space leased by our Manager. Refer to Schedule III included in Item 8 of this Annual Report on Form 10-K for a listing of investment properties owned as of December 31, 2016.

**Item 3. Legal Proceedings.**

Currently, no material legal proceedings are pending or, to our knowledge, threatened or contemplated against us that could have a material adverse effect on our business, financial position or results of operations.

**Item 4. Mine Safety Disclosures.**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

#### Market Information and Dividends

The Company's common stock has been listed on the NYSE and is traded under the symbol "STWD" since its IPO in August 2009. The table below sets forth the quarterly high and low prices for our common stock as reported by the NYSE, and dividends made by the Company to holders of the Company's common stock for each quarter for the years ended December 31, 2016 and 2015.

2016	High	Low	Dividend
First quarter . . . . .	\$ 20.95	\$ 16.69	\$ 0.48
Second quarter . . . . .	\$ 21.19	\$ 18.27	\$ 0.48
Third quarter . . . . .	\$ 23.46	\$ 20.25	\$ 0.48
Fourth quarter . . . . .	\$ 22.92	\$ 21.11	\$ 0.48
2015	High	Low	Dividend
First quarter . . . . .	\$ 24.79	\$ 23.12	\$ 0.48
Second quarter . . . . .	\$ 24.70	\$ 21.54	\$ 0.48
Third quarter . . . . .	\$ 22.74	\$ 20.01	\$ 0.48
Fourth quarter . . . . .	\$ 21.44	\$ 19.30	\$ 0.48

On February 23, 2017, our board of directors declared a dividend of \$0.48 per share for the first quarter of 2017, which is payable on April 14, 2017 to common stockholders of record as of March 31, 2017.

On February 16, 2017, the closing price of our common stock, as reported by the NYSE, was \$22.93 per share.

We intend to make regular quarterly distributions to holders of our common stock and distribution equivalents to holders of restricted stock units which are settled in shares of common stock. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay tax at regular corporate rates to the extent that it annually distributes less than 100% of its net taxable income. We generally intend over time to pay quarterly distributions in an amount equal to our taxable income.

#### Holders

As of February 16, 2017, there were 190 holders of record of the Company's 259,278,525 shares of common stock outstanding. One of the holders of record is Cede & Co., which holds shares as nominee for The Depository Trust Company which itself holds shares on behalf of other beneficial owners of our common stock.

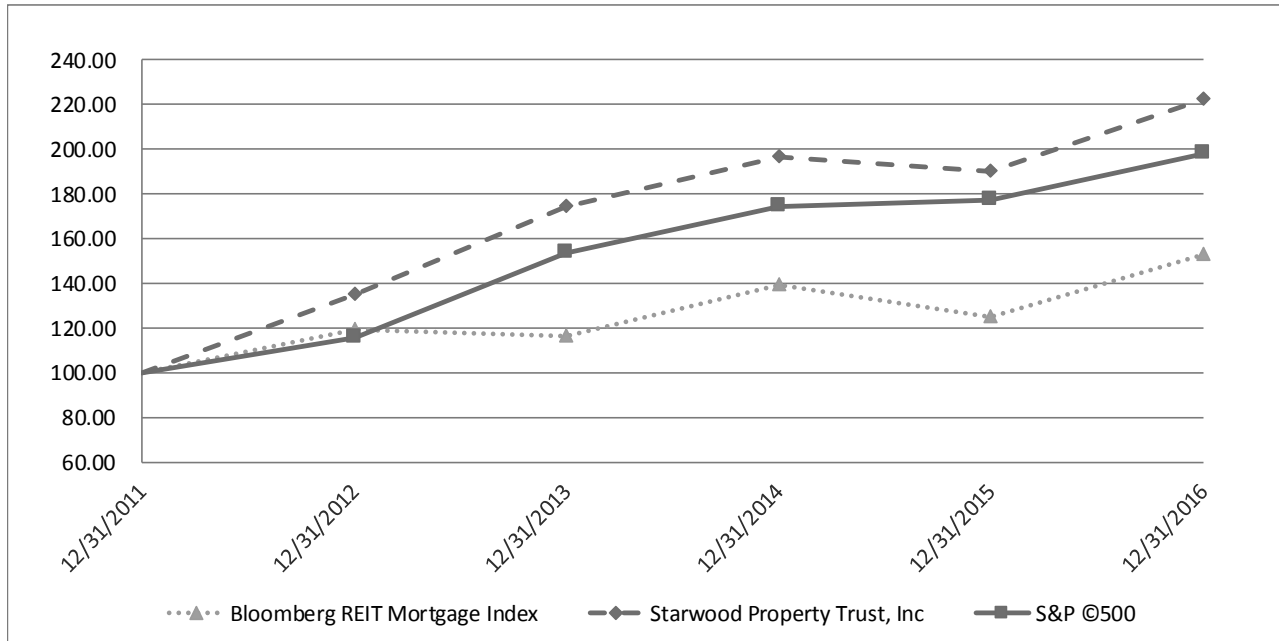
#### Securities Authorized for Issuance Under Equity Compensation Plans

The information required by this item is set forth under Item 12 of this Annual Report on Form 10-K and is incorporated herein by reference.

## Stock Performance Graph

### CUMULATIVE TOTAL RETURN

Based upon initial investment of \$100 on December 31, 2011(1)



	Starwood Property Trust	S&P 500	Bloomberg REIT Mortgage Index
12/31/2011 .....	\$ 100.00	\$ 100.00	\$ 100.00
12/31/2012 .....	\$ 134.80	\$ 116.00	\$ 119.18
12/31/2013 .....	\$ 174.35	\$ 153.57	\$ 116.38
12/31/2014 .....	\$ 196.85	\$ 174.60	\$ 138.99
12/31/2015 .....	\$ 190.12	\$ 177.01	\$ 125.24
12/31/2016 .....	\$ 222.27	\$ 198.18	\$ 153.14

(1) Dividend reinvestment is assumed.

## Sales of Unregistered Equity Securities

There were no unregistered sales of equity securities during the year ended December 31, 2016.

## Issuer Purchases of Equity Securities

There were no purchases of common stock during the three months ended December 31, 2016.



## Item 6. Selected Financial Data.

The following selected financial data should be read in conjunction with Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and our Consolidated Financial Statements, including the notes thereto, included elsewhere herein. All amounts are in thousands, except per share data.

	For the year ended December 31,				
	2016	2015	2014	2013	2012
<b>Operating Data:</b>					
Revenues (1) . . . . .	\$ 784,667	\$ 735,877	\$ 702,875	\$ 549,495	\$ 307,294
Costs and expenses . . . . .	650,399	536,279	484,009	373,166	121,761
Other income (2) . . . . .	241,727	269,791	307,319	177,653	21,025
Income tax provision . . . . .	(8,344)	(17,206)	(24,096)	(23,858)	(871)
Income from continuing operations . . . . .	367,651	452,183	502,089	330,124	205,687
Loss from discontinued operations, net of tax . . . . .	—	—	(1,551)	(19,794)	(2,005)
Net income . . . . .	367,651	452,183	500,538	310,330	203,682
Net income attributable to Starwood Property Trust, Inc. . . . .	365,186	450,697	495,021	305,030	201,195
Basic earnings per share:					
Continuing operations . . . . .	\$ 1.52	\$ 1.92	\$ 2.29	\$ 1.94	\$ 1.77
Net income . . . . .	\$ 1.52	\$ 1.92	\$ 2.28	\$ 1.82	\$ 1.76
Diluted earnings per share:					
Continuing operations . . . . .	\$ 1.50	\$ 1.91	\$ 2.25	\$ 1.94	\$ 1.77
Net income . . . . .	\$ 1.50	\$ 1.91	\$ 2.24	\$ 1.82	\$ 1.76
Dividends declared per share of common stock (3) . . . . .	\$ 1.92	\$ 1.92	\$ 1.92	\$ 1.82	\$ 1.86
Weighted-average basic shares of common stock outstanding . . . . .	238,529	233,419	214,945	166,356	113,721
<b>Balance Sheet Data:</b>					
Investments in loans . . . . .	\$ 5,946,274	\$ 6,263,517	\$ 6,300,285	\$ 4,750,804	\$ 3,000,335
Investments in securities (4) . . . . .	807,618	724,947	998,248	935,107	884,254
Investments in properties . . . . .	1,944,720	919,225	39,854	749,214	99,115
Total assets (5) . . . . .	77,256,266	85,698,354 (6)	116,070,557 (6)	110,746,408 (6)	4,316,573 (6)
Total financing arrangements . . . . .	6,200,670	5,392,494 (6)	4,656,512 (6)	3,412,482 (6)	1,385,905 (6)
Total liabilities (5) . . . . .	72,696,193	81,527,411 (6)	112,187,645 (6)	106,419,275 (6)	1,519,368 (6)
Total Starwood Property Trust, Inc. Stockholders’ Equity . . . . .	4,522,274	4,140,316	3,860,856	4,282,528	2,719,346
Total Equity . . . . .	\$ 4,560,073	\$ 4,170,943	\$ 3,882,912	\$ 4,327,133	\$ 2,797,205

- (1) During the years ended December 31, 2016, 2015, 2014 and 2013, servicing fees and interest income of \$180.5 million, \$230.8 million, \$159.3 million and \$92.7 million, respectively, are eliminated in consolidation pursuant to ASC 810.
- (2) During the years ended December 31, 2016, 2015, 2014 and 2013, other income includes \$181.2 million, \$232.0 million, \$162.0 million and \$93.6 million, respectively, of additive net eliminations in consolidation pursuant to ASC 810.
- (3) On January 31, 2014, we completed the spin-off of our SFR segment and our stockholders received one common share of SWAY for every five shares of our common stock held at the close of business on January 24, 2014, effectively a non-cash dividend of \$5.77 per share. On the date of the spin-off, the book value of SWAY’s assets was estimated to be \$1.1 billion.
- (4) December 31, 2016, 2015, 2014 and 2013 balances exclude \$959.0 million, \$825.2 million, \$519.8 million and \$409.3 million, respectively, of CMBS that are eliminated in consolidation pursuant to ASC 810.

- (5) December 31, 2016 balances include \$67.1 billion of VIE assets and \$66.1 billion of VIE liabilities consolidated pursuant to ASC 810. December 31, 2015 balances include \$76.7 billion of VIE assets and \$75.8 billion of VIE liabilities consolidated pursuant to ASC 810. December 31, 2014 balances include \$107.8 billion of VIE assets and \$107.2 billion of VIE liabilities consolidated pursuant to ASC 810. December 31, 2013 balances include \$103.1 billion of VIE assets and \$102.6 billion of VIE liabilities consolidated pursuant to ASC 810.
- (6) Reflects amounts reclassified in accordance with ASU 2015-03 as discussed in Note 2 to the Consolidated Financial Statements. Deferred financing costs of \$39.7 million, \$28.8 million, \$24.2 million and \$7.8 million were reclassified from other assets to a direct deduction from the carrying value of the related debt as of December 31, 2015, 2014, 2013 and 2012, respectively.

## **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

This “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of the Company should be read in conjunction with Item 6, “Selected Financial Data,” and our accompanying Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K (this “Form 10-K”). Certain statements we make under this Item 7 constitute “forward-looking statements” under the Private Securities Litigation Reform Act of 1995. See “Special Note Regarding Forward-Looking Statements” preceding Part I of this Form 10-K. You should consider our forward-looking statements in light of our Consolidated Financial Statements and other financial information appearing elsewhere in this Form 10-K and our other filings with the SEC.

### **Business Objectives and Outlook**

Our objective is to provide attractive risk-adjusted returns to our investors over the long-term, primarily through dividends and secondarily through capital appreciation. We intend to achieve our objective by originating and acquiring target assets to create a diversified investment portfolio that is financed in a manner that is designed to deliver attractive returns across a variety of market conditions and economic cycles. We are focused on our three core competencies: transaction access, asset analysis and selection, and identification of attractive relative values within the real estate debt and equity markets.

Since our IPO in August 2009, we have evolved from a company focused on opportunistic acquisitions of real estate debt assets from distressed sellers to that of a full-service real estate finance platform that is primarily focused on the origination and acquisition of commercial real estate debt and equity investments across the capital structure, in both the U.S. and Europe. With the Starwood brand, market presence, and lending/asset management platform that we have developed, we are focused primarily on the following opportunities:

- (1) Continue to expand our market presence as a leading provider of acquisition, refinance, development and expansion capital to large real estate projects (greater than \$75 million) in infill locations, and other attractive market niches where our size and scale give us an advantage to provide a “one-stop” lending solution for real estate developers, owners and operators;
- (2) Continue to expand our investment activities in subordinate CMBS and revenues from special servicing;
- (3) Continue to expand our capabilities in syndication and securitization, which serve as a source of attractively priced, matched-term financing;
- (4) Continue to leverage our Investing and Servicing Segment’s sourcing and credit underwriting capabilities to expand our overall footprint in the commercial real estate debt markets; and
- (5) Expand our investment activities in both (i) targeted real estate equity investments and (ii) residential mortgage finance.

There can be no assurance that we will continue to find appropriate investment opportunities.

## Recent Developments

### Developments During the Fourth Quarter of 2016

#### *Medical Office Portfolio Acquisition*

On December 29, 2016, we acquired 34 medical office buildings for a purchase price of \$758.8 million (the “Medical Office Portfolio”). These properties, which collectively comprise 1.9 million square feet, are geographically dispersed throughout the U.S. and primarily affiliated with major hospitals or located on or adjacent to a major hospital campus. The portfolio is 94% occupied and primarily net leased to investment-grade health systems and major physician-owned medical groups with a weighted average remaining lease term of 6.8 years.

#### *Other Developments*

- The Lending Segment originated or acquired the following loans during the quarter:
  - \$380.0 million first mortgage and mezzanine loan for the refinancing and expansion of a real estate portfolio comprised of five office properties, five retail properties, a hotel property and a parking facility all located in New York, New York, which was fully funded upon acquisition.
  - \$195.0 million first mortgage and mezzanine loan for the refinancing of a 41-floor office tower located in Atlanta, Georgia, of which the Company funded \$175.0 million. The \$164.8 million first mortgage was subsequently sold during the quarter.
  - £142.5 million first mortgage loan for the acquisition of 88 parking facilities located throughout the United Kingdom, which was fully funded upon origination.
  - \$120.0 million first mortgage and mezzanine loan for the refinancing of a 1.3 million square foot office tower located in Dallas, Texas, of which the Company funded \$98.0 million.
  - \$116.0 million first mortgage and mezzanine loan for the refinancing of a 29-floor office tower located in Chicago, Illinois, of which the Company funded \$98.9 million.
  - \$115.0 million first mortgage and mezzanine loan for the acquisition and renovation of a luxury resort located in Kapalua, Hawaii, which was fully funded upon origination.
- Funded \$146.0 million of previously originated loan commitments.
- Received proceeds of \$623.8 million from maturities, sales and principal repayments on loans held-for-investment.
- Added conduit loans of \$473.2 million and received proceeds of \$760.9 million from sales of conduit loans.
- Purchased \$41.1 million and \$0.8 million of CMBS and RMBS, respectively, including \$40.8 million of new issue B-pieces.
- Named special servicer on three new issue CMBS deals with a total unpaid principal balance of \$2.7 billion at issuance; in the case of two of these CMBS deals, we retained the related B-piece.
- Acquired commercial real estate from CMBS trusts for a gross purchase price of \$41.4 million.
- Issued \$700.0 million of 5.00% Senior Notes due 2021 (the “2021 Notes”).

- Issued 20,470,000 shares of common stock in a public offering with a share price of \$21.93 for gross proceeds of \$448.8 million.
- Repurchased \$19.4 million par value of our 3.75% Convertible Senior Notes due 2017 (the “2017 Notes”) for \$19.9 million, recognizing a loss on extinguishment of debt of \$0.6 million.

### **Developments During 2016**

- Acquired 34 properties comprising our Medical Office Portfolio as discussed above in our “Developments During the Fourth Quarter of 2016.”
- Acquired the final 14 of the 32 affordable housing communities which comprise our “Woodstar Portfolio.” These 14 properties include 3,710 units, total assets of \$276.3 million and assumed liabilities of \$170.4 million, which include federal, state and county sponsored financing and other assumed debt.
- The Lending Segment originated or acquired the following loans or CMBS during the year:
  - \$380.0 million first mortgage and mezzanine loan for the refinancing and expansion of a real estate portfolio comprised of five office properties, five retail properties, a hotel property and a parking facility all located in New York, New York, which was fully funded upon acquisition.
  - \$330.0 million first mortgage and mezzanine loan for the development of an 856-unit luxury multi-family project located in Brooklyn, New York, of which the Company funded \$41.7 million.
  - \$216.0 million portfolio of three first mortgage loans secured by 25 office properties located in Long Island, New York and a two-building office complex located in San Jose, California, of which the Company funded \$212.5 million.
  - €165.4 million investment in a first mortgage loan and a first mortgage loan portfolio, each of which had been securitized into single-borrower securitizations by the seller. The €98.9 million first mortgage loan is secured by a shopping center in the metropolitan area of Lisbon, Portugal. The €66.5 million first mortgage loan portfolio is secured by five food-related retail properties across Portugal, with four of the assets located in the Greater Lisbon metropolitan area.
  - \$195.0 million first mortgage and mezzanine loan for the refinancing of a 41-floor office tower located in Atlanta, Georgia, of which the Company funded \$175.0 million. The \$164.8 million first mortgage was subsequently sold.
  - \$183.0 million first mortgage and mezzanine loan for the refinancing and renovation of a four-tower luxury multi-family complex located in the Greater Philadelphia area, of which the Company funded \$155.7 million.
  - \$162.0 million first mortgage and mezzanine loan for the acquisition and renovation of a 10-building office and warehouse complex located in Brooklyn, New York, of which the Company funded \$82.6 million.
- Funded \$515.4 million of previously originated loan commitments.
- Received proceeds of \$3.0 billion from maturities, sales and principal repayments on loans held-for-investment.
- Added conduit loans of \$1.7 billion and received proceeds of \$1.9 billion from sales of conduit loans.
- Purchased \$187.9 million and \$98.0 million of CMBS and RMBS, respectively, including \$105.0 million of new issue B-pieces.

- Named special servicer on eight new issue CMBS deals with a total unpaid principal balance of \$6.3 billion at issuance; in the case of seven of these CMBS deals, we retained the related B-piece.
- Acquired commercial real estate from CMBS trusts for a gross purchase price of \$128.6 million.
- Issued \$700.0 million of the 2021 Notes.
- Issued 20,470,000 shares of common stock in a public offering with a share price of \$21.93 for gross proceeds of \$448.8 million.
- Repurchased 1,052,889 shares of common stock at a total cost of \$19.7 million.
- Repurchased \$19.4 million par value of our 2017 Notes for \$19.9 million, recognizing a loss on extinguishment of debt of \$0.6 million.

### **Subsequent Events**

Refer to Note 25 to the Consolidated Financial Statements for disclosure regarding significant transactions that occurred subsequent to December 31, 2016.

## Results of Operations

The discussion below is based on GAAP and therefore reflects the elimination of certain key financial statement line items related to the consolidation of securitization VIEs, particularly within revenues and other income, as discussed in Note 2 to the Consolidated Financial Statements. For a discussion of our results of operations excluding the impact of ASC 810 as it relates to the consolidation of securitization VIEs, refer to the Non-GAAP Financial Measures section herein.

The following table compares our summarized results of operations for the years ended December 31, 2016, 2015 and 2014 by business segment (amounts in thousands):

	For the Year Ended December 31,			\$ Change	\$ Change
	2016	2015	2014	2016 vs. 2015	2015 vs. 2014
<b>Revenues:</b>					
Lending Segment . . . . .	\$ 497,735	\$ 529,449	\$ 489,767	\$ (31,714)	\$ 39,682
Investing and Servicing Segment . . . . .	352,836	411,806	372,393	(58,970)	39,413
Property Segment . . . . .	114,599	25,445	—	89,154	25,445
Investing and Servicing VIEs . . . . .	(180,503)	(230,823)	(159,285)	50,320	(71,538)
	<u>784,667</u>	<u>735,877</u>	<u>702,875</u>	<u>48,790</u>	<u>33,002</u>
<b>Costs and expenses:</b>					
Lending Segment . . . . .	113,770	106,331	93,665	7,439	12,666
Investing and Servicing Segment . . . . .	173,576	157,055	177,291	16,521	(20,236)
Property Segment . . . . .	131,365	36,199	—	95,166	36,199
Corporate . . . . .	231,249	235,749	212,160	(4,500)	23,589
Investing and Servicing VIEs . . . . .	439	945	893	(506)	52
	<u>650,399</u>	<u>536,279</u>	<u>484,009</u>	<u>114,120</u>	<u>52,270</u>
<b>Other income (loss):</b>					
Lending Segment . . . . .	9,164	2,901	22,180	6,263	(19,279)
Investing and Servicing Segment . . . . .	4,149	24,043	120,985	(19,894)	(96,942)
Property Segment . . . . .	51,763	16,711	2,176	35,052	14,535
Corporate . . . . .	(4,505)	(5,904)	—	1,399	(5,904)
Investing and Servicing VIEs . . . . .	181,156	232,040	161,978	(50,884)	70,062
	<u>241,727</u>	<u>269,791</u>	<u>307,319</u>	<u>(28,064)</u>	<u>(37,528)</u>
<b>Income (loss) from continuing operations before income taxes:</b>					
Lending Segment . . . . .	393,129	426,019	418,282	(32,890)	7,737
Investing and Servicing Segment . . . . .	183,409	278,794	316,087	(95,385)	(37,293)
Property Segment . . . . .	34,997	5,957	2,176	29,040	3,781
Corporate . . . . .	(235,754)	(241,653)	(212,160)	5,899	(29,493)
Investing and Servicing VIEs . . . . .	214	272	1,800	(58)	(1,528)
	<u>375,995</u>	<u>469,389</u>	<u>526,185</u>	<u>(93,394)</u>	<u>(56,796)</u>
Income tax provision . . . . .	(8,344)	(17,206)	(24,096)	8,862	6,890
Loss from discontinued operations, net of tax . .	—	—	(1,551)	—	1,551
Net income attributable to non-controlling interests . . . . .	(2,465)	(1,486)	(5,517)	(979)	4,031
<b>Net income attributable to Starwood Property Trust, Inc. . . . .</b>	<u>\$ 365,186</u>	<u>\$ 450,697</u>	<u>\$ 495,021</u>	<u>\$ (85,511)</u>	<u>\$ (44,324)</u>

## ***Year Ended December 31, 2016 Compared to Year Ended December 31, 2015***

### ***Lending Segment***

#### ***Revenues***

For the year ended December 31, 2016, revenues of our Lending Segment decreased \$31.7 million to \$497.7 million, compared to \$529.4 million for the year ended December 31, 2015. This decrease was primarily due to (i) a \$20.8 million decrease in interest income from investment securities principally due to maturities during 2015 of two preferred equity interests we held in companies that own commercial real estate, the absence of \$5.4 million of income realized upon the collection of an RMBS in 2015 and the absence of a \$5.3 million CMBS prepayment fee recognized in 2015 and (ii) a \$10.9 million decrease in interest income from loans principally due to a gradual decline of interest rate spreads and lower average loan balances during 2016, the effects of which were partially offset by higher loan fee income from increased levels of loan prepayments in 2016.

#### ***Costs and Expenses***

For the year ended December 31, 2016, costs and expenses of our Lending Segment increased \$7.4 million to \$113.7 million, compared to \$106.3 million for the year ended December 31, 2015. This increase was primarily due to a \$6.3 million increase in interest expense associated with the various secured financing facilities used to fund a portion of our investment portfolio and a \$3.8 million increase in our loan loss allowance, partially offset by a \$3.2 million decrease in G&A expenses primarily due to lower compensation costs.

#### ***Net Interest Income (amounts in thousands)***

	<b>For the Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>Change</b>
Interest income from loans . . . . .	\$ 449,470	\$ 460,365	\$ (10,895)
Interest income from investment securities . . . . .	47,241	68,059	(20,818)
Interest expense . . . . .	(88,000)	(81,676)	(6,324)
<b>Net interest income . . . . .</b>	<b>\$ 408,711</b>	<b>\$ 446,748</b>	<b>\$ (38,037)</b>

For the year ended December 31, 2016, net interest income of our Lending Segment decreased \$38.0 million to \$408.7 million, compared to \$446.7 million for the year ended December 31, 2015. This decrease reflects the net decrease in interest income explained in the *Revenues* discussion above and the increase in interest expense on our secured financing facilities.

During the year ended December 31, 2016, the weighted average unlevered and levered yields on the Lending Segment's loans and investment securities were 7.5% and 9.6%, respectively, excluding the impact of bridge financing. During the year ended December 31, 2015, the weighted average unlevered and levered yields on the Lending Segment's loans and investment securities were 8.0% and 10.4%, respectively, excluding the impact of bridge financing. The slight decrease in the weighted average unlevered yields is primarily due to a gradual decline of interest rate spreads over the last twelve months. The decrease in the weighted average levered yields is primarily due to a gradual decline of interest rate spreads over the last twelve months and our utilization of excess cash to pay down outstanding debt.

During the year ended December 31, 2016 and 2015, the Lending Segment's weighted average secured borrowing rates, inclusive of interest rate hedging costs and the amortization of deferred financing fees, were 3.4% and 3.2%, respectively, and 3.3% and 2.9%, respectively, excluding the impact of bridge financing. The increases in the Lending Segment's weighted average secured borrowing rates are primarily due to increases in LIBOR.

#### ***Other Income***

For the year ended December 31, 2016, other income of our Lending Segment increased \$6.3 million to \$9.2 million, compared to \$2.9 million for the year ended December 31, 2015. The increase was primarily due to a \$10.8 million increase in derivative gains, partially offset by a \$3.9 million decrease in net gains from other investments. The \$10.8 million increase in derivative gains reflects a \$6.8 million increased gain on foreign currency hedges and a \$4.0

million decreased loss on interest rate swaps. The foreign currency hedges are used to fix the U.S. dollar amounts of cash flows (both interest and principal payments) we expect to receive from our foreign currency denominated loans and CMBS investments. The gains on those hedges reflect the overall strengthening of the U.S. dollar. The interest rate swaps are used primarily to fix our interest rate payments on certain variable rate borrowings which fund fixed rate investments.

#### Investing and Servicing Segment and VIEs

##### *Revenues*

For the year ended December 31, 2016, revenues of our Investing and Servicing Segment decreased \$8.7 million to \$172.3 million after consolidated VIE eliminations of \$180.5 million, compared to \$181.0 million after consolidated VIE eliminations of \$230.8 million for the year ended December 31, 2015. The VIE eliminations are merely a function of the number of CMBS trusts consolidated in any given period, and as such, are not a meaningful indicator of the operating results for this segment. The decrease in revenues was primarily due to decreases of \$28.5 million in servicing fees, \$5.4 million in other fee income and \$2.0 million in interest income from CMBS investments, partially offset by an increase of \$27.0 million in rental income on our expanded REO Portfolio (see Note 3 to the Consolidated Financial Statements). The \$2.0 million decrease in CMBS interest income reflects a \$7.7 million decrease in VIE eliminations related to the CMBS trusts we consolidate. Excluding the effect of these eliminations, CMBS interest income decreased by \$9.7 million, primarily reflecting a lower level of CMBS interest recoveries.

##### *Costs and Expenses*

For the year ended December 31, 2016, costs and expenses of our Investing and Servicing Segment increased \$16.0 million to \$174.0 million, compared to \$158.0 million for the year ended December 31, 2015, inclusive of VIE eliminations, which were nominal for both periods. The increase in costs and expenses was primarily due to increases of \$11.5 million in costs of rental operations and \$5.1 million in interest expense on secured financings for CMBS and the REO Portfolio.

##### *Other Income*

For the year ended December 31, 2016, other income of our Investing and Servicing Segment decreased \$70.8 million to \$185.3 million including additive net VIE eliminations of \$181.2 million, from \$256.1 million including additive net VIE eliminations of \$232.0 million for the year ended December 31, 2015. The decrease in other income was primarily due to (i) a decrease of \$33.9 million in the change in value of net assets related to consolidated VIEs, (ii) a \$34.5 million greater reduction in fair value of servicing rights which reflects the expected amortization of this deteriorating asset net of increases in fair value due to the attainment of new servicing contracts, (iii) the absence of a \$17.8 million gain on sale of a commercial real estate asset realized in 2015 and (iv) a \$4.3 million unfavorable change in fair value of CMBS securities, all partially offset by (v) a \$9.9 million greater increase in fair value of loans held-for-sale and (vi) a \$9.9 million lower loss on derivatives which principally hedge our interest rate risk on those loans. The change in net assets related to consolidated VIEs reflects amounts associated with the Investing and Servicing Segment's variable interests in CMBS trusts it consolidates, including special servicing fees, interest income, and changes in fair value of CMBS and servicing rights. As noted above, this number is merely a function of the number of CMBS trusts consolidated in any given period, and as such, is not a meaningful indicator of the operating results for this segment. Before VIE eliminations, there were decreases in fair value of CMBS securities of \$44.1 million and \$10.0 million in the years ended December 31, 2016 and 2015, respectively.

##### *Income Tax Provision*

Historically, our consolidated income tax provision principally relates to the taxable nature of the Investing and Servicing Segment's loan servicing and loan conduit businesses which are housed in TRSs. Our tax provision for the year ended December 31, 2016, as well as the overall effective tax rate, is lower than for the year ended December 31, 2015 primarily due to a decrease in the taxable income of our TRSs.



### Property Segment

#### *Revenues*

For the year ended December 31, 2016, revenues of our Property Segment increased \$89.2 million to \$114.6 million, compared to \$25.4 million for the year ended December 31, 2015. The increase in revenues was primarily due to increases in rental income of \$76.2 million from our Woodstar Portfolio, which we acquired after September 30, 2015, and \$12.5 million from our Ireland Portfolio, both of which are described in Note 3 to the Consolidated Financial Statements.

#### *Costs and Expenses*

For the year ended December 31, 2016, costs and expenses of our Property Segment increased \$95.2 million to \$131.4 million, compared to \$36.2 million for the year ended December 31, 2015. The increase in costs and expenses was primarily due to increases of \$35.6 million in depreciation and amortization, \$42.0 million in other rental related costs and \$16.4 million in interest expense primarily on the secured financing for the Woodstar and Ireland Portfolios.

#### *Other Income*

For the year ended December 31, 2016, other income of our Property Segment increased \$35.1 million to \$51.8 million, compared to \$16.7 million for the year ended December 31, 2015. The increase in other income was primarily due to (i) a \$28.4 million increase in derivative gains primarily relating to interest rate swaps entered into in anticipation of debt financing for the recently-acquired Medical Office Portfolio (described in Note 3 to the Consolidated Financial Statements) and (ii) the recognition of an \$8.4 million bargain purchase gain on the final two properties we purchased for the Woodstar Portfolio during the second quarter of 2016.

### Corporate

#### *Costs and Expenses*

For the year ended December 31, 2016, corporate expenses decreased \$4.5 million to \$231.2 million, compared to \$235.7 million for the year ended December 31, 2015. The decrease was primarily due to an \$8.2 million decrease in management fees partially offset by a \$3.7 million increase in other corporate expenses, including acquisition and investment pursuit costs.

#### *Other Loss*

For the year ended December 31, 2016, corporate other loss decreased \$1.4 million to \$4.5 million, compared to \$5.9 million for the year ended December 31, 2015. The decrease was due to a \$4.3 million increase in other income, including reimbursements received in 2016 related to a partnership guarantee arrangement, partially offset by a \$2.9 million increase in loss on extinguishment of debt.

### ***Year Ended December 31, 2015 Compared to Year Ended December 31, 2014***

### Lending Segment

#### *Revenues*

For the year ended December 31, 2015, revenues of our Lending Segment increased \$39.6 million to \$529.4 million, compared to \$489.8 million for the year ended December 31, 2014. This increase was primarily due to an increase in interest income from loans resulting from higher average loan balances during 2015 and higher loan fee income driven by increased levels of loan prepayments during 2015.

### *Costs and Expenses*

For the year ended December 31, 2015, costs and expenses of our Lending Segment increased \$12.6 million to \$106.3 million, compared to \$93.7 million for the year ended December 31, 2014. The increase was primarily due to a \$15.8 million increase in interest expense associated with the various secured financing facilities used to fund the growth of our investment portfolio, partially offset by a decrease of \$2.0 million in our loan loss allowance. The outstanding balance under the Lending Segment's secured financing facilities increased \$67.9 million between December 31, 2014 and 2015.

### *Net Interest Income (amounts in thousands)*

	<b>For the Year ended December 31,</b>		<b>Change</b>
	<b>2015</b>	<b>2014</b>	
Interest income from loans . . . . .	\$ 460,365	\$ 420,683	\$ 39,682
Interest income from investment securities . . . . .	68,059	68,348	(289)
Interest expense . . . . .	(81,676)	(65,913)	(15,763)
<b>Net interest income . . . . .</b>	<b>\$ 446,748</b>	<b>\$ 423,118</b>	<b>\$ 23,630</b>

For the year ended December 31, 2015, net interest income of our Lending Segment increased \$23.6 million to \$446.7 million compared to \$423.1 million for the year ended December 31, 2014. The increase primarily reflects higher average loan balances during 2015 and higher loan fee income driven by increased levels of loan prepayments during 2015.

During the year ended December 31, 2015, the weighted average unlevered and levered yields on the Lending Segment's loans and investment securities were 8.0% and 10.4%, respectively, excluding the impact of bridge financing. During the year ended December 31, 2014, the weighted average unlevered and levered yields on the Lending Segment's loans and investment securities were 8.2% and 10.2%, respectively, excluding the impact of bridge financing. The slight decrease in the weighted average unlevered yields is primarily due to a gradual decline of interest rate spreads during 2015.

During the years ended December 31, 2015 and 2014, the Lending Segment's weighted average secured borrowing rates, inclusive of interest rate hedging costs and the amortization of deferred financing fees, were 3.5% and 3.7%, respectively. This decrease in borrowing rates reflects lower interest rate spreads on both our new and amended debt facilities during 2015.

### *Other Income*

For the year ended December 31, 2015, other income of our Lending Segment decreased \$19.3 million to \$2.9 million, from \$22.2 million for the year ended December 31, 2014. The decrease was primarily due to an \$8.0 million decrease in gain on sale of investments due to higher sales activity, particularly of RMBS, in 2014, a \$7.8 million increase in foreign currency loss and a \$3.4 million decrease in equity in earnings of unconsolidated entities.

### *Investing and Servicing Segment and VIEs*

#### *Revenues*

For the year ended December 31, 2015, revenues of our Investing and Servicing Segment decreased \$32.1 million to \$181.0 million after consolidated VIE eliminations of \$230.8 million, compared to \$213.1 million after consolidated VIE eliminations of \$159.3 million for the year ended December 31, 2014. The VIE eliminations are merely a function of the number of CMBS trusts consolidated in any given period, and as such, are not a meaningful indicator of the operating results for this segment. The decrease in revenues was due to decreases of \$18.6 million in servicing fees and \$18.1 million in interest income from CMBS investments, all partially offset by increases of \$3.6 million in interest income from loans and \$1.0 million in rental and other revenues. The \$18.1 million decrease in CMBS interest income is after a \$64.6 million increase in VIE eliminations related to the CMBS trusts we consolidate. Excluding the effect of these eliminations, CMBS interest income increased by \$46.5 million.

### *Costs and Expenses*

For the year ended December 31, 2015, costs and expenses of our Investing and Servicing Segment decreased \$20.2 million to \$158.0 million, compared to \$178.2 million for the year ended December 31, 2014. The VIE eliminations were nominal for both periods. The decrease in costs and expenses was primarily due to (i) lower incentive and other compensation and (ii) accruals for contingencies and legal fees incurred in 2014 which did not recur in 2015, partially offset by a \$5.6 million increase in interest expense related to higher balances under our conduit loan, CMBS and mortgage financing facilities.

### *Other Income*

For the year ended December 31, 2015, other income of our Investing and Servicing Segment decreased \$26.9 million to \$256.1 million, including additive net VIE eliminations of \$232.0 million, from \$283.0 million, including additive net VIE eliminations of \$162.0 million for the year ended December 31, 2014. The decrease in other income was primarily due to lesser increases of \$27.0 million in the value of net assets related to consolidated VIEs, \$11.4 million in the fair value of CMBS securities and \$6.1 million in the fair value of loans held-for-sale, all partially offset by a \$17.8 million gain on sale of a commercial real estate asset. The change in net assets related to consolidated VIEs reflects amounts associated with the Investing and Servicing Segment's variable interests in CMBS trusts it consolidates, including special servicing fees, interest income, and changes in fair value of CMBS and servicing rights. As noted above, this number is merely a function of the number of CMBS trusts consolidated in any given period, and as such, is not a meaningful indicator of the operating results for this segment. Before VIE eliminations, there was a decrease in fair value of CMBS securities of \$10.0 million in the year ended December 31, 2015 and an increase in fair value of \$97.7 million in the year ended December 31, 2014.

### *Income Tax Provision*

Most of our consolidated income tax provision relates to the taxable nature of the Investing and Servicing Segment's loan servicing and loan conduit businesses, which are housed in TRSs. Our tax provision for the year ended December 31, 2015, as well as the overall effective tax rate, is lower than for the year ended December 31, 2014 primarily due to a decrease in the taxable income of our TRSs.

### *Property Segment*

During the year ended December 31, 2014, there was no activity in the Property Segment except for equity in earnings of the Retail Fund which we acquired in the 2014 fourth quarter. Therefore, a comparison of results of this segment for the year ended December 31, 2014 to the year ended December 31, 2015 is not meaningful.

### *Revenues*

For the year ended December 31, 2015, revenues of our Property Segment of \$25.4 million consisted of rental income of \$19.2 million relating to our Ireland Portfolio and \$6.2 million relating to our Woodstar Portfolio.

### *Costs and Expenses*

For the year ended December 31, 2015, costs and expenses of our Property Segment of \$36.2 million consisted of \$9.0 million of acquisition and investment pursuit costs, of which \$3.4 million and \$3.2 million relate to the acquisitions of the Ireland Portfolio and Woodstar Portfolio, respectively, and \$27.2 million of other rental related costs, including \$15.0 million of depreciation and amortization and \$5.6 million of interest expense on our secured financing for the Ireland Portfolio and the Woodstar Portfolio.

### *Other Income*

For the year ended December 31, 2015, other income of our Property Segment of \$16.7 million consisted primarily of \$10.1 million of equity in earnings from the Retail Fund and a \$7.0 million gain on foreign currency contracts that economically hedge our Euro currency exposure with respect to the Ireland Portfolio, partially offset by a \$1.9 million loss on interest rate derivatives related to the debt financing for the Ireland Portfolio. For the year ended December 31, 2014, other income of \$2.2 million consisted solely of equity in earnings from the Retail Fund.

### Corporate

For the year ended December 31, 2015, corporate expenses increased \$23.5 million to \$235.7 million, compared to \$212.2 million for the year ended December 31, 2014. The increase was primarily due to a \$14.5 million increase in interest expense related to our October 2014 issuance of the 2017 Notes and an \$8.1 million increase in management fees. The increase in management fees reflects the impacts of (i) higher levels of invested capital which resulted in an increased base management fee and (ii) higher levels of Core Earnings (see “Non-GAAP Financial Measures” section below) which resulted in an increased incentive fee. Corporate other loss of \$5.9 million for the year ended December 31, 2015 represents a loss on the repurchase of \$118.6 million principal amount of our 4.00% Convertible Senior Notes due 2019 (the “2019 Notes”).

### **Non-GAAP Financial Measures**

Core Earnings is a non-GAAP financial measure. We calculate Core Earnings as GAAP net income (loss) excluding the following:

- (i) non-cash equity compensation expense;
- (ii) incentive fees due under our management agreement;
- (iii) depreciation and amortization of real estate and associated intangibles;
- (iv) acquisition costs associated with successful acquisitions (effective July 1, 2015); and
- (v) any unrealized gains, losses or other non-cash items recorded in net income for the period, regardless of whether such items are included in other comprehensive income or loss, or in net income.

We believe that Core Earnings provides an additional measure of our core operating performance by eliminating the impact of certain non-cash expenses and facilitating a comparison of our financial results to those of other comparable REITs with fewer or no non-cash adjustments and comparison of our own operating results from period to period. Our management uses Core Earnings in this way, and also uses Core Earnings to compute the incentive fee due under our management agreement. The Company believes that its investors also use Core Earnings or a comparable supplemental performance measure to evaluate and compare the performance of the Company and its peers, and as such, the Company believes that the disclosure of Core Earnings is useful to (and expected by) its investors.

However, the Company cautions that Core Earnings does not represent cash generated from operating activities in accordance with GAAP and should not be considered as an alternative to net income (determined in accordance with GAAP), or an indication of our cash flows from operating activities (determined in accordance with GAAP), a measure of our liquidity, or an indication of funds available to fund our cash needs, including our ability to make cash distributions. In addition, our methodology for calculating Core Earnings may differ from the methodologies employed by other REITs to calculate the same or similar supplemental performance measures, and accordingly, our reported Core Earnings may not be comparable to the Core Earnings reported by other REITs.

In assessing the appropriate weighted average diluted share count to apply to Core Earnings for purposes of determining Core Earnings per share (“EPS”), management considered the following attributes of our current GAAP diluted share methodology: (i) our unvested stock awards representing participating securities were determined to be

anti-dilutive and were thus excluded from the denominator of the EPS calculation; and (ii) the portion of the convertible senior notes that are “in-the-money” (referred to as the “conversion spread value”), representing the value that would be delivered to investors in shares upon an assumed conversion, is included in the denominator. Because compensation expense related to unvested stock awards is added back for Core Earnings purposes pursuant to the definition above, there is no dilution to Core Earnings resulting from the associated expense recognition. As a result, for purposes of determining Core EPS, our GAAP EPS methodology was adjusted to include (instead of exclude) such unvested awards. Further, conversion of the convertible senior notes is an event that is contingent upon numerous factors, none of which are in our control, and is an event that may or may not occur. Consistent with the treatment of other unrealized adjustments to Core Earnings, our GAAP EPS methodology was adjusted to exclude (instead of include) the conversion spread value in determining Core EPS until a conversion actually occurs. The following table presents our diluted weighted average shares used in our GAAP EPS calculation reconciled to our diluted weighted average shares used in our Core EPS calculation (amounts in thousands):

	<b>For the Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Diluted weighted average shares - GAAP .....	241,794	234,142	218,781
Add: Unvested stock awards .....	1,469	2,132	2,650
Less: Conversion spread value .....	<u>(2,697)</u>	<u>(97)</u>	<u>(3,432)</u>
Diluted weighted average shares - Core .....	<u>240,566</u>	<u>236,177</u>	<u>217,999</u>

The definition of Core Earnings allows management to make adjustments, subject to the approval of a majority of our independent directors, in situations where such adjustments are considered appropriate in order for Core Earnings to be calculated in a manner consistent with its definition and objective. No adjustments to the definition of Core Earnings occurred during the year ended December 31, 2016.

The following table summarizes our quarterly Core Earnings per weighted average diluted share for the years ended December 31, 2016, 2015 and 2014:

	<b>Core Earnings For the Three-Month Periods Ended</b>			
	<b>March 31</b>	<b>June 30</b>	<b>September 30</b>	<b>December 31</b>
2016 .....	\$ 0.50	\$ 0.50	\$ 0.59	\$ 0.50
2015 .....	0.55	0.53	0.56	0.55
2014 .....	0.61	0.52	0.55	0.50

Annual Core Earnings per weighted average diluted share may not equal the sum of each quarter’s Core Earnings per weighted average diluted share due to rounding and other computational factors.

The following table presents our summarized results of operations and reconciliation to Core Earnings for the year ended December 31, 2016, by business segment (amounts in thousands):

	<b>Lending Segment</b>	<b>Investing and Servicing Segment</b>	<b>Property Segment</b>	<b>Corporate</b>	<b>Total</b>
Revenues .....	\$ 497,735	\$ 352,836	\$ 114,599	\$ —	\$ 965,170
Costs and expenses .....	(113,770)	(173,576)	(131,365)	(231,249)	(649,960)
Other (loss) income .....	9,164	4,149	51,763	(4,505)	60,571
Income (loss) before income taxes .....	393,129	183,409	34,997	(235,754)	375,781
Income tax benefit (provision) .....	1,610	(9,954)	—	—	(8,344)
Income attributable to non-controlling interests .....	(1,398)	(853)	—	—	(2,251)
<b>Net income (loss) attributable to Starwood Property Trust, Inc. ....</b>	<b>393,341</b>	<b>172,602</b>	<b>34,997</b>	<b>(235,754)</b>	<b>365,186</b>
<b>Add / (Deduct):</b>					
Non-cash equity compensation expense .....	2,829	7,370	111	22,705	33,015
Management incentive fee .....	—	—	—	32,842	32,842
Acquisition and investment pursuit costs .....	—	1,421	7,755	356	9,532
Depreciation and amortization .....	—	12,768	50,862	—	63,630
Loan loss allowance, net. ....	3,759	—	—	—	3,759
Interest income adjustment for securities .....	(1,016)	19,376	—	—	18,360
Bargain purchase gains .....	—	(8,822)	(8,406)	—	(17,228)
Other non-cash items .....	—	45	(3,109)	—	(3,064)
Reversal of unrealized (gains) / losses on:					
Loans held-for-sale .....	—	(74,251)	—	—	(74,251)
Securities .....	(20)	44,094	—	—	44,074
Derivatives .....	(44,151)	2,526	(33,497)	—	(75,122)
Foreign currency .....	37,595	(3,661)	38	(5)	33,967
Earnings from unconsolidated entities .....	(3,447)	(8,937)	(9,736)	—	(22,120)
Recognition of realized gains / (losses) on:					
Loans held-for-sale .....	—	74,192	—	—	74,192
Securities .....	—	(2,288)	—	—	(2,288)
Derivatives .....	33,384	(2,013)	186	—	31,557
Foreign currency .....	(32,803)	3,352	(38)	5	(29,484)
Earnings from unconsolidated entities .....	4,051	4,673	7,245	—	15,969
<b>Core Earnings (Loss) .....</b>	<b>\$ 393,522</b>	<b>\$ 242,447</b>	<b>\$ 46,408</b>	<b>\$ (179,851)</b>	<b>\$ 502,526</b>
<b>Core Earnings (Loss) per Weighted Average Diluted Share .....</b>	<b>\$ 1.64</b>	<b>\$ 1.01</b>	<b>\$ 0.19</b>	<b>\$ (0.75)</b>	<b>\$ 2.09</b>

The following table presents our summarized results of operations and reconciliation to Core Earnings for the year ended December 31, 2015, by business segment (amounts in thousands):

	<b>Lending Segment</b>	<b>Investing and Servicing Segment</b>	<b>Property Segment</b>	<b>Corporate</b>	<b>Total</b>
Revenues . . . . .	\$ 529,449	\$ 411,806	\$ 25,445	\$ —	\$ 966,700
Costs and expenses . . . . .	(106,331)	(157,055)	(36,199)	(235,749)	(535,334)
Other income (loss) . . . . .	2,901	24,043	16,711	(5,904)	37,751
Income (loss) before income taxes . . . . .	426,019	278,794	5,957	(241,653)	469,117
Income tax provision . . . . .	(242)	(16,964)	—	—	(17,206)
(Income) loss attributable to non-controlling interests . . . . .	(1,389)	175	—	—	(1,214)
<b>Net income (loss) attributable to Starwood Property Trust, Inc. . . . .</b>	<b>424,388</b>	<b>262,005</b>	<b>5,957</b>	<b>(241,653)</b>	<b>450,697</b>
<b>Add / (Deduct):</b>					
Non-cash equity compensation expense . . . . .	2,314	3,465	—	26,984	32,763
Management incentive fee . . . . .	—	—	—	37,717	37,717
Acquisition and investment pursuit costs . . . . .	—	1,020	2,918	—	3,938
Depreciation and amortization . . . . .	—	3,837	14,861	—	18,698
Loan loss allowance, net . . . . .	(2)	—	—	—	(2)
Interest income adjustment for securities . . . . .	(958)	(3,218)	—	—	(4,176)
Other non-cash items . . . . .	—	(789)	(249)	—	(1,038)
Reversal of unrealized (gains) / losses on:					
Loans held-for-sale . . . . .	—	(64,320)	—	—	(64,320)
Securities . . . . .	(209)	9,952	—	—	9,743
Derivatives . . . . .	(33,930)	10,441	(5,060)	—	(28,549)
Foreign currency . . . . .	36,956	296	(31)	—	37,221
Earnings from unconsolidated entities . . . . .	—	(13,042)	—	—	(13,042)
Recognition of realized gains / (losses) on:					
Loans held-for-sale . . . . .	—	65,443	—	—	65,443
Securities . . . . .	—	(22,064)	—	—	(22,064)
Derivatives . . . . .	19,887	(12,929)	61	—	7,019
Foreign currency . . . . .	(21,252)	(862)	31	—	(22,083)
Earnings from unconsolidated entities . . . . .	—	9,787	—	—	9,787
<b>Core Earnings (Loss) . . . . .</b>	<b>\$ 427,194</b>	<b>\$ 249,022</b>	<b>\$ 18,488</b>	<b>\$ (176,952)</b>	<b>\$ 517,752</b>
<b>Core Earnings (Loss) per Weighted Average Diluted Share . . . . .</b>	<b>\$ 1.81</b>	<b>\$ 1.05</b>	<b>\$ 0.08</b>	<b>\$ (0.75)</b>	<b>\$ 2.19</b>

The following table presents our summarized results of operations and reconciliation to Core Earnings for the year ended December 31, 2014, by business segment (amounts in thousands):

	<b>Lending Segment</b>	<b>Investing and Servicing Segment</b>	<b>Property Segment</b>	<b>Corporate</b>	<b>Single Family Residential</b>	<b>Total</b>
Revenues .....	\$ 489,767	\$ 372,393	\$ —	\$ —	\$ —	\$ 862,160
Costs and expenses .....	(93,665)	(177,291)	—	(212,160)	—	(483,116)
Other income .....	22,180	120,985	2,176	—	—	145,341
Income (loss) from continuing operations before income taxes .....	418,282	316,087	2,176	(212,160)	—	524,385
Income tax provision .....	(1,476)	(22,620)	—	—	—	(24,096)
Loss from discontinued operations, net of tax .....	—	—	—	—	(1,551)	(1,551)
Income attributable to non-controlling interests .....	(3,717)	—	—	—	—	(3,717)
<b>Net income (loss) attributable to Starwood Property Trust, Inc. ....</b>	<b>413,089</b>	<b>293,467</b>	<b>2,176</b>	<b>(212,160)</b>	<b>(1,551)</b>	<b>495,021</b>
<b>Add / (Deduct):</b>						
Non-cash equity compensation expense ...	881	949	—	26,792	—	28,622
Management incentive fee .....	—	—	—	34,374	—	34,374
Change in Control Plan .....	—	1,279	—	—	—	1,279
Depreciation and amortization .....	—	2,107	—	—	1,540	3,647
Loan loss allowance, net .....	2,047	—	—	—	—	2,047
Interest income adjustment for securities ..	(1,136)	10,555	—	—	—	9,419
Other non-cash items .....	—	250	—	—	—	250
Reversal of unrealized (gains) / losses on:						
Loans held-for-sale .....	—	(70,420)	—	—	—	(70,420)
Securities .....	(12,238)	(97,723)	—	—	—	(109,961)
Derivatives .....	(31,678)	7,019	—	—	—	(24,659)
Foreign currency .....	29,139	803	—	—	—	29,942
Earnings from unconsolidated entities ..	—	(13,610)	—	—	—	(13,610)
Recognition of realized gains / (losses) on:						
Loans held-for-sale .....	—	66,814	—	—	—	66,814
Securities .....	10,992	12,103	—	—	—	23,095
Derivatives .....	(1,316)	(5,312)	—	—	—	(6,628)
Foreign currency .....	(1,540)	(803)	—	—	—	(2,343)
Earnings from unconsolidated entities ..	—	6,780	—	—	—	6,780
<b>Core Earnings (Loss) .....</b>	<b>\$ 408,240</b>	<b>\$ 214,258</b>	<b>\$ 2,176</b>	<b>\$ (150,994)</b>	<b>\$ (11)</b>	<b>\$ 473,669</b>
<b>Core Earnings (Loss) per Weighted Average Diluted Share .....</b>	<b>\$ 1.87</b>	<b>\$ 0.98</b>	<b>\$ 0.01</b>	<b>\$ (0.69)</b>	<b>\$ —</b>	<b>\$ 2.17</b>

***Year Ended December 31, 2016 Compared to Year Ended December 31, 2015***

**Lending Segment**

The Lending Segment's Core Earnings decreased by \$33.7 million, from \$427.2 million during the year ended December 31, 2015 to \$393.5 million during the year ended December 31, 2016. After making adjustments for the calculation of Core Earnings, revenues were \$496.7 million, costs and expenses were \$107.2 million and other income was \$3.8 million.

Core revenues, consisting principally of interest income on loans, decreased by \$31.8 million during 2016 primarily due to (i) a \$20.9 million decrease in interest income from investment securities principally due to maturities during 2015 of two preferred equity interests we held in companies that own commercial real estate, the absence of \$5.4



million of income realized upon the collection of an RMBS in 2015 and the absence of a \$5.3 million CMBS prepayment fee recognized in 2015 and (ii) a \$10.9 million decrease in interest income from loans principally due to a gradual decline of interest rate spreads and lower average loan balances during 2016, the effects of which were partially offset by higher loan fee income from increased levels of loan prepayments in 2016.

Core costs and expenses increased by \$3.2 million, primarily due to a \$6.3 million increase in interest expense associated with the various secured financing facilities used to fund a portion of our investment portfolio, partially offset by a \$3.7 million decrease in G&A expenses reflecting lower compensation costs.

Core other income decreased by \$0.5 million, principally due to an increased loss on foreign currency denominated assets and a decreased gain on sale of loan investments, partially offset by an increased gain on foreign currency derivatives. The nature and timing of investment sales will depend upon a variety of factors, including our current outlook and strategy with respect to an investment, other available investment opportunities, and market pricing. As a result, gains (or losses) from sales of our investments have fluctuated over time, and we would expect this variability to continue for the foreseeable future.

### Investing and Servicing Segment

The Investing and Servicing Segment's Core Earnings decreased by \$6.6 million, from \$249.0 million during the year ended December 31, 2015 to \$242.4 million during the year ended December 31, 2016. After making adjustments for the calculation of Core Earnings, revenues were \$372.2 million, costs and expenses were \$151.9 million, other income was \$33.0 million and income taxes were \$10.0 million.

Core revenues decreased by \$36.5 million in 2016, primarily due to decreases of \$70.8 million in servicing fees and \$5.7 million in other fee income, partially offset by increases of \$26.9 million in rental income on our expanded REO Portfolio and \$12.9 million in interest income from our CMBS portfolio. The treatment of CMBS interest income on a GAAP basis is complicated by our application of the ASC 810 consolidation rules. In an attempt to treat these securities similar to the trust's other investment securities, we compute core interest income pursuant to an effective yield methodology. In doing so, we segregate the portfolio into various categories based on the components of the bonds' cash flows and the volatility related to each of these components. We then accrete interest income on an effective yield basis using the components of cash flows that are reliably estimable. Other minor adjustments are made to reflect management's expectations for other components of the projected cash flow stream.

Core costs and expenses increased by \$2.9 million, primarily due to increases of \$11.5 million in costs of rental operations and \$5.6 million in interest expense on secured financings for CMBS and the REO Portfolio, partially offset by a \$7.6 million decrease in amortization of our former European servicing rights and a \$5.9 million decrease in G&A expenses primarily reflecting lower compensation costs.

Core other income includes profit realized upon securitization of loans by our conduit business, gains on sales of CMBS, gains and losses on derivatives that were either effectively terminated or novated, and earnings from unconsolidated entities. These items are typically offset by a decrease in the fair value of our domestic servicing rights intangible which reflects the expected amortization of this deteriorating asset, net of increases in fair value due to the attainment of new servicing contracts. Derivatives include instruments which hedge interest rate risk and credit risk on our conduit loans. For GAAP purposes, the loans, CMBS and derivatives are accounted for at fair value, with all changes in fair value (realized or unrealized) recognized in earnings. The adjustments to Core Earnings outlined above are also applied to the GAAP earnings of our unconsolidated entities. Core other income increased by \$26.8 million, primarily reflecting a \$14.3 million increase in gains on sales of CMBS, a \$12.9 million increased gain on settlement of derivatives which principally hedge our interest rate risk on our conduit loans and an \$8.7 million increase in gains on sales of conduit loans, all partially offset by an \$11.8 million decrease in gain on sale of investments and other assets primarily reflecting the absence of a significant gain on the sale of a commercial real estate asset in 2015.

Income taxes, which principally relate to the operating results of our servicing and conduit businesses which are held in TRSs, decreased \$7.0 million due to a decrease in the taxable income of our TRSs.

### Property Segment

The Property Segment's Core Earnings increased by \$27.9 million, from \$18.5 million during the year ended December 31, 2015 to \$46.4 million during the year ended December 31, 2016. After making adjustments for the calculation of Core Earnings, revenues were \$111.2 million, costs and expenses were \$72.8 million and other income was \$8.0 million.

Core revenues increased by \$86.2 million in 2016 primarily due to an increase in rental income from the Woodstar and Ireland Portfolios.

Core costs and expenses increased by \$54.6 million, primarily due to increases in rental related costs of \$42.1 million, interest expense primarily on the secured financing for the Woodstar and Ireland Portfolios of \$16.4 million and G&A expenses of \$2.0 million, all partially offset by a \$5.9 million decrease in acquisition and investment pursuit costs.

Core other income decreased by \$3.7 million, primarily due to a decrease in equity in earnings from the Retail Fund.

### Corporate

Core corporate costs and expenses increased by \$2.9 million, from \$177.0 million during the year ended December 31, 2015 to \$179.9 million during the year ended December 31, 2016. This increase was primarily due to a \$4.3 million increase in other corporate expenses, including acquisition and investment pursuit costs, and a \$2.9 million increase in loss on extinguishment of debt, partially offset by a \$4.3 million increase in other corporate income, including reimbursement received in 2016 related to a partnership guarantee arrangement.

### ***Year Ended December 31, 2015 Compared to Year Ended December 31, 2014***

### Lending Segment

The Lending Segment's Core Earnings increased by \$19.0 million, from \$408.2 million during the year ended December 31, 2014 to \$427.2 million during the year ended December 31, 2015. After making adjustments for the calculation of Core Earnings, revenues were \$528.5 million, costs and expenses were \$104.0 million and other income was \$4.3 million.

Core revenues, consisting principally of interest income on loans, increased by \$39.9 million in 2015 due to higher average loan balances during 2015 and higher loan fee income driven by increased levels of loan prepayments during 2015.

Core costs and expenses increased by \$13.3 million, principally due to an increase in interest expense associated with the various facilities utilized to fund the growth of our investment portfolio. The outstanding balance of the Lending Segment's secured financing agreements increased by \$67.9 million in 2015.

Core other income decreased by \$11.2 million, principally due to gains on sales of RMBS during the 2014 period not recurring during the 2015 period. The nature and timing of investment sales will depend upon a variety of factors, including our current outlook and strategy with respect to an investment, other available investment opportunities, and market pricing. As a result, gains (or losses) from sales of our investments have fluctuated over time, and we would expect this variability to continue for the foreseeable future.

### Investing and Servicing Segment

The Investing and Servicing Segment's Core Earnings increased by \$34.7 million, from \$214.3 million during the year ended December 31, 2014 to \$249.0 million during the year ended December 31, 2015. After making adjustments for the calculation of Core Earnings, revenues were \$408.7 million, costs and expenses were \$149.0 million, other income was \$6.2 million and income taxes were \$17.0 million.

Core revenues increased by \$25.8 million in 2015, primarily due to increases of \$32.8 million in interest income from our CMBS portfolio and \$3.6 million in interest income on our conduit loans partially offset by a decrease of \$11.4 million in servicing fees. The treatment of CMBS interest income on a GAAP basis is complicated by our application of the ASC 810 consolidation rules. In an attempt to treat these securities similar to the trust's other investment securities, we compute core interest income pursuant to an effective yield methodology. In doing so, we segregate the portfolio into various categories based on the components of the bonds' cash flows and the volatility related to each of these components. We then accrete interest income on an effective yield basis using the components of cash flows that are reliably estimable. Other minor adjustments are made to reflect management's expectations for other components of the projected cash flow stream.

Core costs and expenses decreased by \$23.6 million, primarily due to accruals for contingencies and legal fees incurred in the 2014 period, which did not recur in the 2015 period, and lower incentive and other compensation, all partially offset by an increase of \$5.6 million in interest expense on our conduit loan, CMBS and mortgage financing facilities.

Core other income includes profit realized upon securitization of loans by our conduit business, gains on sales of CMBS, gains and losses on derivatives that were either effectively terminated or novated, and earnings from unconsolidated entities. These items are typically offset by a decrease in the fair value of our domestic servicing rights intangible which reflects the expected amortization of this deteriorating asset, net of increases in fair value due to the attainment of new servicing contracts. Derivatives include instruments which hedge interest rate risk and credit risk on our conduit loans. For GAAP purposes, the loans, CMBS and derivatives are accounted for at fair value, with all changes in fair value (realized or unrealized) recognized in earnings. The adjustments to Core Earnings outlined above are also applied to the GAAP earnings of our unconsolidated entities. Core other income decreased by \$20.4 million, primarily due to lower gains on CMBS sales and increased losses on derivatives relating to our conduit loans, partially offset by a gain on sale of a commercial real estate asset.

Income taxes, which principally relate to the operating results of our servicing and conduit businesses which are held in TRSs, decreased \$5.6 million due to a net decrease in the taxable income of our TRSs.

#### Property Segment

During the year ended December 31, 2014, there was only one quarter of activity in the Property Segment consisting of \$2.2 million of Core Earnings from our investment in the Retail Fund. Therefore, a comparison of results of this segment for the year ended December 31, 2015 to the year ended December 31, 2014 is not meaningful.

The Property Segment contributed Core Earnings of \$18.5 million during the year ended December 31, 2015. After making adjustments for the calculation of Core Earnings, revenues were \$25.0 million, costs and expenses were \$18.2 million and other income was \$11.7 million.

Core revenues consisted of \$25.0 million of rental income from the Ireland Portfolio and Woodstar Portfolio following their respective acquisitions during 2015.

Core costs and expenses of \$18.2 million consisted of (i) acquisition and investment pursuit costs of \$6.0 million, of which \$3.4 million and \$0.3 million related to the Ireland Portfolio and Woodstar Portfolio, respectively, (ii) \$5.6 million of interest expense on secured financing for the Ireland Portfolio and Woodstar Portfolio and (iii) \$6.6 million of other rental related costs.

Core other income of \$11.7 million consisted primarily of equity in earnings of the Retail Fund.

#### Corporate

Core corporate costs and expenses increased by \$26.0 million, from \$151.0 million during the year ended December 31, 2014 to \$177.0 million during the year ended December 31, 2015. This increase was primarily due to a

\$14.5 million increase in interest expense primarily related to our October 2014 issuance of the 2017 Notes, a \$5.9 million loss on extinguishment of a portion of our 2019 Notes and a \$4.7 million increase in base management fees.

#### Single Family Residential Segment

As discussed in Note 3 of our Consolidated Financial Statements, our former SFR segment was spun off to our stockholders on January 31, 2014.

#### **Liquidity and Capital Resources**

Liquidity is a measure of our ability to meet our cash requirements, including ongoing commitments to repay borrowings, fund and maintain our assets and operations, make new investments where appropriate, pay dividends to our stockholders, and other general business needs. We closely monitor our liquidity position and believe that we have sufficient current liquidity and access to additional liquidity to meet our financial obligations for at least the next 12 months. Our primary sources of liquidity are as follows:

#### *Cash and Cash Equivalents*

As of December 31, 2016, we had cash and cash equivalents of \$615.5 million.

#### *Cash Flows for the Year Ended December 31, 2016 (amounts in thousands)*

	GAAP	VIE Adjustments	Excluding Investing and Servicing VIEs
<b>Net cash provided by operating activities</b> . . . . .	<b>\$ 556,630</b>	<b>\$ (170)</b>	<b>\$ 556,460</b>
<b>Cash Flows from Investing Activities:</b>			
Origination and purchase of loans held-for-investment . . . . .	(2,815,333)	(44,800)	(2,860,133)
Proceeds from principal collections and sale of loans . . . . .	3,047,931	—	3,047,931
Purchase of investment securities . . . . .	(360,341)	(110,400)	(470,741)
Proceeds from sales and collections of investment securities . . . . .	127,515	94,352	221,867
Real estate business combinations, net of cash acquired . . . . .	(849,950)	(128,118)	(978,068)
Net cash flows from other investments and assets . . . . .	46,850	(1,051)	45,799
Increase in restricted cash, net . . . . .	(9,494)	—	(9,494)
<b>Net cash used in investing activities</b> . . . . .	<b>(812,822)</b>	<b>(190,017)</b>	<b>(1,002,839)</b>
<b>Cash Flows from Financing Activities:</b>			
Proceeds from borrowings . . . . .	6,024,032	—	6,024,032
Principal repayments on and repurchases of borrowings . . . . .	(5,266,115)	—	(5,266,115)
Payment of deferred financing costs . . . . .	(37,304)	—	(37,304)
Proceeds from common stock issuances, net of offering costs . . . . .	448,512	—	448,512
Payment of dividends . . . . .	(458,351)	—	(458,351)
Contributions from non-controlling interests . . . . .	11,387	—	11,387
Distributions to non-controlling interests . . . . .	(6,934)	—	(6,934)
Purchase of treasury stock . . . . .	(19,723)	—	(19,723)
Issuance of debt of consolidated VIEs . . . . .	35,728	(35,728)	—
Repayment of debt of consolidated VIEs . . . . .	(283,038)	283,038	—
Distributions of cash from consolidated VIEs . . . . .	57,293	(57,293)	—
<b>Net cash provided by financing activities</b> . . . . .	<b>505,487</b>	<b>190,017</b>	<b>695,504</b>
Net increase in cash and cash equivalents . . . . .	249,295	(170)	249,125
Cash and cash equivalents, beginning of year . . . . .	368,815	(978)	367,837
Effect of exchange rate changes on cash . . . . .	(2,588)	—	(2,588)
Cash and cash equivalents, end of year . . . . .	<u><u>\$ 615,522</u></u>	<u><u>\$ (1,148)</u></u>	<u><u>\$ 614,374</u></u>

The discussion below is on a non-GAAP basis, after removing adjustments principally resulting from the consolidation of the Investing and Servicing Segment's VIEs under ASC 810. These adjustments principally relate to (i) purchase of CMBS, loans and real estate from consolidated VIEs, which are reflected as repayments of VIE debt on a GAAP basis and (ii) principal collections of CMBS related to consolidated VIEs, which are reflected as VIE distributions on a GAAP basis. There is no significant net impact to cash flows from operations or to overall cash resulting from these consolidations. Refer to Note 2 of our Consolidated Financial Statements for further discussion.

Cash and cash equivalents increased by \$249.1 million during the year ended December 31, 2016, reflecting net cash provided by operating activities of \$556.5 million and net cash provided by financing activities of \$695.5 million, partially offset by net cash used in investing activities of \$1.0 billion.

Net cash provided by operating activities of \$556.5 million for the year ended December 31, 2016 related primarily to cash interest income of \$554.1 million from our loan origination and conduit programs, plus cash interest income on investment securities of \$174.6 million. Servicing fees provided cash of \$145.7 million, net rental income provided cash of \$84.1 million and other income provided \$26.0 million. Offsetting these revenues were cash interest expense of \$185.1 million, general and administrative expenses of \$109.8 million, management fees of \$80.3 million, a net change in operating assets and liabilities of \$29.6 million, acquisition and investment pursuit costs of \$13.5 million and income tax payments of \$9.7 million.

Net cash used in investing activities of \$1.0 billion for the year ended December 31, 2016 related primarily to the origination and acquisition of new loans held-for-investment of \$2.9 billion, the purchase of real estate property of \$978.1 million and the purchase of investment securities of \$470.7 million, partially offset by proceeds received from principal collections and sales of loans of \$3.0 billion and investment securities of \$221.9 million

Net cash provided by financing activities of \$695.5 million for the year ended December 31, 2016 related primarily to net borrowings after repayments of our secured and unsecured debt of \$757.9 million and net proceeds from common stock offerings of \$448.5 million, partially offset by dividend distributions of \$458.3 million, payment of deferred financing costs of \$37.3 million and share repurchases of \$19.7 million.

#### *Financing Arrangements*

We utilize a variety of financing arrangements to finance certain assets. We generally utilize three types of financing arrangements:

- 1) *Repurchase Agreements:* Repurchase agreements effectively allow us to borrow against loans and securities that we own. Under these agreements, we sell our loans and securities to a counterparty and agree to repurchase the same loans and securities from the counterparty at a price equal to the original sales price plus interest. The counterparty retains the sole discretion over both whether to purchase the loan and security from us and, subject to certain conditions, the market value of such loan or security for purposes of determining whether we are required to pay margin to the counterparty. Generally, if the lender determines (subject to certain conditions) that the market value of the collateral in a repurchase transaction has decreased by more than a defined minimum amount, we would be required to repay any amounts borrowed in excess of the product of (i) the revised market value multiplied by (ii) the applicable advance rate. During the term of a repurchase agreement, we receive the principal and interest on the related loans and securities and pay interest to the counterparty. As of December 31, 2016, we have various repurchase agreements, with details referenced in the table provided below.
- 2) *Bank Credit Facilities:* We use bank credit facilities (including term loans and revolving facilities) to finance our assets. These financings may be collateralized or non-collateralized and may involve one or more lenders. Credit facilities typically have maturities ranging from two to five years and may accrue interest at either fixed or floating rates. The lender retains the sole discretion, subject to certain conditions, over the market value of such note for purposes of determining whether we are required to pay margin to the lender.

- 3) *Loan Sales, Syndications and Securitizations*: We seek non-recourse long-term financing from loan sales, syndications and/or securitizations of our investments in mortgage loans. The sales, syndications or securitizations generally involve a senior portion of our loan, but may involve the entire loan. Loan sales and syndications generally involve the sale of a senior note component or participation interest to a third party lender. Securitization generally involves transferring notes to a special purpose vehicle (or the issuing entity), which then issues one or more classes of non-recourse notes pursuant to the terms of an indenture. The notes are secured by the pool of assets. In exchange for the transfer of assets to the issuing entity, we receive cash proceeds from the sale of non-recourse notes. Sales, syndications or securitizations of our portfolio investments might magnify our exposure to losses on those portfolio investments because the retained subordinate interest in any particular overall loan would be subordinate to the loan components sold and we would, therefore, absorb all losses sustained with respect to the overall loan before the owners of the senior notes experience any losses with respect to the loan in question.
- 4) *Secured Property Financings*: We use long-term mortgage facilities from commercial lenders and government sponsors of affordable housing loans to finance many of the investment properties that we hold. These facilities accrue interest at either fixed or floating rates. We typically hedge our exposure to floating interest rate changes on these facilities through the use of interest rate swap and cap derivatives.

The following table is a summary of our secured financing facilities as of December 31, 2016 (dollars in thousands):

	Current Maturity	Extended Maturity (a)	Pricing	Pledged Asset Carrying Value	Maximum Facility Size	Outstanding Balance	Approved but Undrawn Capacity (b)	Unallocated Financing Amount (c)
<b>Lender 1 Repo 1</b> .....	(d)	(d)	LIBOR + 1.75% to 5.75%	\$ 1,645,064	\$ 2,000,000 (e)	\$ 944,712	\$ 298,349	\$ 756,939
<b>Lender 2 Repo 1</b> .....	Oct 2017	Oct 2020	LIBOR + 1.75% to 2.75%	387,528	500,000	132,941	150,848	216,211
<b>Lender 3 Repo 1</b> .....	May 2017	May 2019	LIBOR + 2.50% to 2.85%	110,401	78,288	78,288	—	—
<b>Lender 4 Repo 2</b> .....	Dec 2018	Dec 2020	LIBOR + 2.00% to 2.50%	484,072	1,000,000 (f)	166,394	191,192	642,414
<b>Lender 6 Repo 1</b> .....	Aug 2019	N/A	LIBOR + 2.50% to 2.75%	376,953	500,000	182,586	77,938	239,476
<b>Lender 6 Repo 2</b> .....	Nov 2019	Nov 2020	GBP LIBOR + 2.75%	173,621	121,509	121,509	—	—
<b>Lender 9 Repo 1</b> .....	Dec 2017	Dec 2018	LIBOR + 1.65%	378,152	283,575	283,575	—	—
<b>Lender 7 Secured Financing</b> ..	Jul 2018	Jul 2019	LIBOR + 2.75% (g)	86,650	650,000 (h)	—	—	650,000
<b>Lender 8 Secured Financing</b> ..	Aug 2019	N/A	LIBOR + 4.00%	66,243	75,000	43,555	—	31,445
<b>Conduit Repo 2</b> .....	Nov 2017	N/A	LIBOR + 2.25%	20,035	150,000	14,944	—	135,056
<b>Conduit Repo 3</b> .....	Feb 2018	Feb 2019	LIBOR + 2.10%	—	150,000	—	—	150,000
<b>Conduit Repo 4</b> .....	Oct 2017	Oct 2020	LIBOR + 2.25%	—	100,000	—	—	100,000
<b>MBS Repo 1</b> .....	(i)	(i)	LIBOR + 1.90%	31,840	21,052	21,052	—	—
			LIBOR/EURIBOR +					
<b>MBS Repo 2</b> .....	Jun 2020	N/A	2.00% to 2.95%	329,667	239,434	239,434	—	—
<b>MBS Repo 3</b> .....	(j)	(j)	LIBOR + 1.37% to 2.00%	411,173	285,209	285,209	—	—
<b>MBS Repo 4</b> .....	(k)	N/A	LIBOR + 1.20% to 1.90%	188,670	225,000	5,633	104,708	114,659
<b>Investing and Servicing Segment</b>	Feb 2018 to							
<b>Property Mortgages</b> .....	Jun 2026	N/A	Various	218,156	168,811	164,611	—	4,200
<b>Ireland Portfolio Mortgage</b> ..	May 2020	N/A	EURIBOR + 1.69%	450,158	309,246	309,246	—	—
	Nov 2025 to							
<b>Woodstar Portfolio Mortgages</b> .	Oct 2026	N/A	3.72% to 3.97%	376,653	276,748	276,748	—	—
<b>Woodstar Portfolio Government</b>	Mar 2026 to							
<b>Financing</b> .....	Jun 2049	N/A	1.00% to 5.00%	314,441	135,584	135,584	—	—
<b>Medical Office Portfolio</b>								
<b>Mortgages</b> .....	Dec 2021	Dec 2023	LIBOR + 2.50%	(l) 767,540	524,499	491,197	—	33,302
<b>Term Loan A</b> .....	Dec 2020	Dec 2021	LIBOR + 2.25%	(g) 1,095,189	300,000	300,000	—	—
<b>Revolving Secured Financing</b> ..	Dec 2020	Dec 2021	LIBOR + 2.25%	(g) —	100,000	—	—	100,000
				<u>\$ 7,912,206</u>	<u>\$ 8,193,955</u>	<u>4,197,218</u>	<u>\$ 823,035</u>	<u>\$ 3,173,702</u>
<b>Unamortized premium, net</b> . . .						2,640		
<b>Unamortized deferred financing</b>								
<b>costs</b> .....						(45,732)		
						<u>\$ 4,154,126</u>		

- (a) Subject to certain conditions as defined in the respective facility agreement.
- (b) Approved but undrawn capacity represents the total draw amount that has been approved by the lender related to those assets that have been pledged as collateral, less the drawn amount.
- (c) Unallocated financing amount represents the maximum facility size less the total draw capacity that has been approved by the lender.
- (d) Maturity date for borrowings collateralized by loans is September 2018 before extension options and September 2021 assuming exercise of extension options. Borrowings collateralized by loans existing at maturity may remain outstanding until such loan collateral matures, subject to certain specified conditions and not to exceed September 2025.
- (e) The initial maximum facility size of \$1.8 billion may be increased to \$2.0 billion at our option, subject to certain conditions.

- (f) The initial maximum facility size of \$600.0 million may be increased to \$1.0 billion at our option, subject to certain conditions.
- (g) Subject to borrower's option to choose alternative benchmark based rates pursuant to the terms of the credit agreement.
- (h) The initial maximum facility size of \$450.0 million may be increased to \$650.0 million at our option, subject to certain conditions.
- (i) Facility carries a rolling 11 month term which may reset monthly with the lender's consent not to exceed December 2018. This facility carries no maximum facility size. Amount herein reflects the outstanding balance as of December 31, 2016.
- (j) Facility carries a rolling 12 month term which may reset monthly with the lender's consent. Current maturity is December 2017. This facility carries no maximum facility size. Amount herein reflects the outstanding balance as of December 31, 2016.
- (k) The date that is 270 days after the buyer delivers notice to seller, subject to a maximum date of May 2018.
- (l) Subject to a 25 basis point floor.

Refer to Note 10 of our Consolidated Financial Statements for a detailed discussion of new secured credit facilities and amendments to existing credit facilities entered into during the year ended December 31, 2016.

*Variance between Average and Quarter-End Credit Facility Borrowings Outstanding*

The following tables compare the average amount outstanding under our secured financing agreements during each quarter and the amount outstanding as of the end of each quarter, together with an explanation of significant variances (amounts in thousands):

<b>Quarter Ended</b>	<b>Quarter-End Balance</b>	<b>Weighted-Average Balance During Quarter</b>	<b>Variance</b>	<b>Explanations for Significant Variances</b>
March 31, 2016 .....	\$ 4,516,008	\$ 4,227,953	\$ 288,055	(a)
June 30, 2016 .....	4,507,395	4,298,538	208,857	(b)
September 30, 2016 .....	4,161,287	4,323,361	(162,074)	(c)
December 31, 2016 .....	4,197,218	4,073,485	123,733	(d)

- (a) Variance primarily due to the following: (i) \$196.3 million drawn on the Lender 1 Repo 1 facility in March 2016; and (ii) \$27.2 million drawn on the MBS Repo 3 facility in March 2016.
- (b) Variance primarily due to the following: (i) \$137.7 million drawn on the MBS Repo 2 facility in June 2016; and (ii) \$85.0 million drawn on the MBS Repo 4 facility in June 2016.
- (c) Variance primarily due to the following: (i) \$130.3 million pay down on the Conduit Repo 3 facility in September 2016; and (ii) \$71.3 million pay down on the Lender 4 Repo 2 facility in September 2016.
- (d) Variance primarily due to the following: (i) \$491.2 million drawn on Medical Office Portfolio Mortgages in December 2016; (ii) \$300.0 million drawn on the Term Loan A facility in December 2016; and (iii) \$283.6 million drawn on the Lender 9 Repo 1 facility in December 2016; partially offset by (iv) \$653.2 million pay down of the former Term Loan B facility in December 2016.

<b>Quarter Ended</b>	<b>Quarter-End Balance</b>	<b>Weighted-Average Balance During Quarter</b>	<b>Variance</b>	<b>Explanations for Significant Variances</b>
March 31, 2015 .....	\$ 3,711,834	\$ 3,455,082	\$ 256,752	(a)
June 30, 2015 .....	3,579,503	3,509,209	70,294	(b)
September 30, 2015 .....	3,682,274	3,581,082	101,192	(c)
December 31, 2015 .....	4,019,035	3,809,666	209,369	(d)

- (a) Variance primarily due to the following: (i) \$131.7 million drawn on the MBS Repo 3 facility in March 2015; (ii) \$67.7 million drawn on the Lender 1 Repo 1 facility in March 2015; and (iii) \$63.1 million drawn on Lender 2 Repo 1 facility in March 2015.

- (b) Variance primarily due to the following: (i) \$245.6 million drawn on the Ireland Portfolio Mortgage in May 2015; partially offset by (ii) \$82.0 million repaid on the Lender 7 Secured Financing facility in May 2015.
- (c) Variance primarily due to the following: (i) \$83.0 million drawn on Ireland Portfolio Mortgage in July 2015; and (ii) \$40.6 million draw on the former Conduit Repo 1 in September 2015.
- (d) Variance primarily due to the following: (i) \$139.6 million drawn on the Lender 6 Repo 1 facility in December 2015; and (ii) \$100.7 million of Woodstar Portfolio Mortgages in December 2015.

#### *Borrowings under Unsecured Senior Notes*

During both the years ended December 31, 2016 and 2015, the weighted average effective borrowing rate on our unsecured senior notes was 5.7%. These effective borrowing rates include the effects of underwriter purchase discount and the adjustment for the conversion option on the convertible notes, the initial value of which reduced the balance of the notes.

Refer to Note 11 of our Consolidated Financial Statements for further disclosure regarding the issuances and terms of our unsecured senior notes.

#### *Scheduled Principal Repayments on Investments and Overhang on Financing Facilities*

The following scheduled and/or projected principal repayments on our investments were based upon the amounts outstanding and contractual terms of the financing facilities in effect as of December 31, 2016 (amounts in thousands):

	<b>Scheduled Principal Repayments on Loans and HTM Securities</b>	<b>Scheduled/Projected Principal Repayments on RMBS and CMBS</b>	<b>Projected/Required Repayments of Financing</b>	<b>Scheduled Principal Inflows Net of Financing Outflows</b>
First Quarter 2017 .....	\$ 220,312	\$ 54,906	\$ (74,534)	\$ 200,684
Second Quarter 2017 .....	268,477	27,270	(18,775)	276,972
Third Quarter 2017 .....	306,879	35,803	(149,112)	193,570
Fourth Quarter 2017 .....	1,006,461	92,198	(850,944)	247,715
Total .....	<u>\$ 1,802,129</u>	<u>\$ 210,177</u>	<u>\$ (1,093,365)</u>	<u>\$ 918,941</u>

In the normal course of business, the Company is in discussions with its lenders to extend or amend any financing facilities which contain near term expirations.

#### *Issuances of Equity Securities*

We may raise funds through capital market transactions by issuing capital stock. There can be no assurance, however, that we will be able to access the capital markets at any particular time or on any particular terms. We have authorized 100,000,000 shares of preferred stock and 500,000,000 shares of common stock. At December 31, 2016, we had 100,000,000 shares of preferred stock available for issuance and 240,713,079 shares of common stock available for issuance.

Refer to Note 17 of our Consolidated Financial Statements for a discussion of our issuances of equity securities during the year ended December 31, 2016.

#### *Other Potential Sources of Financing*

In the future, we may also use other sources of financing to fund the acquisition of our target assets, including other secured as well as unsecured forms of borrowing and sale of certain investment securities which no longer meet our return requirements.



### *Repurchases of Equity Securities and Convertible Senior Notes*

In September 2014, our board of directors authorized and announced the repurchase of up to \$250 million of our outstanding common stock over a period of one year. Subsequent amendments to the repurchase program approved by our board of directors in December 2014, June 2015 and January 2016 resulted in the program being (i) amended to increase maximum repurchases to \$500.0 million, (ii) expanded to allow for the repurchase of our outstanding convertible senior notes under the program and (iii) extended through January 2017. Purchases made pursuant to the program are made in either the open market or in privately negotiated transactions from time to time as permitted by federal securities laws and other legal requirements. The timing, manner, price and amount of any repurchases are discretionary and will be subject to economic and market conditions, stock price, applicable legal requirements and other factors. The program may be suspended or discontinued at any time. During the year ended December 31, 2016, we repurchased \$19.4 million aggregate principal amount of our 2017 Notes for \$19.9 million. During the year ended December 31, 2016, we also repurchased \$19.7 million of common stock under the repurchase program. As of December 31, 2016, we had \$262.2 million of remaining capacity to repurchase common stock and/or convertible senior notes under the repurchase program. Refer to Note 25 of our Consolidated Financial Statements for a discussion of subsequent events associated with our repurchase program.

### **Off-Balance Sheet Arrangements**

We have relationships with unconsolidated entities and financial partnerships, such as entities often referred to as VIEs. Our maximum risk of loss associated with our involvement in VIEs is limited to the carrying value of our investment in the entity and any unfunded capital commitments. Refer to Note 15 of our Consolidated Financial Statements for further discussion.

### **Dividends**

We intend to continue to make regular quarterly distributions to holders of our common stock. U.S. federal income tax law generally requires that a REIT distribute annually at least 90% of its REIT taxable income, without regard to the deduction for dividends paid and excluding net capital gains, and that it pay tax at regular corporate rates to the extent that it annually distributes less than 100% of its net taxable income. We intend to continue to pay regular quarterly dividends to our stockholders in an amount approximating our net taxable income, if and to the extent authorized by our board of directors. Before we pay any dividend, whether for U.S. federal income tax purposes or otherwise, we must first meet both our operating and debt service requirements. If our cash available for distribution is less than our net taxable income, we could be required to sell assets or borrow funds to make cash distributions or we may make a portion of the required distribution in the form of a taxable stock distribution or distribution of debt securities. Refer to Note 17 of our Consolidated Financial Statements for a detailed dividend history.

The tax treatment for our aggregate distributions per share of common stock paid with respect to the 2016 tax year is as follows:

<b>Record Date</b>	<b>Payable Date</b>	<b>Per Share Dividend Paid</b>	<b>Ordinary Taxable Dividends</b>	<b>Taxable Qualified Dividends</b>	<b>Capital Gain Distribution</b>	<b>Unrecaptured 1250 Gain</b>	<b>Nondividend Distributions</b>
12/31/2015 .....	1/15/2016	\$ 0.3294	\$ 0.3117	\$ 0.0268	\$ 0.0177	\$ —	\$ —
3/31/2016 .....	4/15/2016	0.4800	0.4543	0.0390	0.0257	—	—
6/30/2016 .....	7/15/2016	0.4800	0.4543	0.0390	0.0257	—	—
9/30/2016 .....	10/17/2016	0.4800	0.4543	0.0390	0.0257	—	—
12/30/2016 .....	1/13/2017	0.0938	0.0888	0.0078	0.0050	—	—
		<u>\$ 1.8632</u>	<u>\$ 1.7634</u>	<u>\$ 0.1516</u>	<u>\$ 0.0998</u>	<u>\$ —</u>	<u>\$ —</u>

To the extent that total dividends for the 2016 tax year exceeded 2016 taxable income, the portion of the fourth quarter dividend paid in January of 2017 that is equal to such excess is treated as a 2017 dividend for federal tax purposes.

## Leverage Policies

We employ leverage, to the extent available, to fund the acquisition of our target assets, increase potential returns to our stockholders, or provide temporary liquidity. Leverage can be either direct by utilizing private third party financing, or indirect through originating, acquiring, or retaining subordinated mortgages, B-Notes, subordinated loan participations or mezzanine loans. Although the type of leverage we deploy is dependent on the underlying asset that is being financed, we intend, when possible, to utilize leverage whose maturity is equal to or greater than the maturity of the underlying asset and minimize to the greatest extent possible exposure to the Company of credit losses associated with any individual asset. In addition, we intend to mitigate the impact of potential future interest rate increases on our borrowings through utilization of hedging instruments, primarily interest rate swap agreements.

The amount of leverage we deploy for particular investments in our target assets depends upon our Manager's assessment of a variety of factors, which may include the anticipated liquidity and price volatility of the assets in our investment portfolio, the potential for losses and extension risk in our portfolio, the gap between the duration of our assets and liabilities, including hedges, the availability and cost of financing the assets, our opinion of the creditworthiness of our financing counterparties, the health of the U.S. and European economy and commercial and residential mortgage markets, our outlook for the level, slope, and volatility of interest rates, the credit quality of our assets, the collateral underlying our assets, and our outlook for asset spreads relative to the LIBOR curve. Under our current repurchase agreements and bank credit facility, our total leverage may not exceed 75% of total assets (as defined), as adjusted to remove the impact of bona-fide loan sales that are accounted for as financings and the consolidation of VIEs pursuant to GAAP. As of December 31, 2016, our total debt to assets ratio was 55.8%.

## Contractual Obligations and Commitments

Contractual obligations as of December 31, 2016 are as follows (amounts in thousands):

	<b>Total</b>	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>More than 5 years</b>
Secured financings (a) . . . . .	\$ 4,197,218	\$ 681,480	\$ 1,309,657	\$ 1,159,361	\$ 1,046,720
Unsecured senior notes . . . . .	2,053,229	411,885	941,344	700,000	—
Secured borrowings on transferred loans (b) . .	35,000	35,000	—	—	—
Loan funding commitments (c) . . . . .	1,124,310	759,987	354,696	9,627	—
Future lease commitments . . . . .	33,180	6,433	12,404	8,192	6,151
<b>Total . . . . .</b>	<b>\$ 7,442,937</b>	<b>\$ 1,894,785</b>	<b>\$ 2,618,101</b>	<b>\$ 1,877,180</b>	<b>\$ 1,052,871</b>

(a) Includes available extension options.

(b) These amounts relate to financial asset sales that were required to be accounted for as secured borrowings. As a result, the assets we sold remain on our consolidated balance sheet for financial reporting purposes. Such assets are expected to provide match funding for these liabilities.

(c) Excludes \$235.1 million of loan funding commitments in which management projects the Company will not be obligated to fund in the future due to repayments made by the borrower either earlier than, or in excess of, expectations.

The table above does not include interest payable, amounts due under our management agreement or amounts due under our derivative agreements as those contracts do not have fixed and determinable payments.

## Critical Accounting Estimates

Our financial statements are prepared in accordance with GAAP, which requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. We believe that all of the decisions and assessments upon which our financial statements are based were reasonable at the time made, based upon information available to us at that time. The following discussion describes the critical accounting estimates that apply to our operations and require complex management judgment. This summary should be read in conjunction with a more complete discussion of our accounting policies included in Note 2 of our Consolidated Financial Statements.

### *Loan Impairment*

We evaluate each loan classified as held-for-investment for impairment at least quarterly. Impairment occurs when it is deemed probable that we will not be able to collect all amounts due according to the contractual terms of the loan. If a loan is considered to be impaired, we record an allowance through the provision for loan losses to reduce the carrying value of the loan to the present value of expected future cash flows discounted at the loan's contractual effective rate or the fair value of the collateral, if repayment is expected solely from the collateral.

Our loans are typically collateralized by real estate. As a result, we regularly evaluate the extent and impact of any credit deterioration associated with the performance and/or value of the underlying collateral property, as well as the financial and operating capability of the borrower. Specifically, a property's operating results and any cash reserves are analyzed and used to assess (i) whether cash from operations is sufficient to cover the debt service requirements currently and into the future, (ii) the ability of the borrower to refinance the loan, and/or (iii) the property's liquidation value. We also evaluate the financial wherewithal of any loan guarantors as well as the borrower's competency in managing and operating the properties. In addition, we consider the overall economic environment, real estate sector, and geographic sub-market in which the borrower operates. Such impairment analyses are completed and reviewed by asset management and finance personnel, who utilize various data sources, including (i) periodic financial data such as property occupancy, tenant profile, rental rates, operating expenses, the borrower's exit plan, and capitalization and discount rates, (ii) site inspections, and (iii) current credit spreads and discussions with market participants.

Significant judgment is required when evaluating loans for impairment; therefore, actual results over time could be materially different. Historically, this segment has not had any realized losses on individual loans. However, we have established a general loan loss allowance based on our risk classification of the loans in our portfolio, as discussed in Note 5 of our Consolidated Financial Statements. The general loan loss allowance was \$9.8 million as of December 31, 2016.

### *Classification and Impairment Evaluation of Investment Securities*

Our investment securities consist primarily of RMBS that we classify as available-for-sale, CMBS and mandatorily redeemable preferred equity interests in commercial real estate entities which we expect to hold to maturity and CMBS for which we have elected the fair value option. Investments classified as available-for-sale are carried at their fair value. For securities where we have not elected the fair value option, changes in fair value are recorded through accumulated other comprehensive income, a component of stockholders' equity, rather than through earnings. We do not hold any of our investment securities for trading purposes.

When the estimated fair value of a security for which we have not elected to apply the fair value option is less than its amortized cost, we consider whether there is an other-than-temporary impairment ("OTTI") in the value of the security. An impairment is deemed an OTTI if (i) we intend to sell the security, (ii) it is more likely than not that we will be required to sell the security before recovering our cost basis, or (iii) we do not expect to recover our cost basis even if we do not intend to sell the security or do not believe it is more likely than not that we will be required to sell the security before recovering our cost basis. If the impairment is deemed to be an OTTI, the resulting accounting treatment depends on the factors causing the OTTI. If the OTTI has resulted from (i) our intention to sell the security, or (ii) our judgment that it is more likely than not that we will be required to sell the security before recovering our cost basis, an impairment loss is recognized in earnings equal to the difference between our amortized cost basis and fair value.

Whereas, if the OTTI has resulted from our conclusion that we will not recover our cost basis even if we do not intend to sell the security or do not believe it is more likely than not that we will be required to sell the security before recovering our cost basis, only the credit loss portion of the impairment is recorded in earnings, and the portion of the loss related to other factors, such as changes in interest rates, continues to be recognized in accumulated other comprehensive income. Determining whether there is an OTTI may require us to exercise significant judgment and make significant assumptions, including, but not limited to, estimated cash flows, estimated prepayments, loss assumptions, and assumptions regarding changes in interest rates. As a result, actual OTTI losses could differ from reported amounts. Such judgments and assumptions are based upon a number of factors, including (i) credit of the issuer or the borrowers, (ii) credit rating of the security, (iii) key terms of the security, (iv) performance of the loan or underlying loans, including debt service coverage and loan-to-value ratios, (v) the value of the collateral for the loan or underlying loans, (vi) the effect of local, industry, and broader economic factors, and (vii) the historical and anticipated trends in defaults and loss severities for similar securities. As of December 31, 2016, we held \$253.9 million of available-for-sale RMBS which had gross unrealized gains of \$45.1 million and \$0.2 million of unrealized losses. We also had \$510.0 million of held-to-maturity securities which had gross unrealized losses of \$8.6 million and gross unrealized gains of \$2.8 million as of December 31, 2016. There were no OTTI charges recognized during the years ended December 31, 2016 and 2015. We recognized OTTI charges against earnings with respect to our investment securities of \$0.3 million during the year ended December 31, 2014.

#### *Valuation of Financial Assets and Liabilities Carried at Fair Value*

We measure our VIE assets and liabilities, mortgage-backed securities, derivative assets and liabilities, domestic servicing rights intangible asset and any assets or liabilities where we have elected the fair value option at fair value. When actively quoted observable prices are not available, we either use implied pricing from similar assets and liabilities or valuation models based on net present values of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors. See Note 20 of our Consolidated Financial Statements for details regarding the various methods and inputs we use in measuring the fair value of our financial assets and liabilities. As of December 31, 2016, we had \$67.6 billion and \$66.1 billion of financial assets and liabilities, respectively, that are measured at fair value, including \$67.1 billion of VIE assets and \$66.1 billion of VIE liabilities we consolidate pursuant to ASC 810.

We measure the assets and liabilities of consolidated VIEs at fair value pursuant to our election of the fair value option. The VIEs in which we invest are “static”; that is, no reinvestment is permitted, and there is no active management of the underlying assets. In determining the fair value of the assets and liabilities of the VIE, we maximize the use of observable inputs over unobservable inputs. We also acknowledge that our principal market for selling CMBS assets is the securitization market where the market participant is considered to be a CMBS trust or a collateralized debt obligation (“CDO”). This methodology results in the fair value of the assets of a static CMBS trust being equal to the fair value of its liabilities. As a result, the methods and inputs we use in measuring the fair value of the assets and liabilities of our VIEs affect our earnings only to the extent of their impact on our direct investment in the VIEs.

#### *Derivative Instruments and Hedging Activities*

We record all derivatives on our consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on whether we have elected to designate a derivative in a hedging relationship and have satisfied the criteria necessary to apply hedge accounting under GAAP. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We regularly enter into derivative contracts that are intended to economically hedge certain of our risks, even though the transactions may not qualify for, or we may not elect to pursue, hedge accounting. In such cases, changes in the fair value of the derivatives are recorded in earnings. The designation of derivative contracts as hedges, the measurement of their effectiveness, and the estimate of the fair value of the contracts all may involve significant judgments by our

management, and changes to those judgments could significantly impact our reported results of operations. As of December 31, 2016, we had \$89.4 million of derivative assets and \$3.9 million of derivative liabilities. We recognized net gains on derivatives of \$70.7 million, \$21.6 million and \$20.5 million for the years ended December 31, 2016, 2015 and 2014, respectively. As of December 31, 2016, we had less than \$0.1 million of net unrecognized losses on derivatives designated as hedges.

#### *Goodwill Impairment*

Our goodwill at December 31, 2016 of \$140.4 million represents the excess of consideration transferred over the fair value of LNR's net assets acquired on April 19, 2013. In testing goodwill for impairment, we follow ASC 350, *Intangibles—Goodwill and Other*, which permits a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill. If the qualitative assessment determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill, then no impairment is determined to exist for the reporting unit. However, if the qualitative assessment determines that it is more likely than not that the fair value of the reporting unit is less than its carrying value including goodwill, we compare the fair value of that reporting unit with its carrying value, including goodwill ("Step One"). If the carrying value of a reporting unit exceeds its fair value, goodwill is considered impaired with the impairment loss equal to the amount by which the carrying value of the goodwill exceeds the implied fair value of that goodwill.

Based on our qualitative assessment during the 2016 fourth quarter, we believe that the Investing and Servicing Segment reporting unit to which all of our goodwill was attributed is not currently at risk of failing Step One of the impairment test. This qualitative assessment required judgment to be applied in evaluating the effects of multiple factors, including actual and projected financial performance of the reporting unit, macroeconomic conditions, industry and market conditions, and relevant entity specific events in determining whether it is more likely than not that the fair value of the reporting unit is less than its carrying amount, including goodwill.

#### *Property Impairment*

We review properties for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability is determined by comparing the carrying amount of the property to the undiscounted future net cash flows it is expected to generate. If such carrying amount exceeds the expected undiscounted future net cash flows, we adjust the carrying amount of the property to its estimated fair value. The estimation of future net cash flows and fair values of our properties involves significant judgments by our management, and changes to these judgments could significantly impact our reported results of operation. As of December 31, 2016 we held properties with a carrying value of \$1.9 billion, none of which we determined were impaired at any point during the year ended December 31, 2016.

#### *Impairment of Investments in Unconsolidated Entities*

Investments in unconsolidated entities are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is measured based on the excess of the carrying amount of an investment over its estimated fair value. Impairment analyses are based on current plans, intended holding periods and available information at the time the analyses are prepared. As of December 31, 2016, we held investments in unconsolidated entities with a carrying value of \$204.6 million, none of which we determined were impaired at any point during the year ended December 31, 2016.

#### **Recent Accounting Developments**

Refer to Note 2 of our Consolidated Financial Statements for a discussion of recent accounting developments and the expected impact to the Company.

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

We seek to manage our risks related to the credit quality of our assets, interest rates, liquidity, prepayment speeds and market value while, at the same time, seeking to provide an opportunity to stockholders to realize attractive risk-adjusted returns through ownership of our capital stock. While we do not seek to avoid risk completely, we believe the risk can be quantified from historical experience and seek to actively manage that risk, to earn sufficient compensation to justify taking those risks and to maintain capital levels consistent with the risks we undertake.

### *Credit Risk*

Our loans and investments are subject to credit risk. The performance and value of our loans and investments depend upon the owners' ability to operate the properties that serve as our collateral so that they produce cash flows adequate to pay interest and principal due to us. To monitor this risk, our Manager's asset management team reviews our investment portfolios and is in regular contact with our borrowers, monitoring performance of the collateral and enforcing our rights as necessary.

We seek to further manage credit risk associated with our Investing and Servicing Segment loans held-for-sale through the purchase of credit index instruments. The following table presents our credit index instruments as of December 31, 2016 and December 31, 2015 (dollars in thousands):

	Face Value of Loans Held-for-Sale	Aggregate Notional Value of Credit Index Instruments	Number of Credit Index Instruments
December 31, 2016 .....	\$ 63,065	\$ 14,000	4
December 31, 2015 .....	\$ 203,710	\$ 40,000	11

Refer to Note 6 of our Consolidated Financial Statements for a discussion of weighted average ratings of our investment securities.

### *Capital Market Risk*

We are exposed to risks related to the equity capital markets, and our related ability to raise capital through the issuance of our common stock or other equity instruments. We are also exposed to risks related to the debt capital markets, and our related ability to finance our business through borrowings under repurchase obligations or other debt instruments. As a REIT, we are required to distribute a significant portion of our taxable income annually, which constrains our ability to accumulate operating cash flow and therefore requires us to utilize debt or equity capital to finance our business. We seek to mitigate these risks by monitoring the debt and equity capital markets to inform our decisions on the amount, timing, and terms of capital we raise.

### *Interest Rate Risk*

Interest rates are highly sensitive to many factors, including fiscal and monetary policies and domestic and international economic and political considerations, as well as other factors beyond our control. We are subject to interest rate risk in connection with our investments and the related financing obligations. In general, we seek to match the interest rate characteristics of our investments with the interest rate characteristics of any related financing obligations such as repurchase agreements, bank credit facilities, term loans, revolving facilities and securitizations. In instances where the interest rate characteristics of an investment and the related financing obligation are not matched, we mitigate such interest rate risk through the utilization of interest rate derivatives of the same duration. The following

table presents financial instruments where we have utilized interest rate derivatives to hedge interest rate risk and the related interest rate derivatives as of December 31, 2016 and 2015 (dollars in thousands):

	Face Value of Hedged Instruments	Aggregate Notional Value of Interest Rate Derivatives	Number of Interest Rate Derivatives
<b><u>Instrument hedged as of December 31, 2016</u></b>			
Loans held-for-investment .....	\$ 8,000	\$ 8,000	1
Loans held-for-sale .....	63,065	50,900	18
RMBS, available-for-sale .....	399,883	69,000	2
Secured financing agreements .....	1,011,067	1,003,064	18
	<u>\$ 1,482,015</u>	<u>\$ 1,130,964</u>	<u>39</u>
<b><u>Instrument hedged as of December 31, 2015</u></b>			
Loans held-for-investment .....	\$ 8,000	\$ 8,000	1
Loans held-for-sale .....	203,710	162,700	27
RMBS, available-for-sale .....	233,976	74,000	3
Secured financing agreements .....	518,505	519,142	14
	<u>\$ 964,191</u>	<u>\$ 763,842</u>	<u>45</u>

The following table summarizes the estimated annual change in net investment income for our LIBOR-based investments and our LIBOR-based debt assuming increases or decreases in LIBOR and adjusted for the effects of our interest rate hedging activities (amounts in thousands, except per share data):

Income (Expense) Subject to Interest Rate Sensitivity	Variable-rate investments and indebtedness	3.0% Increase	2.0% Increase	1.0% Increase	1.0% Decrease (1)
Investment income from variable-rate investments ..	\$ 5,880,780	\$ 199,434	\$ 130,581	\$ 63,184	\$ (35,019)
Interest expense from variable-rate debt .....	(3,700,720)	(111,022)	(74,014)	(37,007)	27,329
Net investment income from variable rate instruments	<u>\$ 2,180,060</u>	<u>\$ 88,412</u>	<u>\$ 56,567</u>	<u>\$ 26,177</u>	<u>\$ (7,690)</u>
Impact per diluted shares outstanding .....		\$ 0.34	\$ 0.22	\$ 0.10	\$ (0.03)

(1) Assumes LIBOR does not go below 0%.

#### *Prepayment Risk*

Prepayment risk is the risk that principal will be repaid at a different rate than anticipated, causing the return on certain investments to be less than expected. As we receive prepayments of principal on our assets, any premiums paid on such assets are amortized against interest income. In general, an increase in prepayment rates accelerates the amortization of purchase premiums, thereby reducing the interest income earned on the assets. Conversely, discounts on such assets are accreted into interest income. In general, an increase in prepayment rates accelerates the accretion of purchase discounts, thereby increasing the interest income earned on the assets.

#### *Extension Risk*

Our Manager computes the projected weighted-average life of our assets based on assumptions regarding the rate at which the borrowers will prepay the mortgages or extend. If prepayment rates decrease in a rising interest rate environment or extension options are exercised, the life of the fixed-rate assets could extend beyond the term of the secured debt agreements. This could have a negative impact on our results of operations. In some situations, we may be forced to sell assets to maintain adequate liquidity, which could cause us to incur losses.

#### *Fair Value Risk*

The estimated fair value of our investments fluctuates primarily due to changes in interest rates and other factors. Generally, in a rising interest rate environment, the estimated fair value of the fixed-rate investments would be

expected to decrease; conversely, in a decreasing interest rate environment, the estimated fair value of the fixed-rate investments would be expected to increase. As market volatility increases or liquidity decreases, the fair value of our assets recorded and/or disclosed may be adversely impacted. Our economic exposure is generally limited to our net investment position as we seek to fund fixed rate investments with fixed rate financing or variable rate financing hedged with interest rate swaps.

#### *Foreign Currency Risk*

We intend to hedge our currency exposures in a prudent manner. However, our currency hedging strategies may not eliminate all of our currency risk due to, among other things, uncertainties in the timing and/or amount of payments received on the related investments, and/or unequal, inaccurate, or unavailability of hedges to perfectly offset changes in future exchange rates. Additionally, we may be required under certain circumstances to collateralize our currency hedges for the benefit of the hedge counterparty, which could adversely affect our liquidity.

Consistent with our strategy of hedging foreign currency exposure on certain investments, we typically enter into a series of forwards to fix the U.S. dollar amount of foreign currency denominated cash flows (interest income, rental income and principal payments) we expect to receive from our foreign currency denominated investments. Accordingly, the notional values and expiration dates of our foreign currency hedges approximate the amounts and timing of future payments we expect to receive on the related investments.

The following table represents our current currency hedge exposure as it relates to our investments denominated in foreign currencies, along with the aggregate notional amount of the hedges in place (amounts in thousands except for number of contracts, using the December 31, 2016 pound sterling (“GBP”) closing rate of 1.2336, Euro (“EUR”) closing rate of 1.0519, Swedish Krona (“SEK”) closing rate of 0.1098, Norwegian Krone (“NOK”) closing rate of 0.1158 and Danish Krone (“DKK”) closing rate of 0.1416):

Carrying Value of Net Investment	Local Currency	Number of Foreign Exchange Contracts	Aggregate Notional Value of Hedges Applied	Expiration Range of Contracts
\$ 86,384	GBP	24	\$ 88,051	January 2017 – March 2017
118,704	GBP	24	131,953	January 2018
17,141	GBP	92	21,177	January 2017 – June 2019
26,351	EUR	8	33,896	March 2017 – December 2018
5,003	EUR, DKK, NOK, SEK	4	5,455	September 2017
17,683	EUR	8	22,613	February 2017 – November 2018
52,112	GBP	15	73,088	May 2017 – July 2020
1,552	GBP	2	2,103	June 2017 – March 2018
144,279	EUR	42 (1)	251,657	March 2017 – June 2020
12,177	GBP	6	12,262	January 2017 – January 2018
<u>\$481,386</u>		<u>225</u>	<u>\$ 642,255</u>	

(1) These foreign exchange contracts hedge our Euro currency exposure created by our acquisition of the Ireland Portfolio.

#### *Real Estate Risk*

The market values of commercial and residential mortgage assets are subject to volatility and may be affected adversely by a number of factors, including, but not limited to, national, regional and local economic conditions (which may be adversely affected by industry slowdowns and other factors); local real estate conditions; changes or continued weakness in specific industry segments; construction quality, age and design; demographic factors; and retroactive changes to building or similar codes. In addition, decreases in property values reduce the value of the collateral and the potential proceeds available to a borrower to repay the underlying loans, which could also cause us to suffer losses.



### *Inflation Risk*

Most of our assets and liabilities are interest rate sensitive in nature. As a result, interest rates and other factors influence our performance significantly more than inflation does. Changes in interest rates may correlate with inflation rates and/or changes in inflation rates. Our financial statements are prepared in accordance with GAAP and our distributions are determined by our board of directors consistent with our obligation to distribute to our stockholders at least 90% of our REIT taxable income on an annual basis in order to maintain our REIT qualification; in each case, our activities and balance sheet are measured with reference to historical cost and/or fair value without considering inflation.

## Item 8. Financial Statements and Supplementary Data.

### Index to Financial Statements and Schedules

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All other schedules are omitted because they are not required or the required information is shown in the financial statements or the notes thereto.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Starwood Property Trust, Inc.  
Greenwich, Connecticut

We have audited the accompanying consolidated balance sheets of Starwood Property Trust, Inc. and subsidiaries (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the financial statement schedules listed in the Index at Item 15. These financial statements and financial statement schedules are the responsibility of the Company’s management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Starwood Property Trust, Inc. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company’s internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 23, 2017 expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

Certified Public Accountants

Miami, Florida  
February 23, 2017

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Starwood Property Trust, Inc.  
Greenwich, Connecticut

We have audited the internal control over financial reporting of Starwood Property Trust, Inc. and subsidiaries (the “Company”) as of December 31, 2016, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed by, or under the supervision of, the company’s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedules as of and for the year ended December 31, 2016 of the Company and our report dated February 23, 2017 expressed an unqualified opinion on those financial statements and financial statement schedules.

/s/ DELOITTE & TOUCHE LLP

Certified Public Accountants

Miami, Florida  
February 23, 2017

**Starwood Property Trust, Inc. and Subsidiaries**

**Consolidated Balance Sheets**  
(Amounts in thousands, except share data)

	<b>As of December 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>Assets:</b>		
Cash and cash equivalents	\$ 615,522	\$ 368,815
Restricted cash	35,233	23,069
Loans held-for-investment, net	5,847,995	5,973,079
Loans held-for-sale, at fair value	63,279	203,865
Loans transferred as secured borrowings	35,000	86,573
Investment securities (\$297,638 and \$403,703 held at fair value)	807,618	724,947
Properties, net.	1,944,720	919,225
Intangible assets (\$55,082 and \$119,698 held at fair value)	219,248	201,570
Investment in unconsolidated entities	204,605	199,201
Goodwill	140,437	140,437
Derivative assets	89,361	45,091
Accrued interest receivable	28,224	34,314
Other assets	101,763	102,479
Variable interest entity ("VIE") assets, at fair value	67,123,261	76,675,689
<b>Total Assets</b>	<b>\$ 77,256,266</b>	<b>\$ 85,698,354</b>
<b>Liabilities and Equity</b>		
<b>Liabilities:</b>		
Accounts payable, accrued expenses and other liabilities	\$ 198,134	\$ 156,805
Related-party payable	37,818	40,955
Dividends payable	125,075	114,947
Derivative liabilities	3,904	5,196
Secured financing agreements, net	4,154,126	3,980,699
Unsecured senior notes, net.	2,011,544	1,323,795
Secured borrowings on transferred loans	35,000	88,000
VIE liabilities, at fair value	66,130,592	75,817,014
<b>Total Liabilities</b>	<b>72,696,193</b>	<b>81,527,411</b>
Commitments and contingencies (Note 22)		
<b>Equity:</b>		
<b>Starwood Property Trust, Inc. Stockholders' Equity:</b>		
Preferred stock, \$0.01 per share, 100,000,000 shares authorized, no shares issued and outstanding	—	—
Common stock, \$0.01 per share, 500,000,000 shares authorized, 263,893,806 issued and 259,286,921 outstanding as of December 31, 2016 and 241,044,775 issued and 237,490,779 outstanding as of December 31, 2015	2,639	2,410
Additional paid-in capital	4,691,180	4,192,844
Treasury stock (4,606,885 shares and 3,553,996 shares)	(92,104)	(72,381)
Accumulated other comprehensive income	36,138	29,729
Accumulated deficit	(115,579)	(12,286)
Total Starwood Property Trust, Inc. Stockholders' Equity	4,522,274	4,140,316
Non-controlling interests in consolidated subsidiaries	37,799	30,627
<b>Total Equity</b>	<b>4,560,073</b>	<b>4,170,943</b>
<b>Total Liabilities and Equity</b>	<b>\$ 77,256,266</b>	<b>\$ 85,698,354</b>

See notes to consolidated financial statements.

**Starwood Property Trust, Inc. and Subsidiaries**

**Consolidated Statements of Operations**  
(Amounts in thousands, except per share data)

	<b>For the Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Revenues:</b>			
Interest income from loans	\$ 467,195	\$ 477,931	\$ 434,662
Interest income from investment securities	70,848	93,665	112,016
Servicing fees	88,956	117,068	135,565
Rental income	152,760	36,622	9,831
Other revenues	4,908	10,591	10,801
<b>Total revenues</b>	<b>784,667</b>	<b>735,877</b>	<b>702,875</b>
<b>Costs and expenses:</b>			
Management fees	117,451	124,733	117,732
Interest expense	230,799	202,550	161,104
General and administrative	152,941	154,628	169,661
Acquisition and investment pursuit costs	13,462	13,429	3,681
Costs of rental operations	65,101	11,542	5,938
Depreciation and amortization	66,786	29,010	16,627
Loan loss allowance, net	3,759	(2)	2,047
Other expense	100	389	7,219
<b>Total costs and expenses</b>	<b>650,399</b>	<b>536,279</b>	<b>484,009</b>
<b>Income before other income, income taxes and non-controlling interests</b>	<b>134,268</b>	<b>199,598</b>	<b>218,866</b>
<b>Other income:</b>			
Change in net assets related to consolidated VIEs	151,593	185,490	212,506
Change in fair value of servicing rights	(47,149)	(12,605)	(16,787)
Change in fair value of investment securities, net	(1,401)	3,084	15,077
Change in fair value of mortgage loans held-for-sale, net	74,251	64,320	70,420
Earnings from unconsolidated entities	21,723	26,674	19,932
Gain on sale of investments and other assets, net	1,942	22,664	12,886
Gain on derivative financial instruments, net	70,734	21,598	20,451
Foreign currency loss, net	(33,967)	(37,221)	(29,942)
Total other-than-temporary impairment ("OTTI")	(782)	(12)	(1,788)
Noncredit portion of OTTI recognized in other comprehensive income	54	12	732
Net impairment losses recognized in earnings	(728)	—	(1,056)
Loss on extinguishment of debt	(8,781)	(5,921)	—
Other income, net	13,510	1,708	3,832
<b>Total other income</b>	<b>241,727</b>	<b>269,791</b>	<b>307,319</b>
<b>Income from continuing operations before income taxes</b>	<b>375,995</b>	<b>469,389</b>	<b>526,185</b>
Income tax provision	(8,344)	(17,206)	(24,096)
<b>Income from continuing operations</b>	<b>367,651</b>	<b>452,183</b>	<b>502,089</b>
Loss from discontinued operations, net of tax (Note 3)	—	—	(1,551)
<b>Net income</b>	<b>367,651</b>	<b>452,183</b>	<b>500,538</b>
Net income attributable to non-controlling interests	(2,465)	(1,486)	(5,517)
<b>Net income attributable to Starwood Property Trust, Inc.</b>	<b>\$ 365,186</b>	<b>\$ 450,697</b>	<b>\$ 495,021</b>
 Earnings per share data attributable to Starwood Property Trust, Inc.:			
<b>Basic:</b>			
Income from continuing operations	\$ 1.52	\$ 1.92	\$ 2.29
Loss from discontinued operations	—	—	(0.01)
Net income	<u>\$ 1.52</u>	<u>\$ 1.92</u>	<u>\$ 2.28</u>
<b>Diluted:</b>			
Income from continuing operations	\$ 1.50	\$ 1.91	\$ 2.25
Loss from discontinued operations	—	—	(0.01)
Net income	<u>\$ 1.50</u>	<u>\$ 1.91</u>	<u>\$ 2.24</u>

See notes to consolidated financial statements.

**Starwood Property Trust, Inc. and Subsidiaries**

**Consolidated Statements of Comprehensive Income**  
**(Amounts in thousands)**

	<b>For the Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Net income</b> .....	<b>\$ 367,651</b>	<b>\$ 452,183</b>	<b>\$ 500,538</b>
Other comprehensive income (loss) (net change by component):			
Cash flow hedges .....	39	32	507
Available-for-sale securities .....	7,622	(22,883)	(6,376)
Foreign currency remeasurement .....	(1,252)	(3,316)	(13,684)
Other comprehensive gain (loss) .....	6,409	(26,167)	(19,553)
<b>Comprehensive income</b> .....	<b>374,060</b>	<b>426,016</b>	<b>480,985</b>
Less: Comprehensive income attributable to non-controlling interests .	(2,465)	(1,486)	(5,517)
<b>Comprehensive income attributable to Starwood Property Trust, Inc.</b> .	<b>\$ 371,595</b>	<b>\$ 424,530</b>	<b>\$ 475,468</b>

See notes to consolidated financial statements.

**Starwood Property Trust, Inc. and Subsidiaries**  
**Consolidated Statements of Equity**  
(Amounts in thousands, except share data)

	Common stock		Additional	Treasury Stock		Accumulated	Accumulated	Total	Non-Controlling	Total
	Shares	Par Value	Paid-In Capital	Shares	Amount	Deficit	Other Comprehensive Income	Starwood Property Trust, Inc. Stockholders' Equity		
<b>Balance, January 1, 2014</b>	<b>196,139,045</b>	<b>\$ 1,961</b>	<b>\$ 4,300,479</b>	<b>625,850</b>	<b>\$ (10,642)</b>	<b>\$ (84,719)</b>	<b>\$ 75,449</b>	<b>\$ 4,282,528</b>	<b>\$ 44,605</b>	<b>\$ 4,327,133</b>
Proceeds from public offering of common stock	25,300,000	253	564,442	—	—	—	—	564,695	—	564,695
Proceeds from ATM Agreement	1,512,925	16	36,156	—	—	—	—	36,172	—	36,172
Proceeds from DRIP Plan	5,612	—	131	—	—	—	—	131	—	131
Equity offering costs	—	—	(1,535)	—	—	—	—	(1,535)	—	(1,535)
Common stock repurchased	—	—	—	587,900	(12,993)	—	—	(12,993)	—	(12,993)
Convertible senior notes	—	—	15,568	—	—	—	—	15,568	—	15,568
Share-based compensation	1,324,674	13	28,609	—	—	—	—	28,622	—	28,622
Manager incentive fee paid in stock	469,797	5	11,118	—	—	—	—	11,123	—	11,123
Net income	—	—	—	—	—	495,021	—	495,021	5,517	500,538
Dividends declared, \$1.92 per share	—	—	(1,119,243)	—	—	(419,680)	—	(419,680)	(1,594)	(1,120,837)
Spin-off of SWAY	—	—	—	—	—	—	—	(1,119,243)	—	(1,119,243)
Other comprehensive loss, net	—	—	—	—	—	—	(19,553)	(19,553)	—	(19,553)
VIE non-controlling interests	—	—	—	—	—	—	—	—	141	141
Contributions from non-controlling interests	—	—	—	—	—	—	—	—	7,267	7,267
Distributions to non-controlling interests	—	—	—	—	—	—	—	—	(33,880)	(33,880)
<b>Balance, December 31, 2014</b>	<b>224,752,053</b>	<b>\$ 2,248</b>	<b>\$ 3,835,725</b>	<b>1,213,750</b>	<b>\$ (23,635)</b>	<b>\$ (9,378)</b>	<b>\$ 55,896</b>	<b>\$ 3,860,856</b>	<b>\$ 22,056</b>	<b>\$ 3,882,912</b>
Proceeds from public offering of common stock	13,800,000	138	326,004	—	—	—	—	326,142	—	326,142
Proceeds from DRIP Plan	12,670	—	286	—	—	—	—	286	—	286
Equity offering costs	—	—	(945)	—	—	—	—	(945)	—	(945)
Common stock repurchased	—	—	—	2,340,246	(48,746)	—	—	(48,746)	—	(48,746)
Equity component of 2019 Convertible Senior Notes repurchase	—	—	(17,727)	—	—	—	—	(17,727)	—	(17,727)
Share-based compensation	1,734,642	17	32,129	—	—	—	—	32,146	—	32,146
Manager incentive fee paid in stock	745,410	7	17,372	—	—	—	—	17,379	—	17,379
Net income	—	—	—	—	—	450,697	—	450,697	1,486	452,183
Dividends declared, \$1.92 per share	—	—	—	—	—	(453,605)	—	(453,605)	—	(453,605)
Other comprehensive loss, net	—	—	—	—	—	—	(26,167)	(26,167)	—	(26,167)
VIE non-controlling interests	—	—	—	—	—	—	—	—	2,232	2,232
Contributions from non-controlling interests	—	—	—	—	—	—	—	—	6,974	6,974
Distributions to non-controlling interests	—	—	—	—	—	—	—	—	(2,121)	(2,121)
<b>Balance, December 31, 2015</b>	<b>241,044,775</b>	<b>\$ 2,410</b>	<b>\$ 4,192,844</b>	<b>3,553,996</b>	<b>\$ (72,381)</b>	<b>\$ (12,286)</b>	<b>\$ 29,729</b>	<b>\$ 4,140,316</b>	<b>\$ 30,627</b>	<b>\$ 4,170,943</b>
Proceeds from public offering of common stock	20,470,000	205	448,620	—	—	—	—	448,825	—	448,825
Proceeds from DRIP Plan	19,451	—	405	—	—	—	—	405	—	405
Equity offering costs	—	—	(778)	—	—	—	—	(778)	—	(778)
Common stock repurchased	—	—	—	1,052,889	(19,723)	—	—	(19,723)	—	(19,723)
Equity component of 2017 Convertible Senior Notes repurchase	—	—	(355)	—	—	—	—	(355)	—	(355)
Share-based compensation	1,427,027	15	32,618	—	—	—	—	32,633	—	32,633
Manager incentive fee paid in stock	932,553	9	17,826	—	—	—	—	17,835	—	17,835
Net income	—	—	—	—	—	365,186	—	365,186	2,465	367,651
Dividends declared, \$1.92 per share	—	—	—	—	—	(468,479)	—	(468,479)	—	(468,479)
Other comprehensive income, net	—	—	—	—	—	—	6,409	6,409	—	6,409
VIE non-controlling interests	—	—	—	—	—	—	—	—	254	254
Contributions from non-controlling interests	—	—	—	—	—	—	—	—	11,387	11,387
Distributions to non-controlling interests	—	—	—	—	—	—	—	—	(6,934)	(6,934)
<b>Balance, December 31, 2016</b>	<b>263,893,806</b>	<b>\$ 2,639</b>	<b>\$ 4,691,180</b>	<b>4,606,885</b>	<b>\$ (92,104)</b>	<b>\$ (115,579)</b>	<b>\$ 36,138</b>	<b>\$ 4,522,274</b>	<b>\$ 37,799</b>	<b>\$ 4,560,073</b>

See notes to consolidated financial statements.



**Starwood Property Trust, Inc. and Subsidiaries**

**Consolidated Statements of Cash Flows**  
**(Amounts in thousands)**

	<b>For the Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Cash Flows from Operating Activities:</b>			
Net income	\$ 367,651	\$ 452,183	\$ 500,538
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of deferred financing costs, premiums and discounts on secured financing agreements and secured borrowings on transferred loans	16,190	14,617	10,854
Amortization of discounts and deferred financing costs on senior notes	21,667	20,832	14,665
Accretion of net discount on investment securities	(16,527)	(24,556)	(25,023)
Accretion of net deferred loan fees and discounts	(48,384)	(36,862)	(21,286)
Share-based compensation	32,633	32,146	28,622
Share-based component of incentive fees	17,835	17,379	11,123
Change in fair value of fair value option investment securities	1,401	(3,084)	(15,077)
Change in fair value of consolidated VIEs	28,734	45,646	(52,559)
Change in fair value of servicing rights	47,149	12,605	16,787
Change in fair value of loans held-for-sale	(74,251)	(64,320)	(70,420)
Change in fair value of derivatives	(75,122)	(28,549)	(24,646)
Foreign currency loss, net	33,660	37,110	29,366
Gain on sale of investments and other assets	(1,942)	(22,664)	(13,829)
Other-than-temporary impairment	728	—	1,056
Loan loss allowance, net	3,759	(2)	2,047
Depreciation and amortization	61,571	27,232	16,622
Earnings from unconsolidated entities	(21,723)	(26,674)	(19,932)
Distributions of earnings from unconsolidated entities	19,983	23,082	15,245
Bargain purchase gain	(8,406)	—	—
Loss on extinguishment of debt	8,781	5,921	—
Origination and purchase of loans held-for-sale, net of principal collections	(1,669,543)	(1,848,141)	(1,785,050)
Proceeds from sale of loans held-for-sale	1,884,352	2,100,216	1,670,522
Changes in operating assets and liabilities:			
Related-party payable, net	(3,137)	204	22,958
Accrued and capitalized interest receivable, less purchased interest	(76,071)	(65,972)	(52,514)
Other assets	12,383	(28,485)	1,591
Accounts payable, accrued expenses and other liabilities	(6,741)	(27,358)	(40,951)
<b>Net cash provided by operating activities</b>	<b>556,630</b>	<b>612,506</b>	<b>220,709</b>
<b>Cash Flows from Investing Activities:</b>			
Origination and purchase of loans held-for-investment	(2,815,333)	(2,360,225)	(3,034,696)
Proceeds from principal collections on loans	2,665,050	1,552,422	1,192,823
Proceeds from loans sold	382,881	637,124	501,988
Purchase of investment securities	(360,341)	(182,018)	(189,422)
Proceeds from sales of investment securities	18,725	6,410	100,166
Proceeds from principal collections on investment securities	108,790	428,569	54,295
Real estate business combinations, net of cash acquired	(849,950)	(555,051)	—
Proceeds from sale of properties	—	35,576	1,784
Additions to properties and other assets	(15,963)	(1,920)	(37,879)
Investment in unconsolidated entities	(11,148)	(32,436)	(183,043)
Distribution of capital from unconsolidated entities	15,895	30,855	62,013
Payments for purchase or termination of derivatives	(27,820)	(27,054)	(19,928)
Proceeds from termination of derivatives	85,614	36,547	5,996
Return of investment basis in purchased derivative asset	272	337	1,513
(Increase) decrease in restricted cash, net	(9,494)	30,069	2,268
Spin-off of Starwood Waypoint Residential Trust	—	—	(111,960)
Acquisition and improvement of single family homes	—	—	(61,901)
Proceeds from sale of non-performing loans	—	—	1,153
<b>Net cash used in investing activities</b>	<b>(812,822)</b>	<b>(400,795)</b>	<b>(1,714,830)</b>

See notes to consolidated financial statements.

**Starwood Property Trust, Inc. and Subsidiaries**

**Consolidated Statements of Cash Flows (Continued)**  
**(Amounts in thousands)**

	<b>For the Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Cash Flows from Financing Activities:</b>			
Proceeds from borrowings	\$ 6,024,032	\$ 4,856,319	\$ 4,742,285
Principal repayments on and repurchases of borrowings	(5,266,115)	(4,335,654)	(3,419,957)
Payment of deferred financing costs	(37,304)	(21,701)	(16,514)
Proceeds from common stock issuances	449,230	326,428	600,998
Payment of equity offering costs	(718)	(945)	(1,535)
Payment of dividends	(458,351)	(446,847)	(401,661)
Contributions from non-controlling interests	11,387	71	—
Distributions to non-controlling interests	(6,934)	(2,121)	(33,880)
Purchase of treasury stock	(19,723)	(48,746)	(12,993)
Issuance of debt of consolidated VIEs	35,728	9,132	89,354
Repayment of debt of consolidated VIEs	(283,038)	(464,243)	(136,115)
Distributions of cash from consolidated VIEs	57,293	34,724	27,531
<b>Net cash provided by (used in) financing activities</b>	<b>505,487</b>	<b>(93,583)</b>	<b>1,437,513</b>
Net increase (decrease) in cash and cash equivalents	249,295	118,128	(56,608)
Cash and cash equivalents, beginning of year	368,815	255,187	317,627
Effect of exchange rate changes on cash	(2,588)	(4,500)	(5,832)
Cash and cash equivalents, end of year	<u>\$ 615,522</u>	<u>\$ 368,815</u>	<u>\$ 255,187</u>
<b>Supplemental disclosure of cash flow information:</b>			
Cash paid for interest	\$ 185,053	\$ 160,386	\$ 131,917
Income taxes paid	9,742	29,171	34,611
<b>Supplemental disclosure of non-cash investing and financing activities:</b>			
Fair value of assets acquired, net of cash	\$ 1,043,112	\$ 883,172	\$ —
Fair value of liabilities assumed	184,756	328,121	—
Net assets acquired from consolidated VIEs	181,715	125,309	—
Net assets divested of Europe servicing and advisory business, net of cash	1,438	—	—
Equity interest acquired in Situs Group Holdings Corporation	12,234	—	—
Dividends declared, but not yet paid	125,075	114,947	108,189
Consolidation of VIEs (VIE asset/liability additions)	21,289,873	12,050,421	29,363,132
Deconsolidation of VIEs (VIE asset/liability reductions)	5,717,982	7,825,212	9,392,128
Settlement of loans transferred as secured borrowings	68,206	94,446	50,260
Unsettled derivative transactions	28,472	—	—
Net assets acquired through foreclosure	—	14,530	—
Net assets distributed in spin-off of Starwood Waypoint Residential Trust	—	—	1,008,377
Contributions from non-controlling interests	—	—	7,267

See notes to consolidated financial statements.

## Starwood Property Trust, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

As of December 31, 2016

#### 1. Business and Organization

Starwood Property Trust, Inc. (“STWD” and, together with its subsidiaries, “we” or the “Company”) is a Maryland corporation that commenced operations in August 2009, upon the completion of our initial public offering (“IPO”). We are focused primarily on originating, acquiring, financing and managing commercial mortgage loans and other commercial real estate debt investments, commercial mortgage-backed securities (“CMBS”), and other commercial real estate investments in both the U.S. and Europe. We refer to the following as our target assets: commercial real estate mortgage loans, preferred equity interests, CMBS and other commercial real estate-related debt investments. Our target assets may also include residential mortgage-backed securities (“RMBS”), certain residential mortgage loans, distressed or non-performing commercial loans, commercial properties subject to net leases and equity interests in commercial real estate. As market conditions change over time, we may adjust our strategy to take advantage of changes in interest rates and credit spreads as well as economic and credit conditions.

We have three reportable business segments as of December 31, 2016:

- Real estate lending (the “Lending Segment”)—engages primarily in originating, acquiring, financing and managing commercial first mortgages, subordinated mortgages, mezzanine loans, preferred equity, CMBS, RMBS and other real estate and real estate-related debt investments in both the U.S. and Europe that are held for investment.
- Real estate investing and servicing (the “Investing and Servicing Segment”)—includes (i) a servicing business in the U.S. that manages and works out problem assets, (ii) an investment business that selectively acquires and manages unrated, investment grade and non-investment grade rated CMBS, including subordinated interests of securitization and resecuritization transactions, (iii) a mortgage loan business which originates conduit loans for the primary purpose of selling these loans into securitization transactions, and (iv) an investment business that selectively acquires commercial real estate assets, including properties acquired from CMBS trusts. This segment excludes the consolidation of securitization variable interest entities (“VIEs”).
- Real estate property (the “Property Segment”)—engages primarily in acquiring and managing equity interests in stabilized commercial real estate properties, including multi-family properties, that are held for investment.

On January 31, 2014, we completed the spin-off of our former single family residential (“SFR”) segment to our stockholders as discussed further in Note 3.

We are organized and conduct our operations to qualify as a real estate investment trust (“REIT”) under the Internal Revenue Code of 1986, as amended (the “Code”). As such, we will generally not be subject to U.S. federal corporate income tax on that portion of our net income that is distributed to stockholders if we distribute at least 90% of our taxable income to our stockholders by prescribed dates and comply with various other requirements.

We are organized as a holding company and conduct our business primarily through our various wholly-owned subsidiaries. We are externally managed and advised by SPT Management, LLC (our “Manager”) pursuant to the terms of a management agreement. Our Manager is controlled by Barry Sternlicht, our Chairman and Chief Executive Officer. Our Manager is an affiliate of Starwood Capital Group, a privately-held private equity firm founded and controlled by Mr. Sternlicht.

## **2. Summary of Significant Accounting Policies**

### ***Balance Sheet Presentation of the Investing and Servicing Segment's Variable Interest Entities***

As noted above, the Investing and Servicing Segment operates an investment business that acquires unrated, investment grade and non-investment grade rated CMBS. These securities represent interests in securitization structures (commonly referred to as special purpose entities, or "SPEs"). These SPEs are structured as pass through entities that receive principal and interest on the underlying collateral and distribute those payments to the certificate holders. Under accounting principles generally accepted in the United States of America ("GAAP"), SPEs typically qualify as VIEs. These are entities that, by design, either (1) lack sufficient equity to permit the entity to finance its activities without additional subordinated financial support from other parties, or (2) have equity investors that do not have the ability to make significant decisions relating to the entity's operations through voting rights, or do not have the obligation to absorb the expected losses, or do not have the right to receive the residual returns of the entity.

Because the Investing and Servicing Segment often serves as the special servicer of the trusts in which it invests, consolidation of these structures is required pursuant to GAAP as outlined in detail below. This results in a consolidated balance sheet which presents the gross assets and liabilities of the VIEs. The assets and other instruments held by these VIEs are restricted and can only be used to fulfill the obligations of the entity. Additionally, the obligations of the VIEs do not have any recourse to the general credit of any other consolidated entities, nor to us as the consolidator of these VIEs.

The VIE liabilities initially represent investment securities on our balance sheet (pre-consolidation). Upon consolidation of these VIEs, our associated investment securities are eliminated, as is the interest income related to those securities. Similarly, the fees we earn in our roles as special servicer of the bonds issued by the consolidated VIEs or as collateral administrator of the consolidated VIEs are also eliminated. Finally, an allocable portion of the identified servicing intangible associated with the eliminated fee streams is eliminated in consolidation.

Refer to the segment data in Note 23 for a presentation of the Investing and Servicing Segment without consolidation of these VIEs.

### ***Basis of Accounting and Principles of Consolidation***

The accompanying consolidated financial statements include our accounts and those of our consolidated subsidiaries and VIEs. Intercompany amounts have been eliminated in consolidation.

Entities not deemed to be VIEs are consolidated if we own a majority of the voting securities or interests or hold the general partnership interest, except in those instances in which the minority voting interest owner or limited partner effectively participates through substantive participative rights. Substantive participative rights include the ability to select, terminate and set compensation of the investee's management, if applicable, and the ability to participate in capital and operating decisions of the investee, including budgets, in the ordinary course of business.

We invest in entities with varying structures, many of which do not have voting securities or interests, such as general partnerships, limited partnerships, and limited liability companies. In many of these structures, control of the entity rests with the general partners or managing members, while other members hold passive interests. The general partner or managing member may hold anywhere from a relatively small percentage of the total financial interests to a majority of the financial interests. For entities not deemed to be VIEs, where we serve as the sole general partner or managing member, we are considered to have the controlling financial interest and therefore the entity is consolidated, regardless of our financial interest percentage, unless there are other limited partners or investing members that effectively participate through substantive participative rights. In those circumstances where we, as majority controlling interest owner, cannot cause the entity to take actions that are significant in the ordinary course of business, because such actions could be vetoed by the minority controlling interest owner, we do not consolidate the entity.

When we consolidate entities other than VIEs, the ownership interests of any minority parties are reflected as non-controlling interests. A non-controlling interest in a consolidated subsidiary is defined as “the portion of the equity (net assets) in a subsidiary not attributable, directly or indirectly, to a parent.” Non-controlling interests are presented as a separate component of equity in the consolidated balance sheets. In addition, the presentation of net income attributes earnings to controlling and non-controlling interests. When we consolidate VIEs, beneficial interests payable to third parties are reflected as liabilities when the interests are legally issued in the form of debt.

### ***Variable Interest Entities***

We evaluate all of our interests in VIEs for consolidation. When our interests are determined to be variable interests, we assess whether we are deemed to be the primary beneficiary of the VIE. The primary beneficiary of a VIE is required to consolidate the VIE. Accounting Standards Codification (“ASC”) 810, *Consolidation*, defines the primary beneficiary as the party that has both (i) the power to direct the activities of the VIE that most significantly impact its economic performance, and (ii) the obligation to absorb losses and the right to receive benefits from the VIE which could be potentially significant. We consider our variable interests as well as any variable interests of our related parties in making this determination. Where both of these factors are present, we are deemed to be the primary beneficiary and we consolidate the VIE. Where either one of these factors is not present, we are not the primary beneficiary and do not consolidate the VIE.

To assess whether we have the power to direct the activities of a VIE that most significantly impact the VIE’s economic performance, we consider all facts and circumstances, including our role in establishing the VIE and our ongoing rights and responsibilities. This assessment includes first, identifying the activities that most significantly impact the VIE’s economic performance; and second, identifying which party, if any, has power over those activities. In general, the parties that make the most significant decisions affecting the VIE or have the right to unilaterally remove those decision makers are deemed to have the power to direct the activities of a VIE.

Effective January 1, 2016, we implemented Accounting Standards Update (“ASU”) 2015-02, *Consolidation (Topic 810) – Amendments to the Consolidation Analysis*, which specifies that the right to remove the decision maker in a VIE must be exercisable without cause for the decision maker to not be deemed the party that has the power to direct the activities of a VIE. In connection with the implementation of this ASU, we consolidated VIE assets and VIE liabilities from CMBS trusts as of March 31, 2016 where the right to remove the Company as special servicer was not exercisable without cause.

Our implementation of the ASU also resulted in the determination that certain entities in which we hold interests, which prior to the implementation of the ASU were not considered VIEs, are now considered VIEs as the limited partners of these entities do not collectively possess (i) the right to remove the general partner without cause or (ii) the right to participate in significant decisions made by the partnership. The application of the ASU to these particular entities did not change our respective conclusions as to whether or not they should be consolidated. We applied the provisions of this ASU using a modified retrospective approach which does not require the restatement of prior period financial statements. There was no cumulative-effect adjustment to equity upon adoption. Refer to Note 15 for further discussion of the impact of our implementation of ASU 2015-02.

To assess whether we have the obligation to absorb losses of the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE, we consider all of our economic interests, including debt and equity investments, servicing fees, and other arrangements deemed to be variable interests in the VIE. This assessment requires that we apply judgment in determining whether these interests, in the aggregate, are considered potentially significant to the VIE. Factors considered in assessing significance include: the design of the VIE, including its capitalization structure; subordination of interests; payment priority; relative share of interests held across various classes within the VIE’s capital structure; and the reasons why the interests are held by us.

Our purchased investment securities include CMBS which are unrated and non-investment grade rated securities issued by CMBS trusts. In certain cases, we may contract to provide special servicing activities for these CMBS trusts, or, as holder of the controlling class, we may have the right to name and remove the special servicer for these trusts. In our role as special servicer, we provide services on defaulted loans within the trusts, such as foreclosure

or work-out procedures, as permitted by the underlying contractual agreements. In exchange for these services, we receive a fee. These rights give us the ability to direct activities that could significantly impact the trust's economic performance. However, in those instances where an unrelated third party has the right to unilaterally remove us as special servicer without cause, we do not have the power to direct activities that most significantly impact the trust's economic performance. We evaluated all of our positions in such investments for consolidation.

For securitization VIEs in which we are determined to be the primary beneficiary, all of the underlying assets, liabilities and equity of the structures are recorded on our books, and the initial investment, along with any associated unrealized holding gains and losses, are eliminated in consolidation. Similarly, the interest income earned from these structures, as well as the fees paid by these trusts to us in our capacity as special servicer, are eliminated in consolidation. Further, an allocable portion of the identified servicing intangible asset associated with the servicing fee streams, and the corresponding allocable amortization or change in fair value of the servicing intangible asset, are also eliminated in consolidation.

We perform ongoing reassessments of: (1) whether any entities previously evaluated under the majority voting interest framework have become VIEs, based on certain events, and therefore subject to the VIE consolidation framework, and (2) whether changes in the facts and circumstances regarding our involvement with a VIE causes our consolidation conclusion regarding the VIE to change.

We elect the fair value option for initial and subsequent recognition of the assets and liabilities of our consolidated securitization VIEs. Interest income and interest expense associated with these VIEs are no longer relevant on a standalone basis because these amounts are already reflected in the fair value changes. We have elected to present these items in a single line on our consolidated statements of operations. The residual difference shown on our consolidated statements of operations in the line item "Change in net assets related to consolidated VIEs" represents our beneficial interest in the VIEs.

We separately present the assets and liabilities of our consolidated securitization VIEs as individual line items on our consolidated balance sheets. The liabilities of our consolidated securitization VIEs consist solely of obligations to the bondholders of the related CMBS trusts, and are thus presented as a single line item entitled "VIE liabilities." The assets of our consolidated securitization VIEs consist principally of loans, but at times, also include foreclosed loans which have been temporarily converted into real estate owned ("REO"). These assets in the aggregate are likewise presented as a single line item entitled "VIE assets."

Loans comprise the vast majority of our securitization VIE assets and are carried at fair value due to the election of the fair value option. When an asset becomes REO, it is due to nonperformance of the loan. Because the loan is already at fair value, the carrying value of an REO asset is also initially at fair value. Furthermore, when we consolidate a CMBS trust, any existing REO would be consolidated at fair value. Once an asset becomes REO, its disposition time is relatively short. As a result, the carrying value of an REO generally approximates fair value under GAAP.

In addition to sharing a similar measurement method as the loans in a CMBS trust, the securitization VIE assets as a whole can only be used to settle the obligations of the consolidated VIE. The assets of our securitization VIEs are not individually accessible by the bondholders, which creates inherent limitations from a valuation perspective. Also creating limitations from a valuation perspective is our role as special servicer, which provides us very limited visibility, if any, into the performing loans of a CMBS trust.

REO assets generally represent a very small percentage of the overall asset pool of a CMBS trust. In a new issue CMBS trust there are no REO assets. We estimate that REO assets constitute approximately 4% of our consolidated securitization VIE assets, with the remaining 96% representing loans. However, it is important to note that the fair value of our securitization VIE assets is determined by reference to our securitization VIE liabilities as permitted under ASU 2014-13, *Consolidation (Topic 810): Measuring the Financial Assets and the Financial Liabilities of a Consolidated Collateralized Financing Entity*. In other words, our VIE liabilities are more reliably measurable than the VIE assets, resulting in our current measurement methodology which utilizes this value to determine the fair value of our securitization VIE assets as a whole. As a result, these percentages are not necessarily indicative of the relative fair values of each of these asset categories if the assets were to be valued individually.

Due to our accounting policy election under ASU 2014-13, separately presenting two different asset categories would result in an arbitrary assignment of value to each, with one asset category representing a residual amount, as opposed to its fair value. However, as a pool, the fair value of the assets in total is equal to the fair value of the liabilities.

For these reasons, the assets of our securitization VIEs are presented in the aggregate.

### ***Fair Value Option***

The guidance in ASC 825, *Financial Instruments*, provides a fair value option election that allows entities to make an irrevocable election of fair value as the initial and subsequent measurement attribute for certain eligible financial assets and liabilities. Unrealized gains and losses on items for which the fair value option has been elected are reported in earnings. The decision to elect the fair value option is determined on an instrument by instrument basis and must be applied to an entire instrument and is irrevocable once elected. Assets and liabilities measured at fair value pursuant to this guidance are required to be reported separately in our consolidated balance sheets from those instruments using another accounting method.

We have elected the fair value option for eligible financial assets and liabilities of our consolidated securitization VIEs, loans held-for-sale originated by the Investing and Servicing Segment's conduit platform, purchased CMBS issued by VIEs we could consolidate in the future and certain investments in marketable equity securities. The fair value elections for VIE and securitization related items were made in order to mitigate accounting mismatches between the carrying value of the instruments and the related assets and liabilities that we consolidate at fair value. The fair value elections for mortgage loans held-for-sale originated by the Investing and Servicing Segment's conduit platform were made due to the short-term nature of these instruments. The fair value elections for investments in marketable equity securities were made because the shares are listed on an exchange, which allows us to determine the fair value using a quoted price from an active market.

### ***Fair Value Measurements***

We measure our mortgage-backed securities, derivative assets and liabilities, domestic servicing rights intangible asset and any assets or liabilities where we have elected the fair value option at fair value. When actively quoted observable prices are not available, we either use implied pricing from similar assets and liabilities or valuation models based on net present values of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

As discussed above, we measure the assets and liabilities of consolidated securitization VIEs at fair value pursuant to our election of the fair value option. The securitization VIEs in which we invest are "static"; that is, no reinvestment is permitted, and there is no active management of the underlying assets. In determining the fair value of the assets and liabilities of the securitization VIE, we maximize the use of observable inputs over unobservable inputs. We also acknowledge that our principal market for selling CMBS assets is the securitization market where the market participant is considered to be a CMBS trust or a collateralized debt obligation ("CDO"). This methodology results in the fair value of the assets of a static CMBS trust being equal to the fair value of its liabilities. Refer to Note 20 for further discussion regarding our fair value measurements.

### ***Business Combinations***

Under ASC 805, *Business Combinations*, the acquirer in a business combination must recognize, with certain exceptions, the fair values of assets acquired, liabilities assumed, and non-controlling interests when the acquisition constitutes a change in control of the acquired entity. As goodwill is calculated as a residual, all goodwill of the acquired business, not just the acquirer's share, is recognized under this "full goodwill" approach.

We apply the provisions of ASC 805 in accounting for acquisitions of real estate assets. In doing so, we record provisional amounts for certain items as of the date of acquisition. During the measurement period, a period which shall not exceed one year, we prospectively adjust the provisional amounts recognized to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized.

We also apply the provisions of ASC 805 in accounting for the acquisition of a controlling interest in a previously unconsolidated entity. Such transactions are treated as a business combination achieved in stages, whereby the acquirer remeasures its previously held equity interest in the acquiree at its acquisition date fair value and recognizes the resulting gain or loss in earnings.

### ***Cash and Cash Equivalents***

Cash and cash equivalents include cash in banks and short-term investments. Short-term investments are comprised of highly liquid instruments with original maturities of three months or less. The Company maintains its cash and cash equivalents in multiple financial institutions and at times these balances exceed federally insurable limits.

### ***Loans Held-for-Investment and Provision for Loan Losses***

Loans that are held for investment are carried at cost, net of unamortized acquisition premiums or discounts, loan fees, and origination costs as applicable, unless the loans are deemed impaired. We evaluate each loan classified as held-for-investment for impairment at least quarterly. In connection with this evaluation, we assess the performance of each loan and assign a risk rating based on several factors, including risk of loss, loan-to-collateral value ratio ("LTV"), collateral performance, structure, exit plan, and sponsorship. Loans are rated "1" through "5", from less risk to greater risk, in connection with this review.

Impairment occurs when it is deemed probable that we will not be able to collect all amounts due according to the contractual terms of the loan. If a loan is considered to be impaired, we record an allowance through the provision for loan losses to reduce the carrying value of the loan to the present value of expected future cash flows discounted at the loan's contractual effective rate or the fair value of the collateral, if repayment is expected solely from the collateral. Actual losses, if any, could ultimately differ from these estimates.

Our loans are typically collateralized by real estate. As a result, we regularly evaluate the extent and impact of any credit deterioration associated with the performance and/or value of the underlying collateral property, as well as the financial and operating capability of the borrower. Specifically, a property's operating results and any cash reserves are analyzed and used to assess (i) whether cash from operations is sufficient to cover the debt service requirements currently and into the future, (ii) the ability of the borrower to refinance the loan, and/or (iii) the property's liquidation value. We also evaluate the financial wherewithal of any loan guarantors as well as the borrower's competency in managing and operating the properties. In addition, we consider the overall economic environment, real estate sector, and geographic sub-market in which the borrower operates. Such impairment analyses are completed and reviewed by asset management and finance personnel, who utilize various data sources, including (i) periodic financial data such as property occupancy, tenant profile, rental rates, operating expenses, the borrower's exit plan, and capitalization and discount rates, (ii) site inspections, and (iii) current credit spreads and discussions with market participants.

### ***Loans Held-For-Sale***

Our loans that we intend to sell or liquidate in the short-term are classified as held-for-sale and are carried at the lower of amortized cost or fair value, unless we have elected to apply the fair value option at origination or purchase. The Investing and Servicing Segment's conduit business originates fixed rate commercial mortgage loans for future sale to multi-seller securitization trusts. We periodically enter into derivative financial instruments to hedge unpredictable changes in fair value of this loan portfolio, including changes resulting from both interest rates and credit quality. Because these derivatives are not designated, changes in their fair value are recorded in earnings. In order to best reflect the results of the hedged loan portfolio in earnings, we have elected the fair value option for these loans. As a result, changes in the fair value of the loans are also recorded in earnings.



### ***Investment Securities***

We designate investment securities as held-to-maturity, available-for-sale, or trading depending on our investment strategy and ability to hold such securities to maturity. Held-to-maturity securities where we have not elected to apply the fair value option are stated at cost plus any premiums or discounts, which are amortized or accreted through the consolidated statements of operations using the effective interest method. Securities we (i) do not hold for the purpose of selling in the near-term, or (ii) may dispose of prior to maturity, are classified as available-for-sale and are carried at fair value in the accompanying financial statements. Unrealized gains or losses on available-for-sale securities where we have not elected the fair value option are reported as a component of accumulated other comprehensive income (loss) ("AOCI") in stockholders' equity.

When the estimated fair value of a security for which we have not elected the fair value option is less than its amortized cost, we consider whether there is OTTI in the value of the security. An impairment is deemed an OTTI if (i) we intend to sell the security, (ii) it is more likely than not that we will be required to sell the security before recovering our cost basis, or (iii) we do not expect to recover the entire amortized cost basis of the security even if we do not intend to sell the security or do not believe it is more likely than not that we will be required to sell the security before recovering our cost basis. If the impairment is deemed to be an OTTI, the resulting accounting treatment depends on the factors causing the OTTI. If the OTTI has resulted from (i) our intention to sell the security, or (ii) our judgment that it is more likely than not that we will be required to sell the security before recovering our cost basis, an impairment loss is recognized in earnings equal to the entire difference between our amortized cost basis and fair value. Whereas, if the OTTI has resulted from our conclusion that we will not recover our cost basis even if we do not intend to sell the security or do not believe it is more likely than not that we will be required to sell the security before recovering our cost basis, only the credit loss portion of the impairment is recorded in earnings, and the portion of the loss related to other factors, such as changes in interest rates, continues to be recognized in AOCI. Following the recognition of an OTTI through earnings, a new cost basis is established for the security. Determining whether there is an OTTI may require us to exercise significant judgment and make significant assumptions, including, but not limited to, estimated cash flows, estimated prepayments, loss assumptions, and assumptions regarding changes in interest rates.

### ***Properties***

Our properties consist of commercial real estate properties held-for-investment and are recorded at cost, less accumulated depreciation and impairments, if any. Properties consist primarily of land, buildings and improvements. Land is not depreciated, and buildings and improvements are depreciated on a straight-line basis over their estimated useful lives. Ordinary repairs and maintenance are expensed as incurred; major replacements and betterments are capitalized and depreciated on a straight-line basis over their estimated useful lives. We review properties for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable. Recoverability is determined by comparing the carrying amount of the property to the undiscounted future net cash flows it is expected to generate. If such carrying amount exceeds the expected undiscounted future net cash flows, we adjust the carrying amount of the property to its estimated fair value.

### ***Servicing Rights Intangibles***

Our identifiable intangible assets include U.S. special servicing rights and, as of December 31, 2015, also included European servicing rights. For the U.S. special servicing rights, we have elected to apply the fair value measurement method, which is necessary to conform to our election of the fair value option for measuring the assets and liabilities of the VIEs consolidated pursuant to ASC 810. For the European servicing rights, the amortization method was elected and the asset was amortized in proportion to and over the period of estimated net servicing income.

### ***Lease Intangibles***

In connection with our acquisition of properties, we recognized intangible lease assets and liabilities associated with certain noncancelable operating leases of the acquired properties. These intangible lease assets and liabilities include in-place lease intangible assets, favorable lease intangible assets and unfavorable lease liabilities. In-place lease intangible assets reflect the acquired benefit of purchasing properties with in-place leases and are measured based on

estimates of direct costs associated with leasing the property and lost rental income during projected lease-up and free rent periods, both of which are avoided due to the presence of in-place leases at the acquisition date. Favorable and unfavorable lease intangible assets and liabilities reflect the terms of in-place tenant leases being either favorable or unfavorable relative to market terms at the acquisition date. The estimated fair values of our favorable and unfavorable lease assets and liabilities at the respective acquisition dates represent the discounted cash flow differential between the contractual cash flows of such leases and the estimated cash flows that comparable leases at market terms would generate. Our intangible lease assets and liabilities are recognized within intangible assets and other liabilities, respectively, in our consolidated balance sheet. Our in-place lease intangible assets are amortized to amortization expense while our favorable and unfavorable lease intangible assets and liabilities where we are the lessor are amortized to rental income. Favorable and unfavorable lease intangible assets and liabilities where we are the lessee are amortized to costs of rental operations, except in the case of our unfavorable lease liability associated with office space occupied by the Company, which is amortized to general and administrative expense. Both our favorable and unfavorable lease intangible assets and liabilities are amortized over the remaining noncancelable term of the respective leases on a straight-line basis.

### ***Investment in Unconsolidated Entities***

We own non-controlling equity interests in various privately-held partnerships and limited liability companies. Unless we elect the fair value option under ASC 825, we use the cost method to account for investments in which our interest is so minor that we have virtually no influence over the underlying investees. We use the equity method to account for all other non-controlling interests in partnerships and limited liability companies. Cost method investments are initially recorded at cost and income is generally recorded when distributions are received. Equity method investments are initially recorded at cost and subsequently adjusted for our share of income or loss, as well as contributions made or distributions received.

Investments in unconsolidated entities are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is measured based on the excess of the carrying amount of an investment over its estimated fair value. Impairment analyses are based on current plans, intended holding periods and available information at the time the analyses are prepared.

### ***Goodwill***

Goodwill is not amortized, but rather tested for impairment annually or more frequently if events or changes in circumstances indicate potential impairment. Goodwill at December 31, 2016 and 2015 represents the excess of the consideration paid in connection with the acquisition of LNR Property LLC ("LNR") in April 2013 over the fair value of net assets acquired.

In testing goodwill for impairment, we follow ASC 350, *Intangibles—Goodwill and Other*, which permits a qualitative assessment of whether it is more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill. If the qualitative assessment determines that it is not more likely than not that the fair value of a reporting unit is less than its carrying value including goodwill, then no impairment is determined to exist for the reporting unit. However, if the qualitative assessment determines that it is more likely than not that the fair value of the reporting unit is less than its carrying value including goodwill, we compare the fair value of that reporting unit with its carrying value, including goodwill. If the carrying value of a reporting unit exceeds its fair value, goodwill is considered impaired with the impairment loss equal to the amount by which the carrying value of the goodwill exceeds the implied fair value of that goodwill.

### ***Derivative Instruments and Hedging Activities***

We record all derivatives on our consolidated balance sheets at fair value. The accounting for changes in the fair value of derivatives depends on whether we have elected to designate a derivative in a hedging relationship and have satisfied the criteria necessary to apply hedge accounting under GAAP. Derivatives designated and qualifying as a hedge of the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives designated and qualifying as a hedge of the exposure to

variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges. Hedge accounting generally provides for the matching of the timing of gain or loss recognition on the hedging instrument with the recognition of the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk in a fair value hedge or the earnings effect of the hedged forecasted transactions in a cash flow hedge. We regularly enter into derivative contracts that are intended to economically hedge certain of our risks, even though the transactions may not qualify for, or we may not elect to pursue, hedge accounting. In such cases, changes in the fair value of the derivatives are recorded in earnings.

Generally, our derivatives are subject to master netting arrangements, though we elect to present all derivative assets and liabilities on a gross basis within our consolidated balance sheets.

### ***Convertible Senior Notes***

ASC 470, *Debt*, requires the liability and equity components of convertible debt instruments that may be settled in cash upon conversion to be separately accounted for in a manner that reflects the issuer's nonconvertible debt borrowing rate. ASC 470-20 requires that the initial proceeds from the sale of these notes be allocated between a liability component and an equity component in a manner that reflects interest expense at the interest rate of similar nonconvertible debt that could have been issued by the Company at such time. The equity components of the convertible senior notes have been reflected within additional paid-in capital in our consolidated balance sheets. The resulting debt discount is being amortized over the period during which the convertible senior notes are expected to be outstanding (the maturity date) as additional non-cash interest expense.

Upon repurchase of convertible debt instruments, ASC 470-20 requires the issuer to allocate total settlement consideration, inclusive of transaction costs, amongst the liability and equity components of the instrument based on the fair value of the liability component immediately prior to repurchase. The difference between the settlement consideration allocated to the liability component and the net carrying value of the liability component, including unamortized debt issuance costs, is recognized as gain (loss) on extinguishment of debt in our consolidated statements of operations. The remaining settlement consideration allocated to the equity component is recognized as a reduction of additional paid-in capital in our consolidated balance sheets.

### ***Revenue Recognition***

#### ***Interest Income***

Interest income on performing loans and financial instruments is accrued based on the outstanding principal amount and contractual terms of the instrument. For loans where we do not elect the fair value option, origination fees and direct loan origination costs are also recognized in interest income over the loan term as a yield adjustment using the effective interest method. When we elect the fair value option, origination fees and direct loan costs are recorded directly in income and are not deferred. Discounts or premiums associated with the purchase of non-performing loans and investment securities are amortized or accreted into interest income as a yield adjustment on the effective interest method, based on expected cash flows through the expected maturity date of the investment. On at least a quarterly basis, we review and, if appropriate, make adjustments to our cash flow projections.

We cease accruing interest on non-performing loans at the earlier of (i) the loan becoming significantly past due or (ii) management concluding that a full recovery of all interest and principal is doubtful. Interest income on non-accrual loans in which management expects a full recovery of the loan's outstanding principal balance is only recognized when received in cash. If a full recovery of principal is doubtful, the cost recovery method is applied whereby any cash received is applied to the outstanding principal balance of the loan. A non-accrual loan is returned to accrual status at such time as the loan becomes contractually current and management believes all future principal and interest will be received according to the contractual loan terms.

For the majority of our RMBS, which have been purchased at a discount to par value, we do not expect to collect all amounts contractually due at the time we acquired the securities. Accordingly, we expect that a portion of the purchase discount will not be recognized as interest income, which is referred to as non-accretable yield. This amount of

non-accretable yield may change over time based on the actual performance of these securities, their underlying collateral, actual and projected cash flow from such collateral, economic conditions and other factors. If the performance of a credit deteriorated security is more favorable than forecasted, we will generally accrete more credit discount into interest income than initially or previously expected. These adjustments are made prospectively beginning in the period subsequent to the determination that a favorable change in performance is projected. Conversely, if the performance of a credit deteriorated security is less favorable than forecasted, an other-than-temporary impairment may be taken, and the amount of discount accreted into income will generally be less than previously expected.

Upon the sale of loans or securities which are not accounted for pursuant to the fair value option, the excess (or deficiency) of net proceeds over the net carrying value of such loans or securities is recognized as a realized gain (loss).

#### *Servicing Fees*

We typically seek to be the special servicer on CMBS transactions in which we invest. When we are appointed to serve in this capacity, we earn special servicing fees from the related activities performed, which consist primarily of overseeing the workout of under-performing and non-performing loans underlying the CMBS transactions. These fees are recognized in income in the period in which the services are performed and the revenue recognition criteria have been met.

#### *Rental Income*

Rental income is recognized when earned from tenants. For leases that provide rent concessions or fixed escalations over the lease term, rental income is recognized on a straight-line basis over the noncancelable term of the lease. In net lease arrangements, costs reimbursable from tenants are recognized in rental income in the period in which the related expenses are incurred as we are generally the primary obligor with respect to purchasing goods and services for property operations. In instances where the tenant is responsible for property maintenance and repairs and contracts and settles such costs directly with third party service providers, we do not reflect those expenses in our consolidated statement of operations as the tenant is the primary obligor.

#### *Securitizations, Sales and Financing Arrangements*

We periodically sell our financial assets, such as commercial mortgage loans, CMBS, RMBS and other assets. In connection with these transactions, we may retain or acquire senior or subordinated interests in the related assets. Gains and losses on such transactions are recognized in accordance with ASC 860, *Transfers and Servicing*, which is based on a financial components approach that focuses on control. Under this approach, after a transfer of financial assets that meets the criteria for treatment as a sale—legal isolation, ability of transferee to pledge or exchange the transferred assets without constraint, and transferred control—an entity recognizes the financial assets it retains and any liabilities it has incurred, derecognizes the financial assets it has sold, and derecognizes liabilities when extinguished. We determine the gain or loss on sale of the assets by allocating the carrying value of the sold asset between the sold asset and the interests retained based on their relative fair values, as applicable. The gain or loss on sale is the difference between the cash proceeds from the sale and the amount allocated to the sold asset. If the sold asset is being accounted for pursuant to the fair value option, there is no gain or loss.

#### *Deferred Financing Costs*

Costs incurred in connection with debt issuance are capitalized and amortized to interest expense over the terms of the respective debt agreements. In accordance with ASU 2015-03, *Interest – Imputation of Interest (Subtopic 835-30)*, effective January 1, 2016 we modified our presentation of deferred financing costs in our consolidated balance sheets to present such costs as a direct deduction from the carrying value of the related debt liability, consistent with debt discounts, rather than as a separate deferred asset as the previous guidance required. As required by this ASU, we applied this change retrospectively to our prior period consolidated balance sheet presentation.

### ***Acquisition and Investment Pursuit Costs***

Costs incurred in connection with acquiring properties, investments, loans and businesses, as well as in pursuing unsuccessful acquisitions and investments, are recorded within acquisition and investment pursuit costs in our consolidated statements of operations when incurred. These costs reflect services performed by third parties and principally include due diligence and legal services.

### ***Share-based Payments***

The fair value of the restricted stock ("RSAs") or restricted stock units ("RSUs") granted is recorded as expense on a straight-line basis over the vesting period for the award, with an offsetting increase in stockholders' equity. For grants to employees and directors, the fair value is determined based upon the stock price on the grant date. For non-employee grants, the fair value is based on the stock price when the shares vest, which requires the amount to be adjusted in each subsequent reporting period based on the fair value of the award at the end of the reporting period until the award has vested.

### ***Foreign Currency Translation***

Our assets and liabilities denominated in foreign currencies are translated into U.S. dollars using foreign currency exchange rates at the end of the reporting period. Income and expenses are translated at the average exchange rates for each reporting period. The effects of translating the assets, liabilities and income of our foreign investments held by entities with a U.S. dollar functional currency are included in foreign currency gain (loss) in the consolidated statements of operations or other comprehensive income ("OCI") for securities available-for-sale for which the fair value option has not been elected. The effects of translating the assets, liabilities and income of our foreign investments held by entities with functional currencies other than the U.S. dollar are included in OCI. Realized foreign currency gains and losses and changes in the value of foreign currency denominated monetary assets and liabilities are included in the determination of net income and are reported as foreign currency gain (loss) in our consolidated statements of operations.

### ***Income Taxes***

The Company has elected to be qualified and taxed as a REIT under the Code. The Company is subject to federal income taxation at corporate rates on its REIT taxable income, however, the Company is allowed a deduction for the amount of dividends paid to its stockholders, thereby subjecting the distributed net income of the Company to taxation at the stockholder level only. The Company intends to continue to operate in a manner consistent with and to elect to be treated as a REIT for tax purposes.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company evaluates the realizability of its deferred tax assets and recognizes a valuation allowance if, based on the available evidence, both positive and negative, it is more likely than not that some portion or all of its deferred tax assets will not be realized. When evaluating the realizability of its deferred tax assets, the Company considers, among other matters, estimates of expected future taxable income, nature of current and cumulative losses, existing and projected book/tax differences, tax planning strategies available, and the general and industry specific economic outlook. This realizability analysis is inherently subjective, as it requires the Company to forecast its business and general economic environment in future periods.

We recognize tax positions in the financial statements only when it is more likely than not that the position will be sustained upon examination of the relevant taxing authority, based on the technical merits of the tax position. A tax position is measured at the largest amount of benefit that will more likely than not be realized upon settlement. A liability is established for the differences between positions taken in a tax return and amounts recognized in the financial statements and no portion of the benefit is recognized in our consolidated statements of operations. We report interest and penalties, if any, related to income tax matters as a component of income tax expense.

### ***Discontinued Operations***

On January 31, 2014, we completed the spin-off of our former SFR segment to our stockholders as discussed in Note 3. In accordance with ASC 205, *Presentation of Financial Statements*, the results of the SFR segment are presented within discontinued operations in our consolidated statement of operations for the year ended December 31, 2014.

### ***Earnings Per Share***

We present both basic and diluted earnings per share (“EPS”) amounts in our financial statements. Basic EPS excludes dilution and is computed by dividing income available to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted EPS reflects the maximum potential dilution that could occur from (i) our share-based compensation, consisting of unvested RSUs and RSAs, (ii) shares contingently issuable to our Manager, and (iii) the “in-the-money” conversion options associated with our outstanding convertible senior notes (see further discussion in Note 18). Potential dilutive shares are excluded from the calculation if they have an anti-dilutive effect in the period.

Nearly all of the Company’s unvested RSUs and RSAs contain rights to receive non-forfeitable dividends and thus are participating securities. Due to the existence of these participating securities, the two-class method of computing EPS is required, unless another method is determined to be more dilutive. Under the two-class method, undistributed earnings are reallocated between shares of common stock and participating securities. For the years ended December 31, 2016, 2015 and 2014, the two-class method resulted in the most dilutive EPS calculation.

### ***Concentration of Credit Risk***

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash investments, CMBS, RMBS, loan investments and interest receivable. We may place cash investments in excess of insured amounts with high quality financial institutions. We perform an ongoing analysis of credit risk concentrations in our investment portfolio by evaluating exposure to various counterparties, markets, underlying property types, contract terms, tenant mix and other credit metrics.

### ***Use of Estimates***

The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. The most significant and subjective estimate that we make is the projection of cash flows we expect to receive on our loans, investment securities and intangible assets, which has a significant impact on the amounts of interest income, credit losses (if any), and fair values that we record and/or disclose. In addition, the fair value of financial assets and liabilities that are estimated using a discounted cash flows method is significantly impacted by the rates at which we estimate market participants would discount the expected cash flows.

### ***Reclassifications***

In connection with our implementation of ASU 2015-03 discussed above, we reclassified deferred financing costs of \$38.3 million and \$1.4 million previously reported in other assets to secured financing agreements, net and unsecured senior notes, net, respectively, within our consolidated balance sheet as of December 31, 2015.

### ***Recent Accounting Developments***

On May 28, 2014, the Financial Accounting Standards Board (“FASB”) issued ASU 2014-09, *Revenue from Contracts with Customers*, which establishes key principles by which an entity determines the amount and timing of revenue recognized from customer contracts. At issuance, the ASU was effective for the first interim or annual period beginning after December 15, 2016. On August 12, 2015, the FASB issued ASU 2015-14, *Revenue from Contracts with*

*Customers – Deferral of the Effective Date*, which delayed the effective date of ASU 2014-09 by one year, resulting in the ASU becoming effective for the first interim or annual period beginning after December 15, 2017. Early application, which was not permissible under the initial effectiveness timeline, is now permissible though no earlier than as of the first interim or annual period beginning after December 15, 2016. Though we have not completed our assessment of this ASU, we expect to identify similar performance obligations as currently identified, therefore, we do not expect the application of this ASU to materially impact the Company.

On January 5, 2016, the FASB issued ASU 2016-01, *Financial Instruments – Overall (Subtopic 825-10) – Recognition and Measurement of Financial Assets and Financial Liabilities*, which impacts the accounting for equity investments, financial liabilities under the fair value option, and disclosure requirements for financial instruments. The ASU shall be applied prospectively and is effective for annual periods, and interim periods therein, beginning after December 15, 2017. Early application is not permitted. We are in the process of assessing the impact this ASU will have on the Company.

On February 25, 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, which establishes a right-of-use model for lessee accounting which results in the recognition of most leased assets and lease liabilities on the balance sheet of the lessee. Lessor accounting was not significantly changed. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2018 by applying a modified retrospective approach. Early application is permitted. We are in the process of assessing the impact this ASU will have on the Company.

On March 14, 2016, the FASB issued ASU 2016-05, *Derivatives and Hedging (Topic 815) – Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships*, which clarifies that the change in counterparty to a derivative designated in a hedging relationship, in and of itself, would not require that the hedging relationship be de-designated for hedge accounting purposes. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2016. Early application is permitted. We do not expect the application of this ASU to materially impact the Company.

On March 15, 2016, the FASB issued ASU 2016-07, *Investments – Equity Method and Joint Ventures (Topic 323) – Simplifying the Transition to the Equity Method of Accounting*, which amends existing guidance to require that in instances where an investee is transitioning from the cost method of accounting to the equity method of accounting due to an increase in ownership level or degree of influence, the investee applies the equity method of accounting prospectively from the date significant influence is obtained, whereas existing guidance requires an investee to retrospectively apply the equity method of accounting for all previous periods in which the investment was held. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2016. Early application is permitted. We do not expect the application of this ASU to materially impact the Company.

On March 17, 2016, the FASB issued ASU 2016-08, *Revenue from Contracts with Customers (Topic 606) – Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*, which amends the principal-versus-agent implementation guidance and illustrations in the FASB's revenue recognition standard issued in ASU 2014-09. The ASU provides further guidance to assist an entity in the determination of whether the nature of its promise to its customer is to provide the underlying goods or services, meaning the entity is a principal, or to arrange for a third party to provide the underlying goods or services, meaning the entity is an agent. The ASU is effective for the first interim or annual period beginning after December 15, 2017. Early application is permissible though no earlier than the first interim or annual period beginning after December 15, 2016. We do not expect the application of this ASU to materially impact the Company.

On March 30, 2016, the FASB issued ASU 2016-09, *Compensation—Stock Compensation (Topic 718) – Improvements to Employee Share-Based Payment Accounting*, which seeks to simplify the accounting for employee share-based payment transactions, including the accounting for associated income taxes and forfeitures. The ASU is effective for annual reporting periods, and interim periods therein, beginning after December 15, 2016. Early application is permitted in any interim or annual period. We do not expect the application of this ASU to materially impact the Company.

On April 14, 2016, the FASB issued ASU 2016-10, *Revenue from Contracts with Customers (Topic 606) – Identifying Performance Obligations and Licensing*, which amends guidance and illustrations in the FASB’s revenue recognition standard issued in ASU 2014-09 regarding the identification of performance obligations and the implementation guidance on licensing arrangements. The ASU is effective for the first interim or annual period beginning after December 15, 2017. Early application is permissible though no earlier than the first interim or annual period beginning after December 15, 2016. We do not expect the application of this ASU to materially impact the Company.

On June 16, 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326) – Measurement of Credit Losses on Financial Instruments*, which mandates use of an “expected loss” credit model for estimating future credit losses of certain financial instruments instead of the “incurred loss” credit model that existing GAAP currently mandates. The “expected loss” model requires the consideration of possible credit losses over the life of an instrument compared to only estimating credit losses upon the occurrence of a discrete loss event in accordance with the current “incurred loss” methodology. The ASU is effective for annual reporting periods, and interim periods therein, beginning after December 15, 2019. Early application is permissible though no earlier than the first interim or annual period beginning after December 15, 2018. Though we have not completed our assessment of this ASU, we expect the ASU to result in our recognition of higher levels of allowances for loan losses. Our assessment of the estimated amount of such increases in our allowances for loan losses as a result of the ASU remains in process.

On August 26, 2016, the FASB issued ASU 2016-15, *Statement of Cash Flows (Topic 230) – Classification of Certain Cash Receipts and Cash Payments*, which seeks to reduce diversity in practice regarding how various cash receipts and payments are reported within the statement of cash flows. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2017. Early application is permitted in any interim or annual period. We do not expect the application of this ASU to materially impact the Company.

On October 24, 2016, the FASB issued ASU 2016-16, *Income Taxes (Topic 740) – Intra-Entity Transfers of Assets Other Than Inventory*, which requires that an entity recognize the income tax consequences of intra-entity transfers of assets other than inventory at the time of the transfer instead of deferring the tax consequences until the asset has been sold to an outside party, as current GAAP requires. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2017. Early application is permitted in any interim or annual period. We are in the process of assessing the impact this ASU will have on the Company.

On October 26, 2016, the FASB issued ASU 2016-17, *Consolidation (Topic 810) – Interests Held through Related Parties That Are under Common Control*, which requires when assessing which party is the primary beneficiary in a VIE, the decision maker considers interests held by entities under common control on a proportionate basis instead of treating those interests as if they were that of the decision maker itself, as current GAAP requires. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2016. Early application is permitted in any interim or annual period. We do not expect the application of this ASU to materially impact the Company.

On November 17, 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows (Topic 230) – Restricted Cash*, which requires that restricted cash be included as a component of total cash and cash equivalents as presented on the statement of cash flows. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2017. Early application is permitted in any interim or annual period. We do not expect the application of this ASU to materially impact the Company.

On January 5, 2017, the FASB issued ASU 2017-01, *Business Combinations (Topic 805) – Clarifying the Definition of a Business*, which amends the definition of a business to exclude acquisitions of groups of assets where substantially all of the fair value of the assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. This ASU results in most real estate acquisitions no longer being considered business combinations and instead being accounted for as asset acquisitions. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2017 and is applied prospectively. Early application is permitted. We are in the process of assessing the impact this ASU will have on the Company.



On January 26, 2017, the FASB issued ASU 2017-04, *Goodwill and Other (Topic 350) – Simplifying the Test for Goodwill Impairment*, which simplifies the method applied for measuring impairment in cases where goodwill is impaired. The ASU specifies that goodwill impairment will be measured as the excess of the reporting unit's carrying value (inclusive of goodwill) over its fair value, eliminating the requirement that all assets and liabilities of the reporting unit be remeasured individually in connection with measurement of goodwill impairment. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2019 and is applied prospectively. Early application is permitted though no earlier than January 1, 2017. We do not expect the application of this ASU to materially impact the Company.

On February 22, 2017, the FASB issued ASU 2017-05, *Other Income – Gains and Losses from the Derecognition of Nonfinancial Assets (Topic 610-20)*, which requires that all entities account for the derecognition of a business in accordance with ASC 810, including instances in which the business is considered in substance real estate. The ASU is effective for annual periods, and interim periods therein, beginning after December 15, 2017. Early application is permitted. We are in the process of assessing the impact this ASU will have on the Company.

### **3. Acquisitions and Divestitures**

#### *Medical Office Portfolio Acquisition*

On December 29, 2016, we acquired 34 medical office buildings for a purchase price of \$758.8 million (the "Medical Office Portfolio"). These properties, which collectively comprise 1.9 million square feet, are geographically dispersed throughout the U.S. and primarily affiliated with major hospitals or located on or adjacent to a major hospital campus. The portfolio is 94% occupied and primarily net leased to investment-grade health systems and major physician-owned medical groups. We utilized \$491.2 million in new financing in order to fund the acquisition (as set forth in Note 10).

No goodwill or bargain purchase gains were recognized in connection with the Medical Office Portfolio acquisition as the purchase price equaled the fair value of the net assets acquired. From the acquisition date through December 31, 2016, we have recognized revenues of \$0.4 million and a net loss of \$9.7 million related to the Medical Office Portfolio. Such net loss includes one-time acquisition-related costs, such as legal, due diligence and hedging costs, of approximately \$9.5 million.

#### *Woodstar Portfolio Acquisition*

The Woodstar Portfolio is comprised of 32 affordable housing communities with 8,948 units concentrated primarily in the Tampa, Orlando and West Palm Beach metropolitan areas.

During the year ended December 31, 2015, we acquired 18 of the 32 affordable housing communities of the Woodstar Portfolio, comprised of 5,238 units, for an aggregate acquisition price of \$324.0 million. During the year ended December 31, 2016, we acquired the final 14 affordable housing communities of the Woodstar Portfolio, comprised of 3,710 units with total assets of \$276.3 million and assumed liabilities of \$170.4 million as of their respective acquisition dates. These assumed liabilities include federal, state and county sponsored financing and other assumed debt. Refer to Note 10 for further discussion of these assumed debt facilities.

For the 14 affordable housing communities acquired during 2016, we recognized revenues of \$32.8 million and net income of \$4.7 million during the year ended December 31, 2016. Such net income includes (i) bargain purchase gains of \$8.4 million, (ii) depreciation and amortization expense of \$14.8 million and (iii) one-time acquisition-related costs, such as legal and due diligence costs, of approximately \$0.9 million.

No goodwill was recognized in connection with the Woodstar Portfolio acquisition as the purchase price did not exceed the fair value of the net assets acquired. During the year ended December 31, 2016, a bargain purchase gain of \$8.4 million was recognized within other income, net in our consolidated statements of operations as the fair value of the net assets acquired exceeded the purchase price due to favorable changes in net asset fair values occurring between the date the purchase price was negotiated and the closing date.

### *Investing and Servicing Segment Property Portfolio Acquisition*

During the year ended December 31, 2016, our Investing and Servicing Segment acquired nine controlling interests in commercial real estate properties as well as a non-performing loan from CMBS trusts for \$129.8 million. In addition, during the year ended December 31, 2016, we foreclosed on the non-performing loan that was previously acquired from a CMBS trust for \$8.2 million. These 10 properties, aggregated with the controlling interests in 14 U.S. commercial real estate properties acquired from CMBS trusts during the year ended December 31, 2015 for \$138.7 million, comprise the Investing and Servicing Segment Property Portfolio (the “REO Portfolio”). When the properties are acquired from CMBS trusts that are consolidated as VIEs on our balance sheet, the acquisitions are reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows.

For the 10 commercial real estate properties acquired during 2016, we recognized revenues of \$12.3 million and net income of \$8.0 million during the year ended December 31, 2016. Such net income includes (i) bargain purchase gains of \$8.8 million, (ii) depreciation and amortization expense of \$5.5 million and (iii) one-time acquisition-related costs, such as legal and due diligence costs, of approximately \$1.0 million.

No goodwill was recognized in connection with the REO Portfolio acquisitions as the purchase prices did not exceed the fair values of the net assets acquired. During the year ended December 31, 2016, a bargain purchase gain of \$8.8 million was recognized within change in net assets related to consolidated VIEs in our consolidated statements of operations as the fair value of the net assets acquired for certain properties exceeded the purchase price.

During the year ended December 31, 2016, in accordance with ASU 2015-16, *Business Combinations (Topic 805) – Simplifying the Accounting for Measurement-Period Adjustments*, we adjusted our initial provisional estimates of the acquisition date fair values of the identified assets acquired and liabilities assumed for certain properties acquired within the REO Portfolio to reflect new information obtained regarding facts and circumstances that existed at the respective acquisition dates. The following table summarizes the measurement period adjustments applied to the REO Portfolio’s initial provisional acquisition date balance sheets for these certain properties (amounts in thousands):

	Initial Provisional Amounts	Measurement Period Adjustments	Adjusted Provisional Amounts
<b><u>Assets acquired:</u></b>			
Properties .....	\$ 71,496	\$ 17,277	\$ 88,773
Intangible assets .....	25,387	(6,271)	19,116
Other assets .....	2,862	—	2,862
Total assets acquired .....	99,745	11,006	110,751
<b><u>Liabilities assumed:</u></b>			
Accounts payable, accrued expenses and other liabilities .....	3,202	2,184	5,386
Total liabilities assumed .....	3,202	2,184	5,386
Non-controlling interests .....	5,492	—	5,492
Net assets acquired .....	\$ 91,051	\$ 8,822	\$ 99,873

There was no effect attributable to our consolidated statements of operations for the years ended December 31, 2015 and 2014 as a result of the measurement period adjustments applied to the REO Portfolio’s initial provisional acquisition date balance sheets during 2016.

### *Ireland Portfolio Acquisition*

During the year ended December 31, 2015, we acquired 12 net leased fully occupied office properties and one multi-family property all located in Dublin, Ireland. Collectively, these 13 properties comprise our “Ireland Portfolio”.

The Ireland Portfolio, which collectively is comprised of approximately 600,000 square feet, included total assets of \$518.2 million and assumed debt of \$283.0 million at acquisition. Following our acquisition, all assumed debt was immediately extinguished and replaced with new financing of \$328.6 million from the Ireland Portfolio Mortgage

(as set forth in Note 10). All properties within the Ireland Portfolio were acquired from entities controlled by the same third party investment fund. No goodwill or bargain purchase gain was recognized in connection with the Ireland Portfolio acquisition as the purchase price equaled the fair value of the net assets acquired.

### ***Purchase Price Allocations of Acquisitions***

We applied the provisions of ASC 805, *Business Combinations*, in accounting for our acquisitions of the Medical Office Portfolio, Woodstar Portfolio, Ireland Portfolio and REO Portfolio. In doing so, we have recorded all identifiable assets acquired and liabilities assumed at fair value as of the respective acquisition dates. These amounts for the Medical Office Portfolio and certain properties within the Woodstar and REO Portfolios are provisional and may be adjusted during the measurement period, which expires no later than one year from the acquisition dates, if new information is obtained that, if known, would have affected the amounts recognized as of the acquisition dates.

The following table summarizes the identified assets acquired and liabilities assumed at the respective acquisition dates, as well as adjusted provisional estimates for the REO Portfolio (amounts in thousands):

	2016			2015		
	Medical Office Portfolio	Woodstar Portfolio	REO Portfolio	Woodstar Portfolio	REO Portfolio	Ireland Portfolio
<b>Assets acquired:</b>						
Cash and cash equivalents . . . . .	\$ —	\$ 6,254	\$ —	\$ —	\$ —	\$ —
Restricted cash . . . . .	—	—	—	—	—	10,829
Properties . . . . .	686,984	245,430	123,819	339,040	128,218	445,369
Intangible assets . . . . .	85,596	8,174	25,638	11,337	19,381	59,529
Other assets . . . . .	511	16,417	2,978	652	4,973	2,508
Total assets acquired . . . . .	<u>773,091</u>	<u>276,275</u>	<u>152,435</u>	<u>351,029</u>	<u>152,572</u>	<u>518,235</u>
<b>Liabilities assumed:</b>						
Accounts payable, accrued expenses and other liabilities . . . . .	14,327	19,666	7,358	18,030	6,998	17,552
Secured financing agreements . . . . .	—	150,763	—	8,982	—	283,010
Total liabilities assumed . . . . .	<u>14,327</u>	<u>170,429</u>	<u>7,358</u>	<u>27,012</u>	<u>6,998</u>	<u>300,562</u>
Non-controlling interests . . . . .	—	—	6,462	—	6,904	—
Net assets acquired . . . . .	<u>\$ 758,764</u>	<u>\$ 105,846</u>	<u>\$ 138,615</u>	<u>\$ 324,017</u>	<u>\$ 138,670</u>	<u>\$ 217,673</u>

### ***Pro-Forma Operating Data (Unaudited)***

The unaudited pro-forma revenues and net income attributable to the Company for the years ended December 31, 2016 and 2015, assuming all the properties acquired within the Medical Office Portfolio, Woodstar Portfolio, Ireland Portfolio and REO Portfolio were acquired on January 1, 2014 for the 2015 acquisitions and January 1, 2015 for the 2016 acquisitions, are as follows (amounts in thousands, except per share amounts):

	For the Year Ended December 31,	
(Unaudited)	2016	2015
Revenues . . . . .	\$ 854,416	\$ 914,355
Net income attributable to STWD . . . . .	341,972	441,150
Net income per share - Basic . . . . .	1.42	1.87
Net income per share - Diluted . . . . .	1.41	1.87

Pro-forma net income was adjusted to include the following estimated incremental management fees the combined entity would have incurred (amounts in thousands):

	For the Year Ended December 31,	
(Unaudited)	2016	2015
Management fee expense addition . . . . .	\$ 4,921	\$ 11,121

### European Servicing and Advisory Business Divestiture

On October 31, 2016, we contributed the equity in the subsidiary which owned our European servicing and advisory business to Situs Group Holdings Corporation (“Situs”) in exchange for a non-controlling 6.25% equity interest valued at \$12.2 million. We contributed net assets with a carrying value of \$3.2 million and recognized a gain of \$0.2 million in connection with the exchange, which includes an \$8.8 million loss resulting from a release of the accumulated foreign currency translation adjustment component of equity, all recognized within gain on sale of investments and other assets, net in our consolidated statement of operations during the year ended December 31, 2016. We account for the interest we received in Situs as a cost method investment, as discussed in Note 8.

### SFR Spin-off

On January 31, 2014, we completed the spin-off of our former SFR segment to our stockholders. The real estate investment trust, Starwood Waypoint Residential Trust (“SWAY”), was listed on the New York Stock Exchange (“NYSE”) and traded under the ticker symbol “SWAY” following the spin-off until its merger with Colony American Homes in January 2016. Our stockholders received one common share of SWAY for every five shares of our common stock held at the close of business on January 24, 2014. As part of the spin-off, we contributed \$100 million to the unlevered balance sheet of SWAY to fund its growth and operations. As of January 31, 2014, SWAY held net assets of \$1.1 billion. The net assets of SWAY consisted of approximately 7,200 units of single-family homes and residential non-performing mortgage loans as of January 31, 2014. In connection with the spin-off, 40.1 million shares of SWAY were issued. The results of operations for the SFR segment are presented within discontinued operations in our consolidated statements of operations for the year ended December 31, 2014. We have no continuing involvement with the SFR segment following the spin-off. Subsequent to the spin-off, SWAY entered into a management agreement with an affiliate of our Manager. The following table presents the summarized consolidated results of discontinued operations prior to the spin-off (amounts in thousands):

	For the year ended December 31,		
	2016	2015	2014
Total revenues	\$ —	\$ —	\$ 3,876
Total costs and expenses	—	—	6,369
<b>Loss before other income and income taxes</b>	—	—	<b>(2,493)</b>
Total other income	—	—	942
<b>Loss before income taxes</b>	—	—	<b>(1,551)</b>
Income tax provision	—	—	—
<b>Net loss</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (1,551)</b>

### 4. Restricted Cash

A summary of our restricted cash as of December 31, 2016 and 2015 is as follows (amounts in thousands):

	As of December 31,	
	2016	2015
Cash collateral for derivative financial instruments	\$ 14,341	\$ 16,497
Funds held on behalf of borrowers and tenants	5,306	3,786
Other restricted cash	15,586	2,786
	<b>\$ 35,233</b>	<b>\$ 23,069</b>

## 5. Loans

Our loans held-for-investment are accounted for at amortized cost and our loans held-for-sale are accounted for at the lower of cost or fair value, unless we have elected the fair value option. The following tables summarize our investments in mortgages and loans by subordination class as of December 31, 2016 and 2015 (amounts in thousands):

	Carrying Value	Face Amount	Weighted Average Coupon	Weighted Average Life ("WAL") (years)(3)
<b>December 31, 2016</b>				
First mortgages (1) . . . . .	\$ 4,865,994	\$ 4,881,656	5.7 %	2.2
Subordinated mortgages (2) . . . . .	278,032	293,925	8.9 %	3.3
Mezzanine loans (1) . . . . .	713,757	714,608	9.6 %	1.8
Total loans held-for-investment . . . . .	5,857,783	5,890,189		
Loans held-for-sale, fair value option elected . . . . .	63,279	63,065	5.3 %	10.0
Loans transferred as secured borrowings . . . . .	35,000	35,000	6.2 %	0.4
Total gross loans . . . . .	5,956,062	5,988,254		
Loan loss allowance (loans held-for-investment) . . . . .	(9,788)	—		
Total net loans . . . . .	<u>\$ 5,946,274</u>	<u>\$ 5,988,254</u>		
<b>December 31, 2015</b>				
First mortgages (1) . . . . .	\$ 4,723,852	\$ 4,776,576	6.0 %	2.7
Subordinated mortgages (2) . . . . .	392,563	416,713	8.5 %	3.4
Mezzanine loans (1) . . . . .	862,693	850,024	9.9 %	2.5
Total loans held-for-investment . . . . .	5,979,108	6,043,313		
Loans held-for-sale, fair value option elected . . . . .	203,865	203,710	4.9 %	9.8
Loans transferred as secured borrowings . . . . .	86,573	88,000	6.1 %	2.4
Total gross loans . . . . .	6,269,546	6,335,023		
Loan loss allowance (loans held-for-investment) . . . . .	(6,029)	—		
Total net loans . . . . .	<u>\$ 6,263,517</u>	<u>\$ 6,335,023</u>		

- (1) First mortgages include first mortgage loans and any contiguous mezzanine loan components because as a whole, the expected credit quality of these loans is more similar to that of a first mortgage loan. The application of this methodology resulted in mezzanine loans with carrying values of \$964.1 million and \$930.0 million being classified as first mortgages as of December 31, 2016 and 2015, respectively.
- (2) Subordinated mortgages include B-Notes and junior participation in first mortgages where we do not own the senior A-Note or senior participation. If we own both the A-Note and B-Note, we categorize the loan as a first mortgage loan.
- (3) Represents the WAL of each respective group of loans as of the respective balance sheet date. The WAL of each individual loan is calculated using amounts and timing of future principal payments, as projected at origination.

As of December 31, 2016, approximately \$5.3 billion, or 91.0%, of our loans held for-investment were variable rate and paid interest principally at LIBOR plus a weighted-average spread of 5.5%. The following table summarizes our investments in floating rate loans (dollars in thousands):

Index	December 31, 2016		December 31, 2015	
	Base Rate	Carrying Value	Base Rate	Carrying Value
One-month LIBOR USD .....	0.7717 %	\$ 880,357	0.4295 %	\$ 438,641
Three-month LIBOR GBP .....	N/A	—	0.5904 %	375,467
LIBOR floor .....	0.15 - 3.00 % (1)	4,449,861	0.15 - 3.00 % (1)	4,237,947
Total .....		<u>\$ 5,330,218</u>		<u>\$ 5,052,055</u>

(1) The weighted-average LIBOR floor was 0.36% and 0.31% as of December 31, 2016 and 2015, respectively.

Our loans are typically collateralized by real estate. As a result, we regularly evaluate the extent and impact of any credit deterioration associated with the performance and/or value of the underlying collateral property, as well as the financial and operating capability of the borrower. Specifically, a property's operating results and any cash reserves are analyzed and used to assess (i) whether cash flow from operations is sufficient to cover the debt service requirements currently and into the future, (ii) the ability of the borrower to refinance the loan at maturity, and/or (iii) the property's liquidation value. We also evaluate the financial wherewithal of any loan guarantors as well as the borrower's competency in managing and operating the properties. In addition, we consider the overall economic environment, real estate sector, and geographic sub-market in which the borrower operates. Such impairment analyses are completed and reviewed by asset management and finance personnel who utilize various data sources, including (i) periodic financial data such as property operating statements, occupancy, tenant profile, rental rates, operating expenses, the borrower's exit plan, and capitalization and discount rates, (ii) site inspections, and (iii) current credit spreads and discussions with market participants.

Our evaluation process, as described above, produces an internal risk rating between 1 and 5, which is a weighted average of the numerical ratings in the following categories: (i) sponsor capability and financial condition, (ii) loan and collateral performance relative to underwriting, (iii) quality and stability of collateral cash flows, and (iv) loan structure. We utilize the overall risk ratings as a concise means to monitor any credit migration on a loan as well as on the whole portfolio. While the overall risk rating is generally not the sole factor we use in determining whether a loan is impaired, a loan with a higher overall risk rating would tend to have more adverse indicators of impairment, and therefore would be more likely to experience a credit loss.

The rating categories generally include the characteristics described below, but these are utilized as guidelines and therefore not every loan will have all of the characteristics described in each category:

<b>Rating</b>	<b>Characteristics</b>
1	<ul style="list-style-type: none"> <li>• Sponsor capability and financial condition—Sponsor is highly rated or investment grade or, if private, the equivalent thereof with significant management experience.</li> <li>• Loan collateral and performance relative to underwriting—The collateral has surpassed underwritten expectations.</li> <li>• Quality and stability of collateral cash flows—Occupancy is stabilized, the property has had a history of consistently high occupancy, and the property has a diverse and high quality tenant mix.</li> <li>• Loan structure—LTV does not exceed 65%. The loan has structural features that enhance the credit profile.</li> </ul>
2	<ul style="list-style-type: none"> <li>• Sponsor capability and financial condition—Strong sponsorship with experienced management team and a responsibly leveraged portfolio.</li> <li>• Loan collateral and performance relative to underwriting—Collateral performance equals or exceeds underwritten expectations and covenants and performance criteria are being met or exceeded.</li> <li>• Quality and stability of collateral cash flows—Occupancy is stabilized with a diverse tenant mix.</li> <li>• Loan structure—LTV does not exceed 70% and unique property risks are mitigated by structural features.</li> </ul>
3	<ul style="list-style-type: none"> <li>• Sponsor capability and financial condition—Sponsor has historically met its credit obligations, routinely pays off loans at maturity, and has a capable management team.</li> <li>• Loan collateral and performance relative to underwriting—Property performance is consistent with underwritten expectations.</li> <li>• Quality and stability of collateral cash flows—Occupancy is stabilized, near stabilized, or is on track with underwriting.</li> <li>• Loan structure—LTV does not exceed 80%.</li> </ul>
4	<ul style="list-style-type: none"> <li>• Sponsor capability and financial condition—Sponsor credit history includes missed payments, past due payment, and maturity extensions. Management team is capable but thin.</li> <li>• Loan collateral and performance relative to underwriting—Property performance lags behind underwritten expectations. Performance criteria and loan covenants have required occasional waivers. A sale of the property may be necessary in order for the borrower to pay off the loan at maturity.</li> <li>• Quality and stability of collateral cash flows—Occupancy is not stabilized and the property has a large amount of rollover.</li> <li>• Loan structure—LTV is 80% to 90%.</li> </ul>
5	<ul style="list-style-type: none"> <li>• Sponsor capability and financial condition—Credit history includes defaults, deeds-in-lieu, foreclosures, and/or bankruptcies.</li> <li>• Loan collateral and performance relative to underwriting—Property performance is significantly worse than underwritten expectations. The loan is not in compliance with loan covenants and performance criteria and may be in default. Sale proceeds would not be sufficient to pay off the loan at maturity.</li> <li>• Quality and stability of collateral cash flows—The property has material vacancy and significant rollover of remaining tenants.</li> <li>• Loan structure—LTV exceeds 90%.</li> </ul>

As of December 31, 2016, the risk ratings for loans subject to our rating system, which excludes loans for which the fair value option has been elected, by class of loan were as follows (dollars in thousands):

Risk Rating Category	Balance Sheet Classification						% of Total Loans
	Loans Held-For-Investment			Loans Held- For-Sale	Loans	Total	
	First Mortgages	Subordinated Mortgages	Mezzanine Loans		Transferred As Secured Borrowings		
1 .....	\$ 921	\$ —	\$ —	\$ —	\$ —	\$ 921	— %
2 .....	1,092,731	27,069	194,803	—	35,000	1,349,603	22.6 %
3 .....	3,348,874	250,963	425,972	—	—	4,025,809	67.6 %
4 .....	365,151	—	92,982	—	—	458,133	7.7 %
5 .....	58,317	—	—	—	—	58,317	1.0 %
N/A .....	—	—	—	63,279	—	63,279	1.1 %
	\$ 4,865,994	\$ 278,032	\$ 713,757	\$ 63,279	\$ 35,000	\$ 5,956,062	100.0 %

As of December 31, 2015, the risk ratings for loans subject to our rating system by class of loan were as follows (dollars in thousands):

Risk Rating Category	Balance Sheet Classification						% of Total Loans
	Loans Held-For-Investment			Loans Held- For-Sale	Loans	Total	
	First Mortgages	Subordinated Mortgages	Mezzanine Loans		Transferred As Secured Borrowings		
1 .....	\$ 664	\$ —	\$ —	\$ —	\$ —	\$ 664	— %
2 .....	496,372	88,857	90,449	—	—	675,678	10.8 %
3 .....	3,979,247	270,435	651,204	—	86,573	4,987,459	79.6 %
4 .....	247,569	33,271	121,040	—	—	401,880	6.4 %
5 .....	—	—	—	—	—	—	— %
N/A .....	—	—	—	203,865	—	203,865	3.2 %
	\$ 4,723,852	\$ 392,563	\$ 862,693	\$ 203,865	\$ 86,573	\$ 6,269,546	100.0 %

The Lending Segment held a \$151.0 million first mortgage and \$58.1 million mezzanine loan on a residential conversion project located in New York City, both of which are greater than 90 days past due as of December 31, 2016. During the three months ended December 31, 2016, we ceased accruing interest income on these past due loans and only recognized interest income once received in cash. After completing our impairment evaluation process as of December 31, 2016, we concluded that none of our loans were impaired and therefore no individual loan impairment charges were required on any individual loans, as we expect to collect all outstanding principal and interest. With the exception of the past due loans noted above, no other loans were 90 days or greater past due as of December 31, 2016.



In accordance with our policies, we record an allowance for loan losses equal to (i) 1.5% of the aggregate carrying amount of loans rated as a “4,” plus (ii) 5% of the aggregate carrying amount of loans rated as a “5,” plus (iii) impaired loan reserves, if any. The following table presents the activity in our allowance for loan losses (amounts in thousands):

	For the year ended December 31,		
	2016	2015	2014
Allowance for loan losses at January 1	\$ 6,029	\$ 6,031	\$ 3,984
Provision for loan losses	3,759	(2)	2,047
Charge-offs	—	—	—
Recoveries	—	—	—
Allowance for loan losses at December 31	<u>\$ 9,788</u>	<u>\$ 6,029</u>	<u>\$ 6,031</u>
Recorded investment in loans related to the allowance for loan loss	<u>\$ 516,450</u>	<u>\$ 401,880</u>	<u>\$ 294,767</u>

The activity in our loan portfolio was as follows (amounts in thousands):

	For the year ended December 31,		
	2016	2015	2014
Balance at January 1	\$ 6,263,517	\$ 6,300,285	\$ 4,750,804
Acquisitions/originations/additional funding	4,502,842	4,223,178	4,820,464
Capitalized interest (1)	80,992	70,675	49,611
Basis of loans sold (2)	(2,266,901)	(2,732,501)	(2,171,300)
Loan maturities/principal repayments	(2,742,462)	(1,647,852)	(1,244,445)
Discount accretion/premium amortization	48,384	36,862	21,287
Changes in fair value	74,251	64,320	70,420
Unrealized foreign currency remeasurement loss	(47,906)	(51,278)	(47,392)
Change in loan loss allowance, net	(3,759)	2	(2,047)
Transfer to/from other asset classifications	37,316 (3)	(174)	52,883
Balance at December 31	<u>\$ 5,946,274</u>	<u>\$ 6,263,517</u>	<u>\$ 6,300,285</u>

(1) Represents accrued interest income on loans whose terms do not require current payment of interest.

(2) See Note 12 for additional disclosure on these transactions.

(3) Primarily represents commercial mortgage loans acquired from CMBS trusts which are consolidated as VIEs on our balance sheet. Refer to Notes 3 and 16 for further discussion.

## 6. Investment Securities

Investment securities were comprised of the following as of December 31, 2016 and 2015 (amounts in thousands):

	Carrying Value as of December 31,	
	2016	2015
RMBS, available-for-sale	\$ 253,915	\$ 176,224
CMBS, fair value option (1)	990,570	1,038,200
Held-to-maturity (“HTM”) securities	509,980	321,244
Equity security, fair value option	12,177	14,498
Subtotal—Investment securities	1,766,642	1,550,166
VIE eliminations (1)	(959,024)	(825,219)
Total investment securities	<u>\$ 807,618</u>	<u>\$ 724,947</u>

- (1) Certain fair value option CMBS are eliminated in consolidation against VIE liabilities pursuant to ASC 810.

Purchases, sales and principal collections for all investment securities were as follows (amounts in thousands):

	Available-for-sale		CMBS, fair value option	HTM Securities	Equity Security	Total
	RMBS	CMBS				
<b><u>Year Ended December 31, 2016</u></b>						
Purchases (1) . . . . .	\$ 98,035	\$ —	\$ 57,576	\$ 204,730	\$ —	\$ 360,341
Sales (2) . . . . .	—	—	18,725	—	—	18,725
Principal collections . . . . .	43,445	—	58,435	6,910	—	108,790
<b><u>Year Ended December 31, 2015</u></b>						
Purchases (1) . . . . .	\$ —	\$ —	\$ 14,653	\$ 167,365	\$ —	\$ 182,018
Sales (2) . . . . .	—	—	6,410	—	—	6,410
Principal collections . . . . .	35,244	92,018	8,720	292,587	—	428,569
<b><u>Year Ended December 31, 2014</u></b>						
Purchases (1) . . . . .	\$ —	\$ —	\$ 120,122	\$ 69,300	\$ —	\$ 189,422
Sales (2) . . . . .	68,134	—	32,032	—	—	100,166
Principal collections . . . . .	53,126	1,121	3	45	—	54,295

- (1) During the years ended December 31, 2016, 2015 and 2014, we purchased \$168.0 million, \$354.2 million and \$264.0 million of CMBS, respectively, for which we elected the fair value option. Due to our consolidation of securitization VIEs, \$110.4 million, \$339.5 million and \$143.9 million, respectively, of this amount is eliminated and reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows.
- (2) During the years ended December 31, 2016, 2015 and 2014, we sold \$54.4 million, \$15.5 million and \$121.4 million of CMBS, respectively, for which we had previously elected the fair value option. Due to our consolidation of securitization VIEs, \$35.7 million, \$9.1 million and \$89.4 million, respectively, of this amount is eliminated and reflected as issuance of debt of consolidated VIEs in our consolidated statements of cash flows.

### ***RMBS, Available-for-Sale***

The Company classified all of its RMBS as available-for-sale as of December 31, 2016 and 2015. These RMBS are reported at fair value in the balance sheet with changes in fair value recorded in AOCI.

The tables below summarize various attributes of our investments in available-for-sale RMBS as of December 31, 2016 and 2015 (amounts in thousands):

	Purchase Amortized Cost	Credit OTTI	Recorded Amortized Cost	Unrealized Gains or (Losses) Recognized in AOCI				Fair Value
				Non-Credit OTTI	Gross Unrealized Gains	Gross Unrealized Losses	Net Fair Value Adjustment	
<b><u>December 31, 2016</u></b>								
RMBS .....	\$ 219,171	\$ (10,185)	\$ 208,986	\$ (94)	\$ 45,113	\$ (90)	\$ 44,929	\$ 253,915
<b><u>December 31, 2015</u></b>								
RMBS .....	\$ 149,102	\$ (10,185)	\$ 138,917	\$ (340)	\$ 37,647	\$ —	\$ 37,307	\$ 176,224
				Weighted Average Coupon (1)		Weighted Average Rating		WAL (Years) (2)
<b><u>December 31, 2016</u></b>								
RMBS .....					2.1 %		B	6.1
<b><u>December 31, 2015</u></b>								
RMBS .....					1.3 %		B–	6.2

- (1) Calculated using the December 31, 2016 and 2015 one-month LIBOR rate of 0.772% and 0.430%, respectively, for floating rate securities.
- (2) Represents the WAL of each respective group of securities as of the respective balance sheet date. The WAL of each individual security is calculated using projected amounts and projected timing of future principal payments.

As of December 31, 2016, approximately \$211.1 million, or 83.2%, of RMBS were variable rate and paid interest at LIBOR plus a weighted average spread of 1.22%. As of December 31, 2015, approximately \$122.7 million, or 69.7%, of RMBS were variable rate and paid interest at LIBOR plus a weighted average spread of 0.43%. We purchased all of the RMBS at a discount that will be accreted into income over the expected remaining life of the security. The majority of the income from this strategy is earned from the accretion of these discounts.

The following table contains a reconciliation of aggregate principal balance to amortized cost for our RMBS as of December 31, 2016 and 2015 (amounts in thousands):

	As of December 31,	
	2016	2015
Principal balance .....	\$ 399,883	\$ 233,976
Accretable yield .....	(64,290)	(68,345)
Non-accretable difference .....	(126,607)	(26,714)
Total discount .....	(190,897)	(95,059)
Amortized cost .....	\$ 208,986	\$ 138,917

The principal balance of credit deteriorated RMBS was \$371.5 million and \$199.0 million as of December 31, 2016 and 2015, respectively. Accretable yield related to these securities totaled \$55.9 million and \$57.7 million as of December 31, 2016 and 2015, respectively.

The following table discloses the changes to accretable yield and non-accretable difference for our RMBS during the years ended December 31, 2016 and 2015 (amounts in thousands):

	<u>Accretable Yield</u>	<u>Non-Accretable Difference</u>
Balance as of January 1, 2015 .....	\$ 85,495	\$ 31,752
Accretion of discount .....	(20,625)	—
Principal write-downs, net .....	—	(1,563)
Purchases .....	—	—
Sales .....	—	—
OTTI .....	—	—
Transfer to/from non-accretable difference .....	3,475	(3,475)
Balance as of December 31, 2015 .....	<u>68,345</u>	<u>26,714</u>
Accretion of discount .....	(15,479)	—
Principal write-downs, net .....	—	953
Purchases .....	11,349	99,015
Sales .....	—	—
OTTI .....	—	—
Transfer to/from non-accretable difference .....	75	(75)
Balance as of December 31, 2016 .....	<u>\$ 64,290</u>	<u>\$ 126,607</u>

We have engaged a third party manager who specializes in RMBS to execute the trading of RMBS, the cost of which was \$1.8 million, \$0.9 million and \$1.9 million for the years ended December 31, 2016, 2015 and 2014, respectively, which has been recorded as management fees in the accompanying consolidated statements of operations.

The following table presents the gross unrealized losses and estimated fair value of any available-for-sale securities that were in an unrealized loss position as of December 31, 2016 and 2015, and for which OTTI's (full or partial) have not been recognized in earnings (amounts in thousands):

	<u>Estimated Fair Value</u>		<u>Unrealized Losses</u>	
	<u>Securities with a loss less than 12 months</u>	<u>Securities with a loss greater than 12 months</u>	<u>Securities with a loss less than 12 months</u>	<u>Securities with a loss greater than 12 months</u>
<b><u>As of December 31, 2016</u></b>				
RMBS .....	\$ 8,819	\$ 957	\$ (90)	\$ (94)
<b><u>As of December 31, 2015</u></b>				
RMBS .....	\$ 17,026	\$ 653	\$ (180)	\$ (160)

As of December 31, 2016 and 2015, there were three securities and five securities, respectively, with unrealized losses reflected in the table above. After evaluating these securities and recording adjustments for credit-related OTTI, we concluded that the remaining unrealized losses reflected above were noncredit-related and would be recovered from the securities' estimated future cash flows. We considered a number of factors in reaching this conclusion, including that we did not intend to sell the securities, it was not considered more likely than not that we would be forced to sell the securities prior to recovering our amortized cost, and there were no material credit events that would have caused us to otherwise conclude that we would not recover our cost. Credit losses, which represent most of the OTTI we record on securities, are calculated by comparing (i) the estimated future cash flows of each security discounted at the yield determined as of the initial acquisition date or, if since revised, as of the last date previously revised, to (ii) our amortized cost basis. Significant judgment is used in projecting cash flows for our non-agency RMBS. As a result, actual income and/or impairments could be materially different from what is currently projected and/or reported.

### CMBS, Fair Value Option

As discussed in the “Fair Value Option” section of Note 2 herein, we elect the fair value option for the Investing and Servicing Segment’s CMBS in an effort to eliminate accounting mismatches resulting from the current or potential consolidation of securitization VIEs. As of December 31, 2016, the fair value and unpaid principal balance of CMBS where we have elected the fair value option, before consolidation of securitization VIEs, were \$1.0 billion and \$4.5 billion, respectively. The \$1.0 billion fair value balance represents our economic interests in these assets. However, as a result of our consolidation of securitization VIEs, the vast majority of this fair value (\$959.0 million at December 31, 2016) is eliminated against VIE liabilities before arriving at our GAAP balance for fair value option CMBS.

As of December 31, 2016, none of our CMBS where we have elected the fair value option were variable rate. The table below summarizes various attributes of our investment in fair value option CMBS as of December 31, 2016 and 2015:

	Weighted Average Coupon	Weighted Average Rating (1)	WAL (Years) (2)
<b>December 31, 2016</b>			
CMBS, fair value option .....	5.5 %	C	4.0
<b>December 31, 2015</b>			
CMBS, fair value option .....	3.9 %	CCC+	7.4

- (1) As of December 31, 2016 and 2015, excludes \$5.1 million and \$51.3 million, respectively, in fair value option CMBS that are not rated.
- (2) The WAL of each security is calculated based on the period of time over which we expect to receive principal cash flows. Expected principal cash flows are based on contractual payments net of expected losses.

### HTM Securities

The table below summarizes unrealized gains and losses of our investments in HTM securities as of December 31, 2016 and 2015 (amounts in thousands):

	Net Carrying Amount (Amortized Cost)	Gross Unrealized Holding Gains	Gross Unrealized Holding Losses	Fair Value
<b>December 31, 2016</b>				
CMBS .....	\$ 490,107	\$ 2,106	\$ (8,648)	\$ 483,565
Preferred interests .....	19,873	727	—	20,600
Total .....	<u>\$ 509,980</u>	<u>\$ 2,833</u>	<u>\$ (8,648)</u>	<u>\$ 504,165</u>
<b>December 31, 2015</b>				
CMBS .....	\$ 301,858	\$ 257	\$ (5,651)	\$ 296,464
Preferred interests .....	19,386	—	(595)	18,791
Total .....	<u>\$ 321,244</u>	<u>\$ 257</u>	<u>\$ (6,246)</u>	<u>\$ 315,255</u>

The table below summarizes the maturities of our HTM CMBS and our HTM preferred equity interests in limited liability companies that own commercial real estate as of December 31, 2016 (amounts in thousands):

	CMBS	Preferred Interests	Total
Less than one year .....	\$ 209,998	\$ —	\$ 209,998
One to three years .....	89,927	—	89,927
Three to five years .....	190,182	—	190,182
Thereafter .....	—	19,873	19,873
Total .....	<u>\$ 490,107</u>	<u>\$ 19,873</u>	<u>\$ 509,980</u>

### ***Equity Security, Fair Value Option***

During 2012, we acquired 9,140,000 ordinary shares from a related-party in Starwood European Real Estate Finance Limited (“SEREF”), a debt fund that is externally managed by an affiliate of our Manager and is listed on the London Stock Exchange. We have elected to report the investment using the fair value option because the shares are listed on an exchange, which allows us to determine the fair value using a quoted price from an active market, and also due to potential lags in reporting resulting from differences in the respective regulatory requirements. The fair value of the investment remeasured in USD was \$12.2 million and \$14.5 million as of December 31, 2016 and 2015, respectively. As of December 31, 2016, our shares represent an approximate 2% interest in SEREF.

### **7. Properties**

Our properties include the Medical Office Portfolio, Woodstar Portfolio, REO Portfolio and Ireland Portfolio as discussed in Note 3. The table below summarizes our properties held as of December 31, 2016 and December 31, 2015 (dollars in thousands):

		<u>December 31,</u>	
	<u>Depreciable Life</u>	<u>2016</u>	<u>2015</u>
<b><u>Property Segment</u></b>			
Land and land improvements. . . . .	0 – 12 years	\$ 385,860	\$ 247,589
Buildings and building improvements . . . . .	5 – 40 years	1,291,531	516,117
Furniture & fixtures . . . . .	3 – 7 years	23,035	11,980
<b><u>Investing and Servicing Segment</u></b>			
Land and land improvements. . . . .	0 – 15 years	89,425	39,103
Buildings and building improvements . . . . .	3 – 40 years	195,178	112,524
Furniture & fixtures . . . . .	3 – 5 years	<u>1,256</u>	<u>747</u>
Properties, cost. . . . .		1,986,285	928,060
Less: accumulated depreciation. . . . .		<u>(41,565)</u>	<u>(8,835)</u>
Properties, net . . . . .		<u>\$ 1,944,720</u>	<u>\$ 919,225</u>

In March 2015, the Investing and Servicing Segment sold an operating property that we had previously acquired from a CMBS trust, which resulted in a \$17.8 million gain on sale of investments and other assets in our consolidated statement of operations for the year ended December 31, 2015. There were no properties sold during the year ended December 31, 2016.

Future rental payments due to us from tenants under existing non-cancellable operating leases for each of the next five years and thereafter are as follows (in thousands):

2017 . . . . .	\$ 133,062
2018 . . . . .	91,625
2019 . . . . .	82,485
2020 . . . . .	75,717
2021 . . . . .	69,860
Thereafter . . . . .	418,144
Total . . . . .	<u>\$ 870,893</u>

## 8. Investment in Unconsolidated Entities

The table below summarizes our investments in unconsolidated entities as of December 31, 2016 and 2015 (dollars in thousands):

	Participation / Ownership % (1)	Carrying value as of December 31,	
		2016	2015
<b>Equity method:</b>			
Retail Fund (see Note 16) .....	33%	\$ 124,977	\$ 122,454
Investor entity which owns equity in an online real estate company ..	50%	21,677	23,972
Equity interests in commercial real estate (2) (3) .....	16% - 50%	23,297	28,230
Various .....	25% - 50%	6,640	6,376
		<u>176,591</u>	<u>181,032</u>
<b>Cost method:</b>			
Equity interest in a servicing and advisory business (4) .....	6%	12,234	—
Investment funds which own equity in a loan servicer and other real estate assets .....	4% - 6%	9,225	9,225
Various .....	2% - 3%	6,555	8,944
		<u>28,014</u>	<u>18,169</u>
		<u>\$ 204,605</u>	<u>\$ 199,201</u>

- (1) None of these investments are publicly traded and therefore quoted market prices are not available.
- (2) During the year ended December 31, 2016, a partnership in which we hold a 50% interest acquired a \$28.4 million real estate asset from a CMBS trust for a purchase price of \$19.0 million. As of December 31, 2016, our investment in the partnership was \$8.1 million.
- (3) During the year ended December 31, 2016, we received a repayment of \$13.0 million from an in-substance loan, which was accounted for as an equity method investment.
- (4) During the year ended December 31, 2016, we acquired a non-controlling equity interest in Situs in exchange for the contribution of our European servicing and advisory business. Refer to Note 3 for further discussion.

There were no differences between the carrying value of our equity method investments and the underlying equity in the net assets of the investees as of December 31, 2016.

## 9. Goodwill and Intangibles

### *Goodwill*

Goodwill at December 31, 2016 and 2015 represents the excess of consideration transferred over the fair value of net assets of LNR acquired on April 19, 2013. The goodwill recognized is attributable to value embedded in LNR's existing platform, which includes an international network of commercial real estate asset managers, work-out specialists, underwriters and administrative support professionals as well as proprietary historical performance data on commercial real estate assets. The tax deductible component of our goodwill as of April 19, 2013 was \$149.9 million and is deductible over 15 years. As discussed in Note 2, goodwill is tested for impairment at least annually. Based on our qualitative assessment during the fourth quarter of 2016, we determined that it is not more likely than not that the fair value of the Investing and Servicing Segment reporting unit to which the goodwill is attributed is less than its carrying value including goodwill. Therefore, we concluded goodwill was not impaired.

### *Intangible Assets*

#### *Servicing Rights Intangibles*

In connection with the LNR acquisition, we identified domestic and European servicing rights that existed at the purchase date, based upon the expected future cash flows of the associated servicing contracts. All of our servicing fees are specified by these Pooling and Servicing Agreements. At December 31, 2016 and 2015, the balance of the domestic servicing intangible was net of \$34.2 million and \$11.8 million, respectively, that was eliminated in consolidation pursuant to ASC 810 against VIE assets in connection with our consolidation of securitization VIEs. Before VIE consolidation, as of December 31, 2016 and 2015, the domestic servicing intangible had a balance of \$89.3 million and \$131.5 million, respectively, which represents our economic interest in this asset.

#### *Lease Intangibles*

In connection with our acquisitions of commercial real estate, we recognized in-place lease intangible assets and favorable lease intangible assets associated with certain noncancelable operating leases of the acquired properties. The following table summarizes our intangible assets, which are comprised of servicing rights intangibles and lease intangibles, as of December 31, 2016 and 2015 (amounts in thousands):

	As of December 31, 2016			As of December 31, 2015		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Domestic servicing rights, at fair value . . . . .	\$ 55,082	\$ —	\$ 55,082	\$ 119,698	\$ —	\$ 119,698
European servicing rights (1) . . . . .	—	—	—	31,593	(28,967)	2,626
In-place lease intangible assets . . .	175,409	(38,532)	136,877	74,983	(8,898)	66,085
Favorable lease intangible assets . .	30,459	(3,170)	27,289	14,103	(942)	13,161
Total net intangible assets . . . . .	<u>\$ 260,950</u>	<u>\$ (41,702)</u>	<u>\$ 219,248</u>	<u>\$ 240,377</u>	<u>\$ (38,807)</u>	<u>\$ 201,570</u>

- (1) During the year ended December 31, 2016, we contributed our European servicing and advisory business to Situs in exchange for a non-controlling equity interest in Situs. Refer to Note 3 for further discussion. The fair value of our European servicing rights as of December 31, 2015 was \$5.3 million.



The following table summarizes the activity within intangible assets for the years ended December 31, 2016 and 2015 (amounts in thousands):

	<b>Domestic Servicing Rights</b>	<b>European Servicing Rights</b>	<b>In-place Lease Intangible Assets</b>	<b>Favorable Lease Intangible Assets</b>	<b>Total</b>
Balance as of January 1, 2015	\$ 132,303	\$ 11,849	\$ —	\$ —	\$ 144,152
Acquisition of Ireland Portfolio properties	—	—	47,999	11,530	59,529
Acquisition of Woodstar Portfolio properties	—	—	11,337	—	11,337
Acquisition of REO Portfolio properties	—	—	16,610	2,771	19,381
Amortization	—	(8,893)	(9,027)	(960)	(18,880)
Foreign exchange loss	—	(330)	(834)	(180)	(1,344)
Changes in fair value due to changes in inputs and assumptions	(12,605)	—	—	—	(12,605)
Balance as of December 31, 2015	119,698	2,626	66,085	13,161	201,570
Impact of ASU 2015-02 adoption (1)	(17,467)	—	—	—	(17,467)
Acquisition of Medical Office Portfolio properties	—	—	71,486	14,110	85,596
Acquisition of additional Woodstar Portfolio properties	—	—	8,174	—	8,174
Acquisition of additional REO Portfolio properties	—	—	22,946	2,692	25,638
Contribution of European servicing and advisory business (2)	—	(989)	—	—	(989)
Amortization	—	(1,337)	(30,227)	(2,334)	(33,898)
Foreign exchange loss	—	(300)	(933)	(266)	(1,499)
Impairment	—	—	(654)	(74)	(728)
Changes in fair value due to changes in inputs and assumptions	(47,149)	—	—	—	(47,149)
Balance as of December 31, 2016	<u>\$ 55,082</u>	<u>\$ —</u>	<u>\$ 136,877</u>	<u>\$ 27,289</u>	<u>\$ 219,248</u>

- (1) As discussed in Notes 2 and 15, our implementation of ASU 2015-02 resulted in the consolidation of certain CMBS trusts effective January 1, 2016, which required the elimination of \$17.5 million of domestic servicing rights associated with these newly consolidated trusts.
- (2) During the year ended December 31, 2016, we contributed our European servicing and advisory business to Situs in exchange for a non-controlling equity interest in Situs. Refer to Note 3 for further discussion.

The following table sets forth the estimated aggregate amortization of our in-place lease intangible assets and favorable lease intangible assets for the next five years and thereafter (amounts in thousands):

2017	\$ 30,069
2018	26,532
2019	20,186
2020	15,189
2021	12,816
Thereafter	59,374
Total	<u>\$ 164,166</u>

### ***Lease Liabilities***

In connection with our acquisition of certain properties within our Medical Office Portfolio, we recognized aggregate unfavorable lease liabilities of \$4.8 million with weighted average lives of 9.7 years at acquisition.

In connection with our acquisition of LNR in 2013, we recognized an unfavorable lease liability of \$15.3 million related to an assumed operating lease for our offices in Miami Beach, Florida, which expires in 2021. This liability is being amortized over the remaining five years of the underlying lease term at a rate of approximately \$1.9 million per year. The liability balance was \$8.4 million and \$10.2 million as of December 31, 2016 and 2015, respectively.

## 10. Secured Financing Agreements

The following table is a summary of our secured financing agreements in place as of December 31, 2016 and 2015 (dollars in thousands):

	Current Maturity	Extended Maturity (a)	Pricing	Pledged Asset Carrying Value	Maximum Facility Size	Carrying Value at December 31,	
						2016	2015
Lender 1 Repo 1	(b)	(b)	LIBOR + 1.75% to 5.75%	\$ 1,645,064	\$ 2,000,000 (c)	\$ 944,712	\$ 975,735
Lender 2 Repo 1	Oct 2017	Oct 2020	LIBOR + 1.75% to 2.75%	387,528	500,000	132,941	233,705
Lender 3 Repo 1	May 2017	May 2019	LIBOR + 2.50% to 2.85%	110,401	78,288	78,288	131,997
Lender 4 Repo 1	N/A	N/A	N/A	—	—	—	309,498
Lender 4 Repo 2	Dec 2018	Dec 2020	LIBOR + 2.00% to 2.50%	484,072	1,000,000 (d)	166,394	—
Lender 6 Repo 1	Aug 2019	N/A	LIBOR + 2.50% to 2.75%	376,953	500,000	182,586	491,263
Lender 6 Repo 2	Nov 2019	Nov 2020	GBP LIBOR + 2.75%	173,621	121,509	121,509	—
Lender 9 Repo 1	Dec 2017	Dec 2018	LIBOR + 1.65%	378,152	283,575	283,575	—
Lender 7 Secured Financing	Jul 2018	Jul 2019	LIBOR + 2.75% (e)	86,650	650,000 (f)	—	38,055
Lender 8 Secured Financing	Aug 2019	N/A	LIBOR + 4.00%	66,243	75,000	43,555	—
Conduit Repo 1	N/A	N/A	N/A	—	—	—	80,741
Conduit Repo 2	Nov 2017	N/A	LIBOR + 2.25%	20,035	150,000	14,944	—
Conduit Repo 3	Feb 2018	Feb 2019	LIBOR + 2.10%	—	150,000	—	66,041
Conduit Repo 4	Oct 2017	Oct 2020	LIBOR + 2.25%	—	100,000	—	—
MBS Repo 1	(g)	(g)	LIBOR + 1.90%	31,840	21,052	21,052	—
MBS Repo 2	Jun 2020	N/A	LIBOR/EURIBOR + 2.00% to 2.95%	329,667	239,434	239,434	120,850
MBS Repo 3	(h)	(h)	LIBOR + 1.37% to 2.00%	411,173	285,209	285,209	243,434
MBS Repo 4	(i)	N/A	LIBOR + 1.20% to 1.90%	188,670	225,000	5,633	2,000
Investing and Servicing Segment Property Mortgages	Feb 2018 to Jun 2026	N/A	Various	218,156	168,811	164,611	82,964
Ireland Portfolio Mortgage	May 2020	N/A	EURIBOR + 1.69%	450,158	309,246	309,246	319,322
Woodstar Portfolio Mortgages	Nov 2025 to Oct 2026	N/A	3.72% to 3.97%	376,653	276,748	276,748	248,630
Woodstar Portfolio Government Financing	Mar 2026 to Jun 2049	N/A	1.00% to 5.00%	314,441	135,584	135,584	8,982
Medical Office Portfolio Mortgages	Dec 2021	Dec 2023	LIBOR + 2.50% (j)	767,540	524,499	491,197	—
Term Loan A	Dec 2020	Dec 2021	LIBOR + 2.25% (e)	1,095,189	300,000	300,000	—
Term Loan B	N/A	N/A	N/A	—	—	—	658,270
Revolving Secured Financing	Dec 2020	Dec 2021	LIBOR + 2.25% (e)	—	100,000	—	—
FHLB Advances	N/A	N/A	N/A	—	—	—	9,250
				<u>\$ 7,912,206</u>	<u>\$ 8,193,955</u>	<u>4,197,218</u>	<u>4,020,737</u>
Unamortized premium (discount), net						2,640	(1,702)
Unamortized deferred financing costs						(45,732)	(38,336)
						<u>\$ 4,154,126</u>	<u>\$ 3,980,699</u>

(a) Subject to certain conditions as defined in the respective facility agreement.

(b) Maturity date for borrowings collateralized by loans is September 2018 before extension options and September 2021 assuming exercise of extension options. Borrowings collateralized by loans existing at maturity may remain outstanding until such loan collateral matures, subject to certain specified conditions and not to exceed September 2025.

- (c) The initial maximum facility size of \$1.8 billion may be increased to \$2.0 billion at our option, subject to certain conditions.
- (d) The initial maximum facility size of \$600.0 million may be increased to \$1.0 billion at our option, subject to certain conditions.
- (e) Subject to borrower's option to choose alternative benchmark based rates pursuant to the terms of the credit agreement.
- (f) The initial maximum facility size of \$450.0 million may be increased to \$650.0 million at our option, subject to certain conditions.
- (g) Facility carries a rolling 11 month term which may reset monthly with the lender's consent not to exceed December 2018. This facility carries no maximum facility size. Amount herein reflects the outstanding balance as of December 31, 2016.
- (h) Facility carries a rolling 12 month term which may reset monthly with the lender's consent. Current maturity is December 2017. This facility carries no maximum facility size. Amount herein reflects the outstanding balance as of December 31, 2016.
- (i) The date that is 270 days after the buyer delivers notice to seller, subject to a maximum date of May 2018.
- (j) Subject to a 25 basis point floor.

In the normal course of business, the Company is in discussions with its lenders to extend or amend any financing facilities which contain near term expirations.

During the year ended December 31, 2016, we entered into eight mortgage facilities with aggregate borrowings of \$75.6 million to finance commercial real estate acquired by our Investing and Servicing Segment. As of December 31, 2016, these facilities carry a remaining weighted average term of 4.0 years. Four of the facilities carry floating annual interest rates with average spreads of LIBOR + 2.27% while the remaining facilities carry average fixed annual interest rates of 3.53%.

In connection with our acquisition of the Woodstar Portfolio, we assumed 22 federal, state and county sponsored mortgage facilities ("Woodstar Portfolio Government Financing") with aggregate outstanding balances of \$135.6 million as of December 31, 2016. At their respective acquisition dates, we also assumed two additional mortgage facilities with aggregate outstanding balances of \$18.6 million. These acquisitions were refinanced in September 2016 for \$28.1 million with 10-year fixed rate financing at 3.97%.

In January 2016, we amended the mortgage-backed securities ("MBS") Repo 2 facility to extend the maturity from December 2016 to December 2017. Subsequently in June 2016, we expanded the facility to finance our acquisition of a first mortgage loan and a first mortgage loan portfolio, each of which had been securitized into single-borrower securitizations by the seller. The financing for these assets matures in June 2020 and carries an annual interest rate of three-month EURIBOR + 2.00%.

In March 2016, we amended the Lender 2 Repo 1 facility to upsize available borrowings from \$500.0 million to \$600.0 million. This additional \$100.0 million of borrowing capacity is exclusively for the financing of conduit mortgage loans and therefore this component of the Lender 2 Repo 1 facility is separately presented in the secured financing agreements table above as Conduit Repo 4.

In April 2016, we amended the Lender 4 Repo 2 facility to allow for up to \$200.0 million of financing for conduit mortgage loan originations under the existing borrowing capacity.

In April 2016, we terminated the Conduit Repo 1 facility.

In April 2016, we terminated the Lender 4 Repo 1 facility.

In May 2016, we amended the MBS Repo 4 facility to upsize available borrowings from \$125.0 million to \$185.0 million and amend the maturity date to the earlier of (i) 270 days from when the lender delivers notice to the Company or (ii) May 2018. Subsequently in September 2016, we amended this facility to upsize available borrowings from \$185.0 million to \$225.0 million and allow for up to \$50.0 million of the facility to be utilized for financing of CMBS.

In August 2016, we entered into a \$75.0 million secured financing agreement (“Lender 8 Secured Financing”) that carries a three year initial term and an annual interest rate of LIBOR + 4.00% to finance an existing first mortgage loan within our Lending Segment.

In September 2016, we amended the Lender 6 Repo 1 facility to extend the maturity from August 2018 to August 2019.

In September 2016, we amended the Lender 1 Repo 1 facility to upsize available borrowings from \$1.6 billion to \$1.8 billion and extend the maturity from January 2017 to September 2018. Subject to certain conditions defined in the facility agreement, the maximum facility size may be increased to \$2.0 billion at our option.

In November 2016, we amended the Conduit Repo 2 facility to extend the maturity from November 2016 to November 2017.

In November 2016, we entered into a £98.5 million repurchase facility (“Lender 6 Repo 2”) that carries a three year initial term with a one year extension option and an annual interest rate of GBP LIBOR + 2.75% to finance the co-origination of a £142.5 first mortgage loan within our Lending Segment.

In December 2016, entered into a credit agreement which consists of: (i) a \$300.0 million term loan facility (“Term Loan A”) that carries a four year initial term with two six-month extension options and an annual interest rate of LIBOR + 2.25%; and (ii) a \$100.0 million revolving credit facility (“Revolving Secured Financing”) that carries a four year initial term with two six-month extension options and an annual interest rate of LIBOR + 2.25%. A portion of the net proceeds from these facilities was used to repay the amount outstanding under our existing Term Loan B, which had an outstanding balance of \$653.2 million at payoff. In connection with the repayment of our Term Loan B, we recognized the write-off of \$8.2 million of deferred financing costs and unamortized discount within loss on extinguishment of debt in our consolidated statement of operations during the year ended December 31, 2016.

In December 2016, to finance our acquisition of the Medical Office Portfolio, we entered into two mortgage loans with total available borrowings of \$524.5 million (“Medical Office Portfolio Mortgages”), of which \$491.2 million was outstanding as of December 31, 2016. These loans carry five year initial terms with two 12-month extension options and annual interest rates of LIBOR + 2.50%.

In December 2016, we entered into a \$283.6 million secured financing agreement (“Lender 9 Repo 1”) that carries a one year initial term with a one year extension option and an annual interest rate of LIBOR + 1.65% to finance the acquisition of a \$378.1 million first mortgage loan within our Lending Segment.

Our secured financing agreements contain certain financial tests and covenants. As of December 31, 2016, we were in compliance with all such covenants.

The following table sets forth our five-year principal repayments schedule for secured financings assuming no defaults and excluding loans transferred as secured borrowings. Our credit facilities generally require principal to be paid down prior to the facilities' respective maturities if and when we receive principal payments on, or sell, the investment collateral that we have pledged. The amount reflected in each period includes principal repayments on our credit facilities that would be required if (i) we received the repayments that we expect to receive on the investments that have been pledged as collateral under the credit facilities, as applicable, and (ii) the credit facilities that are expected to have amounts outstanding at their current maturity dates are extended where extension options are available to us (amounts in thousands):

	<b>Repurchase Agreements</b>	<b>Other Secured Financing</b>	<b>Total</b>
2017 .....	\$ 655,791	\$ 25,689	\$ 681,480
2018 .....	622,858	53,889	676,747
2019 .....	593,184	39,726	632,910
2020 .....	439,752	322,578	762,330
2021 .....	81,456	315,575	397,031
Thereafter .....	83,236	963,484	1,046,720
Total .....	<u>\$ 2,476,277</u>	<u>\$ 1,720,941</u>	<u>\$ 4,197,218</u>

Secured financing maturities for 2017 primarily relate to \$285.2 million on the MBS Repo 3 facility, \$142.9 million on the Lender 1 Repo 1 facility and \$109.5 million on the MBS Repo 2 facility.

For the years ended December 31, 2016, 2015 and 2014, approximately \$16.2 million, \$14.2 million and \$11.3 million, respectively, of amortization of deferred financing costs from secured financing agreements was included in interest expense on our consolidated statements of operations.

The following table sets forth our outstanding balance of repurchase agreements related to the following asset collateral classes as of December 31, 2016 and 2015 (amounts in thousands):

	<b>As of December 31,</b>	
	<b>2016</b>	<b>2015</b>
Loans held-for-investment .....	\$ 1,890,925	\$ 2,142,198
Loans held-for-sale .....	34,024	146,782
Investment securities .....	551,328	366,284
	<u>\$ 2,476,277</u>	<u>\$ 2,655,264</u>

We seek to mitigate risks associated with our repurchase agreements by managing risk related to the credit quality of our assets, interest rates, liquidity, prepayment speeds and market value. The margin call provisions under the majority of our repurchase facilities, consisting of 41% of these agreements, do not permit valuation adjustments based on capital markets activity. Instead, margin calls on these facilities are limited to collateral-specific credit marks. To monitor credit risk associated with the performance and value of our loans and investments, our asset management team regularly reviews our investment portfolios and is in regular contact with our borrowers, monitoring performance of the collateral and enforcing our rights as necessary. For repurchase agreements containing margin call provisions for general capital markets activity, approximately 18% of these pertain to our loans held-for-sale, for which we manage credit risk through the purchase of credit index instruments. We further seek to manage risks associated with our repurchase agreements by matching the maturities and interest rate characteristics of our loans with the related repurchase agreements.

## 11. Unsecured Senior Notes

The following table is a summary of our unsecured senior notes outstanding as of December 31, 2016 and 2015 (dollars in thousands):

	Coupon Rate	Effective Rate (1)	Maturity Date	Remaining Period of Amortization	Carrying Value at December 31,	
					2016	2015
2017 Convertible Notes .....	3.75 %	5.86 %	10/15/2017	0.8 years	\$ 411,885	\$ 431,250
2018 Convertible Notes .....	4.55 %	6.10 %	3/1/2018	1.2 years	599,981	599,981
2019 Convertible Notes .....	4.00 %	5.35 %	1/15/2019	2.0 years	341,363	341,363
2021 Senior Notes .....	5.00 %	5.32 %	12/15/2021	5.0 years	700,000	—
Total principal amount .....					2,053,229	1,372,594
Unamortized discount—Convertible Notes					(26,135)	(47,351)
Unamortized discount—Senior Notes . . .					(9,728)	—
Unamortized deferred financing costs . . .					(5,822)	(1,448)
Carrying amount of debt components					<u>\$ 2,011,544</u>	<u>\$ 1,323,795</u>
Carrying amount of conversion option equity components recorded in additional paid-in capital .....					<u>\$ 45,988</u>	<u>\$ 46,343</u>

- (1) Effective rate includes the effects of underwriter purchase discount and the adjustment for the conversion option on our convertible notes, the value of which reduced the initial liability and was recorded in additional paid-in-capital.

### Senior Notes Due 2021

On December 16, 2016, we issued \$700.0 million of 5.00% Senior Notes due 2021 (the “2021 Notes”). The 2021 Notes mature on December 15, 2021. Prior to September 15, 2021, we may redeem some or all of the 2021 Notes at a price equal to 100% of the principal amount thereof, plus the applicable “make-whole” premium as of the applicable date of redemption. On and after September 15, 2021, we may redeem some or all of the 2021 Notes at a price equal to 100% of the principal amount thereof. In addition, we may redeem up to 35% of the 2021 Notes at the applicable redemption prices using the proceeds of certain equity offerings.

### Convertible Senior Notes

On October 8, 2014, we issued \$431.3 million of 3.75% Convertible Senior Notes due 2017 (the “2017 Notes”). On February 15, 2013, we issued \$600.0 million of 4.55% Convertible Senior Notes due 2018 (the “2018 Notes”). On July 3, 2013, we issued \$460.0 million of 4.00% Convertible Senior Notes due 2019 (the “2019 Notes”). We recognized interest expense of \$57.1 million, \$58.0 million and \$49.4 million during the years ended December 31, 2016, 2015 and 2014, respectively, from our unsecured convertible senior notes (collectively, the “Convertible Notes”). The following table details the conversion attributes of our Convertible Notes outstanding as of December 31, 2016 (amounts in thousands, except rates):

	December 31, 2016		Conversion Spread Value - Shares (3) For the Year Ended December 31,		
	Conversion Rate (1)	Conversion Price (2)	2016	2015	2014
2017 Notes .....	41.7397	\$ 23.96	—	—	—
2018 Notes .....	47.2712	\$ 21.15	1,097	—	1,221
2019 Notes .....	49.9717	\$ 20.01	1,600	97	2,211
			<u>2,697</u>	<u>97</u>	<u>3,432</u>

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- (1) The conversion rate represents the number of shares of common stock issuable per \$1,000 principal amount of Convertible Notes converted, as adjusted in accordance with the indentures governing the Convertible Notes (including the applicable supplemental indentures) as a result of the spin-off of our former SFR segment to our stockholders in January 2014 and cash dividend payments.
  - (2) As of December 31, 2016, 2015 and 2014, the market price of the Company's common stock was \$21.95, \$20.56 and \$23.24 per share, respectively.
  - (3) The conversion spread value represents the portion of the convertible senior notes that are "in-the-money", representing the value that would be delivered to investors in shares upon an assumed conversion.

The if-converted value of the 2018 Notes and 2019 Notes exceeded their principal amount by \$22.7 million and \$33.1 million, respectively, at December 31, 2016 since the closing market price of the Company's common stock of \$21.95 per share exceeded the implicit conversion prices of \$21.15 and \$20.01 per share, respectively. However, the if-converted value of the 2017 Notes was less than its principal amount by \$34.6 million at December 31, 2016 since the closing market price of the Company's common stock was less than the implicit conversion price of \$23.96.

The Company has asserted its intent and ability to settle the principal amount of the Convertible Notes in cash. As such, only the conversion spread value, if any, is included in the computation of diluted EPS.

Under the repurchase program approved by our board of directors (refer to Note 17), we repurchased \$19.4 million aggregate principal amount of our 2017 Notes during the year ended December 31, 2016 and \$118.6 million aggregate principal amount of our 2019 Notes during the year ended December 31, 2015 for \$19.9 million and \$136.3 million, respectively, plus transaction expenses of \$0.1 million during the year ended December 31, 2015. The repurchase price was allocated between the fair value of the liability component and the fair value of the equity component of the convertible security. The portion of the repurchase price attributable to the equity component totaled \$0.4 million and \$17.7 million, respectively, and was recognized as a reduction of additional paid-in capital during the years ended December 31, 2016 and 2015. The remaining repurchase price was attributable to the liability component. The difference between this amount and the net carrying amount of the liability and debt issuance costs was reflected as a loss on extinguishment of debt in our consolidated statement of operations. For the years ended December 31, 2016 and 2015, the loss on extinguishment of debt totaled \$0.6 million and \$5.9 million, respectively, consisting principally of the write-off of unamortized debt discount. There were no repurchases of Convertible Notes during the year ended December 31, 2014.

#### *Conditions for Conversion*

Prior to April 15, 2017 for the 2017 Notes, September 1, 2017 for the 2018 Notes and July 15, 2018 for the 2019 Notes, the Convertible Notes will be convertible only upon satisfaction of one or more of the following conditions: (1) the closing market price of the Company's common stock is at least 110%, in the case of the 2017 Notes, or 130%, in the case of the 2018 Notes and the 2019 Notes, of the conversion price of the respective Convertible Notes for at least 20 out of 30 trading days prior to the end of the preceding fiscal quarter, (2) the trading price of the Convertible Notes is less than 98% of the product of (i) the conversion rate and (ii) the closing price of the Company's common stock during any five consecutive trading day period, (3) the Company issues certain equity instruments at less than the 10-day average closing market price of its common stock or the per-share value of certain distributions exceeds the market price of the Company's common stock by more than 10% or (4) other specified corporate events (significant consolidation, sale, merger, share exchange, fundamental change, etc.) occur.

On or after April 15, 2017, in the case of the 2017 Notes, September 1, 2017, in the case of the 2018 Notes, and July 15, 2018, in the case of the 2019 Notes, holders may convert each of their Convertible Notes at the applicable conversion rate at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date.

## 12. Loan Securitization/Sale Activities

As described below, we regularly sell loans and notes under various strategies. We evaluate such sales as to whether they meet the criteria for treatment as a sale—legal isolation, ability of transferee to pledge or exchange the transferred assets without constraint, and transfer of control.

Within the Investing and Servicing Segment, we originate commercial mortgage loans with the intent to sell these mortgage loans to VIEs for the purposes of securitization. These VIEs then issue CMBS that are collateralized in part by these assets, as well as other assets transferred to the VIE. In certain instances, we retain a subordinated interest in the VIE and serve as special servicer for the VIE. The following summarizes the fair value and par value of loans sold from our conduit platform, as well as the amount of sale proceeds used in part to repay the outstanding balance of the repurchase agreements associated with these loans for the years ended December 31, 2016, 2015 and 2014 (amounts in thousands):

	For the Year Ended December 31,		
	2016	2015	2014
Fair value of loans sold . . . . .	\$ 1,884,380	\$ 2,100,216	\$ 1,670,522
Par value of loans sold . . . . .	1,798,215	2,034,773	1,603,807
Repayment of repurchase agreements . . . . .	1,170,230	1,548,111	1,196,778

Within the Lending Segment, we originate or acquire loans and then subsequently sell a portion, which can be in various forms including first mortgages, A-Notes, senior participations and mezzanine loans. Typically, our motivation for entering into these transactions is to effectively create leverage on the subordinated position that we will retain and hold for investment. In certain instances, we continue to service the loan following its sale. The following table summarizes our loans sold and loans transferred as secured borrowings by the Lending Segment net of expenses (amounts in thousands):

	Loan Transfers Accounted for as Sales		Loan Transfers Accounted for as Secured Borrowings	
	Face Amount	Proceeds	Face Amount	Proceeds
<b>For the Year Ended December 31,</b>				
2016 . . . . .	\$ 386,389	\$ 382,881	\$ —	\$ —
2015 . . . . .	645,425	637,124	38,925	38,925
2014 . . . . .	510,539	501,988	—	—

During the years ended December 31, 2016, 2015 and 2014, the Lending Segment recognized gains on sales of loans of \$0.4 million, \$4.8 million and \$1.2 million, respectively, within gain on sale of investments and other assets in our consolidated statements of operations.



### **13. Derivatives and Hedging Activity**

#### ***Risk Management Objective of Using Derivatives***

We are exposed to certain risks arising from both our business operations and economic conditions. We principally manage our exposures to a wide variety of business and operational risks through management of our core business activities. We manage economic risks, including interest rate, foreign exchange, liquidity, and credit risk primarily by managing the amount, sources, and duration of our debt funding and the use of derivative financial instruments. Specifically, we enter into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates, credit spreads, and foreign exchange rates. Our derivative financial instruments are used to manage differences in the amount, timing, and duration of the known or expected cash receipts and known or expected cash payments principally related to our investments, anticipated level of loan sales, and borrowings.

#### ***Designated Hedges***

Our objective in using interest rate derivatives is to manage our exposure to interest rate movements. To accomplish this objective, we primarily use interest rate swaps as part of our interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for us making fixed-rate payments over the life of the agreements without exchange of the underlying notional amount.

In connection with our repurchase agreements, we have entered into six outstanding interest rate swaps that have been designated as cash flow hedges of the interest rate risk associated with forecasted interest payments. As of December 31, 2016, the aggregate notional amount of our interest rate swaps designated as cash flow hedges of interest rate risk totaled \$55.6 million. Under these agreements, we will pay fixed monthly coupons at fixed rates ranging from 0.60% to 1.52% of the notional amount to the counterparty and receive floating rate LIBOR. Our interest rate swaps designated as cash flow hedges of interest rate risk have maturities ranging from August 2017 to May 2021.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in AOCI and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. During the years ended December 31, 2016, 2015 and 2014, we did not recognize any hedge ineffectiveness in earnings.

Amounts reported in AOCI related to derivatives will be reclassified to interest expense as interest payments are made on the associated variable-rate debt. Over the next 12 months, we estimate that an immaterial amount will be reclassified as an increase to interest expense. We are hedging our exposure to the variability in future cash flows for forecasted transactions over a maximum period of 53 months.

#### ***Non-designated Hedges***

Derivatives not designated as hedges are derivatives that do not meet the criteria for hedge accounting under GAAP or which we have not elected to designate as hedges. We do not use these derivatives for speculative purposes but instead they are used to manage our exposure to foreign exchange rates, interest rate changes and certain credit spreads. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in gain (loss) on derivative financial instruments in our consolidated statements of operations.

We have entered into a series of forward contracts whereby we agreed to sell an amount of foreign currency for an agreed upon amount of USD at various dates through July 2020. These forward contracts were entered into to economically fix the USD amounts of foreign denominated cash flows expected to be received by us related to certain foreign denominated loan investments and properties.

The following table summarizes our non-designated foreign exchange ("Fx") forwards, interest rate swaps, interest rate caps and credit index instruments as of December 31, 2016 (notional amounts in thousands):

<b>Type of Derivative</b>	<b>Number of Contracts</b>	<b>Aggregate Notional Amount</b>	<b>Notional Currency</b>	<b>Maturity</b>
Fx contracts – Sell Danish Krone ("DKK") . . . . .	1	5,960	DKK	September 2017
Fx contracts – Sell Euros ("EUR") (1) . . . . .	59	297,128	EUR	February 2017 – June 2020
Fx contracts – Sell Pounds Sterling ("GBP") . . . . .	163	266,402	GBP	January 2017 – July 2020
Fx contracts – Sell Norwegian Krone ("NOK") . . . . .	1	836	NOK	September 2017
Fx contracts – Sell Swedish Krona ("SEK") . . . . .	1	1,317	SEK	September 2017
Interest rate swaps – Paying fixed rates . . . . .	24	705,955	USD	April 2019 – January 2027
Interest rate swaps – Receiving fixed rates . . . . .	1	8,000	USD	July 2017
Interest rate caps . . . . .	2	294,000	EUR	May 2020
Interest rate caps . . . . .	6	52,210	USD	June 2018 – October 2021
Credit index instruments . . . . .	4	14,000	USD	September 2058
<b>Total</b> . . . . .	<b>262</b>			

- (1) Includes 42 Fx contracts entered into to hedge our Euro currency exposure created by our acquisition of the Ireland Portfolio. As of December 31, 2016, these contracts have an aggregate notional amount of €239.3 million and varying maturities through June 2020.

The table below presents the fair value of our derivative financial instruments as well as their classification on the consolidated balance sheets as of December 31, 2016 and 2015 (amounts in thousands):

	<b>Fair Value of Derivatives in an Asset Position (1) as of December 31,</b>		<b>Fair Value of Derivatives in a Liability Position (2) as of December 31,</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Derivatives designated as hedging instruments:</b>				
Interest rate swaps . . . . .	\$ 30	\$ 57	\$ 56	\$ 122
Total derivatives designated as hedging instruments . . . . .	<u>30</u>	<u>57</u>	<u>56</u>	<u>122</u>
<b>Derivatives not designated as hedging instruments:</b>				
Interest rate swaps and caps . . . . .	26,591	2,360	3,484	4,970
Foreign exchange contracts . . . . .	62,295	41,137	364	104
Credit index instruments . . . . .	445	1,537	—	—
Total derivatives not designated as hedging instruments . . . . .	<u>89,331</u>	<u>45,034</u>	<u>3,848</u>	<u>5,074</u>
<b>Total derivatives</b> . . . . .	<u>\$ 89,361</u>	<u>\$ 45,091</u>	<u>\$ 3,904</u>	<u>\$ 5,196</u>

- (1) Classified as derivative assets in our consolidated balance sheets.
- (2) Classified as derivative liabilities in our consolidated balance sheets.

The tables below present the effect of our derivative financial instruments on the consolidated statements of operations and of comprehensive income for the years ended December 31, 2016, 2015 and 2014 (amounts in thousands):

<b>Derivatives Designated as Hedging Instruments For the Three Months Ended December 31,</b>	<b>Gain (Loss) Recognized in OCI (effective portion)</b>	<b>Gain (Loss) Reclassified from AOCI into Income (effective portion)</b>	<b>Gain (Loss) Recognized in Income (ineffective portion)</b>	<b>Location of Gain (Loss) Recognized in Income</b>
2016 .....	\$ (284)	\$ (323)	\$ —	Interest expense
2015 .....	\$ (709)	\$ (741)	\$ —	Interest expense
2014 .....	\$ (865)	\$ (1,372)	\$ —	Interest expense

<b>Derivatives Not Designated as Hedging Instruments</b>	<b>Location of Gain (Loss) Recognized in Income</b>	<b>Amount of Gain (Loss) Recognized in Income for the Year Ended December 31,</b>		
		<b>2016</b>	<b>2015</b>	<b>2014</b>
Interest rate swaps and caps	Gain on derivative financial instruments	\$ 21,741	\$ (22,675)	\$ (15,662)
Foreign exchange contracts	Gain on derivative financial instruments	51,818	44,089	37,207
Credit index instruments	Gain on derivative financial instruments	(2,825)	184	(1,094)
		<u>\$ 70,734</u>	<u>\$ 21,598</u>	<u>\$ 20,451</u>

#### 14. Offsetting Assets and Liabilities

The following tables present the potential effects of netting arrangements on our financial position for financial assets and liabilities within the scope of ASC 210-20, *Balance Sheet—Offsetting*, which for us are derivative assets and liabilities as well as repurchase agreement liabilities (amounts in thousands):

	(i) Gross Amounts Recognized	(ii) Gross Amounts Offset in the Statement of Financial Position	(iii) = (i) - (ii) Net Amounts Presented in the Statement of Financial Position	(iv) Gross Amounts Not Offset in the Statement of Financial Position	Cash Collateral Received / Pledged	(v) = (iii) - (iv) Net Amount
<b>As of December 31, 2016</b>						
Derivative assets .....	\$ 89,361	\$ —	\$ 89,361	\$ 491	\$ —	\$ 88,870
Derivative liabilities .....	\$ 3,904	\$ —	\$ 3,904	\$ 491	\$ 3,413	\$ —
Repurchase agreements .....	2,476,277	—	2,476,277	2,476,277	—	—
	<u>\$ 2,480,181</u>	<u>\$ —</u>	<u>\$ 2,480,181</u>	<u>\$ 2,476,768</u>	<u>\$ 3,413</u>	<u>\$ —</u>
<b>As of December 31, 2015</b>						
Derivative assets .....	\$ 45,091	\$ —	\$ 45,091	\$ 243	\$ —	\$ 44,848
Derivative liabilities .....	\$ 5,196	\$ —	\$ 5,196	\$ 243	\$ 4,953	\$ —
Repurchase agreements .....	2,655,264	—	2,655,264	2,655,264	—	—
	<u>\$ 2,660,460</u>	<u>\$ —</u>	<u>\$ 2,660,460</u>	<u>\$ 2,655,507</u>	<u>\$ 4,953</u>	<u>\$ —</u>

## 15. Variable Interest Entities

### *Investment Securities*

As discussed in Note 2, we evaluate all of our investments and other interests in entities for consolidation, including our investments in CMBS and our retained interests in securitization transactions we initiated, all of which are generally considered to be variable interests in VIEs.

Securitization VIEs consolidated in accordance with ASC 810 are structured as pass through entities that receive principal and interest on the underlying collateral and distribute those payments to the certificate holders. The assets and other instruments held by these securitization entities are restricted and can only be used to fulfill the obligations of the entity. Additionally, the obligations of the securitization entities do not have any recourse to the general credit of any other consolidated entities, nor to us as the primary beneficiary. The VIE liabilities initially represent investment securities on our balance sheet (pre-consolidation). Upon consolidation of these VIEs, our associated investment securities are eliminated, as is the interest income related to those securities. Similarly, the fees we earn in our roles as special servicer of the bonds issued by the consolidated VIEs or as collateral administrator of the consolidated VIEs are also eliminated. Finally, an allocable portion of the identified servicing intangible associated with the eliminated fee streams is eliminated in consolidation.

### *VIEs in which we are the Primary Beneficiary*

As discussed in Note 2, our implementation of ASU 2015-02 resulted in the consolidation of certain CMBS trusts where the right to remove the Company as special servicer was not exercisable without cause. These 14 trusts had \$15.1 billion of VIE assets and \$15.1 billion of VIE liabilities as of March 31, 2016. The carrying value of our CMBS investments in these 14 trusts, totaling \$120.9 million, was eliminated in consolidation against VIE liabilities as of March 31, 2016.

The inclusion of the assets and liabilities of securitization VIEs in which we are deemed the primary beneficiary has no economic effect on us. Our exposure to the obligations of securitization VIEs is generally limited to our investment in these entities. We are not obligated to provide, nor have we provided, any financial support for any of these consolidated structures.

As discussed in Note 2, our implementation of ASU 2015-02 resulted in the determination that certain entities in which we hold controlling interests, which were already consolidated prior to the implementation of ASU 2015-02, are now considered VIEs. We are the primary beneficiaries of these VIEs, which were established to facilitate the purchase of certain properties acquired with third party minority interest partners, as we possess both the power to direct the activities of the VIEs that most significantly impact their economic performance and hold significant economic interests. These VIEs had assets of \$184.5 million and liabilities of \$110.1 million as of December 31, 2016.

### *VIEs in which we are not the Primary Beneficiary*

In certain instances, we hold a variable interest in a VIE in the form of CMBS, but either (i) we are not appointed, or do not serve as, special servicer or (ii) an unrelated third party has the rights to unilaterally remove us as special servicer without cause. In these instances, we do not have the power to direct activities that most significantly impact the VIE's economic performance. In other cases, the variable interest we hold does not obligate us to absorb losses or provide us with the right to receive benefits from the VIE which could potentially be significant. For these structures, we are not deemed to be the primary beneficiary of the VIE, and we do not consolidate these VIEs.

As of December 31, 2016, one of our CDO structures was in default, which pursuant to the underlying indentures, changes the rights of the variable interest holders. Upon default of a CDO, the trustee or senior note holders are allowed to exercise certain rights, including liquidation of the collateral, which at that time, is the activity which would most significantly impact the CDO's economic performance. Further, when the CDO is in default, the collateral administrator no longer has the option to purchase securities from the CDO. In cases where the CDO is in default and we

do not have the ability to exercise rights which would most significantly impact the CDO's economic performance, we do not consolidate the VIE. As of December 31, 2016, this CDO structure was not consolidated.

As noted above, we are not obligated to provide, nor have we provided, any financial support for any of our securitization VIEs, whether or not we are deemed to be the primary beneficiary. As such, the risk associated with our involvement in these VIEs is limited to the carrying value of our investment in the entity. As of December 31, 2016, our maximum risk of loss related to securitization VIEs in which we were not the primary beneficiary was \$31.5 million on a fair value basis.

As of December 31, 2016, the securitization VIEs which we do not consolidate had debt obligations to beneficial interest holders with unpaid principal balances of \$13.1 billion. The corresponding assets are comprised primarily of commercial mortgage loans with unpaid principal balances corresponding to the amounts of the outstanding debt obligations.

As discussed in Note 2, our implementation of ASU 2015-02 resulted in the determination that certain unconsolidated entities in which we hold passive non-controlling interests are now considered VIEs. We are not the primary beneficiaries of these VIEs as we do not possess the power to direct the activities of the VIEs that most significantly impact their economic performance and therefore continue to report our interests, which totaled \$134.2 million as of December 31, 2016, within investment in unconsolidated entities on our consolidated balance sheet. Our maximum risk of loss is limited to our carrying value of the investments of \$134.2 million plus \$25.7 million of unfunded commitments related to one of these VIEs.

## **16. Related-Party Transactions**

### ***Management Agreement***

We are party to a management agreement (the "Management Agreement") with our Manager. Under the Management Agreement, our Manager, subject to the oversight of our board of directors, is required to manage our day to day activities, for which our Manager receives a base management fee and is eligible for an incentive fee and stock awards. Our Manager's personnel perform certain due diligence, legal, management and other services that outside professionals or consultants would otherwise perform. As such, in accordance with the terms of our Management Agreement, our Manager is paid or reimbursed for the documented costs of performing such tasks, provided that such costs and reimbursements are in amounts no greater than those which would be payable to outside professionals or consultants engaged to perform such services pursuant to agreements negotiated on an arm's-length basis.

*Base Management Fee.* The base management fee is 1.5% of our stockholders' equity per annum and calculated and payable quarterly in arrears in cash. For purposes of calculating the management fee, our stockholders' equity means: (a) the sum of (1) the net proceeds from all issuances of our equity securities since inception (allocated on a pro rata daily basis for such issuances during the fiscal quarter of any such issuance), plus (2) our retained earnings at the end of the most recently completed calendar quarter (without taking into account any non-cash equity compensation expense incurred in current or prior periods), less (b) any amount that we pay to repurchase our common stock since inception. It also excludes (1) any unrealized gains and losses and other non-cash items that have impacted stockholders' equity as reported in our financial statements prepared in accordance with GAAP, and (2) one-time events pursuant to changes in GAAP, and certain non-cash items not otherwise described above, in each case after discussions between our Manager and our independent directors and approval by a majority of our independent directors. As a result, our stockholders' equity, for purposes of calculating the management fee, could be greater or less than the amount of stockholders' equity shown in our consolidated financial statements.

For the years ended December 31, 2016, 2015 and 2014, approximately \$61.0 million, \$59.2 million and \$54.5 million, respectively, was incurred for base management fees. As of December 31, 2016 and 2015, there were \$15.7 million and \$15.2 million, respectively, of unpaid base management fees included in the related-party payable in our consolidated balance sheets.

*Incentive Fee.* Our Manager is entitled to be paid the incentive fee described below with respect to each calendar quarter if (1) our Core Earnings (as defined below) for the previous 12-month period exceeds an 8% threshold, and (2) our Core Earnings for the 12 most recently completed calendar quarters is greater than zero.

On December 4, 2014, our board of directors authorized an amendment to our Management Agreement to adjust the calculation of the incentive fee for the spin-off of SWAY (the “Amendment”). The Amendment provides that on and after January 31, 2014, the date of the SWAY spin-off, the computation of the weighted average issue price per share of the common stock shall be decreased to give effect to the book value per share on January 31, 2014 of the assets of SWAY, and the computation of the average number of shares of common stock outstanding shall be decreased by the weighted-average number of shares of SWAY distributed in the spin-off. The Amendment results in an increase to the incentive fee of \$18.0 million for the year ended December 31, 2014, which is recognized within management fee expense in our consolidated statement of operations.

After giving effect to the Amendment, the incentive fee is calculated as follows: an amount, not less than zero, equal to the difference between (1) the product of (x) 20% and (y) the difference between (i) our Core Earnings for the previous 12-month period, and (ii) the product of (A) the weighted average of the issue price per share of our common stock of all of our public offerings as decreased for the spin-off of SWAY multiplied by the weighted average number of all shares of common stock outstanding (including any RSUs, any RSAs and other shares of common stock underlying awards granted under our equity incentive plans) in such previous 12-month period as decreased for the spin-off of SWAY, and (B) 8%, and (2) the sum of any incentive fee paid to our Manager with respect to the first three calendar quarters of such previous 12-month period. One half of each quarterly installment of the incentive fee is payable in shares of our common stock so long as the ownership of such additional number of shares by our Manager would not violate the 9.8% stock ownership limit set forth in our charter, after giving effect to any waiver from such limit that our board of directors may grant in the future. The remainder of the incentive fee is payable in cash. The number of shares to be issued to our Manager is equal to the dollar amount of the portion of the quarterly installment of the incentive fee payable in shares divided by the average of the closing prices of our common stock on the NYSE for the five trading days prior to the date on which such quarterly installment is paid.

Core Earnings is a non-GAAP financial measure. We calculate Core Earnings as GAAP net income (loss) excluding non-cash equity compensation expense, the incentive fee, depreciation and amortization of real estate and associated intangibles, acquisition costs associated with successful acquisitions and any unrealized gains, losses or other non-cash items recorded in net income for the period, regardless of whether such items are included in OCI, or in net income. The amount is adjusted to exclude one-time events pursuant to changes in GAAP and certain other non-cash adjustments as determined by our Manager and approved by a majority of our independent directors.

For the years ended December 31, 2016, 2015 and 2014, approximately \$32.8 million, \$37.7 million and \$34.4 million, respectively, was incurred for incentive fees. As of December 31, 2016 and 2015, approximately \$19.0 million and \$21.8 million, respectively, of unpaid incentive fees were included in related-party payable in our consolidated balance sheets.

*Expense Reimbursement.* We are required to reimburse our Manager for operating expenses incurred by our Manager on our behalf. In addition, pursuant to the terms of the Management Agreement, we are required to reimburse our Manager for the cost of legal, tax, consulting, accounting and other similar services rendered for us by our Manager’s personnel provided that such costs are no greater than those that would be payable if the services were provided by an independent third party. The expense reimbursement is not subject to any dollar limitations but is subject to review by our independent directors. For the years ended December 31, 2016, 2015 and 2014, approximately \$5.6 million, \$7.0 million and \$8.1 million, respectively, was incurred for executive compensation and other reimbursable expenses and recognized within general and administrative expenses in our consolidated statements of operations. As of December 31, 2016 and 2015, approximately \$3.0 million and \$3.6 million, respectively, of unpaid reimbursable executive compensation and other expenses were included in related-party payable in our consolidated balance sheets.

*Equity Awards.* In certain instances, we issue RSAs to certain employees of affiliates of our Manager who perform services for us. For the years ended December 31, 2016, 2015 and 2014, we granted 169,104, 108,727 and 8,296 RSAs, respectively, at grant date fair values of \$3.3 million, \$2.6 million and \$0.2 million, respectively. Expenses related to the vesting of awards to employees of affiliates of our Manager were \$2.2 million, \$0.8 million and \$0.1 million, respectively, for the years ended December 31, 2016, 2015 and 2014 and are reflected in general and

administrative expenses in our consolidated statements of operations. These shares generally vest over a three-year period.

**Termination Fee.** We can terminate the Management Agreement without cause, as defined in the Management Agreement, with an affirmative two-thirds vote by our independent directors and 180 days written notice to our Manager. Upon termination without cause, our Manager is due a termination fee equal to three times the sum of the average annual base management fee and incentive fee earned by our Manager over the preceding eight calendar quarters. No termination fee is payable if our Manager is terminated for cause, as defined in the Management Agreement, which can be done at any time with 30 days written notice from our board of directors.

### ***Manager Equity Plan***

In May 2015, we granted 675,000 RSUs to our Manager under the Starwood Property Trust, Inc. Manager Equity Plan (“Manager Equity Plan”). In January 2014, we granted 2,489,281 RSUs to our Manager under the Manager Equity Plan. In connection with these grants and prior similar grants, we recognized share-based compensation expense of \$21.5 million, \$26.6 million and \$26.5 million within management fees in our consolidated statements of operations for the years ended December 31, 2016, 2015 and 2014, respectively. Refer to Note 17 herein for further discussion of these grants.

### ***Investments in Loans and Securities***

In June 2016, we co-originated a £75.0 million first mortgage for the development of a three-property mixed use portfolio located in Greater London with SEREF, an affiliate of our Manager. We originated £60.0 million of the loan and SEREF originated £15.0 million. The loan matures in June 2019.

In December 2013, we acquired a subordinate CMBS investment in a securitization issued by an affiliate of our Manager. The security was acquired for \$84.1 million and is secured by five regional malls in Ohio, California and Washington. In January 2016, we acquired an additional \$9.7 million of this subordinate CMBS investment.

In March 2015, we purchased a subordinate single-borrower CMBS from a third party for \$58.6 million which is secured by 85 U.S. hotel properties. The borrower is an affiliate of Starwood Distressed Opportunity Fund IX (“Fund IX”), an affiliate of our Manager.

In March 2015, we sold our entire interest, consisting of a \$35 million participation, in a subordinate loan (the “Mammoth Loan”) at par to Mammoth Mezz Holdings, LLC, an affiliate of our Manager. We purchased the Mammoth Loan in April 2011 from an independent third party and a syndicate of financial institutions and other entities acting as subordinate lenders to Mammoth Mountain Ski Area, LLC (“Mammoth”). Mammoth is a single purpose, bankruptcy remote entity that is owned and controlled by Starwood Global Opportunity Fund VII-A, L.P., Starwood Global Opportunity Fund VII-B, L.P., Starwood U.S. Opportunity Fund VII-D, L.P. and Starwood U.S. Opportunity Fund VII-D-2, L.P. (collectively, the “Sponsors”). Each of the Sponsors is indirectly wholly-owned by Starwood Capital Group Global I, LLC and an affiliate of our Chief Executive Officer.

In January 2015, a junior mezzanine loan, which we co-originated with SEREF and an unaffiliated third party in 2012, was restructured to reduce both our and SEREF’s participation interests and margin. Following the restructuring, we held a participation interest in the junior mezzanine loan of £18 million, which paid interest at three-month LIBOR plus 8.81%. Prior to the restructure, our participation interest was £30.0 million and carried an interest rate of three-month LIBOR plus 11.65%. The junior mezzanine loan paid off in full in October 2015.

In December 2014, we co-originated a £200 million first mortgage for the acquisition of a 17-story office tower located in London with SEREF and other private funds, all affiliates of our Manager. We originated £138.3 million of the loan, SEREF provided £45.0 million and the private funds provided £16.7 million. The first mortgage loan was paid off in full in April 2016.

In July 2014, we announced the co-origination of a £101.75 million first mortgage loan for the development of a 46-story residential tower and 18-story housing development containing a total of 366 private residential and affordable housing units located in London. We originated £86.75 million of the loan, and private funds managed by an affiliate of our Manager provided £15.0 million.

In July 2014, we co-originated a €99.0 million mortgage loan for the refinancing and refurbishment of a 239 key, full service hotel located in Amsterdam, Netherlands with SEREF and other private funds, both affiliates of our Manager. We originated €58.0 million of the loan, SEREF provided €25.0 million and the private funds provided €16.0 million. The first mortgage loan was paid off in full in July 2016.

In November 2013, we co-originated a GBP-denominated first mortgage loan with SEREF, which is secured by Centre Point, an iconic tower located in Central London, England. We funded £15 million of the initial £55 million funding and committed to future funding of £165 million. The A-Note bears interest at 8.55% fixed and the B-Note bears interest at three-month LIBOR plus 7.0%, unless the fixed rate option is elected. The loan was amended in December 2014, increasing the total commitment to £265.0 million and our future funding commitment to £195.0 million. The loan matures in December 2017.

In October 2013, we co-originated a GBP-denominated \$467.2 million first mortgage loan with SEREF that is secured by the Heron Tower in London, England. The facility was advanced in October 2013 in a single utilization, with SEREF taking \$29.2 million of the total advance. The first mortgage loan was paid off in full in April 2016.

In September 2013, we co-originated a EUR-denominated first mortgage loan with Starfin Lux S.a.r.l. (“Starfin”), an affiliate of our Manager. The loan had an initial funding of approximately \$102.3 million (\$53.8 million for us and \$48.5 million for Starfin), and future funding commitments totaling \$24.6 million, of which we committed to fund \$12.9 million and Starfin committed to fund \$11.7 million. The loan was secured by a portfolio of approximately 20 retail properties located throughout Finland. The first mortgage loan was paid off in full in April 2016.

In August 2013, we co-originated GBP-denominated first mortgage and mezzanine loans with Starfin. The loans were collateralized by a development of a 109 unit retirement community and a 30 key nursing home in Battersea Park, London, England. We and Starfin committed \$11.3 million and \$22.5 million, respectively, in aggregate for the two loans. The first mortgage and mezzanine loans were paid off in full in May 2016 and June 2016, respectively.

In April 2013, we purchased two B-Notes for \$146.7 million from entities substantially all of whose equity was owned by an affiliate of our Manager. The B-Notes are secured by two Class A office buildings located in Austin, Texas. On May 17, 2013, we sold senior participation interests in the B-Notes to a third party, generating \$95.0 million in aggregate proceeds. We retained the subordinated interests. In October 2015, we sold one of the subordinated interests in the B-Notes to a third party, generating \$29.2 million in aggregate proceeds.

In December 2012, we acquired 9,140,000 ordinary shares in SEREF, a debt fund that is externally managed by an affiliate of our Manager and is listed on the London Stock Exchange, for approximately \$14.7 million, which equated to approximately 4% ownership of SEREF. As of December 31, 2016, our shares represent an approximate 2% interest in SEREF. Refer to Note 6 for additional details.

In October 2012, we co-originated \$475.0 million in financing for the acquisition and redevelopment of a 10-story retail building located at 701 Seventh Avenue in the Times Square area of Manhattan through a joint venture with Fund IX, an affiliate of our Manager. In January 2014, we refinanced the initial financing with an \$815.0 million first mortgage and mezzanine financing to facilitate the further development of the property. Fund IX did not participate in the refinancing. As such, the joint venture distributed \$31.6 million to Fund IX for the liquidation of Fund IX’s interest in the joint venture. The first mortgage and mezzanine financing paid off in full in November 2016.



### ***Investment in Unconsolidated Entities***

In October 2014, we committed \$150 million for a 33% equity interest in four regional shopping malls (the “Retail Fund”), of which \$132.0 million was funded as of December 31, 2014. During the years ended December 31, 2016, 2015 and 2014, we recognized \$9.7 million, \$10.1 million and \$2.2 million of income from the Retail Fund, respectively, and received net distributions of \$7.2 million, \$17.1 million and \$4.7 million, respectively, which reduced our carrying value to \$125.0 million as of December 31, 2016. The Retail Fund was established for the purpose of acquiring and operating four leading regional shopping malls located in Florida, Michigan, North Carolina and Virginia. All leasing services and asset management functions for the properties are conducted by an affiliate of our Manager which specializes in redeveloping, managing and repositioning retail real estate assets. In addition, another affiliate of our Manager serves as general partner of the Retail Fund. In consideration for its services, the general partner will earn incentive distributions that are payable once we, along with the other limited partners, receive 100% of our capital and a preferred return of 8%.

In April 2013, in connection with our acquisition of LNR, we acquired 50% of a joint venture which owns equity in an online real estate company. An affiliate of ours, Fund IX, owns the remaining 50% of the venture.

### ***Acquisitions from Consolidated CMBS Trusts***

Our Investing and Servicing Segment acquires interests in properties for its REO Portfolio from CMBS trusts, some of which are consolidated as VIEs on our balance sheet. Acquisitions from consolidated VIEs are reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows. During the years ended December 31, 2016 and 2015, we acquired \$136.9 million and \$117.2 million, respectively, of net real estate assets from consolidated CMBS trusts for total purchase prices of \$128.1 million and \$117.2 million, respectively, and subsequently issued non-controlling interests of \$6.5 million and \$5.5 million, respectively. Also during the year ended December 31, 2016, a partnership in which we hold a 50% interest acquired a \$28.4 million real estate asset from a CMBS trust for a purchase price of \$19.0 million. Refer to Notes 3 and 8 for further discussion of these acquisitions.

Our Investing and Servicing Segment also acquires controlling interests in performing and non-performing commercial mortgage loans from CMBS trusts, some of which are consolidated as VIEs on our balance sheet. Acquisitions from consolidated VIEs are reflected as repayment of debt of consolidated VIEs in our consolidated statements of cash flows. During the year ended December 31, 2016, we acquired \$36.6 million and \$8.2 million of performing and non-performing loans, respectively, from consolidated CMBS trusts. During the year ended December 31, 2015, we acquired \$14.5 million of non-performing loans from consolidated CMBS trusts. There were no performing loans acquired during the year ended December 31, 2015.

### ***Other Related-Party Arrangements***

During the year ended December 31, 2016, we established a co-investment fund which provides key personnel with the opportunity to invest in certain properties included in our REO Portfolio. These personnel include certain of our employees as well as employees of affiliates of our Manager (collectively, “Fund Participants”). The fund carries an aggregate commitment of \$15.0 million and owns a 10% equity interest in REO Portfolio properties acquired subsequent to January 1, 2015. As of December 31, 2016, Fund Participants have funded \$4.9 million of the capital commitment and it is our current expectation that there will be no additional funding of the commitment. The capital contributed by Fund Participants is reflected on our consolidated balance sheet as non-controlling interests in consolidated subsidiaries. In an effort to retain key personnel, the fund provides for disproportionate distributions which allows Fund Participants to earn an incremental 60% on all operating cash flows attributable to their capital account, net of a 5% preferred return to us as general partner of the fund. Amounts earned by Fund Participants pursuant to this waterfall are reflected within net income attributable to non-controlling interests in our consolidated statement of operations. During the year ended December 31, 2016, the non-controlling interests related to this fund recognized income of \$0.8 million.

## 17. Stockholders' Equity

The Company's authorized capital stock consists of 100,000,000 shares of preferred stock, \$0.01 par value per share, and 500,000,000 shares of common stock, \$0.01 par value per share.

We issued common stock in public offerings as follows during the years ended December 31, 2016, 2015 and 2014:

<u>Issuance date</u>	<u>Shares issued (in thousands)</u>	<u>Price per share</u>	<u>Proceeds (in thousands)</u>
12/9/16 .....	20,470	\$ 21.93	\$ 448,825
4/20/15 .....	13,800	23.63	326,142
4/11/14 .....	25,300	22.32	564,695

In May 2014, we established the Starwood Property Trust, Inc. Dividend Reinvestment and Direct Stock Purchase Plan (the "DRIP Plan"), which provides stockholders with a means of purchasing additional shares of our common stock by reinvesting the cash dividends paid on our common stock and by making additional optional cash purchases. Shares of our common stock purchased under the DRIP Plan will either be issued directly by the Company or purchased in the open market by the plan administrator. The Company may issue up to 11 million shares of common stock under the DRIP Plan. During the years ended December 31, 2016, 2015 and 2014, shares issued under the DRIP Plan were not material.

In May 2014, we entered into an amended and restated At-The-Market Equity Offering Sales Agreement (the "ATM Agreement") with Merrill Lynch, Pierce, Fenner & Smith Incorporated to sell shares of the Company's common stock of up to \$500.0 million from time to time, through an "at the market" equity offering program. Sales of shares under the ATM Agreement are made by means of ordinary brokers' transactions on the NYSE or otherwise at market prices prevailing at the time of sale or at negotiated prices. During the years ended December 31, 2016 and 2015, there were no shares issued under the ATM Agreement. During the year ended December 31, 2014, we issued 1.5 million shares under the ATM Agreement for gross proceeds of \$36.2 million.

In September 2014, our board of directors authorized and announced the repurchase of up to \$250 million of our outstanding common stock over a period of one year. Subsequent amendments to the repurchase program approved by our board of directors in December 2014, June 2015 and January 2016 resulted in the program being (i) amended to increase maximum repurchases to \$500.0 million, (ii) expanded to allow for the repurchase of our outstanding Convertible Notes under the program and (iii) extended through January 2017. Purchases made pursuant to the program are made in either the open market or in privately negotiated transactions from time to time as permitted by federal securities laws and other legal requirements. The timing, manner, price and amount of any repurchases are discretionary and are subject to economic and market conditions, stock price, applicable legal requirements and other factors. The program may be suspended or discontinued at any time. Refer to Note 25 for a discussion of subsequent events associated with our repurchase program.

During the year ended December 31, 2016, we repurchased \$19.4 million aggregate principal amount of our 2017 Notes for \$19.9 million (refer to Note 11). Also during the year ended December 31, 2016, we repurchased 1,052,889 shares of common stock for \$19.7 million under the repurchase program. During the year ended December 31, 2015, we repurchased \$118.6 million aggregate principal amount of our 2019 Notes for \$136.3 million. Also during the year ended December 31, 2015, we repurchased 2,340,246 shares of common stock for \$48.7 million under the repurchase program. During the year ended December 31, 2014, we repurchased 587,900 shares of common stock for \$13.0 million and no Convertible Notes under the repurchase program. As of December 31, 2016, we had \$262.2 million of remaining capacity to repurchase common stock and/or Convertible Notes under the repurchase program.

Underwriting and offering costs for the years ended December 31, 2016, 2015 and 2014 were \$0.8 million, \$0.9 million and \$1.5 million, respectively, and are reflected as a reduction of additional paid in capital in the consolidated statements of equity.

Our board of directors declared the following dividends in 2016, 2015 and 2014:

<u>Declaration Date</u>	<u>Record Date</u>	<u>Ex-Dividend Date</u>	<u>Payment Date</u>	<u>Amount</u>	<u>Frequency</u>
11/2/16 .....	12/30/16	12/28/16	1/13/17	\$ 0.48	Quarterly
8/4/16 .....	9/30/16	9/28/16	10/17/16	0.48	Quarterly
5/9/16 .....	6/30/16	6/28/16	7/15/16	0.48	Quarterly
2/25/16 .....	3/31/16	3/29/16	4/15/16	0.48	Quarterly
11/5/15 .....	12/31/15	12/29/15	1/15/16	0.48	Quarterly
8/4/15 .....	9/30/15	9/28/15	10/15/15	0.48	Quarterly
5/5/15 .....	6/30/15	6/26/15	7/15/15	0.48	Quarterly
2/25/15 .....	3/31/15	3/27/15	4/15/15	0.48	Quarterly
11/5/14 .....	12/31/14	12/29/14	1/15/15	0.48	Quarterly
8/6/14 .....	9/30/14	9/26/14	10/15/14	0.48	Quarterly
5/6/14 .....	6/30/14	6/26/14	7/15/14	0.48	Quarterly
2/24/14 .....	3/31/14	3/27/14	4/15/14	0.48	Quarterly

### ***Equity Incentive Plans***

The Company currently maintains the Manager Equity Plan, which provides for the grant of stock options, stock appreciation rights, RSAs, RSUs and other equity-based awards, including dividend equivalents, to our Manager. The Company also maintains the Starwood Property Trust, Inc. Equity Plan (the “Equity Plan”), which provides for the same types of equity-based awards to individuals who provide services to the Company, including employees of our Manager. As of December 31, 2016, the maximum number of shares that may be made subject to awards granted under either the Manager Equity Plan or the Equity Plan, determined on a combined basis, was 2,262,760 shares.

The Company also maintains the Starwood Property Trust, Inc. Non-Executive Director Stock Plan (“Non-Executive Director Stock Plan”), which provides for the issuance of restricted stock, RSUs and other equity-based awards to non-executive directors. The 100,000 previously authorized shares of common stock have all been issued and there are zero shares available for issuance as of December 31, 2016. During the year ended December 31, 2016, 2,572 shares of RSUs were contingently issued to non-executive directors, with such awards expressly conditioned on approval of an increase in shares under the Non-Executive Director Stock Plan.

To date, we have only granted RSAs and RSUs under the three equity incentive plans. The holders of awards of RSAs or RSUs are entitled to receive dividends or “distribution equivalents,” which generally will be payable at such time dividends are paid on our outstanding shares of common stock.

The table below summarizes our share awards granted or vested under the Manager Equity Plan during the years ended December 31, 2016, 2015 and 2014 (dollar amounts in thousands):

<u>Grant Date</u>	<u>Type</u>	<u>Amount Granted</u>	<u>Grant Date Fair Value</u>	<u>Vesting Period</u>
May 2015 .....	RSU	675,000	\$ 16,511	3 years
January 2014 .....	RSU	489,281	14,776	3 years
January 2014 .....	RSU	2,000,000	55,420	3 years
October 2012 .....	RSU	875,000	19,854	3 years

During the years ended December 31, 2016, 2015 and 2014, we granted 389,237, 576,408 and 162,458 RSAs, respectively, under the Equity Plan to a select group of eligible participants which includes our employees and employees of our Manager who perform services for us. We also granted 47,463 RSUs during the year ended December 31, 2016. The awards were granted based on the market price of the Company’s common stock on the respective grant date and vest over a three-year period. Expenses related to the vesting of these awards are reflected in general and administrative expenses in our consolidated statements of operations. No RSUs were granted during the years ended December 31, 2015 and 2014.

The following shares of common stock were issued, without restriction, to our Manager as part of the incentive compensation due under the Management Agreement:

<b>Timing of Issuance</b>	<b>Shares of Common Stock Issued</b>	<b>Price per share</b>
November 2016 .....	144,093	\$ 22.06
August 2016 .....	65,211	21.99
May 2016 .....	117,083	19.64
March 2016 .....	606,166	18.02
November 2015 .....	126,154	20.22
August 2015 .....	95,696	21.82
May 2015 .....	136,261	24.17
March 2015 .....	387,299	24.39
November 2014 .....	92,865	22.97
August 2014 .....	86,328	23.49
May 2014 .....	152,316	23.99
March 2014 .....	138,288	23.92

The following table summarizes our share-based compensation expenses during the years ended December 31, 2016, 2015 and 2014 (in thousands):

	<b>For the year ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Management fees:			
Manager incentive fee .....	\$ 16,423	\$ 18,859	\$ 17,258
Manager Equity Plan .....	21,484	26,625	26,498
	<u>37,907</u>	<u>45,484</u>	<u>43,756</u>
General and administrative:			
Non-Executive Director Stock Plan .....	435	360	294
Equity Plan .....	10,728	5,161	1,830
	<u>11,163</u>	<u>5,521</u>	<u>2,124</u>
Income tax effect .....	—	—	—
Total share-based compensation expense .....	<u>\$ 49,070</u>	<u>\$ 51,005</u>	<u>\$ 45,880</u>

***Schedule of Non-Vested Shares and Share Equivalents***

	<b>Non-Executive Director Stock Plan</b>	<b>Equity Plan</b>	<b>Manager Equity Plan</b>	<b>Total</b>	<b>Weighted Average Grant Date Fair Value (per share)</b>
Balance as of January 1, 2016 .....	16,988	548,378	1,302,850	1,868,216	\$ 25.84
Granted .....	21,564	436,700	—	458,264	19.13
Vested .....	(20,764)	(410,905)	(1,021,600)	(1,453,269)	25.81
Forfeited .....	—	(52,837)	—	(52,837)	22.63
Balance as of December 31, 2016 .....	<u>17,788</u>	<u>521,336</u>	<u>281,250</u>	<u>820,374</u>	22.34

The weighted average grant date fair value per share of grants during the years ended December 31, 2016, 2015 and 2014 was \$19.13, \$24.20 and \$27.91, respectively.

***Vesting Schedule***

	<b>Non-Executive Director Stock Plan</b>	<b>Equity Plan</b>	<b>Manager Equity Plan</b>	<b>Total</b>
2017 .....	17,788	314,111	225,000	556,899
2018 .....	—	131,914	56,250	188,164
2019 .....	—	75,311	—	75,311
Total .....	<u>17,788</u>	<u>521,336</u>	<u>281,250</u>	<u>820,374</u>

As of December 31, 2016, there was approximately \$13.2 million of total unrecognized compensation costs related to unvested share-based compensation arrangements which are expected to be recognized over a weighted average period of 0.9 years. The total fair value of shares vested during the years ended December 31, 2016, 2015 and 2014 were \$30.2 million, \$28.3 million and \$28.6 million, respectively, as of the respective vesting dates.

## 18. Earnings per Share

The following table provides a reconciliation of net income from continuing operations and the number of shares of common stock used in the computation of basic EPS and diluted EPS (amounts in thousands, except per share amounts):

	<b>For the Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Basic Earnings</b>			
<b>Continuing Operations:</b>			
Income from continuing operations attributable to STWD common stockholders . .	\$ 365,186	\$ 450,697	\$ 496,572
Less: Income attributable to participating shares . . . . .	(2,053)	(3,434)	(5,579)
Basic — Income from continuing operations . . . . .	<u>\$ 363,133</u>	<u>\$ 447,263</u>	<u>\$ 490,993</u>
<b>Discontinued Operations:</b>			
Loss from discontinued operations . . . . .	\$ —	\$ —	\$ (1,551)
Basic — Net income attributable to STWD common stockholders after allocation to participating shares . . . . .	<u>\$ 363,133</u>	<u>\$ 447,263</u>	<u>\$ 489,442</u>
<b>Diluted Earnings</b>			
<b>Continuing Operations:</b>			
Basic — Income from continuing operations attributable to STWD common stockholders . . . . .	\$ 365,186	\$ 450,697	\$ 496,572
Less: Income attributable to participating shares . . . . .	(2,053)	(3,434)	(5,579)
Add: Undistributed earnings to participating shares . . . . .	—	—	918
Less: Undistributed earnings reallocated to participating shares . . . . .	—	—	(902)
Diluted — Income from continuing operations . . . . .	<u>\$ 363,133</u>	<u>\$ 447,263</u>	<u>\$ 491,009</u>
<b>Discontinued Operations:</b>			
Basic — Loss from discontinued operations . . . . .	\$ —	\$ —	\$ (1,551)
Diluted — Net income attributable to STWD common stockholders after allocation to participating shares . . . . .	<u>\$ 363,133</u>	<u>\$ 447,263</u>	<u>\$ 489,458</u>
<b>Number of Shares:</b>			
Basic — Average shares outstanding . . . . .	238,529	233,419	214,945
Effect of dilutive securities — Convertible Notes . . . . .	2,697	97	3,432
Effect of dilutive securities — Contingently issuable shares . . . . .	473	524	404
Effect of dilutive securities — Unvested non-participating shares . . . . .	95	102	—
Diluted — Average shares outstanding . . . . .	<u>241,794</u>	<u>234,142</u>	<u>218,781</u>
<b>Earnings Per Share Attributable to STWD Common Stockholders:</b>			
<b>Basic:</b>			
Income from continuing operations . . . . .	\$ 1.52	\$ 1.92	\$ 2.29
Loss from discontinued operations . . . . .	—	—	(0.01)
Net income . . . . .	<u>\$ 1.52</u>	<u>\$ 1.92</u>	<u>\$ 2.28</u>
<b>Diluted:</b>			
Income from continuing operations . . . . .	\$ 1.50	\$ 1.91	\$ 2.25
Loss from discontinued operations . . . . .	—	—	(0.01)
Net income . . . . .	<u>\$ 1.50</u>	<u>\$ 1.91</u>	<u>\$ 2.24</u>

As of December 31, 2016, 2015 and 2014, participating shares of 0.6 million, 1.5 million and 2.0 million, respectively, were excluded from the computation of diluted shares as their effect was already considered under the more dilutive two-class method used above.

Also as of December 31, 2016, there were 62.6 million potential shares of common stock contingently issuable upon the conversion of the Convertible Notes. The Company has asserted its intent and ability to settle the principal amount of the Convertible Notes in cash. As a result, this principal amount, representing 59.9 million shares at December 31, 2016, was not included in the computation of diluted EPS. However, as discussed in Note 11, the conversion options associated with the 2018 Notes and 2019 Notes are “in-the-money” as the if-converted values exceeded their principal amounts by \$22.7 million and \$33.1 million, respectively, at December 31, 2016. The dilutive effect to EPS is determined by dividing this “conversion spread value” by the average share price. The “conversion spread value” is the value that would be delivered to investors in shares based on the terms of the Convertible Notes, upon an assumed conversion. In calculating the dilutive effect of these shares, the treasury stock method was used and resulted in a dilution of 2.7 million shares for the year ended December 31, 2016. The conversion option associated with the 2017 Notes is “out-of-the-money” because the if-converted value was less than its principal amount by \$34.6 million at December 31, 2016; therefore, there was no dilutive effect to EPS for the 2017 Notes.

## 19. Accumulated Other Comprehensive Income

The changes in AOCI by component are as follows (in thousands):

	Effective Portion of Cumulative Loss on Cash Flow Hedges	Cumulative Unrealized Gain (Loss) on Available-for- Sale Securities	Foreign Currency Translation	Total
<b>Balance at January 1, 2014</b> .....	\$ (604)	\$ 66,566	\$ 9,487	\$ 75,449
OCI before reclassifications .....	(865)	3,683	(13,684)	(10,866)
Amounts reclassified from AOCI .....	1,372	(10,059)	—	(8,687)
Net period OCI .....	507	(6,376)	(13,684)	(19,553)
<b>Balance at December 31, 2014</b> .....	(97)	60,190	(4,197)	55,896
OCI before reclassifications .....	(709)	(17,487)	(9,285)	(27,481)
Amounts reclassified from AOCI .....	741	(5,396)	5,969	1,314
Net period OCI .....	32	(22,883)	(3,316)	(26,167)
<b>Balance at December 31, 2015</b> .....	(65)	37,307	(7,513)	29,729
OCI before reclassifications .....	(284)	7,622	(10,040)	(2,702)
Amounts reclassified from AOCI .....	323	—	8,788	9,111
Net period OCI .....	39	7,622	(1,252)	6,409
<b>Balance at December 31, 2016</b> .....	<u>\$ (26)</u>	<u>\$ 44,929</u>	<u>\$ (8,765)</u>	<u>\$ 36,138</u>

The reclassifications out of AOCI impacted the consolidated statements of operations for the years ended December 31, 2016, 2015 and 2014 as follows (amounts in thousands):

Details about AOCI Components	Amounts Reclassified from AOCI during the Year Ended December 31,			Affected Line Item in the Statements of Operations
	2016	2015	2014	
Losses on cash flow hedges:				
Interest rate contracts . . . . .	\$ (323)	\$ (741)	\$ (1,372)	Interest expense
Unrealized gains (losses) on available-for-sale securities:				
Interest realized upon collection . . . . .	—	5,396	—	Interest income from investment securities
Net realized gain on sale of investments . . . . .	—	—	10,148	Gain on sale of investments and other assets, net
OTTI . . . . .	—	—	(89)	OTTI
Total . . . . .	—	5,396	10,059	
Foreign currency translation:				
Foreign currency loss from European servicing and advisory business divestiture . . . . .	(8,788)	—	—	Gain on sale of investments and other assets, net
Foreign currency loss from CMBS redemption . . . . .	—	(5,969)	—	Foreign currency loss, net
Total . . . . .	(8,788)	(5,969)	—	
Total reclassifications for the period	<u>\$ (9,111)</u>	<u>\$ (1,314)</u>	<u>\$ 8,687</u>	

## 20. Fair Value

GAAP establishes a hierarchy of valuation techniques based on the observability of inputs utilized in measuring financial assets and liabilities at fair value. GAAP establishes market-based or observable inputs as the preferred source of values, followed by valuation models using management assumptions in the absence of market inputs. The three levels of the hierarchy are described below:

*Level I*—Inputs are unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.

*Level II*—Inputs (other than quoted prices included in Level I) are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument's anticipated life.

*Level III*—Inputs reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date. Consideration is given to the risk inherent in the valuation technique and the risk inherent in the inputs to the model.

## Valuation Process

We have valuation control processes in place to validate the fair value of the Company's financial assets and liabilities measured at fair value including those derived from pricing models. These control processes are designed to assure that the values used for financial reporting are based on observable inputs wherever possible. In the event that observable inputs are not available, the control processes are designed to assure that the valuation approach utilized is appropriate and consistently applied and the assumptions are reasonable.



*Pricing Verification*—We use recently executed transactions, other observable market data such as exchange data, broker/dealer quotes, third party pricing vendors and aggregation services for validating the fair values generated using valuation models. Pricing data provided by approved external sources is evaluated using a number of approaches; for example, by corroborating the external sources' prices to executed trades, analyzing the methodology and assumptions used by the external source to generate a price and/or by evaluating how active the third party pricing source (or originating sources used by the third party pricing source) is in the market.

*Unobservable Inputs*—Where inputs are not observable, we review the appropriateness of the proposed valuation methodology to ensure it is consistent with how a market participant would arrive at the unobservable input. The valuation methodologies utilized in the absence of observable inputs may include extrapolation techniques and the use of comparable observable inputs.

Any changes to the valuation methodology will be reviewed by our management to ensure the changes are appropriate. The methods used may produce a fair value calculation that is not indicative of net realizable value or reflective of future fair values. Furthermore, while we anticipate that our valuation methods are appropriate and consistent with other market participants, the use of different methodologies, or assumptions, to determine the fair value could result in a different estimate of fair value at the reporting date.

### ***Fair Value on a Recurring Basis***

We determine the fair value of our financial assets and liabilities measured at fair value on a recurring basis as follows:

#### *Loans held-for-sale*

We measure the fair value of our mortgage loans held-for-sale within the Investing and Servicing Segment's conduit platform using a discounted cash flow analysis unless observable market data (i.e., securitized pricing) is available. A discounted cash flow analysis requires management to make estimates regarding future interest rates and credit spreads. The most significant of these inputs relates to credit spreads and is unobservable. Thus, we have determined that the fair values of mortgage loans valued using a discounted cash flow analysis should be classified in Level III of the fair value hierarchy, while mortgage loans valued using securitized pricing should be classified in Level II of the fair value hierarchy. Mortgage loans classified in Level III are transferred to Level II if securitized pricing becomes available.

#### *RMBS*

RMBS are valued utilizing observable and unobservable market inputs. The observable market inputs include recent transactions, broker quotes and vendor prices ("market data"). However, given the implied price dispersion amongst the market data, the fair value determination for RMBS has also utilized significant unobservable inputs in discounted cash flow models including prepayments, default and severity estimates based on the recent performance of the collateral, the underlying collateral characteristics, industry trends, as well as expectations of macroeconomic events (e.g., housing price curves, interest rate curves, etc.). At each measurement date, we consider both the observable and unobservable valuation inputs in the determination of fair value. However, given the significance of the unobservable inputs these securities have been classified within Level III.

#### *CMBS*

CMBS are valued utilizing both observable and unobservable market inputs. These factors include projected future cash flows, ratings, subordination levels, vintage, remaining lives, credit issues, recent trades of similar securities and the spreads used in the prior valuation. We obtain current market spread information where available and use this information in evaluating and validating the market price of all CMBS. Depending upon the significance of the fair value inputs used in determining these fair values, these securities are classified in either Level II or Level III of the fair value hierarchy. CMBS may shift between Level II and Level III of the fair value hierarchy if the significant fair value inputs used to price the CMBS become or cease to be observable.

### *Equity security*

The equity security is publicly registered and traded in the United States and its market price is listed on the London Stock Exchange. The security has been classified within Level I.

### *Domestic servicing rights*

The fair value of this intangible is determined using discounted cash flow modeling techniques which require management to make estimates regarding future net servicing cash flows, including forecasted loan defeasance, control migration, delinquency and anticipated maturity defaults which are calculated assuming a debt yield at which default occurs. Since the most significant of these inputs are unobservable, we have determined that the fair values of this intangible in its entirety should be classified in Level III of the fair value hierarchy.

### *Derivatives*

The valuation of derivative contracts are determined using widely accepted valuation techniques including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market based inputs, including interest rate curves, spot and market forward points and implied volatilities. The fair values of interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments and the discounted expected variable cash receipts. The variable cash receipts are based on an expectation of future interest rates (forward curves) derived from observable market interest rate curves.

We incorporate credit valuation adjustments to appropriately reflect both our own nonperformance risk and the respective counterparty's nonperformance risk in the fair value measurements. In adjusting the fair value of our derivative contracts for the effect of nonperformance risk, we have considered the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, mutual puts, and guarantees.

Although we have determined that the majority of the inputs used to value our derivatives fall within Level II of the fair value hierarchy, the credit valuation adjustments associated with our derivatives utilize Level III inputs, such as estimates of current credit spreads to evaluate the likelihood of default by us and our counterparties. However, as of December 31, 2016 and 2015, we have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our derivative positions and have determined that the credit valuation adjustments are not as significant to the overall valuation of our derivatives. As a result, we have determined that our derivative valuations in their entirety are classified in Level II of the fair value hierarchy.

The valuation of over the counter ("OTC") derivatives are determined using discounted cash flows based on Overnight Index Swap ("OIS") rates. Fully collateralized trades are discounted using OIS with no additional economic adjustments to arrive at fair value. Uncollateralized or partially collateralized trades are also discounted at OIS, but include appropriate economic adjustments for funding costs (i.e., a LIBOR OIS basis adjustment to approximate uncollateralized cost of funds) and credit risk.

For credit index instruments, fair value is determined based on changes in the relevant indices from the date of initiation of the instrument to the reporting date, as these changes determine the amount of any future cash settlement between us and the counterparty. These indices are considered Level II inputs as they are directly observable. We have assessed the significance of the impact of the credit valuation adjustments on the overall valuation of our credit index instruments and have determined that any credit valuation adjustment would not be significant to the overall valuation as the counterparty to these contracts is a highly rated global financial institution. As a result, we have determined that credit index instruments are classified in Level II of the fair value hierarchy.

### *Liabilities of consolidated VIEs*

We utilize several inputs and factors in determining the fair value of VIE liabilities, including future cash flows, market transaction information, ratings, subordination levels, and current market spread and pricing information where available. Quoted market prices are used when this debt trades as an asset. Depending upon the significance of the fair value inputs used in determining these fair values, these liabilities are classified in either Level II or Level III of the fair value hierarchy. VIE liabilities may shift between Level II and Level III of the fair value hierarchy if the significant fair value inputs used to price the VIE liabilities become or cease to be observable.

### *Assets of consolidated VIEs*

The VIEs in which we invest are “static”; that is, no reinvestment is permitted, and there is no active management of the underlying assets. In determining the fair value of the assets of the VIE, we maximize the use of observable inputs over unobservable inputs. We also acknowledge that our principal market for selling CMBS assets is the securitization market where the market participant is considered to be a CMBS trust or a CDO. This methodology results in the fair value of the assets of a static CMBS trust being equal to the fair value of its liabilities. The individual assets of a VIE are inherently incapable of precise measurement given their illiquid nature and the limitations on available information related to these assets. Because our methodology for valuing these assets does not value the individual assets of a VIE, but rather uses the value of the VIE liabilities as an indicator of the fair value of VIE assets as a whole, we have determined that our valuations of VIE assets in their entirety should be classified in Level III of the fair value hierarchy.

### ***Fair Value Only Disclosed***

We determine the fair value of our financial instruments and assets where fair value is disclosed as follows:

#### *Loans held-for-investment and loans transferred as secured borrowings*

We estimate the fair values of our loans not carried at fair value on a recurring basis by discounting their expected cash flows at a rate we estimate would be demanded by the market participants that are most likely to buy our loans. The expected cash flows used are generally the same as those used to calculate our level yield income in the financial statements. Since these inputs are unobservable, we have determined that the fair value of these loans in their entirety would be classified in Level III of the fair value hierarchy.

#### *HTM securities*

We estimate the fair value of our mandatorily redeemable preferred equity interests in commercial real estate companies using the same methodology described for our loans held-for-investment. We estimate the fair value of our HTM CMBS using the same methodology described for our CMBS carried at fair value on a recurring basis.

#### *European servicing rights*

The fair value of this intangible was determined using discounted cash flow modeling techniques which require management to make estimates regarding future net servicing cash flows. Since the most significant of these inputs was unobservable, we have determined that the fair value of this intangible should be classified in Level III of the fair value hierarchy as of December 31, 2015.

#### *Secured financing agreements, 2021 Notes and secured borrowings on transferred loans*

The fair value of the secured financing agreements, 2021 Notes and secured borrowings on transferred loans are determined by discounting the contractual cash flows at the interest rate we estimate such arrangements would bear if executed in the current market. We have determined that our valuation of these instruments should be classified in Level III of the fair value hierarchy.

### Convertible Notes

The fair value of the debt component of our Convertible Notes is estimated by discounting the contractual cash flows at the interest rate we estimate such notes would bear if sold in the current market without the embedded conversion option which, in accordance with ASC 470, is reflected as a component of equity. We have determined that our valuation of our Convertible Notes should be classified in Level III of the fair value hierarchy.

### Fair Value Disclosures

The following tables present our financial assets and liabilities carried at fair value on a recurring basis in the consolidated balance sheets by their level in the fair value hierarchy as of December 31, 2016 and 2015 (amounts in thousands):

	December 31, 2016			
	Total	Level I	Level II	Level III
<b>Financial Assets:</b>				
Loans held-for-sale, fair value option	\$ 63,279	\$ —	\$ —	\$ 63,279
RMBS	253,915	—	—	253,915
CMBS	31,546	—	—	31,546
Equity security	12,177	12,177	—	—
Domestic servicing rights	55,082	—	—	55,082
Derivative assets	89,361	—	89,361	—
VIE assets	67,123,261	—	—	67,123,261
<b>Total</b>	<b>\$ 67,628,621</b>	<b>\$ 12,177</b>	<b>\$ 89,361</b>	<b>\$ 67,527,083</b>
<b>Financial Liabilities:</b>				
Derivative liabilities	\$ 3,904	\$ —	\$ 3,904	\$ —
VIE liabilities	66,130,592	—	63,545,223	2,585,369
<b>Total</b>	<b>\$ 66,134,496</b>	<b>\$ —</b>	<b>\$ 63,549,127</b>	<b>\$ 2,585,369</b>

	December 31, 2015			
	Total	Level I	Level II	Level III
<b>Financial Assets:</b>				
Loans held-for-sale, fair value option	\$ 203,865	\$ —	\$ —	\$ 203,865
RMBS	176,224	—	—	176,224
CMBS	212,981	—	—	212,981
Equity security	14,498	14,498	—	—
Domestic servicing rights	119,698	—	—	119,698
Derivative assets	45,091	—	45,091	—
VIE assets	76,675,689	—	—	76,675,689
<b>Total</b>	<b>\$ 77,448,046</b>	<b>\$ 14,498</b>	<b>\$ 45,091</b>	<b>\$ 77,388,457</b>
<b>Financial Liabilities:</b>				
Derivative liabilities	\$ 5,196	\$ —	\$ 5,196	\$ —
VIE liabilities	75,817,014	—	73,264,566	2,552,448
<b>Total</b>	<b>\$ 75,822,210</b>	<b>\$ —</b>	<b>\$ 73,269,762</b>	<b>\$ 2,552,448</b>

The changes in financial assets and liabilities classified as Level III are as follows for the years ended December 31, 2016 and 2015 (amounts in thousands):

	Loans Held-for-sale	RMBS	CMBS	Domestic Servicing Rights	VIE Assets	VIE Liabilities	Total
<b>January 1, 2015 balance</b>	\$ 391,620	\$ 207,053	\$ 334,080	\$ 132,303	\$ 107,816,065	\$ (4,893,120)	\$ 103,988,001
Total realized and unrealized gains (losses):							
Included in earnings:							
Change in fair value / gain on sale	64,320	—	(3,093)	(12,605)	(35,365,585)	3,980,376	(31,336,587)
Net accretion	—	20,625	—	—	—	—	20,625
Included in OCI	—	(16,210)	(2,363)	—	—	—	(18,573)
Purchases / Originations	1,848,879	—	14,653	—	—	—	1,863,532
Sales	(2,100,216)	—	(6,410)	—	—	—	(2,106,626)
Issuances	—	—	—	—	—	(9,132)	(9,132)
Cash repayments / receipts	(738)	(35,244)	(100,738)	—	—	304,816	168,096
Transfers into Level III	—	—	—	—	—	(2,920,033)	(2,920,033)
Transfers out of Level III	—	—	—	—	—	1,290,497	1,290,497
Consolidation of VIEs	—	—	(24,309)	—	12,050,421	(363,008)	11,663,104
Deconsolidation of VIEs	—	—	1,161	—	(7,825,212)	57,156	(7,766,895)
<b>December 31, 2015 balance</b>	<u>203,865</u>	<u>176,224</u>	<u>212,981</u>	<u>119,698</u>	<u>76,675,689</u>	<u>(2,552,448)</u>	<u>74,836,009</u>
Impact of ASU 2015-02 adoption (1)	—	—	—	(17,467)	17,467	—	—
Total realized and unrealized gains (losses):							
Included in earnings:							
Change in fair value / gain on sale	74,251	—	(1,421)	(47,149)	(25,141,786)	1,385,108	(23,730,997)
Net accretion	—	15,479	—	—	—	—	15,479
Included in OCI	—	7,622	—	—	—	—	7,622
Purchases / Originations	1,670,966	98,035	57,576	—	—	—	1,826,577
Sales	(1,884,380)	—	(18,725)	—	—	—	(1,903,105)
Issuances	—	—	—	—	—	(35,728)	(35,728)
Cash repayments / receipts	(1,423)	(43,445)	(58,435)	—	—	53,107	(50,196)
Transfers into Level III	—	—	—	—	—	(1,101,416)	(1,101,416)
Transfers out of Level III	—	—	—	—	—	268,915	268,915
Consolidation of VIEs	—	—	(162,745)	—	21,289,873	(648,352)	20,478,776
Deconsolidation of VIEs	—	—	2,315	—	(5,717,982)	45,445	(5,670,222)
<b>December 31, 2016 balance</b>	<u>\$ 63,279</u>	<u>\$ 253,915</u>	<u>\$ 31,546</u>	<u>\$ 55,082</u>	<u>\$ 67,123,261</u>	<u>\$ (2,585,369)</u>	<u>\$ 64,941,714</u>
Amount of total gains (losses) included in earnings attributable to assets still held at:							
December 31, 2015	\$ 155	\$ 15,131	\$ 3,134	\$ (12,605)	\$ (35,365,585)	\$ 3,980,376	\$ (31,379,394)
December 31, 2016	214	15,479	(1,205)	(47,149)	(25,141,786)	1,385,108	(23,789,339)

- (1) As discussed in Notes 2 and 15, our implementation of ASU 2015-02 resulted in the consolidation of certain CMBS trusts effective January 1, 2016, which required the elimination of \$17.5 million of domestic servicing rights associated with these newly consolidated trusts.

Amounts were transferred from Level II to Level III due to a decrease in the observable relevant market activity and amounts were transferred from Level III to Level II due to an increase in the observable relevant market activity.

The following table presents the fair values, all of which are classified in Level III of the fair value hierarchy, of our financial instruments not carried at fair value on the consolidated balance sheets (amounts in thousands):

	December 31, 2016		December 31, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets not carried at fair value:				
Loans held-for-investment and loans transferred as secured borrowings	\$ 5,882,995	\$ 5,934,219	\$ 6,059,652	\$ 6,125,881
HTM securities	509,980	504,165	321,244	315,255
European servicing rights	—	—	2,626	5,302
Financial liabilities not carried at fair value:				
Secured financing agreements and secured borrowings on transferred loans	\$ 4,189,126	\$ 4,198,136	\$ 4,068,699	\$ 4,092,264
Unsecured senior notes	2,011,544	2,088,374	1,323,795	1,331,979

The following is quantitative information about significant unobservable inputs in our Level III measurements for those assets and liabilities measured at fair value on a recurring basis (dollars in thousands):

	Carrying Value at December 31, 2016	Valuation Technique	Unobservable Input	Range as of December 31, (1)	
				2016	2015
Loans held-for-sale, fair value option	\$ 63,279	Discounted cash flow	Yield (b)	5.0% - 5.7%	4.8% - 5.3%
			Duration (c)	10.0 years	5.0 - 10.0 years
RMBS	253,915	Discounted cash flow	Constant prepayment rate (a)	2.8% - 17.0%	2.6% - 17.8%
			Constant default rate (b)	1.1% - 8.1%	1.0% - 8.9%
			Loss severity (b)	12% - 79% (e)	10% - 79% (e)
			Delinquency rate (c)	2% - 29%	2% - 29%
			Servicer advances (a)	23% - 94%	30% - 94%
			Annual coupon deterioration (b)	0% - 0.6%	0% - 0.5%
			Putback amount per projected total collateral loss (d)	0% - 15%	0% - 11%
CMBS	31,546	Discounted cash flow	Yield (b)	0% - 172.0%	0% - 435.8%
			Duration (c)	0 - 18.7 years	0 - 18.5 years
Domestic servicing rights	55,082	Discounted cash flow	Debt yield (a)	7.75%	8.25%
			Discount rate (b)	15%	15%
			Control migration (b)	0% - 80%	0% - 80%
VIE assets	67,123,261	Discounted cash flow	Yield (b)	0% - 960.4%	0% - 920.2%
			Duration (c)	0 - 12.0 years	0 - 17.5 years
VIE liabilities	2,585,369	Discounted cash flow	Yield (b)	0% - 960.4%	0% - 920.2%
			Duration (c)	0 - 12.0 years	0 - 17.5 years

(1) The ranges of significant unobservable inputs are represented in percentages and years.

#### Sensitivity of the Fair Value to Changes in the Unobservable Inputs

- Significant increase (decrease) in the unobservable input in isolation would result in a significantly higher (lower) fair value measurement.
- Significant increase (decrease) in the unobservable input in isolation would result in a significantly lower (higher) fair value measurement.
- Significant increase (decrease) in the unobservable input in isolation would result in either a significantly lower or higher (higher or lower) fair value measurement depending on the structural features of the security in question.
- Any delay in the putback recovery date leads to a decrease in fair value for the majority of securities in our RMBS portfolio.
- 57% and 76% of the portfolio falls within a range of 45% - 80% as of December 31, 2016 and 2015, respectively.

## 21. Income Taxes

Certain of our subsidiaries have elected to be treated as taxable REIT subsidiaries (“TRSs”). TRSs permit us to participate in certain activities from which REITs are generally precluded, as long as these activities meet specific criteria, are conducted within the parameters of certain limitations established by the Code, and are conducted in entities which elect to be treated as taxable subsidiaries under the Code. To the extent these criteria are met, we will continue to maintain our qualification as a REIT.

Our TRSs engage in various real estate related operations, including special servicing of commercial real estate, originating and securitizing commercial mortgage loans, and investing in entities which engage in real estate related operations. The majority of our TRSs are held within the Investing and Servicing Segment. As of December 31, 2016 and 2015, approximately \$634.4 million and \$858.5 million, respectively, of the Investing and Servicing Segment’s assets, including \$181.0 million and \$185.6 million in cash, respectively, were owned by TRS entities. Our TRSs are not consolidated for U.S. federal income tax purposes, but are instead taxed as corporations. For financial reporting purposes, a provision for current and deferred taxes is established for the portion of earnings recognized by us with respect to our interest in TRSs.

Our income tax provision consisted of the following for the years ended December 31, 2016, 2015 and 2014 (in thousands):

	<b>For the year ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Current			
Federal .....	\$ 8,878	\$ 15,095	\$ 28,677
Foreign .....	938	6,000	5,432
State .....	2,192	2,532	4,946
Total current .....	<u>12,008</u>	<u>23,627</u>	<u>39,055</u>
Deferred			
Federal .....	(2,655)	(3,799)	(9,975)
Foreign .....	(447)	(1,973)	(3,400)
State .....	(562)	(649)	(1,584)
Total deferred .....	<u>(3,664)</u>	<u>(6,421)</u>	<u>(14,959)</u>
Total income tax provision .....	<u>\$ 8,344</u>	<u>\$ 17,206</u>	<u>\$ 24,096</u>

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are presented net by tax jurisdiction and are reported in other assets and other liabilities, respectively. At December 31, 2016 and 2015, our U.S. tax jurisdiction was in a net deferred tax asset position. Our European tax jurisdiction was in a net deferred tax liability position at December 31, 2015. There were no deferred taxes in our

European tax jurisdiction at December 31, 2016. The following table presents each of these tax jurisdictions and the tax effects of temporary differences on their respective net deferred tax assets and liabilities (in thousands):

	December 31,	
	2016	2015
<b>U.S.</b>		
<b>Deferred tax asset, net</b>		
Reserves and accruals	\$ 6,103	\$ 11,659
Domestic intangible assets	24,450	17,734
Investment securities and loans	(2,355)	(2,416)
Investment in unconsolidated entities	948	(362)
Deferred income	292	423
Net operating and capital loss carryforwards	804	2,967
Valuation allowance	—	(2,967)
Other U.S. temporary differences	356	343
	<u>30,598</u>	<u>27,381</u>
<b>Europe</b>		
<b>Deferred tax liability, net</b>		
European servicing rights	—	(583)
Net operating and capital loss carryforwards	5,533	7,606
Valuation allowance	(5,533)	(7,606)
Other European temporary differences	—	(346)
	<u>—</u>	<u>(929)</u>
<b>Net deferred tax assets</b>	<u>\$ 30,598</u>	<u>\$ 26,452</u>

Unrecognized tax benefits were not material as of and during the years ended December 31, 2016 and 2015. The Company's tax returns are no longer subject to audit for years ended prior to January 1, 2013. The Company had pre-tax income from foreign operations of \$14.1 million, \$22.0 million and \$13.5 million during the years ended December 31, 2016, 2015 and 2014, respectively.

The following table is a reconciliation of our U.S. federal income tax determined using our statutory federal tax rate to our reported income tax provision for the years ended December 31, 2016, 2015 and 2014 (dollars in thousands):

	For the Year Ended December 31,					
	2016		2015		2014	
Federal statutory tax rate	\$ 131,598	35.0 %	\$ 164,286	35.0 %	\$ 183,622	35.0 %
REIT and other non-taxable income	(123,209)	(32.7)%	(148,514)	(31.6)%	(160,745)	(30.7)%
State income taxes	1,634	0.4 %	1,800	0.4 %	3,149	0.6 %
Federal benefit of state tax deduction	(572)	(0.2)%	(630)	(0.1)%	(1,102)	(0.2)%
Valuation allowance	(2,966)	(0.8)%	445	0.1 %	1,315	0.3 %
Other	1,859	0.5 %	(181)	(0.1)%	(2,143)	(0.4)%
Effective tax rate	<u>\$ 8,344</u>	<u>2.2 %</u>	<u>\$ 17,206</u>	<u>3.7 %</u>	<u>\$ 24,096</u>	<u>4.6 %</u>

During the year ended December 31, 2016, we merged two of our TRSs. In doing so, \$7.4 million of net operating loss carryforwards which were previously subject to a full valuation allowance became realizable. As a result, we reversed the valuation allowance, which caused a reduction of \$3.0 million to our income tax provision in our consolidated statement of operations for the year ended December 31, 2016.



The changes in the valuation allowance associated with our deferred tax assets are as follows for the years ended December 31, 2016 and 2015 (amounts in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
January 1 balance .....	\$ 10,573	\$ 11,200	\$ 11,750
Additions (releases) to income tax provision .....	(2,966)	445	1,315
Provision to return adjustments to deferred tax amounts .....	—	23	(822)
Foreign currency adjustments reflected in OCI .....	(417)	(770)	(1,086)
Release due to European servicing and advisory business divestiture .....	(1,585)	—	—
Other .....	(72)	(325)	43
December 31 balance .....	<u>\$ 5,533</u>	<u>\$ 10,573</u>	<u>\$ 11,200</u>

## 22. Commitments and Contingencies

As of December 31, 2016, we had future funding commitments on 47 loans totaling \$1.4 billion, of which we expect to fund \$1.1 billion. These future funding commitments primarily relate to construction projects, capital improvements, tenant improvements and leasing commissions. Generally, funding commitments are subject to certain conditions that must be met, such as customary construction draw certifications, minimum debt service coverage ratios or executions of new leases before advances are made to the borrower.

Future minimum rental payments for our corporate offices, sublease income from space subleased to other parties within our corporate offices and future minimum rental payments for ground leases of investment properties for each of the next five years and thereafter are as follows (in thousands):

	<u>Corporate Rents</u>	<u>Sublease Income</u>	<u>Ground Leases</u>
2017 .....	\$ 6,318	\$ 1,782	\$ 115
2018 .....	6,241	1,685	116
2019 .....	5,930	1,171	117
2020 .....	5,305	1,004	119
2021 .....	2,647	677	121
Thereafter .....	—	—	6,151
Total .....	<u>\$ 26,441</u>	<u>\$ 6,319</u>	<u>\$ 6,739</u>

Management is not aware of any other contractual obligations, legal proceedings or any other contingent obligations incurred in the normal course of business that would have a material adverse effect on our consolidated financial statements.

## 23. Segment and Geographic Data

In its operation of the business, management, including our chief operating decision maker, who is our Chief Executive Officer, reviews certain financial information, including segmented internal profit and loss statements prepared on a basis prior to the impact of consolidating securitization VIEs under ASC 810. The segment information within this note is reported on that basis.

The table below presents our results of operations for the year ended December 31, 2016 by business segment (amounts in thousands):

	Lending Segment	Investing and Servicing Segment	Property Segment	Corporate	Subtotal	Investing and Servicing VIEs	Total
<b>Revenues:</b>							
Interest income from loans . . . .	\$ 449,470	\$ 17,725	\$ —	\$ —	\$ 467,195	\$ —	\$ 467,195
Interest income from investment securities . . . . .	47,241	146,692	—	—	193,933	(123,085)	70,848
Servicing fees . . . . .	782	144,941	—	—	145,723	(56,767)	88,956
Rental income . . . . .	—	38,223	114,537	—	152,760	—	152,760
Other revenues . . . . .	242	5,255	62	—	5,559	(651)	4,908
<b>Total revenues</b> . . . . .	<b>497,735</b>	<b>352,836</b>	<b>114,599</b>	<b>—</b>	<b>965,170</b>	<b>(180,503)</b>	<b>784,667</b>
<b>Costs and expenses:</b>							
Management fees . . . . .	1,829	78	—	115,348	117,255	196	117,451
Interest expense . . . . .	88,000	15,983	22,009	105,267	231,259	(460)	230,799
General and administrative . . . .	18,517	121,140	3,338	9,243	152,238	703	152,941
Acquisition and investment pursuit costs . . . . .	1,665	2,520	7,886	1,391	13,462	—	13,462
Costs of rental operations . . . . .	—	17,638	47,463	—	65,101	—	65,101
Depreciation and amortization . .	—	16,117	50,669	—	66,786	—	66,786
Loan loss allowance, net . . . . .	3,759	—	—	—	3,759	—	3,759
Other expense . . . . .	—	100	—	—	100	—	100
<b>Total costs and expenses</b> . . . .	<b>113,770</b>	<b>173,576</b>	<b>131,365</b>	<b>231,249</b>	<b>649,960</b>	<b>439</b>	<b>650,399</b>
<b>Income (loss) before other income (loss), income taxes and non-controlling interests</b> . . . . .	<b>383,965</b>	<b>179,260</b>	<b>(16,766)</b>	<b>(231,249)</b>	<b>315,210</b>	<b>(180,942)</b>	<b>134,268</b>
<b>Other income (loss):</b>							
Change in net assets related to consolidated VIEs . . . . .	—	—	—	—	—	151,593	151,593
Change in fair value of servicing rights . . . . .	—	(43,258)	—	—	(43,258)	(3,891)	(47,149)
Change in fair value of investment securities, net . . . . .	20	(44,094)	—	—	(44,074)	42,673	(1,401)
Change in fair value of mortgage loans held-for-sale, net . . . . .	—	74,251	—	—	74,251	—	74,251
Earnings from unconsolidated entities . . . . .	3,447	8,937	9,736	—	22,120	(397)	21,723
Gain on sale of investments and other assets, net . . . . .	1,716	226	—	—	1,942	—	1,942
Gain (loss) on derivative financial instruments, net . . . . .	41,576	(4,318)	33,476	—	70,734	—	70,734
Foreign currency (loss) gain, net . .	(37,595)	3,661	(38)	5	(33,967)	—	(33,967)
OTTI . . . . .	—	(215)	(513)	—	(728)	—	(728)
Loss on extinguishment of debt . . .	—	—	—	(8,781)	(8,781)	—	(8,781)
Other income, net . . . . .	—	8,959	9,102	4,271	22,332	(8,822)	13,510
<b>Total other income (loss)</b> . . . .	<b>9,164</b>	<b>4,149</b>	<b>51,763</b>	<b>(4,505)</b>	<b>60,571</b>	<b>181,156</b>	<b>241,727</b>
<b>Income (loss) before income taxes</b> . . . . .	<b>393,129</b>	<b>183,409</b>	<b>34,997</b>	<b>(235,754)</b>	<b>375,781</b>	<b>214</b>	<b>375,995</b>
Income tax benefit (provision) . . . .	1,610	(9,954)	—	—	(8,344)	—	(8,344)
<b>Net income (loss)</b> . . . . .	<b>394,739</b>	<b>173,455</b>	<b>34,997</b>	<b>(235,754)</b>	<b>367,437</b>	<b>214</b>	<b>367,651</b>
Net income attributable to non-controlling interests . . . . .	(1,398)	(853)	—	—	(2,251)	(214)	(2,465)
<b>Net income (loss) attributable to Starwood Property Trust, Inc.</b> . . . . .	<b>\$ 393,341</b>	<b>\$ 172,602</b>	<b>\$ 34,997</b>	<b>\$ (235,754)</b>	<b>\$ 365,186</b>	<b>\$ —</b>	<b>\$ 365,186</b>

The table below presents our results of operations for the year ended December 31, 2015 by business segment (amounts in thousands):

	Lending Segment	Investing and Servicing Segment	Property Segment	Corporate	Subtotal	Investing and Servicing VIEs	Total
<b>Revenues:</b>							
Interest income from loans . . . .	\$ 460,365	\$ 17,566	\$ —	\$ —	\$ 477,931	\$ —	\$ 477,931
Interest income from investment securities . . . . .	68,059	156,365	—	—	224,424	(130,759)	93,665
Servicing fees . . . . .	428	215,770	—	—	216,198	(99,130)	117,068
Rental income . . . . .	—	11,177	25,445	—	36,622	—	36,622
Other revenues . . . . .	597	10,928	—	—	11,525	(934)	10,591
<b>Total revenues . . . . .</b>	<b>529,449</b>	<b>411,806</b>	<b>25,445</b>	<b>—</b>	<b>966,700</b>	<b>(230,823)</b>	<b>735,877</b>
<b>Costs and expenses:</b>							
Management fees . . . . .	901	72	—	123,532	124,505	228	124,733
Interest expense . . . . .	81,676	10,386	5,584	104,904	202,550	—	202,550
General and administrative . . . .	21,685	123,746	1,205	7,275	153,911	717	154,628
Acquisition and investment pursuit costs . . . . .	2,065	2,375	8,951	38	13,429	—	13,429
Costs of rental operations . . . . .	—	6,121	5,421	—	11,542	—	11,542
Depreciation and amortization . .	—	13,972	15,038	—	29,010	—	29,010
Loan loss allowance, net . . . . .	(2)	—	—	—	(2)	—	(2)
Other expense . . . . .	6	383	—	—	389	—	389
<b>Total costs and expenses . . . .</b>	<b>106,331</b>	<b>157,055</b>	<b>36,199</b>	<b>235,749</b>	<b>535,334</b>	<b>945</b>	<b>536,279</b>
<b>Income (loss) before other income (loss), income taxes and non-controlling interests . . . . .</b>	<b>423,118</b>	<b>254,751</b>	<b>(10,754)</b>	<b>(235,749)</b>	<b>431,366</b>	<b>(231,768)</b>	<b>199,598</b>
<b>Other income (loss):</b>							
Change in net assets related to consolidated VIEs . . . . .	—	—	—	—	—	185,490	185,490
Change in fair value of servicing rights . . . . .	—	(46,831)	—	—	(46,831)	34,226	(12,605)
Change in fair value of investment securities, net . . . . .	209	(9,952)	—	—	(9,743)	12,827	3,084
Change in fair value of mortgage loans held-for-sale, net . . . . .	—	64,320	—	—	64,320	—	64,320
Earnings from unconsolidated entities . . . . .	4,045	13,042	10,090	—	27,177	(503)	26,674
Gain on sale of investments and other assets, net . . . . .	4,839	17,825	—	—	22,664	—	22,664
Gain (loss) on derivative financial instruments, net . . . . .	30,764	(14,226)	5,060	—	21,598	—	21,598
Foreign currency (loss) gain, net . .	(36,956)	(296)	31	—	(37,221)	—	(37,221)
Loss on extinguishment of debt . . .	—	—	—	(5,921)	(5,921)	—	(5,921)
Other income, net . . . . .	—	161	1,530	17	1,708	—	1,708
<b>Total other income (loss) . . . .</b>	<b>2,901</b>	<b>24,043</b>	<b>16,711</b>	<b>(5,904)</b>	<b>37,751</b>	<b>232,040</b>	<b>269,791</b>
<b>Income (loss) before income taxes</b>	<b>426,019</b>	<b>278,794</b>	<b>5,957</b>	<b>(241,653)</b>	<b>469,117</b>	<b>272</b>	<b>469,389</b>
Income tax provision . . . . .	(242)	(16,964)	—	—	(17,206)	—	(17,206)
<b>Net income (loss) . . . . .</b>	<b>425,777</b>	<b>261,830</b>	<b>5,957</b>	<b>(241,653)</b>	<b>451,911</b>	<b>272</b>	<b>452,183</b>
Net (income) loss attributable to non-controlling interests . . . .	(1,389)	175	—	—	(1,214)	(272)	(1,486)
<b>Net income (loss) attributable to Starwood Property Trust, Inc. . . . .</b>	<b>\$ 424,388</b>	<b>\$ 262,005</b>	<b>\$ 5,957</b>	<b>\$ (241,653)</b>	<b>\$ 450,697</b>	<b>\$ —</b>	<b>\$ 450,697</b>

The table below presents our results of operations for the year ended December 31, 2014 by business segment (amounts in thousands):

	<b>Lending Segment</b>	<b>Investing and Servicing Segment</b>	<b>Property Segment</b>	<b>Corporate</b>	<b>Single Family Residential</b>	<b>Subtotal</b>	<b>Investing and Servicing VIEs</b>	<b>Total</b>
<b>Revenues:</b>								
Interest income from loans . . .	\$ 420,683	\$ 13,979	\$ —	\$ —	\$ —	\$ 434,662	\$ —	\$ 434,662
Interest income from investment securities . . . .	68,348	109,819	—	—	—	178,167	(66,151)	112,016
Servicing fees . . . . .	330	227,145	—	—	—	227,475	(91,910)	135,565
Rental income . . . . .	—	9,831	—	—	—	9,831	—	9,831
Other revenues . . . . .	406	11,619	—	—	—	12,025	(1,224)	10,801
<b>Total revenues . . . . .</b>	<b>489,767</b>	<b>372,393</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>862,160</b>	<b>(159,285)</b>	<b>702,875</b>
<b>Costs and expenses:</b>								
Management fees . . . . .	2,079	72	—	115,411	—	117,562	170	117,732
Interest expense . . . . .	65,913	4,781	—	90,410	—	161,104	—	161,104
General and administrative . .	21,551	141,500	—	5,887	—	168,938	723	169,661
Acquisition and investment pursuit costs . . . . .	2,023	1,206	—	452	—	3,681	—	3,681
Costs of rental operations . . .	—	5,938	—	—	—	5,938	—	5,938
Depreciation and amortization . . . . .	—	16,627	—	—	—	16,627	—	16,627
Loan loss allowance, net . . .	2,047	—	—	—	—	2,047	—	2,047
Other expense . . . . .	52	7,167	—	—	—	7,219	—	7,219
<b>Total costs and expenses . . .</b>	<b>93,665</b>	<b>177,291</b>	<b>—</b>	<b>212,160</b>	<b>—</b>	<b>483,116</b>	<b>893</b>	<b>484,009</b>
<b>Income (loss) before other income, income taxes and non- controlling interests . . . . .</b>	<b>396,102</b>	<b>195,102</b>	<b>—</b>	<b>(212,160)</b>	<b>—</b>	<b>379,044</b>	<b>(160,178)</b>	<b>218,866</b>
<b>Other income:</b>								
Change in net assets related to consolidated VIEs . . . . .	—	—	—	—	—	—	212,506	212,506
Change in fair value of servicing rights . . . . .	—	(53,065)	—	—	—	(53,065)	36,278	(16,787)
Change in fair value of investment securities, net . . . .	822	97,723	—	—	—	98,545	(83,468)	15,077
Change in fair value of mortgage loans held-for-sale, net . . . . .	—	70,420	—	—	—	70,420	—	70,420
Earnings from unconsolidated entities . . . . .	7,484	13,610	2,176	—	—	23,270	(3,338)	19,932
Gain on sale of investments and other assets, net . . . . .	12,886	—	—	—	—	12,886	—	12,886
Gain (loss) on derivative financial instruments, net . . . . .	30,713	(10,262)	—	—	—	20,451	—	20,451
Foreign currency loss, net . . . .	(29,139)	(803)	—	—	—	(29,942)	—	(29,942)
OTTI . . . . .	(259)	(797)	—	—	—	(1,056)	—	(1,056)
Other (loss) income, net . . . . .	(327)	4,159	—	—	—	3,832	—	3,832
<b>Total other income . . . . .</b>	<b>22,180</b>	<b>120,985</b>	<b>2,176</b>	<b>—</b>	<b>—</b>	<b>145,341</b>	<b>161,978</b>	<b>307,319</b>
<b>Income (loss) from continuing operations before income taxes . . . . .</b>	<b>418,282</b>	<b>316,087</b>	<b>2,176</b>	<b>(212,160)</b>	<b>—</b>	<b>524,385</b>	<b>1,800</b>	<b>526,185</b>
Income tax provision . . . . .	(1,476)	(22,620)	—	—	—	(24,096)	—	(24,096)
<b>Income (loss) from continuing operations . . . . .</b>	<b>416,806</b>	<b>293,467</b>	<b>2,176</b>	<b>(212,160)</b>	<b>—</b>	<b>500,289</b>	<b>1,800</b>	<b>502,089</b>
Loss from discontinued operations, net of tax . . . . .	—	—	—	—	(1,551)	(1,551)	—	(1,551)
<b>Net income (loss) . . . . .</b>	<b>416,806</b>	<b>293,467</b>	<b>2,176</b>	<b>(212,160)</b>	<b>(1,551)</b>	<b>498,738</b>	<b>1,800</b>	<b>500,538</b>
Net income attributable to non-controlling interests . . . .	(3,717)	—	—	—	—	(3,717)	(1,800)	(5,517)
<b>Net income (loss) attributable to Starwood Property Trust, Inc. . . . .</b>	<b>\$ 413,089</b>	<b>\$ 293,467</b>	<b>\$ 2,176</b>	<b>\$ (212,160)</b>	<b>\$ (1,551)</b>	<b>\$ 495,021</b>	<b>\$ —</b>	<b>\$ 495,021</b>

The table below presents our consolidated balance sheet as of December 31, 2016 by business segment (amounts in thousands):

	Lending Segment	Investing and Servicing Segment	Property Segment	Corporate	Subtotal	Investing and Servicing VIEs	Total
<b>Assets:</b>							
Cash and cash equivalents . . . . .	\$ 7,085	\$ 38,798	\$ 7,701	\$ 560,790	\$ 614,374	\$ 1,148	\$ 615,522
Restricted cash . . . . .	17,885	8,202	9,146	—	35,233	—	35,233
Loans held-for-investment, net . . . . .	5,827,553	20,442	—	—	5,847,995	—	5,847,995
Loans held-for-sale . . . . .	—	63,279	—	—	63,279	—	63,279
Loans transferred as secured borrowings . . . . .	35,000	—	—	—	35,000	—	35,000
Investment securities . . . . .	776,072	990,570	—	—	1,766,642	(959,024)	807,618
Properties, net . . . . .	—	277,612	1,667,108	—	1,944,720	—	1,944,720
Intangible assets . . . . .	—	125,327	128,159	—	253,486	(34,238)	219,248
Investment in unconsolidated entities . . . . .	30,874	56,376	124,977	—	212,227	(7,622)	204,605
Goodwill . . . . .	—	140,437	—	—	140,437	—	140,437
Derivative assets . . . . .	45,282	1,186	42,893	—	89,361	—	89,361
Accrued interest receivable . . . . .	25,831	2,393	—	—	28,224	—	28,224
Other assets . . . . .	13,470	59,503	29,569	1,866	104,408	(2,645)	101,763
VIE assets, at fair value . . . . .	—	—	—	—	—	67,123,261	67,123,261
<b>Total Assets</b> . . . . .	<b>\$ 6,779,052</b>	<b>\$ 1,784,125</b>	<b>\$ 2,009,553</b>	<b>\$ 562,656</b>	<b>\$ 11,135,386</b>	<b>\$ 66,120,880</b>	<b>\$ 77,256,266</b>
<b>Liabilities and Equity</b>							
<b>Liabilities:</b>							
Accounts payable, accrued expenses and other liabilities . . . . .	\$ 20,769	\$ 68,603	\$ 81,873	\$ 26,003	\$ 197,248	\$ 886	\$ 198,134
Related-party payable . . . . .	—	440	—	37,378	37,818	—	37,818
Dividends payable . . . . .	—	—	—	125,075	125,075	—	125,075
Derivative liabilities . . . . .	3,388	516	—	—	3,904	—	3,904
Secured financing agreements, net . . . . .	2,258,462	426,683	1,196,830	295,851	4,177,826	(23,700)	4,154,126
Unsecured senior notes, net . . . . .	—	—	—	2,011,544	2,011,544	—	2,011,544
Secured borrowings on transferred loans . . . . .	35,000	—	—	—	35,000	—	35,000
VIE liabilities, at fair value . . . . .	—	—	—	—	—	66,130,592	66,130,592
<b>Total Liabilities</b> . . . . .	<b>2,317,619</b>	<b>496,242</b>	<b>1,278,703</b>	<b>2,495,851</b>	<b>6,588,415</b>	<b>66,107,778</b>	<b>72,696,193</b>
<b>Equity:</b>							
<b>Starwood Property Trust, Inc.</b>							
<b>Stockholders' Equity:</b>							
Common stock . . . . .	—	—	—	2,639	2,639	—	2,639
Additional paid-in capital . . . . .	2,218,671	883,761	696,049	892,699	4,691,180	—	4,691,180
Treasury stock . . . . .	—	—	—	(92,104)	(92,104)	—	(92,104)
Accumulated other comprehensive income (loss) . . . . .	44,903	(437)	(8,328)	—	36,138	—	36,138
Retained earnings (accumulated deficit) . . . . .	2,186,727	390,994	43,129	(2,736,429)	(115,579)	—	(115,579)
Total Starwood Property Trust, Inc. Stockholders' Equity . . . . .	4,450,301	1,274,318	730,850	(1,933,195)	4,522,274	—	4,522,274
Non-controlling interests in consolidated subsidiaries . . . . .	11,132	13,565	—	—	24,697	13,102	37,799
<b>Total Equity</b> . . . . .	<b>4,461,433</b>	<b>1,287,883</b>	<b>730,850</b>	<b>(1,933,195)</b>	<b>4,546,971</b>	<b>13,102</b>	<b>4,560,073</b>
<b>Total Liabilities and Equity</b> . . . . .	<b>\$ 6,779,052</b>	<b>\$ 1,784,125</b>	<b>\$ 2,009,553</b>	<b>\$ 562,656</b>	<b>\$ 11,135,386</b>	<b>\$ 66,120,880</b>	<b>\$ 77,256,266</b>

The table below presents our consolidated balance sheet as of December 31, 2015 by business segment (amounts in thousands):

	Lending Segment	Investing and Servicing Segment	Property Segment	Corporate	Subtotal	Investing and Servicing VIEs	Total
<b>Assets:</b>							
Cash and cash equivalents . . . . .	\$ 83,836	\$ 62,649	\$ 2,944	\$ 218,408	\$ 367,837	\$ 978	\$ 368,815
Restricted cash . . . . .	9,775	8,826	4,468	—	23,069	—	23,069
Loans held-for-investment, net . .	5,973,079	—	—	—	5,973,079	—	5,973,079
Loans held-for-sale . . . . .	—	203,865	—	—	203,865	—	203,865
Loans transferred as secured borrowings . . . . .	86,573	—	—	—	86,573	—	86,573
Investment securities . . . . .	511,966	1,038,200	—	—	1,550,166	(825,219)	724,947
Properties, net . . . . .	—	150,497	768,728	—	919,225	—	919,225
Intangible assets . . . . .	—	152,278	61,121	—	213,399	(11,829)	201,570
Investment in unconsolidated entities . . . . .	30,827	53,145	122,454	—	206,426	(7,225)	199,201
Goodwill . . . . .	—	140,437	—	—	140,437	—	140,437
Derivative assets . . . . .	33,412	2,087	9,592	—	45,091	—	45,091
Accrued interest receivable . . . .	34,028	286	—	—	34,314	—	34,314
Other assets . . . . .	7,938	71,505	23,657	1,436	104,536	(2,057)	102,479
VIE assets, at fair value . . . . .	—	—	—	—	—	76,675,689	76,675,689
<b>Total Assets . . . . .</b>	<b>\$ 6,771,434</b>	<b>\$ 1,883,775</b>	<b>\$ 992,964</b>	<b>\$ 219,844</b>	<b>\$ 9,868,017</b>	<b>\$ 75,830,337</b>	<b>\$ 85,698,354</b>
<b>Liabilities and Equity</b>							
<b>Liabilities:</b>							
Accounts payable, accrued expenses and other liabilities . . .	\$ 18,822	\$ 90,399	\$ 25,427	\$ 21,468	\$ 156,116	\$ 689	\$ 156,805
Related-party payable . . . . .	—	423	—	40,532	40,955	—	40,955
Dividends payable . . . . .	—	—	—	114,947	114,947	—	114,947
Derivative liabilities . . . . .	5,190	6	—	—	5,196	—	5,196
Secured financing agreements, net	2,341,897	422,260	568,738	647,804	3,980,699	—	3,980,699
Unsecured senior notes, net . . . .	—	—	—	1,323,795	1,323,795	—	1,323,795
Secured borrowings on transferred loans . . . . .	88,000	—	—	—	88,000	—	88,000
VIE liabilities, at fair value . . . .	—	—	—	—	—	75,817,014	75,817,014
<b>Total Liabilities . . . . .</b>	<b>2,453,909</b>	<b>513,088</b>	<b>594,165</b>	<b>2,148,546</b>	<b>5,709,708</b>	<b>75,817,703</b>	<b>81,527,411</b>
<b>Equity:</b>							
<b>Starwood Property Trust, Inc.</b>							
<b>Stockholders' Equity:</b>							
Common stock . . . . .	—	—	—	2,410	2,410	—	2,410
Additional paid-in capital . . . . .	2,477,987	1,146,926	394,465	173,466	4,192,844	—	4,192,844
Treasury stock . . . . .	—	—	—	(72,381)	(72,381)	—	(72,381)
Accumulated other comprehensive income (loss) . . .	37,242	(3,714)	(3,799)	—	29,729	—	29,729
Retained earnings (accumulated deficit) . . . . .	1,790,705	221,073	8,133	(2,032,197)	(12,286)	—	(12,286)
Total Starwood Property Trust, Inc. Stockholders' Equity	4,305,934	1,364,285	398,799	(1,928,702)	4,140,316	—	4,140,316
Non-controlling interests in consolidated subsidiaries . . . . .	11,591	6,402	—	—	17,993	12,634	30,627
<b>Total Equity . . . . .</b>	<b>4,317,525</b>	<b>1,370,687</b>	<b>398,799</b>	<b>(1,928,702)</b>	<b>4,158,309</b>	<b>12,634</b>	<b>4,170,943</b>
<b>Total Liabilities and Equity . . . .</b>	<b>\$ 6,771,434</b>	<b>\$ 1,883,775</b>	<b>\$ 992,964</b>	<b>\$ 219,844</b>	<b>\$ 9,868,017</b>	<b>\$ 75,830,337</b>	<b>\$ 85,698,354</b>

Revenues generated from foreign sources were \$100.1 million, \$134.7 million and \$111.5 million for the years ended December 31, 2016, 2015 and 2014, respectively. The majority of our revenues generated from foreign sources are derived from Ireland and the United Kingdom. Refer to Schedule III for a detailed listing of the properties held by the Company, including their respective geographic locations.

## 24. Quarterly Financial Data (Unaudited)

The following table summarizes our quarterly financial data which, in the opinion of management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of our results of operations (amounts in thousands, except per share amounts):

	For the Three-Month Periods Ended			
	March 31	June 30	September 30	December 31
<b>2016:</b>				
Revenues .....	\$ 195,493	\$ 199,992	\$ 204,705	\$ 184,477
Net income .....	27,046	112,071	105,813	122,721
Net income attributable to Starwood Property Trust, Inc.	26,657	111,473	105,766	121,290
Earnings per share — Basic .....	0.11	0.47	0.44	0.50
Earnings per share — Diluted .....	0.11	0.47	0.44	0.49
<b>2015:</b>				
Revenues .....	178,849	\$ 178,660	\$ 192,145	186,223
Net income .....	120,779	117,640	117,116	96,648
Net income attributable to Starwood Property Trust, Inc.	120,363	117,148	116,735	96,451
Earnings per share — Basic .....	0.53	0.49	0.49	0.40
Earnings per share — Diluted .....	0.52	0.49	0.49	0.40

Annual EPS may not equal the sum of each quarter's EPS due to rounding and other computational factors.

## 25. Subsequent Events

Our significant events subsequent to December 31, 2016 were as follows:

### Repurchase Program

In February 2017, our board of directors extended the term of our common stock and Convertible Note repurchase program through January 2019.

### Dividend Declaration

On February 23, 2017, our board of directors declared a dividend of \$0.48 per share for the first quarter of 2017, which is payable on April 14, 2017 to common stockholders of record as of March 31, 2017.

**Starwood Property Trust, Inc. and Subsidiaries**  
**Schedule III—Real Estate and Accumulated Depreciation**  
**December 31, 2016**  
**(Dollars in thousands)**

Property Type / Geographic Location	Encumbrances	Initial Cost to Company		Costs Capitalized Subsequent to Acquisition(1)	Gross Amounts Carried at December 31, 2016			Accumulated Depreciation(3)	Acquisition Date
		Land	Depreciable Property		Land	Depreciable Property	Total		
<b>Individually Significant Properties</b>									
Office—Dublin, Ireland . .	\$ 75,859	\$ 34,356	\$ 67,115	\$ —	\$ 34,356	\$ 67,115	\$ 101,471	\$ (3,217)	Jul-15
<b>Aggregated Properties</b>									
Office—U.S., North East (7 properties) . . . . .	157,492	11,283	181,744	—	11,283	181,744	193,027	(45)	Dec-16
Office—U.S., West (6 properties) . . . . .	72,874	13,422	107,852	—	13,422	107,852	121,274	(35)	Dec-16
Office—U.S., South East (9 properties) . . . . .	104,797	29,771	151,980	372	29,771	152,352	182,123	(1,165)	May-16 to Dec-16
Office—U.S., Midwest (7 properties) . . . . .	69,715	3,237	99,648	—	3,237	99,648	102,885	(27)	Dec-16
Office—U.S., South West (8 properties) . . . . .	104,194	16,888	127,060	—	16,888	127,060	143,948	(38)	Dec-16
Office—Ireland (11 properties) . . . . .	222,681	110,372	194,408	399	110,372	194,807	305,179	(10,679)	May-15
Multi-family—U.S., South East (40 properties) . . .	446,762	150,436	480,261	13,062	150,465	493,294	643,759	(20,690)	Oct-15 to Oct-16
Multi-family—U.S., South West (1 property) . . . .	—	665	2,413	—	665	2,413	3,078	(192)	Sep-14
Multi-family—Ireland (1 property) . . . . .	10,705	7,987	8,489	—	7,987	8,489	16,476	(466)	May-15
Retail—U.S., North East (3 properties) . . . . .	22,780	7,457	24,804	869	7,457	25,673	33,130	(992)	May-15 to Nov-15
Retail—U.S., West (2 properties) . . . . .	—	1,339	2,911	528	1,339	3,439	4,778	(106)	Dec-15
Retail—U.S., South East (3 properties) . . . . .	11,353	7,368	9,303	385	7,368	9,688	17,056	(461)	Jul-15 to Sept-16
Retail—U.S., Midwest (2 properties) . . . . .	12,300	7,655	10,523	937	7,655	11,460	19,115	(452)	Nov-15 to May-16
Retail—U.S., South West (3 properties) . . . . .	31,807	10,108	26,620	294	10,108	26,914	37,022	(1,654)	Oct-14 to Sep-15
Retail—U.S., Mid Atlantic (2 properties) . . . . .	10,600	12,675	10,830	193	12,675	11,023	23,698	(283)	Mar-16 to May-16
Industrial—U.S., Midwest (1 property) . . . . .	—	717	2,603	272	717	2,875	3,592	(248)	Apr-14
Self-storage—U.S., North East (1 property) . . . .	9,800	2,202	11,498	67	2,202	11,565	13,767	(337)	Dec-15
Mixed Use—U.S., West (1 property) . . . . .	8,667	1,002	14,323	6	1,002	14,329	15,331	(361)	Feb-16
Mixed Use—U.S., South East (1 property) . . . .	5,000	1,520	3,572	484	1,520	4,056	5,576	(117)	Dec-15
	<u>\$ 1,377,386</u>	<u>\$ 430,460</u>	<u>\$ 1,537,957</u>	<u>\$ 17,868</u>	<u>\$ 430,489</u>	<u>\$ 1,555,796</u>	<u>\$ 1,986,285</u>	<u>(2)\$ (41,565)</u>	

Notes to Schedule III:

- (1) No costs subsequent to acquisition are capitalized to land.
- (2) The aggregate cost for federal income tax purposes is \$2.2 billion.
- (3) Depreciation is computed based upon estimated useful lives as described in Note 7 of our Consolidated Financial Statements.



The following schedule presents our real estate activity during the years ended December 31, 2016, 2015 and 2014 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
<b>Beginning balance, January 1</b> .....	\$ 928,060	\$ 40,497	\$ 754,981
Additions during the year:			
Acquisitions (1) .....	1,048,985	900,247	96,901
Acquisitions through foreclosure .....	7,248	12,548	7,897
Improvements .....	15,766	2,056	1,872
Total additions .....	<u>1,071,999</u>	<u>914,851</u>	<u>106,670</u>
Deductions during the year:			
Spin-off of SWAY .....	—	—	(819,239)
Costs of real estate sold .....	—	(18,421)	(1,915)
Foreign currency translation .....	(13,774)	(8,867)	—
Total deductions .....	<u>(13,774)</u>	<u>(27,288)</u>	<u>(821,154)</u>
<b>Ending balance, December 31</b> .....	<u>\$ 1,986,285</u>	<u>\$ 928,060</u>	<u>\$ 40,497</u>

(1) Refer to Note 16 of our Consolidated Financial Statements for a discussion of property acquisitions from related parties.

The following schedule presents activity within accumulated depreciation during the years ended December 31, 2016, 2015 and 2014 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
<b>Beginning balance, January 1</b> .....	\$ 8,835	\$ 643	\$ 5,767
Depreciation expense .....	33,350	8,802	2,183
Spin-off of SWAY .....	—	—	(7,221)
Disposition/write-offs .....	—	(539)	(86)
Foreign currency translation .....	(620)	(71)	—
<b>Ending balance, December 31</b> .....	<u>\$ 41,565</u>	<u>\$ 8,835</u>	<u>\$ 643</u>

**Starwood Property Trust, Inc. and Subsidiaries**  
**Schedule IV—Mortgage Loans on Real Estate**  
**December 31, 2016**  
**(Dollars in thousands)**

<u>Description/ Location</u>	<u>Prior Liens (1)</u>	<u>Face Amount</u>	<u>Carrying Amount</u>	<u>Interest Rate (2)</u>	<u>Payment Terms (3)</u>	<u>Maturity Date (4)</u>	<u>Principal Amount of Delinquent Loans</u>
<b>Individually Significant First Mortgages: (5)</b>							
Office, New York, NY-1	\$ —	\$ 150,000	\$ 149,275	L+1.70%	I/O	12/20/2017	\$ —
Office, New York, NY-2	—	100,000	99,523	L+3.40%	I/O	12/20/2017	—
<b>Aggregated First Mortgages: (5)</b>							
Hospitality, Midwest, Floating (4 mortgages)	N/A	N/A	48,773	L+2.75% to 9.13%	N/A	2019	—
Hospitality, North East, Floating (2 mortgages)	N/A	N/A	44,879	L+4.00% to 5.40%	N/A	2017	—
Hospitality, South East, Floating (2 mortgages)	N/A	N/A	79,887	L+2.75% to 11.15%	N/A	2019	—
Hospitality, Various, Floating (5 mortgages)	N/A	N/A	278,169	L+2.40% to 9.90%	N/A	2017-2018	—
Hospitality, West, Floating (18 mortgages)	N/A	N/A	491,761	L+2.25% to 14.00%	N/A	2018-2020	—
Industrial, North East, Fixed (1 mortgage)	N/A	N/A	80	7.45%	N/A	2018	—
Industrial, South East, Fixed (6 mortgages)	N/A	N/A	28,298	7.80% to 8.18%	N/A	2017-2024	—
Mixed Use, North East, Floating (6 mortgages)	N/A	N/A	308,318	L+2.75% to 11.34%	N/A	2018	—
Mixed Use, South East, Fixed (2 mortgages)	N/A	N/A	114,799	5.00% to 12.00%	N/A	2024	—
Mixed Use, South West, Floating (6 mortgages)	N/A	N/A	218,023	L+2.25% to 10.00%	N/A	2019-2020	—
Mixed Use, West, Floating (4 mortgages)	N/A	N/A	105,774	L+1.00% to 7.50%	N/A	2017-2018	—
Mixed Use, International, Floating (1 mortgage)	N/A	N/A	17,684	GBP+5.75%	N/A	2019	—
Multi-family, Midwest, Fixed (1 mortgage)	N/A	N/A	1,401	6.54%	N/A	2018	—
Multi-family, North East, Floating (11 mortgages)	N/A	N/A	403,080	L+2.50% to 15.00%	N/A	2016-2020	209,160
Multi-family, South East, Fixed (1 mortgage)	N/A	N/A	2,053	6.28%	N/A	2024	—
Multi-family, West, Floating (19 mortgages)	N/A	N/A	137,991	L+1.15% to 9.25%	N/A	2017-2020	—
Multi-family, International, Fixed (1 mortgage)	N/A	N/A	18,431	8.55%	N/A	2017	—
Multi-family, International, Floating (1 mortgage)	N/A	N/A	86,384	GBP+7.65%	N/A	2017	—
Multi-family, International, Floating (2 mortgages)	N/A	N/A	101,013	3GBP+7.00%	N/A	2017	—
Office, Mid Atlantic, Fixed (1 mortgage)	N/A	N/A	46,514	5.25%	N/A	2017	—
Office, Mid Atlantic, Floating (3 mortgages)	N/A	N/A	119,656	L+2.25% to 11.25%	N/A	2019	—
Office, Midwest, Floating (13 mortgages)	N/A	N/A	161,046	L+2.25% to 10.58%	N/A	2017-2020	—
Office, North East, Fixed (2 mortgages)	N/A	N/A	62,338	6.35% to 11.00%	N/A	2017-2019	—
Office, North East, Floating (26 mortgages)	N/A	N/A	833,384	L+2.00% to 12.00%	N/A	2017-2020	—
Office, South East, Floating (4 mortgages)	N/A	N/A	91,461	L+2.25% to 8.05%	N/A	2019	—
Office, South West, Floating (6 mortgages)	N/A	N/A	135,796	L+2.25% to 10.70%	N/A	2019-2020	—
Office, West, Floating (7 mortgages)	N/A	N/A	145,466	L+2.25% to 9.75%	N/A	2017-2018	—
Other, South East, Floating (2 mortgages)	N/A	N/A	59,164	L+2.75% to 12.75%	N/A	2018	—
Other, Various, Fixed (1 mortgage)	N/A	N/A	41,632	10.00%	N/A	2025	—
Other, International, Floating (1 mortgage)	N/A	N/A	173,621	3GBP+4.85%	N/A	2021	—
Residential, West, Floating (1 mortgage)	N/A	N/A	66,243	L+5.25%	N/A	2018	—
Retail, Mid Atlantic, Fixed (1 mortgage)	N/A	N/A	497	7.07%	N/A	2019	—
Retail, Midwest, Fixed (1 mortgage)	N/A	N/A	121	10.25%	N/A	2017	—
Retail, Midwest, Floating (4 mortgages)	N/A	N/A	32,415	L+2.75% to 10.75%	N/A	2018	—
Retail, North East, Fixed (2 mortgages)	N/A	N/A	3,080	5.74% to 7.07%	N/A	2017-2019	—
Retail, North East, Floating (8 mortgages)	N/A	N/A	64,913	L+2.25% to 8.05%	N/A	2017	—
Retail, South East, Fixed (4 mortgages)	N/A	N/A	18,531	6.64% to 10.00%	N/A	2017-2019	—
Retail, South West, Fixed (5 mortgages)	N/A	N/A	3,070	6.03% to 8.04%	N/A	2017-2022	—
Retail, South West, Floating (4 mortgages)	N/A	N/A	52,311	L+2.25% to 15.25%	N/A	2018	—
Retail, Various, Floating (2 mortgages)	N/A	N/A	11,167	L+2.25% to 9.25%	N/A	2017	—
Retail, West, Fixed (7 mortgages)	N/A	N/A	10,639	5.82% to 7.53%	N/A	2017-2023	—
Loans Held-for-Sale, Various, Fixed	N/A	N/A	63,279	5.12% to 5.53%	N/A	2026	—
<b>Aggregated Subordinated and Mezzanine Loans: (5)</b>							
Hospitality, Midwest, Floating (2 mortgages)	N/A	N/A	16,653	L+8.11%	N/A	2018	—
Hospitality, South East, Floating (5 mortgages)	N/A	N/A	57,012	L+3.49% to 10.00%	N/A	2017-2019	—
Hospitality, Various, Floating (4 mortgages)	N/A	N/A	152,201	L+7.50% to 11.13%	N/A	2017-2018	—
Industrial, South East, Fixed (8 mortgages)	N/A	N/A	66,861	8.18%	N/A	2024	—
Mixed Use, North East, Floating (2 mortgages)	N/A	N/A	112,999	L+10.00% to 11.75%	N/A	2018-2020	—
Multi-family, Mid Atlantic, Fixed (1 mortgage)	N/A	N/A	2,977	10.50%	N/A	2024	—
Multi-family, Mid Atlantic, Floating (2 mortgages)	N/A	N/A	9,856	L+8.35%	N/A	2019	—
Multi-family, North East, Floating (1 mortgage)	N/A	N/A	14,483	L+9.08%	N/A	2018	—
Multi-family, South East, Fixed (1 mortgage)	N/A	N/A	2,834	5.47%	N/A	2020	—
Multi-family, South East, Floating (1 mortgage)	N/A	N/A	15,107	L+9.46%	N/A	2019	—
Multi-family, West, Floating (1 mortgage)	N/A	N/A	100,147	L+10.13%	N/A	2019	—
Office, Midwest, Floating (6 mortgages)	N/A	N/A	60,455	L+8.25% to 9.00%	N/A	2017-2019	—
Office, North East, Fixed (4 mortgages)	N/A	N/A	56,707	6.79% to 8.72%	N/A	2017-2023	—
Office, North East, Floating (3 mortgages)	N/A	N/A	68,083	L+8.00% to 10.25%	N/A	2017-2018	—
Office, South East, Fixed (1 mortgage)	N/A	N/A	7,655	8.25%	N/A	2020	—
Office, South East, Floating (1 mortgage)	N/A	N/A	26,875	L+9.50%	N/A	2018	—
Office, South West, Fixed (3 mortgages)	N/A	N/A	57,575	5.92% to 6.13%	N/A	2017	—
Office, West, Floating (2 mortgages)	N/A	N/A	38,249	L+7.34%	N/A	2019	—
Other, Midwest, Floating (2 mortgages)	N/A	N/A	27,000	L+10.67%	N/A	2018	—
Other, South East, Fixed (1 mortgage)	N/A	N/A	4,494	12.02%	N/A	2021	—
Other, West, Floating (2 mortgages)	N/A	N/A	58,573	L+6.10% to 10.08%	N/A	2018	—

<b>Description/ Location</b>	<b>Prior Liens (1)</b>	<b>Face Amount</b>	<b>Carrying Amount</b>	<b>Interest Rate (2)</b>	<b>Payment Terms (3)</b>	<b>Maturity Date (4)</b>	<b>Principal Amount of Delinquent Loans</b>
Residential, West, Floating (1 mortgage) . . . . .	N/A	N/A	44,142	L+7.89%	N/A	2019	—
Retail, Midwest, Fixed (2 mortgages) . . . . .	N/A	N/A	11,977	7.16%	N/A	2024	—
Retail, Midwest, Floating (1 mortgage). . . . .	N/A	N/A	8,289	L+8.85%	N/A	2018	—
Retail, South West, Floating (1 mortgage). . . . .	N/A	N/A	4,600	L+8.85%	N/A	2017	—
Retail, Various, Floating (1 mortgage) . . . . .	N/A	N/A	1,016	L+8.85%	N/A	2017	—
Loan Loss Allowance . . . . .	—	—	(9,788)				—
Prepaid Loan Costs, Net . . . . .	—	—	(2,698)				—
			<b>\$ 5,946,274 (6)</b>				<b>\$ 209,160</b>

Notes to Schedule IV:

- (1) Represents third-party priority liens. Third party portions of pari-passu participations are not considered prior liens. Additionally, excludes the outstanding debt on third party joint ventures of underlying borrowers.
- (2) L = one month LIBOR rate, GBP=one month GBP LIBOR rate, 3GBP= three month GBP LIBOR rate.
- (3) I/O = interest only until final maturity.
- (4) Based on management's judgment of extension options being exercised.
- (5) First mortgages include first mortgage loans and any contiguous mezzanine loan components because as a whole, the expected credit quality of these loans is more similar to that of a first mortgage loan.
- (6) The aggregate cost for federal income tax purposes is \$5.9 billion.

For the activity within our loan portfolio during the years ended December 31, 2016, 2015 and 2014, refer to the loan activity table in Note 5 of our Consolidated Financial Statements.

Refer to Note 16 of our Consolidated Financial Statements for a discussion of loan activity with related parties.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None.

**Item 9A. Controls and Procedures.**

*Disclosure Controls and Procedures.* We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer, as appropriate, to allow timely decisions regarding required disclosures.

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

*Management Report on Internal Control Over Financial Reporting.* Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control over financial reporting is a process designed under the supervision of our principal executive and principal financial officers to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States of America.

As of December 31, 2016, our management conducted an assessment of the effectiveness of our internal control over financial reporting based on the framework established in *Internal Control—Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. Based on this assessment, our management has concluded that our internal control over financial reporting as of December 31, 2016 is effective.

Our internal control over financial reporting includes policies and procedures that pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of assets; provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

The effectiveness of our internal control over financial reporting as of December 31, 2016 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report included in this Form 10-K, which expresses an unqualified opinion on the effectiveness of our internal control over financial reporting as of December 31, 2016.

*Changes to Internal Control Over Financial Reporting.* No change in internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) occurred during the quarter ended December 31, 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. Other Information.**

None noted.

### **PART III**

#### **Item 10. Directors, Executive Officers and Corporate Governance.**

Information required by this Item with respect to members of our board of directors and with respect to our Audit Committee will be contained in the Proxy Statement for the 2017 Annual Meeting of Shareholders (“2017 Proxy Statement”) under the captions “Election of Directors” and “Board and Committee Meetings—Audit Committee” and in the chart disclosing Audit Committee membership and is incorporated herein by this reference. Information required by this Item with respect to our executive officers will be contained in the 2017 Proxy Statement under the caption “Executive Officers,” and is incorporated herein by this reference. Information required by this Item with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934 will be contained in the 2017 Proxy Statement under the caption “Compliance with Section 16(a) of the Securities Exchange Act of 1934,” and is incorporated herein by this reference.

##### *Code of Ethics*

We have adopted a Code of Business Conduct and Ethics for all directors, officers and employees of the Company which is available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. In addition, stockholders may request a free copy of the Code of Business Conduct and Ethics from:

Starwood Property Trust, Inc.  
Attention: Investor Relations  
591 West Putnam Avenue  
Greenwich, CT 06830  
(202) 422-7700

We have also adopted a Code of Ethics for our Principal Executive Officer and Senior Financial Officers setting forth a code of ethics applicable to our Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer, which is available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. Stockholders may request a free copy of the Code of Ethics for Principal Executive Officer and Senior Financial Officers from the address and phone number set forth above.

##### *Corporate Governance Guidelines*

We have also adopted Corporate Governance Guidelines, which are available on our website at <http://ir.starwoodpropertytrust.com/govdocs>. Stockholders may request a free copy of the Corporate Governance Guidelines from the address and phone number set forth above.

#### **Item 11. Executive Compensation.**

Information required by this Item will be contained in the 2017 Proxy Statement under the captions “Executive Compensation” and “Compensation of Directors” and is incorporated herein by this reference, provided that the Compensation Committee Report shall not be deemed to be “filed” with this Annual Report on Form 10-K.

#### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

Information required by this Item will be contained in the 2017 Proxy Statement under the captions “Security Ownership of Certain Beneficial Owners, Directors and Management” and “Equity Compensation Plan Information” and is incorporated herein by this reference.

#### **Item 13. Certain Relationships and Related Transactions, and Director Independence.**

Information required by this Item will be contained in the 2017 Proxy Statement under the captions “Certain Relationships and Related Transactions” and “Corporate Governance—Determination of Director Independence” and is incorporated herein by this reference.

**Item 14. Principal Accountant Fees and Services.**

Information required by this Item will be contained in the 2017 Proxy Statement under the captions “Independent Registered Public Accounting Firm” and “Pre-Approval Policies for Services of Independent Registered Public Accounting Firm” and is incorporated herein by reference.

## PART IV

### Item 15. Exhibits and Financial Statement Schedules.

(a) Documents filed as part of this report:

(1) Financial Statements:

See Item 8—“Financial Statements and Supplementary Data”, filed herewith, for a list of financial statements.

(2) Financial Statement Schedules:

Included within Item 8:

Schedule III—Real Estate and Accumulated Depreciation

Schedule IV—Mortgage Loans on Real Estate

(3) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
2.1	Unit Purchase Agreement, dated January 23, 2013, by and among Starwood Property Trust, Inc., LNR Property LLC, Aozora Investments LLC, CBR I LLC, iStar Marlin LLC, Opps VIIb LProp, L.P. and VNO LNR Holdco LLC (Incorporated by reference to Exhibit 2.1 of the Company’s Current Report on Form 8-K filed January 24, 2013)
2.2	Separation and Distribution Agreement, dated January 16, 2014, by and between Starwood Property Trust, Inc. and Starwood Waypoint Residential Trust (Incorporated by reference to Exhibit 2.1 of the Company’s Current Report on Form 8-K filed January 21, 2014)
3.1	Articles of Amendment and Restatement of Starwood Property Trust, Inc. (Incorporated by reference to Exhibit 3.1 of the Company’s Quarterly Report on Form 10-Q filed November 16, 2009)
3.2	Amended and Restated Bylaws of Starwood Property Trust, Inc. (Incorporated by reference to Exhibit 3.1 of the Company’s Current Report on Form 8-K filed March 17, 2014)
4.1	Form of Indenture for Senior Debt Securities between the Company and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.4 of the Company’s Registration Statement on Form S-3 filed February 11, 2013)
4.2	First Supplemental Indenture, dated as of February 15, 2013, between the Company and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.2 of the Company’s Current Report on Form 8-K filed February 15, 2013)
4.3	Form of 4.55% Convertible Senior Notes due 2018 (Incorporated by reference to Exhibit 4.3 of the Company’s Current Report on Form 8-K filed February 15, 2013)
4.4	Second Supplemental Indenture, dated as of July 3, 2013, between the Company and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.2 of the Company’s Current Report on Form 8-K filed July 3, 2013)

<b>Exhibit No.</b>	<b>Description</b>
4.5	Form of 4.00% Convertible Senior Notes due 2019 (Incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K filed July 3, 2013)
4.6	Third Supplemental Indenture, dated as of October 8, 2014, between the Company and The Bank of New York Mellon, as trustee (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed October 8, 2014)
4.7	Form of 3.75% Convertible Senior Notes due 2017 (Incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K filed October 8, 2014)
4.8	Indenture, dated as of December 16, 2016, between Starwood Property Trust, Inc. and The Bank of New York Mellon, as trustee (including the form of the Company's 5.000% Senior Notes due 2021) (Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed December 21, 2016)
4.9	Registration Rights Agreement, dated as of December 16, 2016, between Starwood Property Trust, Inc. and J.P. Morgan Securities LLC, as representative of the initial purchasers (Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed December 21, 2016)
10.1	Registration Rights Agreement, dated August 17, 2009, among Starwood Property Trust, Inc., SPT Investment, LLC and SPT Management, LLC (Incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.2	Management Agreement, dated August 17, 2009, among SPT Management, LLC and Starwood Property Trust, Inc. (Incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.3	Amendment No. 1, dated May 7, 2012, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed May 8, 2012)
10.4	Amendment No. 2, dated December 4, 2014, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 5, 2014)
10.5	Amendment No. 3, dated August 4, 2016, to Management Agreement, dated August 17, 2009, as amended, between Starwood Property Trust, Inc. and SPT Management, LLC
10.6	Co-Investment and Allocation Agreement, dated August 17, 2009, among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P. (Incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.7	Amendment No. 1, dated as of June 19, 2015, to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, by and among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed June 25, 2015)
10.8	Amendment No. 2, dated as of November 21, 2016, to the Co-Investment and Allocation Agreement, dated as of August 17, 2009, by and among Starwood Property Trust, Inc., SPT Management, LLC and Starwood Capital Group Global, L.P. (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed November 22, 2016)



<b>Exhibit No.</b>	<b>Description</b>
10.9	Starwood Property Trust, Inc. Non-Executive Director Stock Plan (Incorporated by reference to Exhibit 10.5 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.10	Form of Restricted Stock Award Agreement for Independent Directors (Incorporated by reference to Exhibit 10.6 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.11	Starwood Property Trust, Inc. Manager Equity Plan (Incorporated by reference to Exhibit 10.7 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.12	First Amendment to the Starwood Property Trust, Inc. Manager Equity Plan (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed May 6, 2013)
10.13	Restricted Stock Unit Award Agreement, dated August 17, 2009, between Starwood Property Trust, Inc. and SPT Management, LLC (Incorporated by reference to Exhibit 10.8 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.14	Starwood Property Trust, Inc. Equity Plan (Incorporated by reference to Exhibit 10.9 of the Company's Quarterly Report on Form 10-Q filed November 16, 2009)
10.15	First Amendment to the Starwood Property Trust, Inc. Equity Plan (Incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed May 6, 2013)
10.16	Fifth Amended and Restated Master Repurchase and Securities Contract, dated as of September 16, 2016, by and among Starwood Property Trust, Inc., Starwood Property Mortgage Sub-2, L.L.C., Starwood Property Mortgage Sub-2-A, L.L.C., SPT CA Fundings 2, LLC and Wells Fargo Bank, National Association (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed September 20, 2016)
10.17	Uncommitted Master Repurchase Agreement, dated as of December 10, 2015, by and among Starwood Property Mortgage Sub-14, L.L.C., Starwood Property Mortgage Sub-14-A, L.L.C. and JPMorgan Chase Bank, National Association (Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 16, 2015)
10.18	Credit Agreement, dated as of December 16, 2016, among Starwood Property Trust, Inc., as borrower, certain subsidiaries of Starwood Property Trust, Inc. from time to time party thereto, as guarantors, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (Incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K filed December 21, 2016)
10.19	Form of Indemnification Agreement for Directors and Officers (Incorporated by reference to Exhibit 10.23 of the Company's Annual Report on Form 10-K filed February 25, 2016)
21.1	Subsidiaries of the Registrant
23.1	Consent of Independent Registered Public Accounting Firm
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

<b>Exhibit No.</b>	<b>Description</b>
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

### Starwood Property Trust, Inc.

Date: February 23, 2017

By: /s/ BARRY S. STERNLICHT  
Barry S. Sternlicht  
*Chief Executive Officer and Chairman of the Board of Directors*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: February 23, 2017 By: /s/ BARRY S. STERNLICHT  
Barry S. Sternlicht  
Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)

Date: February 23, 2017 By: /s/ RINA PANIRY  
Rina Paniry  
Chief Financial Officer, Treasurer, Chief Accounting Officer and Principal Financial Officer

Date: February 23, 2017 By: /s/ JEFFREY G. DISHNER  
Jeffrey G. Dishner  
Director

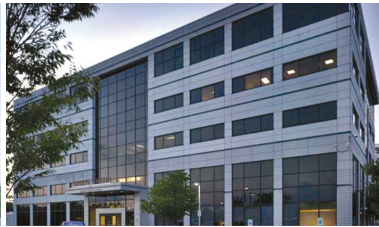
Date: February 23, 2017 By: /s/ RICHARD D. BRONSON  
Richard D. Bronson  
Director

Date: February 23, 2017 By: /s/ CAMILLE J. DOUGLAS  
Camille J. Douglas  
Director

Date: February 23, 2017 By: /s/ STRAUSS ZELNICK  
Strauss Zelnick  
Director

Date: February 23, 2017 By: /s/ SOLOMON J. KUMIN  
Solomon J. Kumin  
Director





CNM Portfolio, United Kingdom (rendering)



Medical Office Building Portfolio  
(various locations)



Orlando Multifamily Portfolio, Orlando, FL



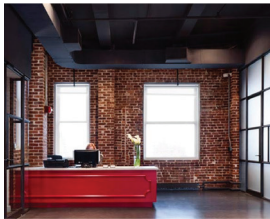
Renaissance Atlanta Midtown Hotel, Atlanta, GA



150 Wooster Street, Brooklyn, NY (rendering)



230 West Monroe, Chicago, IL



Mixed-Use New York Portfolio, New York, NY



Galleria Officentre, Southfield, MI





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