

CAPITAL LEASE FUNDING INC
Form 10-Q
May 10, 2006

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2006

OR

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

For the transition period from _____ to _____

Commission file number 001-32039

Capital Lease Funding, Inc.
**(Exact name of registrant as specified in its
charter)**

Maryland
**(State or Other Jurisdiction of
Incorporation or Organization)**

52-2414533
(I.R.S. Employer Identification No.)

110 Maiden Lane, New York, NY
**(Address of Principal Executive
Offices)**

10005
(ZIP Code)

**Registrant's Telephone Number,
Including Area Code: (212) 217-6300**

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

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

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of May 10, 2006, there were 33,180,930 shares of common stock of Capital Lease Funding, Inc., \$0.01 par value per share, outstanding (“Common Stock”).

Capital Lease Funding, Inc.**Index to Form 10-Q**

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PART I. FINANCIAL INFORMATION**Item 1. Financial Statements**

Capital Lease Funding, Inc. and Subsidiaries
Consolidated Balance Sheets
As of March 31, 2006 (unaudited) and December 31, 2005

(Amounts in thousands, except share and per share amounts)	As Of March 31, 2006	As Of December 31, 2005
Assets		
Real estate investments, net	\$ 926,682	\$ 764,930
Mortgage and other real estate loans held for investment	270,547	297,551
Securities available for sale	133,947	137,409
Cash and cash equivalents	10,468	19,316
Assets held for sale	2,942	2,942
Structuring fees receivable	3,714	3,862
Other assets	68,008	60,478
Total Assets	\$ 1,416,308	\$ 1,286,488
Liabilities and Stockholders' Equity		
Accounts payable, accrued expenses and other liabilities	\$ 11,889	\$ 14,890
Repurchase agreement and other short-term financing obligations	192,495	129,965
Mortgages on real estate investments	623,146	551,844
Collateralized debt obligations	268,164	268,156
Other long-term debt	30,930	30,930
Intangible liabilities on real estate investments	16,024	14,419
Dividends payable	6,347	6,253
Total liabilities	1,148,995	1,016,457
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.01 par value, 100,000,000 shares authorized, Series A cumulative redeemable preferred, liquidation preference \$25.00 per share, 1,400,000 shares issued and outstanding	33,657	33,657
Common stock, \$0.01 par value, 500,000,000 shares authorized, 28,180,930 and 27,868,480 shares issued and outstanding, respectively	282	279
Common stock, additional paid in capital	234,517	237,843

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Accumulated other comprehensive loss	(1,143)	(1,748)
Total Stockholders' Equity	267,313	270,031
Total Liabilities and Stockholders' Equity	\$ 1,416,308	\$ 1,286,488

See notes to consolidated financial statements.

Capital Lease Funding, Inc. and Subsidiaries
Consolidated Income Statements
(Unaudited)

(Amounts in thousands, except per share amounts)	For the Three Months Ended March 31	
	2006 Unaudited	2005 Unaudited
Revenues:		
Rental revenue	\$ 17,022	\$ 4,336
Interest income from mortgage and other real estate loans and securities	8,214	6,106
Property expense recoveries	1,910	1,363
Gains on sale of mortgage loans	645	63
Other revenue	557	39
Total revenues	28,348	11,907
Expenses:		
Interest expense	14,025	3,542
Property expenses	3,565	1,783
General and administrative expenses	2,343	2,552
General and administrative expenses-stock based compensation	671	455
Depreciation and amortization expense on real property	5,378	1,268
Loan processing expenses	67	85
(Gain) loss on derivatives	(4)	-
Total expenses	26,045	9,685
Income from continuing operations	2,303	2,222
Income from discontinued operations	49	-
Net income	2,352	2,222
Dividends allocable to preferred shares	(711)	-
Net income allocable to common stockholders	\$ 1,641	\$ 2,222
Earnings per share:		
Net income per common share, basic and diluted	\$ 0.06	\$ 0.08
Weighted average number of common shares outstanding, basic and diluted	27,893	27,526
Dividends declared per common share	\$ 0.20	\$ 0.18
Dividends declared per preferred share	\$ 0.50781	\$ -

See notes to consolidated financial statements.

Capital Lease Funding, Inc. and Subsidiaries
Consolidated Statement of Changes in Stockholders' Equity
(Unaudited)
(in thousands)

	Common Stock		Additional Paid-In	Accumulated Other Comprehensive Income	Retained Earnings	Total	Comprehensive Income
	Preferred Stock	at Par	Capital	(Loss)	Earnings		(Loss)
Balance at December 31, 2005	\$ 33,657	\$ 279	\$ 237,843	\$ (1,748)	\$ -	\$ 270,031	\$ 2,179
Incentive stock plan compensation expense	-	-	671	-	-	671	-
Incentive stock plan grants issued	-	3	(3)	-	-	-	-
Net income	-	-	-	-	2,352	2,352	2,352
Dividends declared-preferred	-	-	-	-	(711)	(711)	-
Dividends declared-common	-	-	(3,994)	-	(1,641)	(5,635)	-
Unrealized change in value of securities available for sale	-	-	-	(3,218)	-	(3,218)	(3,218)
Unrealized change in value of derivatives	-	-	-	3,559	-	3,559	3,559
Realized gains (losses) on derivatives, net of amortization	-	-	-	264	-	264	264
Balance at March 31, 2006	\$ 33,657	\$ 282	\$ 234,517	\$ (1,143)	\$ -	\$ 267,313	\$ 2,957

See notes to consolidated financial statements.

Capital Lease Funding, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)
(in thousands)

	For the Three Months Ended March 31,	
	2006	2005
Operating activities		
Net income	\$ 2,352	\$ 2,222
Adjustments to reconcile net income to cash used in operating activities:		
Depreciation and amortization	5,413	1,294
Amortization of stock based compensation	671	455
Amortization of above and below market leases	(166)	(99)
Gains on sale of mortgage loans	(645)	(63)
(Gain) loss on derivatives	(4)	-
Straight-lining of rents	(2,971)	(428)
Amortization of discounts/premiums, and origination fees/costs	(138)	(85)
Amortization of debt issuance costs and FMV of debt assumed	380	106
Changes in operating assets and liabilities:		
Structuring fees receivable	148	137
Other assets	(7,595)	(1,694)
Accounts payable, accrued expenses and other liabilities	(905)	(269)
Deposits and escrows	(1,683)	(9,146)
Amounts due to servicer	-	(4,360)
Net cash used in operating activities	(5,143)	(11,930)
Investing activities		
Proceeds from sale of mortgage and other real estate loans	78,645	2,310
Additions to mortgage and other real estate loans	(98,020)	(8,566)
Principal received from borrowers	46,944	1,658
Origination costs on lending investments	85	(56)
Purchase of securities available for sale	-	(31,788)
Principal amortization on securities available for sale	377	797
Purchases of real estate investments	(160,609)	(48,130)
Real estate improvements, additions and construction in progress	(4,750)	(754)
Deposits on potential equity investments	(4,000)	(2,000)
Return of deposit on equity investment	4,000	2,500
Purchases of furniture, fixtures and equipment	(13)	(56)
Net cash used in investing activities	(137,341)	(84,085)
Financing activities		
	84,893	81,389

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Borrowing under repurchase agreement and other short-term financing obligations

Repayment of repurchase agreement and other short-term financing obligations	(22,363)	(206,869)
Borrowings from mortgages on real estate investments	71,700	36,000
Repayments of mortgages on real estate investments	(304)	(264)
Borrowings from collateralized debt obligations	-	268,130
Debt issuance costs	(182)	(4,876)
Escrows held with mortgage lender	6,144	(11,500)
Funds used in hedging and risk management activities	(18)	(9,413)
Dividends paid	(6,253)	(4,124)
Changes in amounts due from affiliates and members	19	2
Net cash provided by financing activities	133,636	148,475
Net (decrease) increase in cash	(8,848)	52,460
Cash and cash equivalents at beginning of period	19,316	30,721
Cash and cash equivalents at end of period	\$ 10,468	\$ 83,181

See notes to consolidated financial statements.

Capital Lease Funding, Inc. and Subsidiaries
 Consolidated Statements of Cash Flows - continued
 (Unaudited)
(in thousands)

	For the Three Months Ended March 31,	
	2006	2005
Supplemental disclosure of cash flow information		
Cash paid for interest expense (excluding capitalized interest)	\$ 12,556	\$ 2,758
Cash paid for capitalized interest	\$ -	\$ 574
Cash paid for income taxes	\$ -	\$ -
Dividends declared but not paid	\$ 6,347	\$ 5,018
Supplemental disclosure of noncash operating, investing and financing information		
Unrealized gain (loss) on cash flow hedges	\$ 3,559	\$ 7,502
Value of in-place leases and above-market leases acquired	\$ 14,000	\$ -
Value of below-market leases acquired	\$ 1,878	\$ -
Securities reclassified to mortgage loans held for investment	\$ -	\$ 6,932
Real estate investments no longer consolidated under FIN46	\$ -	\$ 48,000
Mortgage on real estate investments no longer consolidated under FIN46	\$ -	\$ 4,815

See notes to consolidated financial statements.

Capital Lease Funding, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollar amounts in thousands, except per share amounts)

March 31, 2006 (unaudited)

1. Organization

Capital Lease Funding, Inc. (“CLF, Inc.” and collectively with its wholly-owned subsidiaries, the “Company”) invests in equity interests in real estate properties, real estate mortgage loans, real estate securities and other real estate assets. The Company’s investments consist of real estate related assets that are backed by commercial properties typically subject to long-term net leases from investment grade and near investment grade tenants.

CLF, Inc. was incorporated in the State of Maryland during October 2003, and was formed for the purpose of continuing the existing business operations and acquiring the assets and liabilities of Caplease, LP (the “Predecessor”). Since 1995, the Predecessor was primarily engaged in the business of underwriting, originating and selling or securitizing mortgage loans made to owners of real properties subject to long term leases to high credit quality tenants. CLF, Inc. completed the acquisition of the Predecessor through a reverse merger and its initial public offering during March 2004.

In March 2004, CLF, Inc. sold 23,000,000 shares of its common stock in an initial public offering at a price to the public of \$10.50 per share, for net proceeds of approximately \$222,000. In October 2005, CLF, Inc. sold 1,400,000 shares of its 8.125% Series A cumulative redeemable preferred stock in a public offering at a price to the public of \$25.00 per share, for net proceeds of approximately \$33,800. CLF, Inc. had 28,180,930 shares of common stock and 1,400,000 shares of 8.125% Series A cumulative redeemable preferred stock outstanding at March 31, 2006. See Note 20.

CLF, Inc. is organized and conducts its operations to qualify as a real estate investment trust (“REIT”) for federal income tax purposes. As such, it generally will not be subject to federal income tax on that portion of its income that is distributed to stockholders if it distributes at least 90% of its REIT taxable income to its stockholders by prescribed dates and complies with various other requirements.

The accompanying consolidated financial statements and related notes of the Company have been prepared in accordance with accounting principles generally accepted in the United States for interim financial reporting and the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in the financial statements prepared under accounting principles generally accepted in the United States have been condensed or omitted. In the opinion of management, all adjustments considered necessary for a fair presentation of the Company’s financial position, results of operations and cash flows have been included and are of a normal and recurring nature. The operating results presented for interim periods are not necessarily indicative of the results that may be expected for any other interim period or for the entire year. These financial statements should be read in conjunction with the Company’s consolidated financial statements for the fiscal year ended December 31, 2005 and notes thereto, included in the Company’s Form 10-K filed with the SEC on March 16, 2006.

2. Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements include the assets, liabilities, and results of operations of CLF, Inc. and its wholly-owned subsidiaries. Results of operations of properties acquired are included in the Consolidated Income Statements from the date of acquisition. All significant intercompany transactions, balances and accounts have been eliminated in consolidation.

Investments in Mortgage Loans

Mortgage loans comprise the vast majority of the Company's loan portfolio. Mortgage loans are secured by an assignment of the long-term real property leases (the majority of whose tenants carry credit ratings of BBB- or better, commonly referred to as investment grade) and mortgages on the underlying real estate. Mortgage loans held for investment are carried at cost (unpaid principal balance adjusted for unearned discount and deferred expenses), and are amortized using the effective interest method over the life of the loan.

Capital Lease Funding, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollar amounts in thousands, except per share amounts)

March 31, 2006 (unaudited)

Purchase Accounting for Acquisition of Real Estate

The Company's purchase price of rental real estate acquired is allocated to the following based on fair values:

- the acquired tangible assets, consisting of land, building and improvements; and
- identified intangible assets and liabilities, consisting of above-market and below-market leases, in-place leases and tenant relationships.

In estimating the fair value of the tangible and intangible assets acquired, the Company considers information obtained about each property as a result of its due diligence activities and other market data, and utilizes various valuation methods, such as estimated cash flow projections utilizing appropriate discount and capitalization rates, estimates of replacement costs, and available market information. The fair value of the tangible assets of an acquired property considers the value of the property as if it were vacant.

Above-market and below-market lease values for acquired properties are recorded based on the present value of the differences between (i) the contractual amounts to be paid pursuant to each in-place lease and (ii) management's estimate of fair market lease rates for each corresponding in-place lease. Fair market lease rates are measured over a period equal to the remaining term of the lease for above-market leases and the initial term plus the term of any below-market rate renewal options for below-market leases. In computing present value, the Company uses a discount rate which reflects the risks associated with the leases acquired. The capitalized above-market lease values are amortized as a reduction of base rental revenue over the remaining term of the respective leases, and the capitalized below-market lease values are amortized as an increase to base rental revenue over the remaining initial terms plus the terms of any below-market renewal options of the respective leases.

Other intangible assets acquired include in-place leases and tenant relationships which are valued based on management's evaluation of the specific characteristics of each tenant's lease and the Company's overall relationship with the respective tenant. Factors considered by management in its analysis of in-place lease values include an estimate of carrying costs during the hypothetical expected time it would take management to find a tenant to lease the space for the existing lease term (a "lease-up period") considering current market conditions, and costs to execute similar leases. Management estimates carrying costs, including such factors as real estate taxes, insurance and other operating expenses during the expected lease-up period, considering current market conditions and costs to execute similar leases. In estimating costs to execute similar leases, management considers leasing commissions, legal and other related expenses. Characteristics considered by management in valuing tenant relationships include the nature and extent of the Company's existing business relationships with the tenant, growth prospects for developing new business with the tenant, the tenant's credit quality and expectations of lease renewals. The value of in-place leases is amortized to expense over the remaining initial terms of the respective leases. The value of tenant relationship intangibles is amortized to expense over the anticipated life of the relationships. Through March 31, 2006, the Company has assigned no value to tenant relationships on any of its acquisitions.

For property acquisitions where the Company assumes existing mortgage debt, the debt is recorded at its fair value, based on management's estimate of current market yields available for comparable financing. The Company amortizes any discount or premium as part of interest expense on the related debt using the effective interest method.

Real estate taxes, insurance and interest expense on properties that are under construction are capitalized in accordance with the Financial Accounting Standards Board (“FASB”) Statement of Financial Accounting Standards (“SFAS”) No. 34, *Capitalization of Interest Cost* and SFAS 67, *Accounting for Costs and Initial Rental Operations of Real Estate Projects*.

Depreciation is determined by the straight-line method over the remaining estimated economic useful lives of the properties. The Company depreciates buildings and building improvements over periods not exceeding 40 years. Direct costs incurred in acquiring properties are capitalized. Expenditures for maintenance and repairs are charged to operations as incurred. Significant renovations which extend the useful life of the properties are capitalized.

Capital Lease Funding, Inc. and Subsidiaries
Notes to Consolidated Financial Statements
(Dollar amounts in thousands, except per share amounts)

March 31, 2006 (unaudited)

Securities Available for Sale

Securities are classified as available-for-sale and are reported at fair value on the Company's consolidated balance sheets, with unrealized gains and losses included in other comprehensive income, and any other than temporary impairments included in current earnings on the Income Statement, in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. The Company has also adopted the disclosure requirements of EITF Issue No. 03-01, *The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments*, regarding disclosures to be made when held-to-maturity or available-for-sale investments are impaired at the balance sheet date but for which an "other than temporary" loss has not been recognized. The Company had no losses on securities charged to the Income Statement during the quarters ended March 31, 2006 and March 31, 2005.

Deferred Origination Fees and Costs

In accordance with SFAS No. 91, *Accounting for Nonrefundable Fees and Costs Associated with Originating or Acquiring Loans and Initial Direct Costs of Leases*, the Company defers the recognition of fees and expenses associated with the origination of its loans held for investment. These items include lender fee income, rate lock income, direct loan origination costs, certain legal fees, insurance costs, rating agency fees and certain other expenses. Deferred fees and costs are recognized as an adjustment to the effective yield over the life of the related asset.

Revenue Recognition

Rental revenue on real estate is recognized in accordance with SFAS No. 13, *Accounting for Leases*. Rental revenue is recognized on a straight-line basis over the non-cancelable term of the lease unless another systematic and rational basis is more representative of the time pattern in which the use benefit is derived from the leased property. This includes the effects of rent steps and rent abatements under the leases.

Interest income from loans, securities, and structuring fees receivable, is recognized on the accrual basis of accounting. Interest income from securities (including interest-only strips) is recognized over the life of the investment using the effective interest method. The cost basis of interest-only strips is adjusted to reflect any prepayments from underlying assets, using the initial yield-to-maturity at the purchase date.

Gains are recognized on the sale of loans and securities in accordance with the requirements of SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. The Company may from time to time split its mortgage loan investments into two notes-a real estate note and a corporate credit note. In these instances, the Company will generally sell the real estate note to a third party and retain the corporate credit note in portfolio. The Company computes gain on these sales by comparing the sales proceeds on the note sold to its cost basis. The Company computes its cost basis on the note sold by allocating the entire basis in the loan between the two notes based on the present value of expected cash flows on each note. In computing present values, management estimates a discount rate based on a benchmark rate plus a market spread based on the credit of the underlying tenant. These estimates reflect market rates that management believes are reasonable. However, the use of different estimates could have an impact on the calculation of gain on sale revenue.

The Company may periodically receive breakup fees on contracts in connection with its investments in real estate. The Company recognizes revenues from contract breakup fees when the contractual conditions have occurred to

trigger the receipt of such a fee, when the amounts of such revenue can be reasonably determined, and when collection is probable.

Impairment of Long-Lived Assets

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In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the Company reviews its investment in long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The Company's policy is to review long-lived assets for impairment at least annually, or more frequently if events or changes in circumstances indicate that an impairment review may be necessary. The Company's impairment review process includes the following steps:

30,
2018

September 30,
2017

Statutory federal income tax (benefit)

\$

(2,234,000)

)

21.0

%

\$

(2,321,000)

)

34.0

%

\$

(4,173,000

)

21.0

%

\$

(5,536,000)

)

34.0

%

State income taxes (benefit), net of federal benefit

(866,000)

)

8.1

%

(440,000

)

6.5

%

(1,558,000)

)

7.8

%

(1,049,000)

)

6.4

%

Valuation allowance

3,215,000

(30.2

)%

—

5,783,000

(29.1

)%

—

Other permanent differences

(115,000

)

1.1

%

(3,000

)

(0.0

)%

(52,000

)

0.3

%

103,000

(0.6

)%

Total income tax expense (benefit)

\$

0.0

%

\$

(2,764,000)

)

40.5

%

\$

0.0

%

\$

(6,482,000)

)

39.8

%

The Tax Reform Bill enacted by U.S. Federal government in December 2017 changed existing tax law including a reduction of the U.S. Corporate tax rate. The Company re-measured deferred taxes as of the date of enactment, reflecting these changes within deferred tax assets as of December 31, 2017.

The most significant temporary differences between GAAP net income (loss) and taxable net income (loss) are the treatment of interest costs, policy premiums and servicing costs with respect to the acquisition and maintenance of the life insurance policies and revenue recognition with respect to the fair value of the life insurance portfolio.

Liquidity and Capital Resources

We finance our businesses through a combination of life insurance policy benefit receipts, interest on other investments, equity offerings, debt offerings and our senior credit facility. We have used our debt offerings and our senior credit facility for policy acquisition, policy premiums and servicing costs, working capital and financing expenditures including paying principal, interest and dividends.

As of September 30, 2018 and December 31, 2017, we had approximately \$131.4 million and \$159.4 million, respectively, in combined available cash, cash equivalents, restricted cash and policy benefits receivable for the purpose of financing our business.

Additional future borrowing base capacity for premiums and servicing costs, created as the premiums and servicing costs of pledged life insurance policies become due and by additional policy pledges to the facility, if any, exists under the amended and restated senior credit facility with LNV Corporation.

On August 10, 2018 we sold \$50 million of Series B in connection with the Initial Transfer of the Beneficient Transaction. Approximately half of the proceeds from this sale were distributed to common shareholders pursuant to a special dividend paid on September 5, 2018 to shareholders of record on August 27, 2018. The remaining amount is expected to be utilized primarily for our insurtech initiatives, although these amounts are available for general corporate purposes. We do not expect to issue any additional Series B.

Financings Summary

We had the following outstanding debt balances as of September 30, 2018 and December 31, 2017:

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Issuer/Borrower	Principal Amount Outstanding	Weighted Average Interest Rate	Principal Amount Outstanding	Weighted Average Interest Rate
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GWG Holdings, Inc. – L Bonds (see Note 10)	\$ 586,063,000	7.12	%	\$ 461,427,000	7.29	%
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GWG Holdings, Inc. – Seller Trust L Bonds (see Note 11)	403,235,000	7.50	%	—	—
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GWG DLP Funding IV, LLC – LNV senior credit facility (see Note 8)	171,964,000	10.30 %	222,525,000	9.31 %
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Total	\$ 1,161,262,000	7.72	%	\$ 683,952,000	7.95	%
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The table below reconciles the face amount of our outstanding debt to the carrying value shown on our balance sheets:

As of September 30, 2018	As of December 31, 2017
--------------------------------	-------------------------------

Total senior facility with LNV Corporation and other indebtedness

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Face amount outstanding	\$ 171,964,000	\$ 222,525,000
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Unamortized selling costs	(9,495,000)	(10,287,000)
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Carrying amount	\$ 162,469,000	\$ 212,238,000
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Seller Trust L Bonds – face and carrying amount	\$ 403,235,000	\$ —
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L Bonds:

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Face amount outstanding	\$ 586,063,000	\$ 461,427,000
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Subscriptions in process	4,718,000	1,560,000
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Unamortized selling costs	(20,581,000)	(15,593,000)
---------------------------	---------------	---------------

Carrying amount	\$ 570,200,000	\$ 447,394,000
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In November 2011, we began offering Series I Secured Notes, which were governed by an Intercreditor Agreement, a Third Amended and Restated Note Issuance and Security Agreement dated November 1, 2011, as amended, and a related Pledge Agreement. In September 2017, all of the Series I Secured Notes were paid in full and all obligations thereunder were terminated.

In June 2011, we concluded a private placement offering of Series A Preferred Stock for new investors, having received an aggregate \$24.6 million in subscriptions for our Series A Preferred Stock. These subscriptions consisted of \$14.0 million in conversions of outstanding Series I Secured Notes into Series A Preferred Stock and \$10.6 million of new investments. In October 2017, we exercised our contractual right to call for the redemption of the Series A Preferred Stock and all related outstanding warrants and paid an aggregate of approximately \$22.2 million.

In January 2012, we began publicly offering up to \$250.0 million in debt securities (initially named “Renewable Secured Debentures” and subsequently renamed “L Bonds”) that was completed in January 2015.

On September 24, 2014, we consummated an initial public offering of our common stock resulting in the sale of 800,000 shares of common stock at \$12.50 per share and net proceeds of approximately \$8.6 million after the deduction of underwriting commissions, discounts and expense reimbursements.

In January 2015, we began publicly offering up to \$1.0 billion of L Bonds as a follow-on to our earlier \$250.0 million public debt offering. In January 2018, we began publicly offering up to \$1.0 billion L Bonds as a follow-on to our earlier L Bond offering. Through September 30, 2018, the total amount of these L Bonds sold, including renewals, was \$1.0 billion. As of September 30, 2018 and December 31, 2017, respectively, we had approximately \$586.1 million and \$461.4 million in principal amount of L Bonds outstanding.

In October 2015, we began publicly offering up to 100,000 shares of our RPS at a per-share price of \$1,000. As of December 31, 2017, we had issued approximately \$99.1 million stated value of RPS and terminated that offering.

In February 2017, we began publicly offering up to 150,000 shares of our RPS 2 at a per-share price of \$1,000. As of September 30, 2018, we have issued approximately \$150 million stated value of RPS 2 and terminated that offering.

On August 10, 2018, GWG Holdings, GWG Life and the Trustee, entered into the Supplemental Indenture to the Amended and Restated Indenture. GWG Holdings entered into the Supplemental Indenture to add and modify certain provisions of the Amended and Restated Indenture necessary to provide for the issuance of the Seller Trust L Bonds. Also on August 10, 2018, we issued Seller Trust L Bonds in the amount of \$403,234,866 to the Seller Trusts in connection with the Initial Transfer. The maturity date of the Seller Trust L Bonds is August 9, 2023. The Seller Trust L Bonds bear interest at 7.5% per annum. Interest is payable monthly in cash (see Note 11).

In August 2018, we offered and sold 5,000,000 shares of our Series B in reliance upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933. The Series B shares were issued, at a \$10 per share value, for cash consideration of \$50 million.

The weighted-average interest rate of our outstanding L Bonds (excluding the Seller Trust L Bonds) as of September 30, 2018 and December 31, 2017 was 7.12% and 7.29%, respectively, and the weighted-average maturity at those dates was 2.67 and 2.38 years, respectively. Our L Bonds have renewal features. Since we first issued our L Bonds, we have experienced \$473.7 million in maturities, of which \$279.9 million has renewed through September 30, 2018 for an additional term. This has provided us with an aggregate renewal rate of approximately 59.1% for investments in these securities.

Future contractual maturities of L Bonds at September 30, 2018 are(1):

Years Ending December 31,

L Bonds

Three months ending December 31, 2018 \$ 26,778,000

2019

150,056,000

2020

137,067,000

2021

87,360,000

2022

39,713,000

2023

53,616,000

Thereafter

91,473,000

\$ 586,063,000

(1) Excluding the Seller Trust L Bonds (see Note 11).

The L Bonds and the Seller Trust L Bonds are secured by all of our assets and are subordinate to our amended and restated senior credit facility with LNV Corporation.

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On September 27, 2017, we entered into a \$300 million amended and restated senior credit facility with LNV Corporation in which DLP IV is the borrower. We intend to use the proceeds from this facility to grow and maintain our portfolio of life insurance policies, for liquidity and for general corporate purposes. As of September 30, 2018 we had approximately \$172.0 million outstanding under the senior credit facility with LNV Corporation.

We expect to meet our ongoing operational capital needs for policy acquisition, policy premiums and servicing costs, working capital and financing expenditures including paying principal, interest and dividends through a combination of the receipt of policy benefits from our portfolio of life insurance policies, dividends and interest on other investments,

net proceeds from our L Bond offering, and funding available from our amended and restated senior credit facility with LNV Corporation. We estimate that our liquidity and capital resources are sufficient for our current and projected financial needs for at least the next twelve months given current assumptions. However, if we are unable to continue our L Bonds offering for any reason, and we are unable to obtain capital from other sources, our business will be materially and adversely affected. In addition, our business will be materially and adversely affected if we do not receive the policy benefits we forecast and if holders of our L Bonds fail to renew with the frequency we have historically experienced. In such a case, we could be forced to sell our investments in life insurance policies to service or satisfy our debt-related and other obligations. A sale under such circumstances may result in significant impairment of the recognized value of our portfolio.

Capital expenditures have historically not been material and we do not anticipate making material capital expenditures in 2018 or beyond.

Portfolio Assets and Secured Indebtedness

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At September 30, 2018, the fair value of our investments in life insurance policies of \$791.5 million plus our cash balance of \$117.9 million, restricted cash balance of \$3.1 million, policy benefits receivable of \$10.5 million, financing receivables from affiliate of \$366.9 million, equity method investments of \$42.1 million, totaled \$1,332.0 million, representing an excess of portfolio assets over secured indebtedness of \$170.7 million. At December 31, 2017, the fair value of our investments in life insurance policies of \$650.5 million plus our cash balance of \$114.4 million, our restricted cash balance of \$28.3 million, matured policy benefits receivable of \$16.7 million, totaled \$809.9 million, representing an excess of portfolio assets over secured indebtedness of \$126.0 million.

The following forward-looking table seeks to illustrate the impact that a hypothetical sale of our portfolio of life insurance assets (at various discount rates) and the realization of the financing receivables from affiliates and equity method investments (at their carrying amounts) would have on our ability to satisfy our debt obligations as of September 30, 2018. In all cases, the sale of the life insurance assets owned by DLP IV will be used first to satisfy all amounts owing under our amended and restated senior credit facility with LNV Corporation. The net sale proceeds remaining after satisfying all obligations under our amended and restated senior credit facility with LNV Corporation would be applied to the L Bonds and Seller Trust L Bonds on a pari passu basis.

Portfolio Discount Rate	10%	12%	14%	16%	17%
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Value of portfolio	\$ 808,019,000	\$ 738,893,000	\$ 679,850,000	\$ 628,979,000	\$ 606,131,000
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Cash, cash equivalents and policy benefits receivable	131,416,000	131,416,000	131,416,000	131,416,000	131,416,000
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Financing
receivable from
affiliate

366,871,000	366,871,000	366,871,000	366,871,000	366,871,000
-------------	-------------	-------------	-------------	-------------

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Equity method investment	42,069,000	42,069,000	42,069,000	42,069,000	42,069,000
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Total assets	1,348,375,000	1,279,249,000	1,220,206,000	1,169,335,000	1,146,487,000
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Senior credit facility	171,964,000	171,964,000	171,964,000	171,964,000	171,964,000
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Net after senior credit facility	1,176,411,000	1,107,285,000	1,048,242,000	997,371,000	974,523,000
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L Bonds	586,063,000	586,063,000	586,063,000	586,063,000	586,063,000
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Seller Trust L Bonds	403,235,000	403,235,000	403,235,000	403,235,000	403,235,000
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Net remaining	\$ 187,113,000	\$ 117,987,000	\$ 58,944,000	\$ 8,073,000	\$ (14,775,000)
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Impairment to L
Bonds and Seller
Trust L Bonds

No
impairment

No
impairment

No
impairment

No
Impairment

Impairment

The table illustrates that our ability to fully satisfy amounts owing under the L Bonds and Seller Trust L Bonds would likely be impaired upon the sale or realization of financing receivable from affiliate and equity method investment at their respective carrying amounts plus the sale or realization of all our life insurance assets at a price equivalent to a discount rate of approximately 16.35% or higher. At December 31, 2017, the likely impairment occurred at a discount rate of approximately 15.04% or higher. The discount rate used to calculate the fair value of our portfolio was 10.45% as of both September 30, 2018 and December 31, 2017.

The table does not include any allowance for transactional fees and expenses associated with a portfolio sale or the sale or realization of the financing receivables from affiliate and equity method investments (which expenses and fees

could be substantial) and is provided to demonstrate how various discount rates used to value our portfolio could affect our ability to satisfy amounts owing under our debt obligations in light of our senior secured lender's right to priority payments under our amended and restated senior credit facility with LNV Corporation. This table also does not include the yield maintenance fee, which could be substantial, we are required to pay in certain circumstances under our amended and restated senior credit facility with LNV Corporation. You should read the above table in conjunction with the information contained in other sections of this report, including Critical Accounting Policies — Fair Value Components — Discount Rate and the notes to the consolidated financial statements.

Amendment of Credit Facility

Effective September 27, 2017, DLP IV entered into an amended and restated senior credit facility with LNV Corporation. The amended and restated senior credit facility makes available a total of up to \$300,000,000 in credit to DLP IV with a maturity date of September 27, 2029. Additional advances are available under the amended and restated senior credit facility at the LIBOR rate described below. Advances are available as the result of additional borrowing base capacity, created as the premiums and servicing costs of pledged life insurance policies become due and by additional policy pledges to the amended and restated senior credit facility, if any. Interest will accrue on amounts borrowed under the amended and restated senior credit facility at an annual interest rate, determined as of each date of borrowing or quarterly if there is no borrowing, equal to (A) the greater of 12-month LIBOR or the federal funds rate (as defined in the agreement) plus one-half of one percent per annum, plus (B) 7.50% per annum. The effective rate at September 30, 2018 was 10.30%. Interest payments are made on a quarterly basis.

Under the amended and restated senior credit facility, DLP IV has granted the administrative agent, for the benefit of the lenders under the facility, a security interest in all of DLP IV's assets. As with prior collateral arrangements relating to the senior secured debt of GWG Holdings and its subsidiaries (on a consolidated basis), GWG Holdings' equity ownership in DLP IV continues to serve as collateral for the obligations of GWG Holdings under the L Bonds and Seller Trust L Bonds (although the life insurance assets owned by DLP IV will not themselves serve directly as collateral for those obligations).

Cash Flows

The payment of premiums and servicing costs to maintain life insurance policies represents our most significant requirement for cash disbursement. When a policy is purchased, we are able to calculate the minimum premium payments required to maintain the policy in-force. Over time as the insured ages, premium payments will increase. Nevertheless, the probability we will actually be required to pay the premiums decreases as mortality becomes more likely. These scheduled premiums and associated probabilities are factored into our expected internal rate of return and cash-flow modeling. Beyond premiums, we incur policy servicing costs, including annual trustee, policy administration and tracking costs. Additionally, we incur significant financing costs, including principal, interest and dividends. Both policy servicing costs and financing costs are excluded from our internal rate of return calculations. We finance our businesses through a combination of life insurance policy benefit receipts, interest on other investments, equity offerings, debt offerings, and our amended and restated senior credit facility with LNV Corporation.

The amount of payments for anticipated premiums, including the requirement by our senior credit facility with LNV Corporation to maintain a two month cost-of-insurance threshold within each policy cash value account, and servicing costs that we will be required to make over the next five years to maintain our current portfolio, assuming no mortalities, is set forth in the table below.

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Years Ending December 31,	Premiums	Servicing	Premiums and Servicing Fees
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Three months ending December 31, 2018 \$ 14,034,000 \$ 345,000 \$ 14,379,000

2019

64,852,000 1,381,000 66,233,000

2020

76,664,000 1,381,000 78,045,000

2021

88,681,000 1,381,000 90,062,000

2022

101,411,000 1,381,000 102,792,000

2023

113,676,000 1,381,000 115,057,000

\$ 459,318,000 \$ 7,250,000 \$ 466,568,000

Our anticipated premium expenses are subject to the risk of increased cost-of-insurance charges (i.e., “COI” or premium charges) for the life insurance policies we own. On May 9, 2018 we learned that John Hancock Life Insurance Company (“John Hancock”) had begun notifying policy owners of COI increases on Performance UL policies issued between 2003 and 2010. We identified and received notice on 20 such policies in our portfolio, representing \$59.6 million in total face value, and have completed our analysis and incorporation of increased cost of insurance charges into our portfolio as of September 30, 2018 reducing the fair value by approximately \$2.9 million. In addition, we received notice and recognized COI increases on four policies issued by the Transamerica Life Insurance Company (“Transamerica”) as of September 30, 2018 with a total face value of \$9.2 million and a reduction in fair value of \$1.4 million.

We have no known pending cost-of-insurance increases on any policies in our portfolio, but we are aware that cost-of-insurance increases have become more prevalent in the industry. Thus, we may see additional insurers implementing cost-of-insurance increases in the future.

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For the quarter-end dates set forth below, the following table illustrates the total amount of face value of policy benefits owned, and the trailing 12 months of life insurance policy benefits realized and premiums paid on our portfolio. The trailing 12-month benefits/premium coverage ratio indicates the ratio of policy benefits realized to premiums paid over the trailing 12-month period from our portfolio of life insurance policies.

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Quarter End Date	Portfolio Face Amount (\$)	12-Month Trailing Benefits Realized (\$)	12-Month Trailing Premiums Paid (\$)	12-Month Trailing Benefits/ Premium Coverage Ratio
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March 31, 2015	754,942,000	46,675,000	23,786,000	196.2	%
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June 30, 2015

806,274,000 47,125,000 24,348,000 193.5 %

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September 30, 2015 878,882,000 44,482,000 25,313,000 175.7 %

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December 31, 2015 944,844,000 31,232,000 26,650,000 117.2 %

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March 31, 2016	1,027,821,000	21,845,000	28,771,000	75.9	%
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June 30, 2016 1,154,798,000 30,924,000 31,891,000 97.0 %

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September 30, 2016 1,272,078,000 35,867,000 37,055,000 96.8 %

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December 31, 2016 1,361,675,000 48,452,000 40,239,000 120.4 %

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March 31, 2017 1,447,558,000 48,189,000 42,753,000 112.7 %

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June 30, 2017

1,525,363,000 49,295,000 45,414,000 108.5 %

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September 30, 2017 1,622,627,000 53,742,000 46,559,000 115.4 %

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December 31, 2017 1,676,148,000 64,719,000 52,263,000 123.8 %

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March 31, 2018 1,758,066,000 60,248,000 53,169,000 113.3 %

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June 30, 2018

1,849,079,000 76,936,000 53,886,000 142.8 %

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September 30, 2018 1,961,598,000 75,161,000 55,365,000 135.8 %

We believe that the portfolio cash flow results set forth above are consistent with our general investment thesis: that the life insurance policy benefits we receive will continue to increase over time in relation to the premiums we are required to pay on the remaining policies in the portfolio. Nevertheless, we expect that our portfolio cash flow on a period-to-period basis will remain inconsistent until such time as we achieve our goal of acquiring a larger, more diversified portfolio of life insurance policies.

Inflation

Changes in inflation do not necessarily correlate with changes in interest rates. We presently do not foresee any material impact of inflation on our results of operations in the periods presented in our condensed consolidated financial statements.

Off-Balance Sheet Arrangements

We are party to an office lease with U.S. Bank National Association as the landlord. On September 1, 2015, we entered into an amendment that expanded the leased space to 17,687 square feet and extended the term through October 2025 (see Note 21).

Credit Risk

We review the credit risk associated with our portfolio of life insurance policies when estimating its fair value. In evaluating the policies' credit risk, we consider insurance company solvency, credit risk indicators, economic conditions, ongoing credit evaluations, and company positions. We attempt to manage our credit risk related to life insurance policies typically by purchasing policies issued only from companies with an investment-grade credit rating by either Standard & Poor's, Moody's, or A.M. Best Company. As of September 30, 2018, 95.7% of our life insurance policies, by face value benefits, were issued by companies that maintained an investment-grade rating (BBB or better) by Standard & Poor's.

The assets and liabilities exchanged in the Initial Transfer of the Beneficient Transaction are excluded from this analysis.

Interest Rate Risk

Our amended and restated senior credit facility with LNV Corporation is floating-rate financing. In addition, our ability to offer interest and dividend rates that attract capital (including in our continuous offering of L Bonds) is generally impacted by prevailing interest rates. Furthermore, while our L Bond offering provides us with fixed-rate debt financing, our Debt Coverage Ratio is calculated in relation to the interest rate on all of our debt financing. Therefore, fluctuations in interest rates impact our business by increasing our borrowing costs and reducing availability under our debt financing arrangements. We calculate our life insurance portfolio earnings based upon the spread generated between the return on our life insurance portfolio and the total cost of our financing. As a result, increases in interest rates will reduce the earnings we expect to achieve from our investments in life insurance policies.

The assets and liabilities exchanged in the Initial Transfer of the Beneficient Transaction are excluded from this analysis.

Non-GAAP Financial Measures (as restated)

Non-GAAP financial measures disclosed by our management are provided as additional information to investors in order to provide an alternative method for assessing our financial condition and operating results. These non-GAAP financial measures are not in accordance with GAAP and may be different from non-GAAP measures used by other companies, including other companies within our industry. This presentation of non-GAAP financial information should not be considered in isolation or as a substitute for comparable amounts prepared in accordance with GAAP. See our condensed consolidated financial statements and our financial statements contained herein.

We use non-GAAP financial measures for management's assessment of our financial condition and operating results without regard to GAAP fair value standards. The application of current GAAP fair value standards, especially during a period of significant growth of our portfolio and our Company may result in current period GAAP financial results that may not be reflective of our long-term earnings potential. Management believes our non-GAAP financial measures provide investors an alternative view of the long-term earnings potential without regard to the volatility in GAAP financial results that can, and does, occur during this stage of our portfolio and company growth.

Therefore, in contrast to a GAAP fair valuation, we seek to measure the accrual of the actuarial gain occurring within the portfolio of life insurance policies at our expected internal rate of return (exclusive of future interest costs) based on statistical mortality probabilities for the insureds (using primarily the insured's age, sex, health and smoking status). The expected internal rate of return tracks actuarial gain occurring within the policies according to a mortality table as the insureds' age increases. By comparing the actuarial gain accruing within our portfolio of life insurance policies against our adjusted operating costs during the same period, we can estimate the overall financial performance of our business without regard to fair value volatility. We use this information to balance our life insurance policy purchasing and manage our capital structure, including the issuance of debt and utilization of our other sources of capital, and to monitor our compliance with borrowing covenants. We believe that these non-GAAP financial measures provide information that is useful for investors to understand period-over-period operating results separate and apart from fair value items that can have a disproportionately positive or negative impact on GAAP results in any particular reporting period.

In addition, the Indenture governing our L Bonds and Seller Trust L Bonds requires us to maintain a “Debt Coverage Ratio” designed to provide reasonable assurance that the buy and hold value of our life insurance portfolio plus the value of all our other assets exceed our total outstanding indebtedness. This ratio is calculated using non-GAAP measures as described below, again without regard to GAAP-based fair value measures.

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Non-GAAP Investment Cost Basis of Life Insurance Portfolio	As of September 30, 2018	As of December 31, 2017
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GAAP fair value	\$ 791,469,000	\$ 650,527,000
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Unrealized fair value gain(1)	(387,445,000)	(331,386,000)
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Adjusted cost basis increase(2)	393,078,000	325,100,000
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Non-GAAP investment cost basis(3)	\$ 797,102,000	\$ 644,241,000
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- (1) This represents the reversal of cumulative unrealized GAAP fair value gain of life insurance policies.

- (2) Adjusted cost basis is increased to interest, premiums and servicing fees that are expensed under GAAP.

(3) This is the non-GAAP investment cost basis in life insurance policies from which our expected internal rate of return is calculated.

Excess Spread of Life Insurance Portfolio. Management uses the “total excess spread” to gauge expected profitability of our investment in our life insurance portfolio. The Expected IRR of our portfolio is based upon future cash flow forecasts derived from a probabilistic analysis of our policy benefits received and policy premiums paid in relation to our non-GAAP investment cost basis.

As of September 30, 2018	As of December 31, 2017
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Expected IRR(1)	10.12	%	10.48	%
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Total weighted-average interest rate on indebtedness for borrowed money(2)	7.72	%	7.95	%
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Total excess spread(3)	2.40	%	2.53	%
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- (1) Excludes IRR realized on matured life insurance policies — which are substantial.

(2) Represents the weighted-average interest rate paid on all interest-bearing indebtedness as of the measurement date, determined as follows:

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Indebtedness

As of
September 30,
2018

As of
December 31,
2017

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Senior credit facility with LNV Corporation	\$ 171,964,000	\$ 222,525,000
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L Bonds	586,063,000	461,427,000
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Seller Trust L Bonds

403,235,000

—

Total	\$ 1,161,262,000	\$ 683,952,000
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Interest Rates on Indebtedness

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Senior credit facility with LNV Corporation	10.30	%	9.31	%
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L Bonds

7.12

%

7.29

%

Seller Trust L Bonds

7.50

%

—

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Weighted-average interest rates paid on indebtedness	7.72	%	7.95	%
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- (3) Calculated as the Expected IRR minus the weighted-average interest rate on interest-bearing indebtedness(2).

Adjusted Non-GAAP Net Income. We calculate our adjusted non-GAAP net income by recognizing the actuarial gain accruing within our life insurance portfolio at the Expected IRR against our adjusted cost basis without regard to fair value. We net this actuarial gain against its adjusted costs during the same period to calculate our net income on an adjusted non-GAAP basis.

Three Months Ended
September 30,

Nine Months Ended
September 30,

2018

2017

2018

2017

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GAAP net income (loss) attributable to common shareholders	\$ (14,836,000)	\$ (7,611,000)	\$ (32,114,000)	\$ (17,249,000)
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Unrealized fair value gain(1)	(24,840,000)	(20,182,000)	(56,058,000)	(49,301,000)
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Adjusted cost basis increase(2)	29,704,000	24,207,000	83,154,000	68,667,000
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Accrual of unrealized actuarial gain(3)	9,325,000	9,032,000	20,898,000	21,448,000
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Total adjusted non-GAAP net income (loss) \$ (647,000) \$ 5,446,000 \$ 15,880,000 \$ 23,565,000

- (1) Reversal of unrealized GAAP fair value gain on life insurance policies for current period.

(2) Adjusted cost basis is increased to include interest, premiums and servicing fees that are expensed under GAAP.

(3) Accrual of actuarial gain at Expected IRR.

Adjusted Non-GAAP Tangible Net Worth. We calculate our adjusted non-GAAP tangible net worth by recognizing the actuarial gain accruing within our life insurance policies at the Expected IRR of the policies we own without regard to fair value. We net this actuarial gain against our costs during the same period to calculate our adjusted tangible net worth on a non-GAAP basis.

As of
September 30,
2018

As of
December 31,
2017

GAAP net worth(1)	\$ 181,157,000	\$ 133,672,000
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Less intangible assets(2)	(35,345,000)	(30,354,000)
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GAAP tangible net worth	145,812,000	103,318,000
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Unrealized fair value gain(3)	(387,445,000)	(331,386,000)
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Adjusted cost basis increase(4)	393,078,000	325,100,000
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Accrual of unrealized actuarial gain(5)	179,140,000	158,241,000
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Total adjusted non-GAAP tangible net worth \$ 330,585,000 \$ 255,273,000

- (1) Excludes assets exchanged pursuant to the Initial Transfer of the Beneficient Transaction (see Note 1).

- (2) Unamortized portion of deferred financing costs and pre-paid insurance.

- (3) Reversal of cumulative unrealized GAAP fair value gain or loss of life insurance policies.

(4) Adjusted cost basis is increased to include interest, premiums and servicing fees that are expensed under GAAP.

(5) Accrual of cumulative actuarial gain at Expected IRR.

Debt Coverage Ratio. Our L Bonds borrowing covenants require us to maintain a Debt Coverage Ratio of less than 90%. The Debt Coverage Ratio is calculated by dividing the sum of our total interest-bearing indebtedness by the sum of our cash, cash equivalents, and policy benefits receivable by the net present value of the life insurance portfolio, and, without duplication, the value of all of our other assets as reflected on our most recently available balance sheet prepared in accordance with GAAP.

As of
September 30,
2018

As of
December 31,
2017

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Life insurance portfolio policy benefits	\$ 1,961,598,000	\$ 1,676,148,000
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Discount rate of future cash flows(1)	7.84	%	7.95	%
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Net present value of life insurance portfolio policy benefits	\$ 896,903,000	\$ 737,625,000
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Cash and cash equivalents	120,943,000	142,771,000
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Life insurance policy benefits receivable	10,473,000	16,659,000
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Other assets(2)

418,777,000

—

Total Coverage	\$ 1,447,096,000	\$ 897,055,000
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Senior credit facility	\$ 171,964,000	\$ 222,525,000
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L Bonds and Seller Trust L Bonds	989,298,000	461,427,000
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Total Indebtedness	\$ 1,161,262,000	\$ 683,952,000
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Debt Coverage Ratio	80.25	%	76.24	%
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- (1) Weighted-average interest rate paid on indebtedness exclusive of Seller Trust L Bonds.

(2) The Total Coverage amount as of September 30, 2018 includes “other assets” of GWG Holdings as reflected on its most recently available balance sheet prepared in accordance with GAAP.

As of September 30, 2018 and December 31, 2017, we were in compliance with the Debt Coverage Ratio.

Life Insurance Portfolio Information

Our portfolio of life insurance policies, owned by our subsidiaries as of September 30, 2018, is summarized below:

Life Insurance Portfolio Summary

Total portfolio face value of policy benefits \$ 1,961,598,000

Average face value per policy	\$ 1,805,000
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Average face value per insured life	\$ 2,018,000
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Average age of insured (years)*	82.1
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Average life expectancy estimate (years)* 6.7

Total number of policies	1,087
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Number of unique lives

972

Demographics

76% Male; 24% Female

Number of smokers

43

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Largest policy as % of total portfolio face value 0.68 %

Average policy as % of total portfolio	0.09	%
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Average annual premium as % of face value	2.90	%
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* Averages presented in the table are weighted averages.

Our portfolio of life insurance policies, owned by our wholly owned subsidiaries as of September 30, 2018, organized by the insured's current age and the associated number of policies and policy benefits, is summarized below:

Distribution of Policies and Policy Benefits by Current Age of Insured

Percentage of Total

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Min Age	Max Age	Number of Policies	Policy Benefits	Number of Policies	Policy Benefits	Wtd. Avg. LE (yrs.)
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95	100	14	\$ 19,954,000	1.3	%	1.0	%	1.2
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90	94	129	254,332,000	11.9 %	13.0 %	2.8
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85	89	215	458,646,000	19.8	%	23.4	%	4.6
----	----	-----	-------------	------	---	------	---	-----

80	84	239	468,474,000	22.0	%	23.9	%	6.2
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75	79	212	383,160,000	19.5	%	19.5	%	8.9
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70	74	195	289,030,000	17.9 %	14.7 %	10.5
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60	69	83	88,002,000	7.6	%	4.5	%	9.7
----	----	----	------------	-----	---	-----	---	-----

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Total	1,087	\$ 1,961,598,000	100.0 %	100.0 %	6.7
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Our portfolio of life insurance policies, owned by our subsidiaries as of September 30, 2018, organized by the insured's estimated life expectancy and associated policy benefits, is summarized below:

Distribution of Policies by Current Life Expectancies (LE) of Insured

Percentage of Total

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Min LE (Months)	Max LE (Months)	Number of Policies	Policy Benefits	Number of Policies	Policy Benefits
--------------------	--------------------	-----------------------	--------------------	--------------------------	--------------------

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1	47	307	\$ 521,969,000	28.3 %	26.6 %
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48	71	213	407,180,000	19.6 %	20.8 %
----	----	-----	-------------	--------	--------

72	95	220	393,943,000	20.2 %	20.1 %
----	----	-----	-------------	--------	--------

96	119	162	300,075,000	14.9 %	15.3 %
----	-----	-----	-------------	--------	--------

120	143	108	155,617,000	9.9	%	7.9	%
-----	-----	-----	-------------	-----	---	-----	---

144	179	64	139,598,000	5.9	%	7.1	%
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180	228	13	43,216,000	1.2	%	2.2	%
-----	-----	----	------------	-----	---	-----	---

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Total	1,087	\$ 1,961,598,000	100.0 %	\$ 100.0 %
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We track concentrations of pre-existing medical conditions among insured individuals within our portfolio based on information contained in life expectancy reports including the underwriter's designation of primary impairment. We track these medical conditions within the following ten primary categories: (1) cancer, (2) cardiovascular, (3) cerebrovascular, (4) dementia, (5) diabetes, (6) multiple conditions, (7) neurological disorders, (8) respiratory disease, (9) other, and (10) no diseases. Currently, the primary disease categories within our portfolio that represent a concentration of over 10% are multiple conditions, cardiovascular, and other which constitute 25.4%, 21.3%, and 12.4%, respectively, of the face amount of insured benefits of our portfolio as of September 30, 2018.

The yield to maturity on bonds issued by life insurance carriers reflects, among other things, the credit risk (risk of default) of such insurance carrier. We follow the yields on certain publicly traded life insurance company bonds because this information is part of the data we consider when valuing our portfolio of life insurance policies for our financial statements.

The average yield to maturity of publicly traded life insurance company bonds data we consider when valuing our portfolio of life insurance policies was 4.10% as of September 30, 2018. We believe that this reflects, in part, the financial market's judgment that credit risk is low with regard to these carriers' financial obligations. It should be noted that the obligations of life insurance carriers to pay life insurance policy benefits ranks senior to all of their other financial obligations, such as the aforementioned senior bonds they issue.

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As of September 30, 2018, approximately 95.7% of the face value of policy benefits in our life insurance portfolio were issued by insurance companies with investment-grade credit ratings from Standard & Poor's. Our ten largest life insurance company credit exposures and the Standard & Poor's credit rating of their respective financial strength and claims-paying ability is set forth below:

Distribution of Policy Benefits by Top 10 Insurance Companies

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Rank	Policy Benefits	Percentage of Policy Benefit Amount	Insurance Company	Ins. Co. S&P Rating
------	-----------------	-------------------------------------	-------------------	---------------------

1	\$ 279,443,000	14.2	%	John Hancock Life Insurance Company	AA-
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2	219,332,000	11.2	%	AXA Equitable Life Insurance Company	A+
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3	207,966,000	10.6	%	Lincoln National Life Insurance Company	AA-
---	-------------	------	---	---	-----

4	192,938,000	9.8	%	Transamerica Life Insurance Company	AA-
---	-------------	-----	---	-------------------------------------	-----

5	122,532,000	6.3	%	Metropolitan Life Insurance Company	AA-
---	-------------	-----	---	-------------------------------------	-----

6	92,568,000	4.7	%	American General Life Insurance Company	A+
---	------------	-----	---	---	----

7	79,998,000	4.1	%	Pacific Life Insurance Company	AA-
---	------------	-----	---	--------------------------------	-----

8	64,093,000	3.3	%	Massachusetts Mutual Life Insurance Company	AA+
---	------------	-----	---	---	-----

9	59,601,000	3.0	%	ReliaStar Life Insurance Company	A
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10	55,202,000	2.8	%	Security Life of Denver Insurance Company	A
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\$ 1,373,673,000 70.0 %

Secondary Life Insurance — Portfolio Return Modeling

The goal of our portfolio of life insurance assets is to earn superior risk-adjusted returns. At any time, we calculate our returns from our life insurance assets based upon (i) our historical results; and (ii) the future cash flows we expect to realize from our statistical forecasts. To forecast our expected future cash flows and returns, we use the probabilistic method of analysis. The expected internal rate of return of our portfolio is based upon future cash flow forecasts derived from a probabilistic analysis of policy benefits received and policy premiums paid in relation to our non-GAAP investment cost basis. As of September 30, 2018, the expected internal rate of return on our portfolio of life insurance assets was 10.12% based on our portfolio benefits of \$1.96 billion and our non-GAAP investment cost basis of \$797.1 million (including purchase price, premiums paid, and financing costs incurred to date). This calculation excludes returns realized from our matured policy benefits which are substantial.

We seek to further enhance our understanding of our expected future cash flow and returns by using a stochastic analysis, sometimes referred to as a “Monte Carlo simulation,” to provide us with a greater understanding of the variability of our projections. The stochastic analysis we perform provides internal rates of return calculations for different statistical confidence intervals. The results of our stochastic analysis, in which we run 10,000 random mortality scenarios, demonstrates that the scenario ranking at the 50th percentile of all 10,000 results generates an internal rate of return (“IRR”) of 10.09%, which is very near to our expected IRR (“Expected IRR”) of our portfolio of 10.12%. Our Expected IRR is based upon future cash flow forecasts derived from a probabilistic analysis of our policy benefits received and policy premiums paid in relation to our non-GAAP investment cost basis. The stochastic analysis results also indicate that our portfolio is expected under this hypothetical analysis to generate an internal rate of return of 9.64% or better in 75% of all generated scenarios; and an internal rate of return of 9.25% or better in 90% of all generated scenarios. As the portfolio continues to grow in size and diversity, all else equal, the hypothetical scenario results cluster closer to each other around our median, or 50th percentile, internal rate of return expectation, thereby lowering future cash flow volatility and potentially justifying our use of lower discount rates to value our portfolio as size and diversification continue to increase over time.

The complete detail of our portfolio of life insurance policies, owned by our wholly owned subsidiaries as of September 30, 2018, organized by the current age of the insured and the associated policy benefits, sex, estimated life expectancy, issuing insurance carrier, and the credit rating of the issuing insurance carrier, is set in Exhibit 99.2 to our Amended Quarterly Report.

CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in our reports filed pursuant to the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance the objectives of the control system are met.

As of September 30, 2018, our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of our disclosure controls and procedures as such term is defined in Rule 13a-15(e) under the Securities and Exchange Act of 1934, as of the end of the period covered by this report. Controls and procedures were deemed effective in the Original Filing on November 19, 2018. Based on the current evaluation as of THE FILING OF THE Amended Quarterly Report, our Chief Executive Officer and Chief Financial Officer concluded that, as a result of the material weakness in internal control over financial reporting as described below, our disclosure controls and procedures were not effective as of September 30, 2018.

Material Weakness in Internal Control over Financial Reporting

A summary of the Beneficient Transaction is set forth in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 14, 2018 and amended in our Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 9, 2018.

On August 10, 2018, the Company, Beneficient, MHT SPV, and the Seller Trusts entered into a Third Amendment to Master Exchange Agreement. Pursuant to the Third Amendment, the parties agreed to consummate the transactions contemplated by the Master Exchange Agreement in two closings.

The first closing (the “Initial Transfer”) occurred on August 10, 2018.

The second closing (“Final Closing”) occurred on December 28, 2018.

Given the highly complex nature of the Beneficient Transaction, the Company considered multiple alternatives to account for this significant and complex transaction. The Company evaluated these alternatives and given the uncertainty of a Final Closing event and the fact that, under the Supplemental Indenture governing the Seller Trust L Bonds, the Company could use the assets received in the Initial Transfer to satisfy the Seller Trust L Bonds which we issued at the Initial Transfer (in the event a Final Closing did not occur by January 31, 2019, the “Unwind”). Accordingly, the Company decided not to recognize the assets and liabilities exchanged in the Initial Transfer that were subject to the Unwind. The Company did, however, provide a detailed description of the Initial Transfer, all of the instruments exchanged at the Initial Transfer, and the non-recognition treatment chosen by it in the notes to the condensed consolidated financial statements in the Original Filing.

In connection with the preparation of its Annual Report on Form 10-K for the year ended December 31, 2018, the Company sought “pre-clearance” from the staff of the Commission (“Staff”) regarding two elements of the Beneficient Transaction, including whether the two transaction events should be accounted for as a single transaction as of the Final Closing. The Staff encourages companies and their auditors to consult with the Office of the Chief Accountant on accounting, financial reporting, and auditing concerns or questions, especially those involving unusual, complex, or innovative transactions for which no clear authoritative guidance exists as well as on issues regarding auditor independence. After discussions between the Company, its independent auditors and the Staff, the Staff expressed its view that we should record the two transaction events separately. We then analyzed the error and the impact of the misstatement on the Original Filing. The conclusion of this analysis is what led the our Audit Committee to conclude that the restatement of the Original Filing was appropriate.

Management has reassessed its evaluation of the effectiveness of the operation of controls in application of generally accepted accounting principles regarding material complex non-routine transactions. As a result of that assessment, management concluded that we did not maintain effective controls due to material weakness in internal control over financial reporting which existed at that date.

Remediation Plan for Material Weakness in Internal Control over Financial Reporting

The Company intends to remediate its material weakness in internal control over financial reporting regarding the application of generally accepted accounting principles to material complex non-routine transactions by the engagement of nationally recognized accounting experts to assist us in accounting and reporting analysis, guidance research and accounting memo documentation. In instances where the Company is faced with material conflicting accounting guidance interpretations from reputable accounting experts, we will consult with the Commission for clarification on the appropriate application of generally accepted accounting principles to enable appropriate application within our financial statements.

Changes in Internal Control over Financial Reporting

As a result of the financing receivable from affiliate and equity method investment the Company acquired in the three month period ended September 30, 2018 the Company has added an internal control regarding assessing these assets for potential impairment that is deemed other-than-temporary.

Except for (1) the added control regarding assessment for potential impairment and (2) the identification of the material weakness regarding the application of generally accepted accounting principles to material complex non-routine transactions, there were no other changes in our internal control over financial reporting identified in connection with management's evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Securities Exchange Act of 1934 during the period covered by this report that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

FINANCIAL INFORMATION

GWG HOLDINGS, INC.

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Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2018 and 2017

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Condensed Consolidated Statements of Cash Flows for the three and nine months ended September 30, 2018 and 2017

Consolidated Statement of Changes in Stockholders' Equity

GWG HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

September 30,
2018

December 31,
2017

(unaudited)
(as restated)

ASSETS

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Cash and cash equivalents	\$ 117,873,668	\$ 114,421,491
---------------------------	----------------	----------------

Restricted cash	3,069,759	28,349,685
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Investment in life insurance policies, at fair value	791,468,587	650,527,353
--	-------------	-------------

Life insurance policy benefits receivable	10,472,696	16,658,761
---	------------	------------

Financing receivable from affiliate	366,871,036	—
-------------------------------------	-------------	---

Equity method investment	42,069,259	—
--------------------------	------------	---

Other assets	9,836,811	8,898,884
--------------	-----------	-----------

TOTAL ASSETS	\$ 1,341,661,816	\$ 818,856,174
--------------	------------------	----------------

LIABILITIES & STOCKHOLDERS' EQUITY

LIABILITIES

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Senior credit facility with LNV Corporation	\$ 162,469,172	\$ 212,238,192
---	----------------	----------------

L Bonds

570,199,704

447,393,568

Seller Trust L Bonds

403,234,866

—

Accounts payable	2,579,323	6,394,439
------------------	-----------	-----------

Interest and dividends payable	18,748,558	15,427,509
--------------------------------	------------	------------

Other accrued expenses	3,272,758	3,730,723
------------------------	-----------	-----------

TOTAL LIABILITIES	1,160,504,381	685,184,431
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STOCKHOLDERS' EQUITY

REDEEMABLE PREFERRED STOCK

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(par value \$0.001; shares authorized 100,000; shares outstanding 97,534 and 98,611; liquidation preference of \$98,103,000 and \$99,186,000 as of September 30, 2018 and December 31, 2017, respectively)	86,920,335	92,840,243
--	------------	------------

SERIES 2 REDEEMABLE PREFERRED STOCK

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(par value \$0.001; shares authorized 150,000; shares outstanding 148,444 and 88,709; liquidation preference of \$149,310,000 and \$89,208,000 as of September 30, 2018 and December 31, 2017, respectively)	129,147,704	80,275,204
--	-------------	------------

SERIES B CONVERTIBLE PREFERRED STOCK

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(par value \$0.001; stated value \$10; shares authorized and outstanding 5,000,000)	50,000,000	—
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COMMON STOCK

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(par value \$0.001; shares authorized 210,000,000; shares issued and outstanding 5,980,124 as of September 30, 2018 and 5,813,555 as of December 31, 2017)	5,980	5,813
--	-------	-------

Additional paid-in capital

—

—

Accumulated deficit	(84,916,584)	(39,449,517)
---------------------	---------------	---------------

TOTAL STOCKHOLDERS' EQUITY	181,157,435	133,671,743
----------------------------	-------------	-------------

TOTAL LIABILITIES & EQUITY	\$ 1,341,661,816	\$ 818,856,174
----------------------------	------------------	----------------

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

GWG HOLDINGS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

Three Months Ended

Nine Months Ended

September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
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(as restated)

(as restated)

REVENUE

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Gain on life insurance policies, net	\$ 15,721,513	\$ 14,421,353	\$ 52,930,008	\$ 45,117,438
--------------------------------------	---------------	---------------	---------------	---------------

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Interest and other income	5,215,515	275,690	6,863,640	1,335,535
---------------------------	-----------	---------	-----------	-----------

TOTAL REVENUE	20,937,028	14,697,043	59,793,648	46,452,973
---------------	------------	------------	------------	------------

EXPENSES

Interest expense	21,799,332	13,275,407	55,010,519	38,765,647
------------------	------------	------------	------------	------------

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Employee compensation and benefits	5,548,771	3,792,096	12,527,139	10,696,455
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Legal and professional fees	1,421,964	1,657,090	3,751,321	3,934,027
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Other expenses	2,688,970	2,799,196	8,262,324	9,340,617
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TOTAL EXPENSES	31,459,037	21,523,789	79,551,303	62,736,746
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INCOME (LOSS) BEFORE INCOME TAXES	(10,522,009)	(6,826,746)	(19,757,655)	(16,283,773)
-----------------------------------	---------------	--------------	---------------	---------------

INCOME TAX EXPENSE (BENEFIT)	—	(2,764,243)	—	(6,481,917)
------------------------------	---	--------------	---	--------------

NET INCOME (LOSS)	(10,522,009)	(4,062,503)	(19,757,655)	(9,801,856)
-------------------	---------------	--------------	---------------	--------------

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Preferred stock dividends	4,313,542	3,548,165	12,356,513	7,447,022
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NET INCOME (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS \$ (14,835,551) \$ (7,610,668) \$ (32,114,168) \$ (17,248,878)

NET INCOME (LOSS) PER SHARE

Basic \$ (2.52) \$ (1.31) \$ (5.50) \$ (2.96)

WEIGHTED AVERAGE SHARES
OUTSTANDING

Basic	5,894,639	5,797,800	5,840,880	5,829,808
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Diluted	5,894,639	5,797,800	5,840,880	5,829,808
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The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

GWG HOLDINGS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

Three Months Ended

Nine Months Ended

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

September 30,
2018

September 30,
2017

September 30,
2018

September 30,
2017

(as restated)

(as restated)

CASH FLOWS FROM OPERATING
ACTIVITIES

Net income (loss)	\$ (10,522,009)	\$ (4,062,503)	\$ (19,757,655)	\$ (9,801,856)
-------------------	------------------	-----------------	------------------	-----------------

Adjustments to reconcile net income
(loss) to net cash flows from operating
activities:

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Change in fair value of life insurance policies	(24,839,567)	(20,181,732)	(56,058,336)	(49,301,067)
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Amortization of deferred financing and issuance costs	2,575,322	2,344,541	7,241,283	6,508,692
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Financing receivable from affiliate	(4,284,370)	—	(4,284,370)	—
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Deferred income taxes	—	(2,764,243)	—	(6,481,917)
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(Increase) decrease in operating assets:

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Life insurance policy benefits receivable	16,562,304	(7,627,000)	6,186,065	(9,252,000)
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Other assets	321,968	929,058	(1,487,238)	3,181,419
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Increase (decrease) in operating liabilities:

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Accounts payable and other accrued expenses	1,918,702	(85,509)	915,584	2,861,541
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NET CASH FLOWS USED IN OPERATING ACTIVITIES	(18,267,650)	(31,447,388)	(67,244,667)	(62,285,188)
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CASH FLOWS FROM INVESTING
ACTIVITIES

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Investment in life insurance policies	(42,891,764)	(25,199,692)	(98,440,528)	(67,321,363)
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Carrying value of matured life insurance policies	2,325,989	2,333,039	13,557,632	7,716,847
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Equity method investment acquired	(1,421,059)	—	(1,421,059)	—
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NET CASH FLOWS USED IN INVESTING ACTIVITIES	(41,986,834)	(22,866,653)	(86,303,955)	(59,604,516)
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CASH FLOWS FROM FINANCING
ACTIVITIES

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Net borrowings on (repayments of) senior debt	(18,425,136)	56,887,491	(50,560,286)	49,787,954
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Payments for issuance of senior debt	—	(3,937,907)	—	(5,128,319)
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Payments for redemption of Series I Secured Notes	—	(6,815,406)	—	(16,613,667)
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Proceeds from issuance of L Bonds	68,884,369	30,271,873	166,081,914	87,016,343
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Payments for issuance and redemption of L Bonds	(20,195,657)	(19,752,717)	(46,151,926)	(58,949,880)
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Issuance (repurchase) of common stock	682,954	30	682,954	(1,603,526)
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Common stock dividends	(25,709,412)	—	(25,709,412)	—
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Proceeds from issuance of convertible preferred stock	50,000,000	—	50,000,000	—
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Proceeds from issuance of redeemable preferred stock	—	25,211,870	56,238,128	86,692,811
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Payments for issuance of redeemable preferred stock	—	(1,243,920)	(4,142,294)	(5,207,025)
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Payments for redemption of redeemable preferred stock	(821,778)	(47,500)	(2,361,692)	(1,806,832)
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Preferred stock dividends	(4,313,542)	(3,548,165)	(12,356,513)	(7,447,022)
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NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	50,101,798	77,025,649	131,720,873	126,740,837
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NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(10,152,686)	22,711,608	(21,827,749)	4,851,133
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CASH AND CASH EQUIVALENTS
AND RESTRICTED CASH

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BEGINNING OF PERIOD	131,096,113	98,453,103	142,771,176	116,313,578
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END OF PERIOD	\$ 120,943,427	\$ 121,164,711	\$ 120,943,427	\$ 121,164,711
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The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

GWG HOLDINGS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS — CONTINUED

(unaudited)

Three Months Ended

Nine Months Ended

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September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
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(as restated)

(as restated)

SUPPLEMENTAL DISCLOSURES OF CASH
FLOW INFORMATION

Interest paid	\$ 17,340,000	\$ 17,478,000	\$ 44,591,000	\$ 45,101,000
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Premiums paid, including prepaid	\$ 14,672,000	\$ 12,927,000	\$ 38,898,000	\$ 35,533,000
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Stock-based compensation	\$ 278,000	\$ 270,000	\$ 538,000	\$ 350,000
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Payments for exercised stock options	\$ —	\$ 164,000	\$ —	\$ 264,000
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NON-CASH INVESTING AND FINANCING
ACTIVITIES

Financing receivable from affiliate:

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Commercial Loan receivable	\$ 190,670,000	\$ —	\$ 190,670,000	\$ —
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Exchangeable Note receivable	\$ 171,917,000	\$ —	\$ 171,917,000	\$ —
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Equity method investment acquired	\$ 40,648,000	\$ —	\$ 40,648,000	\$ —
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Seller Trust L Bonds issued	\$ 403,235,000	\$ —	\$ 403,235,000	\$ —
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L Bonds:

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Conversion of accrued interest and commissions payable to principal	\$ 410,000	\$ 477,000	\$ 972,000	\$ 1,382,000
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Conversion of L Bonds to redeemable preferred stock	\$ —	\$ 545,000	\$ 4,546,000	\$ 2,334,000
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Preferred Stock:

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Issuance of Series A Preferred Stock in lieu of cash dividends	\$ —	\$ 161,000	\$ —	\$ 499,000
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Conversion of L Bonds to redeemable preferred stock	\$ —	\$ 545,000	\$ 4,546,000	\$ 2,334,000
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Options and stock appreciation rights issued:	290,000	76,000	458,000	309,000
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Investment in life insurance policies included in accounts payable	\$ 508,000	\$ 966,000	\$ 508,000	\$ 966,000
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The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

GWG HOLDINGS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(unaudited)

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Preferred Stock Shares	Preferred Stock	Common Shares	Common Stock (par)	Additional Paid-in Capital	Accumulated Deficit	Total Equity
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Balance, December 31, 2016	2,699,704	\$ 78,726,297	5,980,190	\$ 5,980	\$ 7,383,515	\$ (18,817,294)	\$ 67,298,498
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Net income	—	—	—	—	—	(20,632,223)	(20,632,223)
(loss)							

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Issuance of common stock	—	—	33,810	33	320,970	—	321,003
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Redemption of common stock	—	—	(200,445)	(200)	(1,603,360)	—	(1,603,560)
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Issuance of Series A preferred stock	71,237	498,659	—	—	—	—	498,659
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Redemption
of Series A
preferred
stock

(2,711,916)

(20,199,792) —

—

—

—

(20,199,792)

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Issuance of
redeemable
preferred
stock

129,622

122,933,106

—

—

(2,338,457)

—

120,594,64

Redemption of redeemable preferred stock	(1,328)	(1,327,776)	—	—	—	—	(1,327,776
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Preferred
stock
dividends

— (8,925,807) — — (3,776,534) — (12,702,341)

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Stock-based compensation	—	1,410,760	—	—	13,866	—	1,424,626
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Balance, December 31, 2017	187,319	\$ 173,115,447	5,813,555	\$ 5,813	\$ —	\$ (39,449,517)	\$ 133,671,74
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Net income	—	—	—	—	—	(19,757,655)	(19,757,655)
(loss)							

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Issuance of common stock	—	—	166,569	167	1,181,435	—	1,181,602
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Issuance of
redeemable
preferred
stock

61,021

56,878,238

—

—

—

—

56,878,238

Redemption of redeemable preferred stock	(2,362)	(2,362,914)	—	—	—	—	(2,362,914
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Issuance of
Series B
convertible
preferred
stock

5,000,000

50,000,000

—

—

—

—

50,000,000

Common
stock
dividends

— — — — —

(25,709,412) (25,709,412)

Preferred
stock
dividends

—

(11,562,732) —

—

(793,781) —

(12,356,513)

Stock-based compensation	—	—	—	—	(387,654)	—	(387,654
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Balance, September 30, 2018	5,245,978	\$ 266,068,039	5,980,124	\$ 5,980	\$ —	\$ (84,916,584)	\$ 181,157,43
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The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

GWG HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies

Nature of Business — We are a leading provider of liquidity to consumers owning life insurance policies, an owner of a portfolio of alternative assets, and a developer of epigenetic technology for the life insurance industry and beyond. We built our business providing value to consumers owning illiquid life insurance products across America, delivering more than \$564 million in value for their policies since 2006. As of September 30, 2018, we own an alternative asset portfolio of \$1.96 billion in face value of life insurance policy benefits.

In addition, we continue to innovate in the life insurance industry through our insurance technology initiative which is based upon the use of step-change epigenetic technology. Our wholly owned insurtech subsidiary, Life Epigenetics is focused on creating intellectual property and commercialized testing from supervised machine learning and advanced epigenetic technology. We believe our technology offers the life insurance industry a step-change opportunity for enhanced life insurance underwriting and risk assessment. Our wholly owned insurtech subsidiary, YouSurance is a digital life insurance agency that is working to offer life insurance directly to consumers in conjunction with our epigenetic testing. We believe that consumers who are interested in their health and wellness and in reducing the cost of their insurance will benefit from working with YouSurance.

The Beneficient Transaction

On August 10, 2018, we completed the first of two anticipated closings (the “Initial Transfer”) contemplated by a Master Exchange Agreement with The Beneficient Company Group, L.P. (“Beneficient”) and certain other parties (the “Seller Trusts”), which governs the strategic exchange of assets among the parties (the “Beneficient Transaction”). At the Initial Transfer:

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- GWG issued L Bonds to the Seller Trusts in an aggregate principal amount of \$403,234,866 that mature on August 9, 2023, and bear interest at 7.5% per annum (the “Seller Trust L Bonds”),

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- GWG issued to Beneficient 5,000,000 shares of GWG's Series B Convertible Preferred Stock, par value \$0.001 per share and having a stated value of \$10 per share ("Series B"), for cash consideration of \$50,000,000,

- Beneficient, as borrower, entered into a commercial loan agreement with GWG Life, as lender, in a principal amount of \$200,000,000 (the “Commercial Loan”),

- Beneficient delivered to GWG a promissory note in the principal amount of \$162,911,379 (the “Exchangeable Note”), and

- the Seller Trusts delivered to GWG 4,032,349 common units of Beneficient at \$10 per common unit.

Upon the final closing of the Beneficient Transaction, which is expected at or near year-end 2018, subject to the satisfaction of certain closing conditions (the “Final Closing” and the date upon which the Final Closing occurs, the “Final Closing Date”):

- the Seller Trusts will transfer to GWG an aggregate of 40,485,230 common units of Beneficient, inclusive of 16.3 million units in full satisfaction of the Exchangeable Note,

- Beneficient will issue to GWG an amount of securities or other instruments, containing the same rights, preferences and privileges of certain limited partnership interests of Beneficient Company Holdings, L.P., a subsidiary of Beneficient (“Beneficient Holdings”), equivalent to seven percent (7.0%) of such limited partnership interests attributable to certain of Beneficient Holdings’ founders, and

- GWG will deliver to the Seller Trusts up to 29.1 million shares of GWG common stock at \$10 per share.

A summary of the Beneficient Transaction is set forth in our Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 14, 2018 and amended in our Current Report on Form 8-K/A filed with the Securities and Exchange Commission on November 9, 2018.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies (cont.)

Description of the Assets Exchanged at the Initial Transfer

Seller Trust L Bonds

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On August 10, 2018, in connection with the Initial Transfer, GWG Holdings, GWG Life and Bank of Utah, as trustee (the "Trustee"), entered into a Supplemental Indenture (the "Supplemental Indenture") to the Amended and Restated Indenture dated as of October 23, 2017 (the "Amended and Restated Indenture"). GWG Holdings entered into the Supplemental Indenture to add and modify certain provisions of the Amended and Restated Indenture necessary to provide for the issuance of the Seller Trust L Bonds. The maturity date of the Seller Trust L Bonds is August 9, 2023. The Seller Trust L Bonds bear interest at 7.5% per year. Interest is payable monthly in cash.

So long as the Final Closing has not occurred, the redemption price payable in respect of a redemption effected by GWG after January 31, 2019 may be paid, at GWG's option, in the form of cash, a pro rata portion of (i) the outstanding principal amount and accrued and unpaid interest under the Commercial Loan, (ii) the outstanding principal amount and accrued and unpaid interest under the Exchangeable Note and (iii) Beneficient common units, or a combination of cash and such property. After the second anniversary of the Final Closing Date, the holders of the Seller Trust L Bonds will have the right to cause GWG to repurchase, in whole but not in part, the Seller Trust L Bonds held by such holder. The repurchase may be paid, at GWG's option, in the form of cash, a pro rata portion of (i) the outstanding principal amount and accrued and unpaid interest under the Commercial Loan, (ii) the outstanding principal amount and accrued and unpaid interest under the Exchangeable Note and (iii) Beneficient common units, or a combination of cash and such property.

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The Seller Trust L Bonds are senior secured obligations of GWG, ranking junior only to all senior debt of GWG (see Note 8), pari passu in right of payment and in respect of collateral with all “L Bonds” of GWG (see Note 10), and senior in right of payment to all subordinated indebtedness of GWG. Payments under the Seller Trust L Bonds are guaranteed by GWG Life (see Note 23).

Series B Convertible Preferred Stock

The Series B ranks, as to the payment of dividends and the distribution of our assets upon liquidation, junior to our Redeemable Preferred Stock (“RPS”) and Series 2 Redeemable Preferred Stock (“RPS 2”) and pari passu with our common stock. The Series B has no dividend rights. The Series B has no voting rights, except as required by law.

The Series B will convert into 5,000,000 shares of our common stock at a conversion price of \$10 per share upon the Final Closing.

Commercial Loan

The \$200,000,000 principal amount under the Commercial Loan is due on August 9, 2023; however, is extendable for two five-year terms. The extensions are available to the borrower provided that (a) in the event Beneficient completes at least one public offering of its common units raising at least \$50,000,000 which on its own or together with any other public offering of Beneficient's common units results in Beneficient raising at least \$100,000,000, then the maturity date will be extended to August 9, 2028; and (b) in the event that Beneficient (i) completes at least one public offering of its common units raising at least \$50,000,000 which on its own or together with any other public offering of Beneficient's common units results in Beneficient raising at least \$100,000,000 and (ii) at least 75% of Beneficient Holding's total outstanding NPC-B limited partnership interests, if any, have been converted to shares of Beneficient's common units, then the maturity date will be extended to August 9, 2033.

Repayment of the Commercial Loan is subordinated in right of payment to any of Beneficient's commercial bank debt and to Beneficient's obligations which may arise in connection with its NPC-B limited partnership interests. Beneficient's obligations under the Commercial Loan are unsecured.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies (cont.)

The Commercial Loan contains negative covenants that limit or restrict, subject to certain exceptions, the incurrence of liens and indebtedness by Beneficient, fundamental changes to its business and transactions with affiliates. The Commercial Loan also contains customary affirmative covenants, including, but not limited to, preservation of corporate existence, compliance with applicable law, payment of taxes, notice of material events, financial reporting and keeping of proper books of record and account.

The Commercial Loan includes customary events of default, including, but not limited to, nonpayment of principal or interest, failure to comply with covenants, failure to pay other indebtedness when due, cross-acceleration to other debt, material adverse effects, events of bankruptcy and insolvency, and unsatisfied judgments. The borrower was in compliance with the covenants as of the most recent balance sheet date.

The principal amount of the Commercial Loan bears interest at 5.0% per year; provided that the accrued interest from the date of the Initial Transfer to the Final Closing Date of the Beneficient Transaction will be added to the principal balance of the Commercial Loan. From and after the Final Closing Date, one-half of the interest, or 2.5% per year, will be due and payable monthly in cash, and (ii) one-half of the interest, or 2.5% per year, will accrue and compound annually on each anniversary date of the Final Closing Date and become due and payable in full in cash on the maturity date.

In accordance with the Supplemental Indenture issuing the Seller Trust L Bonds, upon a redemption event or at the maturity date of the Seller Trust L Bonds, the Company, at its option, may use the outstanding principal amount of the Commercial Loan, and accrued and unpaid interest thereon, as repayment consideration of the Seller Trust L Bonds.

Exchangeable Note

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The Exchangeable Note accrues interest at a rate of 12.4% per year, compounded annually. Interest is payable in cash on the earlier to occur of the maturity date or the Final Closing Date; provided that Beneficient may, at its option, add to the outstanding principal balance under the Commercial Loan the accrued interest in lieu of payment in cash of such accrued interest thereon at the Final Closing Date (or, if earlier, the maturity date of the Exchangeable Note). The principal amount of the Exchangeable Note is payable in cash on August 9, 2023. In the event the Final Closing Date occurs on or prior to the maturity date, the principal amount of the Exchangeable Note is payable in Beneficient common units at a price equal to \$10 per common unit. In the event the Final Closing Date occurs prior to the maturity date, Beneficient may, at its option, pay the accrued interest on the Exchangeable Note in the form of Beneficient common units, at \$10 per common unit, or in the form of a promissory note providing for a term of up to two years and cash interest payable semi-annually at the rate of 5.0% per year.

In accordance with the Supplemental Indenture issuing the Seller Trust L Bonds, upon a redemption event or at the maturity date of the Seller Trust L Bonds, the Company, at its option, may use the outstanding principal amount of the Exchangeable Note, and accrued and unpaid interest thereon, as repayment consideration of the Seller Trust L Bonds.

Common Units in Beneficient

In connection with the Initial Transfer, the Seller Trusts delivered to us 4,032,349 common units of Beneficient. This represents a 17.6% interest in the common units of Beneficient.

Beneficient operates in a sector of the alternative asset market that is complementary to ours by providing a suite of innovative liquidity and trust products to mid-to-high net worth individual investors and small-to-medium institutional owners of professionally managed illiquid alternative investment assets. We believe the Beneficient Transaction provides us with the opportunity to significantly increase and diversify our alternative asset portfolio that is intended to provide us with a new source of earnings and cash flow while at the same time significantly increasing our common shareholder equity.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies (cont.)

We plan to continue to create and extend transformative products and services in the life insurance industry, while at the same time increasing and diversifying our alternative asset portfolio with Beneficient that creates opportunities for investors to receive income and capital appreciation from our investment and commercial activities.

GWG Holdings, Inc. and all of its subsidiaries are incorporated and organized in Delaware. Unless the context otherwise requires or we specifically so indicate, all references in these footnotes to “we,” “us,” “our,” “our Company,” “GWG” or the “Company” refer to GWG Holdings, Inc. and its subsidiaries collectively and on a consolidated basis. References to the full names of particular entities, such as “GWG Holdings, Inc.” or “GWG Holdings,” are meant to refer only to the particular entity referenced.

On August 25, 2016, GWG Holdings formed a wholly owned subsidiary, currently named Life Epigenetics Inc. (“Life Epigenetics”), to commercialize advanced epigenetic technology for the life insurance industry related to its exclusive license for “DNA Methylation Based Predictor of Mortality” technology, as well as through the development of its own proprietary intellectual property.

Through its wholly owned subsidiary, youSurance General Agency, LLC (“YouSurance”), GWG Holdings offers life insurance directly to customers from a variety of life insurance carriers.

Principles of Consolidation — The condensed consolidated financial statements include the accounts of GWG Holdings, Inc. and all its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated upon consolidation.

The Company has interests in various entities including corporations and limited partnerships. For each such entity, the Company evaluates its ownership interest to determine whether the entity is a variable interest entity (“VIE”) and, if so, whether it is the primary beneficiary of the VIE. The Company would consolidate any entity for which it was the primary beneficiary, regardless of its ownership or voting interests. Upon inception of a variable interest or the occurrence of a reconsideration event, the Company makes judgments in determining whether entities in which it invests are VIEs. If so, the Company makes judgments to determine whether it is the primary beneficiary and is thus required to consolidate the entity.

If it is concluded that an entity is not a VIE, then the Company considers its proportional voting interests in the entity. The Company consolidates majority-owned subsidiaries in which a controlling financial interest is maintained. A controlling financial interest is determined by majority ownership and the absence of significant third-party participating rights. Ownership interests in entities for which the Company has significant influence that are not consolidated under the Company's consolidation policy are accounted for as equity method investments.

Related party transactions between the Company and its equity method investee have not been eliminated.

Use of Estimates — The preparation of our condensed consolidated financial statements in conformity with the Generally Accepted Accounting Principles in the United States of America (GAAP) requires management to make significant estimates and assumptions affecting the reported amounts of assets and liabilities at the date of the condensed consolidated financial statements, as well as the reported amounts of revenue during the reporting period. We regularly evaluate estimates and assumptions, which are based on current facts, historical experience, management's judgment, and various other factors that we believe to be reasonable under the circumstances. Our actual results may differ materially and adversely from our estimates. The most significant estimates with regard to these condensed consolidated financial statements relate to (1) the determination of the assumptions used in estimating the fair value of our investments in life insurance policies, (2) the assessment of potential impairment and need for an allowance for loan loss on our notes receivable from affiliate, and (3) the value of our deferred tax assets and liabilities.

Cash and Cash Equivalents — We consider cash in demand deposit accounts and temporary investments purchased with an original maturity of three months or less to be cash equivalents. We maintain our cash and cash equivalents with highly rated financial institutions. The balances in our bank accounts may exceed Federal Deposit Insurance Corporation limits. We periodically evaluate the risk of exceeding insured levels and may transfer funds as we deem appropriate.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies (cont.)

Life Insurance Policies — Accounting Standards Codification 325-30, Investments in Insurance Contracts permits a reporting entity to account for its investments in life insurance policies using either the investment method or the fair value method. We elected to use the fair value method to account for our life insurance policies. We initially record our purchase of life insurance policies at the transaction price, which is the amount paid for the policy, inclusive of all external fees and costs associated with the acquisition. At each subsequent reporting period, we re-measure the investment at fair value in its entirety and recognize the change in fair value as unrealized gain or loss in the current period, net of premiums paid, within gain on life insurance policies, net in our condensed consolidated statements of operations.

In a case where our acquisition of a policy is not complete as of a reporting date, but we have nonetheless advanced direct costs and deposits for the acquisition, those costs and deposits are recorded as other assets on our condensed consolidated balance sheets until the acquisition is complete and we have secured title to the policy. On both September 30, 2018 and December 31, 2017, a total of \$0 of our other assets comprised direct costs and deposits that we had advanced for life insurance policy acquisitions.

We also recognize realized gain (or loss) from a life insurance policy upon one of the two following events: (1) our receipt of notice or verified mortality of the insured; or (2) our sale of the policy (upon filing of change-of-ownership forms and receipt of payment). In the case of mortality, the gain (or loss) we recognize is the difference between the policy benefits and the carrying value of the policy once we determine that collection of the policy benefits is realizable and reasonably assured. In the case of a policy sale, the gain (or loss) we recognize is the difference between the sale price and the carrying value of the policy on the date we receive sale proceeds.

Other Assets — Included in other assets at the current balance sheet date are \$5.3 million of prepaid expenses, \$1.6 million of net fixed assets, \$1.0 cost method investment, \$0.6 million of security deposits with states for life settlement provider licenses, \$0.6 million net secured merchant cash advances and \$0.8 million of other miscellaneous assets — including Life Epigenetics Inc.’s exclusive license for the “DNA Methylation Based Predictor of Mortality” technology for the life insurance industry. At December 31, 2017, other assets included \$4.5 million of prepaid expenses, \$1.9 million of net fixed assets, \$0.6 million of security deposits with states for life settlement provider licenses, \$1.7 million net secured merchant cash advances and \$0.3 million of other miscellaneous assets.

Financing Receivable — Accounting Standards Codification 310, Receivables provides guidance for receivables and notes that receivables arise from credit sales, loans or other transactions. Financing receivable includes loans and notes receivable. Originated loans we hold for which we have the intent and ability to hold for the foreseeable future or to maturity (or payoff) are classified as held for investment. Financing receivables held for investment are reported in our condensed consolidated balance sheets at the outstanding principal balance adjusted for any write-offs, allowance for loan losses, deferred fees or costs, and any unamortized premiums or discounts. Interest income is accrued on outstanding principal as earned. Unamortized discounts and premiums are amortized using the interest method with the amortization recognized as part of interest income in the condensed consolidated statements of operations.

Losses on financing receivables are recognized when they are incurred, which requires us to make our best estimate of probable losses. Specific allowances are recorded for individually impaired loans to the extent we have determined that it is probable that we will be unable to collect all amounts due according to original contractual terms of the loan agreement. Certain loans classified as impaired may not require an allowance for loan loss because we believe that we will ultimately collect the unpaid balance (through collection or collateral repossession). The method for calculating the best estimate of losses depends on the type and risk characteristics of the related financing receivable. Such an estimate requires consideration of historical loss experience, adjusted for current conditions, and judgments about the probable effects of relevant observable data, including present economic conditions such as delinquency rates, financial health of market sectors, and the present and expected future levels of interest rates. The underlying assumptions, estimates and assessments we use to provide for losses are updated periodically to reflect our view of current conditions. Changes in such estimates can significantly affect the allowance and provision for losses. It is possible that we will experience credit losses that are different from our current estimates. We have no allowance for losses as of September 30, 2018. Write-offs are deducted from the allowance for losses when we judge the principal to be uncollectible and subsequent recoveries are added to the allowance at the time cash is received on a written-off account.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies (cont.)

Equity Method Investment — We account for investments in common stock or in-substance common stock in which we have the ability to exercise significant influence, but do not own a controlling financial interest, under the equity method of accounting. Investments within the scope of the equity method of accounting are initially measured at cost, including the cost of the investment itself and direct transaction costs incurred to acquire the investment. After the initial recognition of the investment at cost, we recognize income and losses from our investment by adjusting upward or downward the balance of our equity method investment on our condensed consolidated balance sheet with such adjustments, if any, flowing through equity in net earnings of investee on our condensed consolidated statement of operations, in all cases adjusted to reflect amortization of basis differences, if any, and the elimination of intercompany gains and losses, if any. Cash distributions received from equity method investees are recorded as reductions to the investment balance and classified on the statement of cash flows using the cumulative earnings approach.

Our equity method investment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the investment might not be recoverable. These circumstances can include, but are not limited to: evidence that we do not have the ability to recover the carrying amount, the inability of the investee to sustain earnings, a current fair value of the investment that is less than the carrying amount, and other investors ceasing to provide support or reduce their financial commitment to the investee. If the fair value of the investment is less than the carrying amount, and the investment will not recover in the near term, then an other-than-temporary impairment may exist. We recognize a loss in value of an investment deemed other-than-temporary in the period the conclusion is made.

The Company reports its share of the income or loss of the equity method investee companies on a one-quarter lag where we do not expect financial information to be consistently available on a timely basis.

Stock-Based Compensation — We measure and recognize compensation expense for all stock-based payments at fair value on the grant date over the requisite service period. We use the Black-Scholes option pricing model to determine the weighted-average fair value of stock options. For restricted stock grants (including restricted stock units), fair value is determined as of the closing price of our common stock on the date of grant. Stock-based compensation expense is recorded in general and administrative expenses based on the classification of the employee or vendor. The determination of fair value of stock-based payment awards on the date of grant is affected by our stock price and a number of subjective variables. These variables include, but are not limited to, the expected stock price volatility over the term of the awards and the expected duration of the awards.

The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at grant date. Volatility is based on the standard deviation of the average continuously compounded rate of return of five selected companies.

Deferred Financing and Issuance Costs — Loans advanced to us under our amended and restated senior credit facility with LNV Corporation, as described in Note 8, are reported net of financing costs, including issuance costs, sales commissions and other direct expenses, which are amortized using the straight-line method over the term of the facility. We had no loans advanced to us under our senior credit facility with Autobahn Funding Company during the year ended December 31, 2017 and this credit facility has since been terminated, as described in Note 7. The L Bonds, as described in Note 10, are reported net of financing costs, which are amortized using the interest method over the term of those borrowings. The Series I Secured Notes, as described in Note 9 have been redeemed, was reported net of financing costs, all of which were fully amortized using the interest method as of December 31, 2017. The Series A Convertible Preferred Stock (“Series A”), as described in Note 12, was reported net of financing costs (including the fair value of warrants issued), all of which were fully amortized using the interest method as of December 31, 2017. All shares of Series A have been redeemed and the obligations thereunder satisfied. Selling and issuance costs of RPS and RPS 2, described in Notes 13 and 14, are netted against additional paid-in-capital, until depleted, and then against the outstanding balance of the preferred stock. The offerings of our RPS and RPS 2 closed in March 2017 and April 2018, respectively. There were no issuance costs associated with issuance of the Series B, described in Note 15, in August 2018.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies (cont.)

Earnings (Loss) per Share — Basic earnings (loss) per share attributable to common shareholders are calculated using the weighted-average number of shares outstanding during the reported period. Diluted earnings (loss) per share are calculated based on the potential dilutive impact of our Series A, RPS, RPS 2, Series B, warrants and stock options. Due to our net loss attributable to common shareholders for the three and nine months ended September 30, 2018, there are no dilutive securities.

Reclassification — Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

Recently Issued Accounting Pronouncements — On February 25, 2016, the FASB issued Accounting Standards Update 2016-02 Leases (“ASU 2016-02”). The new guidance is effective for fiscal years beginning after December 15, 2018. ASU 2016-02 provides more transparency and comparability in the financial statements of lessees by recognizing all leases with a term greater than twelve months on the balance sheet. Lessees will also be required to disclose key information about their leases. Early adoption is permitted. We are currently evaluating the impact of the adoption of this pronouncement and have not yet adopted ASU 2016-02 as of September 30, 2018. The impact of the adoption is not expected to be material to the financial statements.

In March 2016, the FASB issued Accounting Standards Update 2016-09 (“ASU 2016-09”) to simplify the accounting for stock compensation related to the following items: income tax accounting, award classification, estimation of forfeitures, and cash flow presentation. The new guidance is effective for fiscal years beginning after December 15, 2016. We adopted ASU 2016-09 effective January 1, 2017. The impact of the adoption was not material to the financial statements.

In November 2016, the FASB issued Accounting Standards Update 2016-18 (“ASU 2016-18”), which amends ASC 230 Statement of Cash Flows to add or clarify guidance on the classification and presentation of restricted cash in the statement of cash flows. The guidance, to be applied retrospectively when adopted, requires entities to show the changes in the total of cash, cash equivalents, restricted cash and restricted cash equivalents in the statement of cash flows. The new guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those years. We adopted ASU 2016-18 as of March 31, 2018. The impact of the adoption was not material to the financial statements.

Restatement of previously issued consolidated financial statements — The Company has restated these financial statements to correct an error in recognizing the effects of the Beneficient Transaction described above which occurred on August 10, 2018. After consultation with the Commission, the Company determined that it had understated certain assets and liabilities related to the Beneficient Transaction. This restatement has recognized the effects of the transaction as noted below, which are largely balance sheet related.

Impacts of restatement — The effects of the restatement on the line items within the Company's consolidated balance sheet as of September 30, 2018 are as follows:

As originally reported	Adjustments	As restated
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ASSETS:

Financing receivable from affiliate	\$ —	\$ 366,871,000	\$ 366,871,000
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Equity method investment	—	42,069,000	42,069,000
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Other assets	13,022,000	(3,185,000)	9,837,000
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Total assets	935,907,000	405,755,000	1,341,662,000
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LIABILITIES:

Seller Trust L Bonds	\$ —	\$ 403,235,000	\$ 403,235,000
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Interest and dividends payable	16,228,000	2,520,000	18,748,000
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Total liabilities	754,749,000	405,755,000	1,160,504,000
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Nature of Business and Summary of Significant Accounting Policies (cont.)

The effects of the restatement on the line items within the Company's condensed consolidated statements of operations for the three and nine months ended September 30, 2018 are as follows:

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Three Months ended September 30, 2018

Nine Months ended September 30, 2018

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As
originally
reported

Adjustments As restated

As
originally
reported

Adjustments As restated

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Interest and other income	\$ 931,000	\$ 4,285,000	\$ 5,216,000	\$ 2,579,000	\$ 4,285,000	\$ 6,864,000
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Interest expense	17,515,000	4,285,000	21,800,000	50,726,000	4,285,000	55,011,000
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Net Loss	(10,522,000)	—	(10,522,000)	(19,758,000)	—	(19,758,000)
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The effects of restatement on the major categories within the Company's condensed consolidated statements of cash flows for the three and nine months ended September 30, 2018 are as follows:

As originally Reported	Adjustments	As restated
------------------------------	-------------	-------------

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Net cash flows provided (used) in operating activities	\$ (19,689,000)	\$ 1,421,000	\$ (18,268,000)
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Net cash flows provided (used) in investing activities	(40,566,000)	(1,421,000)	(41,987,000)
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Net increase (decrease) in cash and cash equivalents	\$ (10,153,000)	\$ —	\$ (10,153,000)
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As originally Reported	Adjustments	As restated
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Net cash flows provided (used) in operating activities	\$ (68,666,000)	\$ 1,421,000	\$ (67,245,000)
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Net cash flows provided (used) in investing activities	(84,883,000)	(1,421,000)	(86,304,000)
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Net increase (decrease) in cash and cash equivalents	\$ (21,828,000)	\$ —	\$ (21,828,000)
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(2) Restrictions on Cash

Under the terms of our amended and restated senior credit facility with LNV Corporation (discussed in Note 8), we are required to maintain collection and payment accounts that are used to collect policy benefits from pledged policies, pay annual policy premiums, interest and other charges under the facility, and distribute funds to pay down the facility. The agents for the lender authorize the disbursements from these accounts. At September 30, 2018 and December 31, 2017, there was a balance of \$2,370,000 and \$19,967,000, respectively, in these collection and payment accounts.

To fund the Company's acquisition of life insurance policies, we are required to maintain escrow accounts. Distributions from these accounts are made according to life insurance policy purchase contracts. At September 30, 2018 and December 31, 2017, there was a balance of \$700,000 and \$8,383,000, respectively, in the Company's escrow accounts.

(3) Investment in Life Insurance Policies

Our investments in life insurance policies are valued based on unobservable inputs that are significant to their overall fair value. Changes in the fair value of these policies, net of premiums paid, are recorded in gain on life insurance policies, net in our condensed consolidated statements of operations. Fair value is determined on a discounted cash flow basis that incorporates life expectancy assumptions generally derived from reports obtained from widely accepted life expectancy providers (other than insured lives covered under small face amount policies — those with \$1 million in face value benefits or less), assumptions relating to cost-of-insurance (premium) rates and other assumptions. The discount rate we apply incorporates current information about discount rates applied by other public reporting companies owning portfolios of life insurance policies, the discount rates observed in the life insurance secondary

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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(3) Investment in Life Insurance Policies (cont.)

market, market interest rates, the estimated credit exposure to the insurance companies that issued the life insurance policies and management's estimate of the operational risk premium a purchaser would require to receive the future cash flows derived from our portfolio as a whole. Management has discretion regarding the combination of these and other factors when determining the discount rate. As a result of management's analysis, a discount rate of 10.45% was applied to our portfolio as of both September 30, 2018 and December 31, 2017.

Portfolio Information

Our portfolio of life insurance policies, owned by our subsidiaries as of September 30, 2018, is summarized below:

Life Insurance Portfolio Summary

Total portfolio face value of policy benefits \$ 1,961,598,000

Average face value per policy	\$ 1,805,000
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Average face value per insured life \$ 2,018,000

Average age of insured (years)*	82.1
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Average life expectancy estimate (years)* 6.7

Total number of policies	1,087
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Number of unique lives

972

Demographics

76% Males; 24% Females

Number of smokers

43

Largest policy as % of total portfolio face value	0.68	%
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Average policy as % of total portfolio	0.09	%
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Average annual premium as % of face value	2.90	%
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* Averages presented in the table are weighted averages.

A summary of our policies, organized according to their estimated life expectancy dates as of the reporting date, is as follows:

As of September 30, 2018

As of December 31, 2017

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Years Ending December 31,	Number of Policies	Estimated Fair Value	Face Value	Number of Policies	Estimated Fair Value	Face Value
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2018	2	\$ 2,102,000	\$ 2,125,000	8	\$ 4,398,000	\$ 4,689,000
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2019	28	35,046,000	42,302,000	48	63,356,000	83,720,000
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2020	74	79,263,000	111,584,000	87	79,342,000	127,373,000
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2021	111	117,490,000	189,768,000	98	96,154,000	170,695,000
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2022	128	124,662,000	227,146,000	90	85,877,000	181,120,000
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2023	112	91,782,000	215,084,000	93	69,467,000	175,458,000
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2024	114	91,738,000	242,455,000	100	77,638,000	228,188,000
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Thereafter	518	249,386,000	931,134,000	374	174,295,000	704,905,000
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Totals	1,087	\$ 791,469,000	\$ 1,961,598,000	898	\$ 650,527,000	\$ 1,676,148,000
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We recognized life insurance benefits of \$7,973,000 and \$9,747,000 during the three months ended September 30, 2018 and 2017, respectively. The forgoing amounts pertained to policies with carrying values of \$2,326,000 and \$2,333,000, respectively, for which we recorded realized gains of \$5,647,000 and \$7,414,000, respectively. We recognized life insurance benefits of \$50,100,000 and \$39,657,000 during the nine months ended September 30, 2018 and 2017, respectively. The forgoing amounts pertained to policies with carrying values of \$13,558,000 and \$7,716,000, for which we recorded realized gains of \$36,542,000 and \$31,941,000, respectively.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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(3) Investment in Life Insurance Policies (cont.)

Reconciliation of gain on life insurance policies:

Three Months Ended
September 30,

Nine Months Ended
September 30,

2018

2017

2018

2017

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Change in estimated probabilistic cash flows(1)	\$ 19,069,000	\$ 12,568,000	\$ 55,483,000	\$ 40,033,000
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Unrealized gain on acquisitions(2)	9,021,000	7,217,000	21,790,000	25,863,000
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Premiums and other annual fees	(14,765,000)	(13,174,000)	(39,670,000)	(36,124,000)
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Change in discount rates(3)	—	7,987,000	—	12,130,000
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Change in life expectancy evaluation(4)	73,000	(5,370,000)	(4,890,000)	(13,974,000)
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Face value of matured policies	7,973,000	9,747,000	50,100,000	39,657,000
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Fair value of matured policies	(5,650,000)	(4,554,000)	(29,883,000)	(22,468,000)
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Gain on life insurance policies, net	\$ 15,721,000	\$ 14,421,000	\$ 52,930,000	\$ 45,117,000
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- (1) Change in fair value of expected future cash flows relating to our investment in life insurance policies that are not specifically attributable to changes in life expectancy, discount rate or policy maturity events.

- (2) Gain resulting from fair value in excess of transaction price for policies acquired during the reporting period.

(3) The discount rate of 10.45% as of September 30, 2018 remained unchanged from both the prior quarter and year end dates. The discount rate of 10.54% as of September 30, 2017 reflected a decrease from the 10.81% rate used at June 30, 2017 and 10.96% used at December 31, 2016.

(4) The change in fair value due to updating life expectancy estimates on certain life insurance policies in our portfolio.

We currently estimate that premium payments and servicing fees required to maintain our current portfolio of life insurance policies in force for the next five years, assuming no mortalities, are as follows:

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Years Ending December 31,	Premiums	Servicing	Premiums and Servicing Fees
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Three months ending December 31, 2018 \$ 14,034,000 \$ 345,000 \$ 14,379,000

2019

64,852,000 1,381,000 66,233,000

2020

76,664,000 1,381,000 78,045,000

2021

88,681,000 1,381,000 90,062,000

2022

101,411,000 1,381,000 102,792,000

2023

113,676,000 1,381,000 115,057,000

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\$ 459,318,000 \$ 7,250,000 \$ 466,568,000

Management anticipates funding the majority of the premium payments and servicing fees estimated above from cash flows realized from life insurance policy benefits, and to the extent necessary, with additional borrowing capacity created as the premiums and servicing costs of pledged life insurance policies become due, under the amended and restated senior credit facility with LNV Corporation as described in Note 8, and the net proceeds from our offering of L Bonds as described in Note 10. Management anticipates funding premiums and servicing costs of non-pledged life insurance policies with cash flows realized from life insurance policy benefits from our portfolio of life insurance policies and net proceeds from our offering of L Bonds. The proceeds of these capital sources may also be used for the purchase, policy premiums and servicing costs of additional life insurance policies, working capital and financing expenditures including paying principal, interest and dividends.

(4) Fair Value Definition and Hierarchy

Accounting Standards Codification 820, Fair Value Measurements and Disclosures (“ASC 820”) establishes a hierarchical disclosure framework that prioritizes and ranks the level of market price observability used in measuring assets and liabilities at fair value. Market price observability is affected by a number of factors, including the type of investment, the characteristics specific to the investment and the state of the marketplace, including the existence and transparency of transactions between market participants. Assets and liabilities with readily available and actively

GWG HOLDINGS, INC. AND SUBSIDIARIES
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(4) Fair Value Definition and Hierarchy (cont.)

quoted prices, or for which fair value can be measured from actively quoted prices in an orderly market, generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

ASC 820 maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring the use of observable inputs whenever available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from independent sources. Unobservable inputs are inputs that reflect assumptions about how market participants price an asset or liability based on the best available information. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the “exit price”) in an orderly transaction between market participants at the measurement date.

The hierarchy is broken down into three levels based on the observability of inputs as follows:

Level 1 — Valuations based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Because valuations are based on quoted prices that are readily and regularly available in an active market.

Level 2 — Valuations based on one or more quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 — Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of observable inputs can vary by types of assets and liabilities and is affected by a wide variety of factors, including, for example, whether an instrument is established in the marketplace, the liquidity of markets and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by management in determining fair value is greatest for assets and liabilities categorized in Level 3.

Level 3 Valuation Process

The estimated fair value of our portfolio of life insurance policies is determined on a quarterly basis by management taking into consideration a number of factors, including changes in discount rate assumptions, estimated premium payments and life expectancy estimate assumptions, as well as any changes in economic and other relevant conditions. The discount rate incorporates current information about discount rates applied by other reporting companies owning portfolios of life insurance policies, the discount rates observed in the life insurance secondary market, market interest rates, the estimated credit exposure to the insurance company that issued the life insurance policy and management's estimate of the operational risk premium a purchaser would require to receive the future cash flows derived from our portfolio as a whole. Management has discretion regarding the combination of these and other factors when determining the discount rate.

These inputs are then used to estimate the discounted cash flows from the portfolio using the Model Actuarial Pricing System (“MAPS”) probabilistic and stochastic portfolio pricing model, which estimates the expected cash flows using various mortality probabilities and scenarios. The valuation process includes a review by senior management as of each quarterly valuation date. We also engage MAPS to independently verify the accuracy of the valuations using the inputs we provide on a quarterly basis. A copy of a letter documenting the MAPS calculation is filed as Exhibit 99.1 to Our Amended Quarterly Report.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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(4) Fair Value Definition and Hierarchy (cont.)

The following table reconciles the beginning and ending fair value of our Level 3 investments in our portfolio of life insurance policies for the periods ended September 30, as follows:

Three Months Ended
September 30,

Nine Months Ended
September 30,

2018

2017

2018

2017

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Beginning balance	\$ 726,063,000	\$ 577,050,000	\$ 650,527,000	\$ 511,192,000
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Purchases	42,892,000	25,199,000	98,442,000	67,321,000
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Maturities (initial cost basis) (2,326,000) (2,333,000) (13,558,000) (7,716,000)

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Net change in fair value	24,840,000	20,182,000	56,058,000	49,301,000
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Ending balance	\$ 791,469,000	\$ 620,098,000	\$ 791,469,000	\$ 620,098,000
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For life insurance policies with face amounts greater than \$1 million and that are not pledged under our amended and restated senior credit facility with LNV Corporation (approximately 21.5% of our portfolio by face amount of policy benefits) we attempt to update the life expectancy estimates on a continuous rotating three year cycle. For life insurance policies that are pledged under our amended and restated senior credit facility with LNV Corporation (approximately 68.7% of our portfolio by face amount of policy benefits) we are presently required to update the life expectancy estimates every two years beginning from the date of the amended and restated senior credit facility. For the remaining small face insurance policies (i.e., a policy with \$1 million in face value benefits or less) we may employ a range of methods and timeframes to update life expectancy estimates (see Note 25).

The following table summarizes the inputs utilized in estimating the fair value of our portfolio of life insurance policies:

As of September 30, 2018	As of December 31, 2017
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Weighted-average age of insured, years*	82.1	81.7
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Weighted-average life expectancy, months*	79.9	82.4
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Average face amount per policy	\$ 1,805,000	\$ 1,867,000
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Discount rate	10.45	%	10.45	%
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(*) Weighted-average by face amount of policy benefits

Life expectancy estimates and market discount rates for a portfolio of life insurance policies are inherently uncertain and the effect of changes in estimates may be significant. For example, if the life expectancy estimates were increased or decreased by four and eight months on each outstanding policy, and the discount rates were increased or decreased by 1% and 2%, with all other variables held constant, the fair value of our investment in life insurance policies would increase or decrease as summarized below:

Change in Fair Value of the Investment in Life Insurance Policies

Change in Life Expectancy Estimates

minus 8
months

minus 4
months

plus 4 months

plus 8 months

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September 30, 2018 \$ 103,902,000 \$ 51,782,000 \$ (51,418,000) \$ (102,195,000)

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December 31, 2017 \$ 86,391,000 \$ 42,886,000 \$ (42,481,000) \$ (84,238,000)

Change in Discount Rate

minus 2% minus 1% plus 1% plus 2%

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September 30, 2018 \$ 78,624,000 \$ 37,643,000 \$ (34,665,000) \$ (66,663,000)

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December 31, 2017 \$ 68,117,000 \$ 32,587,000 \$ (29,964,000) \$ (57,583,000)

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(4) Fair Value Definition and Hierarchy (cont.)

Other Fair Value Considerations

The carrying value of policy benefit receivables, prepaid expenses, accounts payable and accrued expenses approximate fair value due to their short-term maturities and low credit risk. Using the income-based valuation approach, the estimated fair value of our L Bonds, having an aggregate face value of \$586,063,000 as of September 30, 2018, is approximately \$592,527,000 based on a weighted-average market interest rate of 6.84%. The Seller Trust L Bonds, which contain certain rights that differ from our other L Bonds, nevertheless have generally similar terms to our other L Bonds. Therefore we use the same income-based approach used for L Bonds resulting in an approximate fair value of \$403,235,000 for the Seller Trust L Bonds compared to an aggregate face value of \$403,235,000.

The Exchangeable Note receivable from Beneficient is expected to be converted to Beneficient common units (at a price of \$10 per unit) upon Final Closing, which is expected to occur in the fourth quarter of 2018. Due primarily to the above market interest rate of 12.4% on the Exchangeable Note, we estimate the fair value of approximately \$170,545,000 based on the estimated convertible value of the underlying units.

The Commercial Loan receivable from Beneficient has a below-market interest rate of 5.0% per year; provided that the accrued interest from the date of the Initial Transfer to the Final Closing Date of the Beneficient Transaction will be added to the principal balance of the Commercial Loan. From and after the Final Closing Date, one-half of the interest, or 2.5% per year, will be due and payable monthly in cash, and (ii) one-half of the interest, or 2.5% per year, will accrue and compound annually on each anniversary date of the Final Closing Date and become due and payable in full in cash on the maturity date. We estimate the fair value of the Commercial Loan of approximately \$189,150,000 based on a market yield analysis for similar instruments with similar credit profiles. We utilized an implied yield of approximately 6.75%.

The carrying value of the amended and restated senior credit facility with LNV Corporation reflects interest charged at 12-month LIBOR plus an applicable margin. The margin represents our credit risk, and the strength of the portfolio of life insurance policies collateralizing the debt. The overall rate reflects market, and the carrying value of the facility approximates fair value.

GWG MCA Capital, Inc. (“GWG MCA”) participates in the merchant cash advance industry by directly advancing sums to merchants and lending money, on a secured basis, to companies that advance sums to merchants. Each quarter, we review the carrying value of these cash advances, determine if an impairment exists and establish or adjust an allowance for loan loss as necessary. At September 30, 2018 one of our secured cash advances was impaired. Specifically, the secured loan to Nulook Capital LLC had an outstanding balance of \$1,908,000 and an allowance for loan loss of \$1,908,000 at September 30, 2018. We deem fair value to be the estimated collectible value on each loan or advance made from GWG MCA. Secured merchant cash advances, net of allowance for loan loss, of \$635,000 and \$1,662,000 are included within other assets on our condensed consolidated balance sheets as of September 30, 2018 and December 31, 2017, respectively. Where we estimate the collectible amount to be less than the outstanding balance, we record an allowance for the difference. Provision for merchant cash advances are recorded within other expenses on the statement of operations (see Note 19).

The following table summarizes outstanding common stock warrants (discussed in Note 17) as of September 30, 2018:

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Month issued	Warrants issued	Fair value per share	Risk free rate	Volatility	Term
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September 2014 16,000 \$ 1.26 1.85% 17.03% 5 years

16,000

GWG HOLDINGS, INC. AND SUBSIDIARIES
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(5) Financing Receivable from Affiliate (as restated)

Commercial Loan

On August 10, 2018, in connection with the Initial Transfer of the Beneficient Transaction, GWG Life, as lender, and Beneficient, as borrower, entered into the Commercial Loan Agreement in the amount of \$200,000,000. The principal amount under the Commercial Loan is due on August 9, 2023, but is extendable for two five-year terms under certain circumstances. The extensions are available to the borrower provided that (a) in the event Beneficient completes at least one public offering of its common units raising at least \$50,000,000 which on its own or together with any other public offering of Beneficient's common units results in Beneficient raising at least \$100,000,000, then the maturity date will be extended to August 9, 2028; and (b) in the event that Beneficient (i) completes at least one public offering of its common units raising at least \$50,000,000 which on its own or together with any other public offering of Beneficient's common units results in Beneficient raising at least \$100,000,000 and (ii) at least 75% of Beneficient Holding's total outstanding NPC-B limited partnership interests, if any, have been converted to shares of Beneficient's common units, then the maturity date will be extended to August 9, 2033.

Repayment of the Commercial Loan is subordinated in right of payment to any of Beneficient's senior debt and commercial bank debt, if any, and to Beneficient's obligations which may arise in connection with its NPC-B Unit limited partnership interests. Beneficient's obligations under the Commercial Loan Agreement are unsecured.

The Commercial Loan Agreement contains negative covenants that limit or restrict, subject to certain exceptions, the incurrence of liens and indebtedness by Beneficient, fundamental changes to its business and transactions with affiliates. The Commercial Loan Agreement also contains customary affirmative covenants, including, but not limited to, preservation of corporate existence, compliance with applicable law, payment of taxes, notice of material events, financial reporting and keeping of proper books of record and account.

The Commercial Loan Agreement includes customary events of default, including, but not limited to, nonpayment of principal or interest, failure to comply with covenants, failure to pay other indebtedness when due, cross-acceleration to other debt, material adverse effects, events of bankruptcy and insolvency, and unsatisfied judgments. The borrower was in compliance with the covenants as of the most recent balance sheet date.

The principal amount of the Commercial Loan bears interest at 5.0% per year from the Final Closing Date. One-half of the interest, or 2.5% per year, will be due and payable monthly in cash, and (ii) one-half of the interest, or 2.5% per year, will accrue and compound annually on each anniversary date of the Final Closing Date and become due and payable in full in cash on the maturity date. The accrued interest from the Initial Transfer to the Final Closing date will be added to the principal amount of the loan. The Commercial Loan was issued at a discount as a result of the relative fair value allocations for the assets received in the Beneficient transaction. The discount will be amortized to interest income over the term of the loan.

In accordance with the Supplemental Indenture issuing the Seller Trust L Bonds, upon a redemption event or at the maturity date of the Seller Trust L Bonds, the Company, at its option, may use the outstanding principal amount of the Commercial Loan, and accrued and unpaid interest thereon, as repayment consideration of the Seller Trust L Bonds (See Note 11).

Exchangeable Note

On August 10, 2018, in connection with the Initial Transfer of the Beneficient Transaction, Beneficient issued to GWG the Exchangeable Promissory Note (the "Exchangeable Note") in the principal amount of \$162,911,000. The Exchangeable Note accrues interest at a rate of 12.4% per year, compounded annually. Interest is payable in cash on the earlier to occur of the maturity date or the Final Closing Date; provided that Beneficient may, at its option, add to the outstanding principal balance under the Commercial Loan Agreement the accrued interest in lieu of payment in cash of such accrued interest thereon at the Final Closing Date (or, if earlier, the maturity date of the Exchangeable Note). The principal amount of the Exchangeable Note is payable in cash on August 9, 2023. In the event the Final Closing Date occurs on or prior to the maturity date, the principal amount of the Exchangeable Note is payable

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(unaudited)

(5) Financing Receivable from Affiliate (as restated) (cont.)

in Beneficient common units at a price equal to \$10 per unit. In the event the Final Closing Date occurs prior to the maturity date, Beneficient may, at its option, pay the accrued interest on the Exchangeable Note in the form of Beneficient common units or in the form of a promissory note providing for a term of up to two years and cash interest payable semi-annually at the rate of 5.0% per year.

In accordance with the Supplemental Indenture for the Seller Trust L Bonds, upon a redemption event or at the maturity date of the Seller Trust L Bonds, the Company, at its option, may use the outstanding principal amount of the Exchangeable Note, and accrued and unpaid interest thereon, as repayment consideration of the Seller Trust L Bonds (See Note 11). The Exchangeable Note was issued at a premium as a result of the relative fair value allocations for the assets received in the Beneficient transaction. The premium will be amortized to interest income over the term of the note.

The following table summarizes outstanding principal and accrued interest balances of the Commercial Loan and Exchangeable Note receivable:

As of September 30, 2018	As of December 31, 2017
--------------------------------	----------------------------------

Commercial Loan receivable – principal	\$ 200,000,000	\$	—
--	----------------	----	---

Discount on loan receivable (9,078,000)

Accrued interest receivable	1,444,000	—
-----------------------------	-----------	---

Commercial Loan receivable from affiliate	192,366,000	—
---	-------------	---

Exchangeable Note receivable – principal	162,911,000	—
--	-------------	---

Premium on note receivable	8,754,000
----------------------------	-----------

Accrued interest receivable	2,840,000	—
-----------------------------	-----------	---

Exchangeable Note receivable from affiliate	174,505,000	—
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Financing receivable from affiliate	\$ 366,871,000	\$ —
-------------------------------------	----------------	------

(6) Equity Method Investment (as restated)

On August 10, 2018, in connection with the Initial Transfer of the Beneficient Transaction, we acquired 4.0 million common units of Beneficient, for a total limited partnership interest in the common units of Beneficient of approximately 17.6%. The common units of Beneficient are not publicly traded on a stock exchange.

In accordance with ASC 810, Consolidation, the Company assesses whether or not related entities are variable interest entities (“VIEs”). For those related entities that qualify as VIEs, ASC 810 requires the Company to determine if the Company is the primary beneficiary of the VIE, and if so, to consolidate the VIE.

We have determined that Beneficient is a VIE but that we are not the primary beneficiary of the investment. GWG does not have the power to direct any activities of Beneficient, or any of its related parties, that most significantly impact Beneficient's economic performance. GWG has no board representation at Beneficient or at its general partner. The general partner is exclusively assigned all management powers over the business and affairs of Beneficient, and the limited partners do not have the ability to remove the general partner. Therefore, we do not consolidate the results of Beneficient in our consolidated financial statements. The Company's exposure to risk of loss in Beneficient is generally limited to its investment in the common units of Beneficient, and its financing receivables from Beneficient.

GWG HOLDINGS, INC. AND SUBSIDIARIES
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(6) Equity Method Investment (as restated) (cont.)

The following table shows the classification, carrying value and maximum exposure to loss with respect to the Company's unconsolidated VIEs at September 30, 2018:

Carrying Value	Maximum Exposure to Loss
-------------------	--------------------------------

Assets:

Financing receivable from affiliate \$ 366,871,000 \$ 366,871,000

Equity method investment	42,069,000	42,069,000
--------------------------	------------	------------

Total	\$ 408,940,000	\$ 408,940,000
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We account for our investment under the equity method. Our investment is presented in equity method investment on our condensed consolidated balance sheets. Our proportionate share of earnings or losses from our equity method investment is recognized in equity in net earnings of investee in our condensed consolidated statements of operations. We record our share of the income or loss of Beneficient on a one-quarter lag. As a result, no earnings from Beneficient were recorded in equity in net earnings of investee for the three or nine months ended September 30, 2018.

Although our initial proportion of the common ownership is below 20%, we believe it appropriate to apply equity method accounting given our additional advances made to Beneficient, particularly in regards to the Exchangeable Note which will convert to additional Beneficient common units upon the Final Closing Date. Additionally, SEC Staff Announcement: Accounting for Limited Partnership Investments provides guidance requiring the use of the equity method unless the investment is so minor that the limited partner may have virtually no influence over the partnership's operating and financial policies. In practice, investments of more than 3% to 5% are viewed as more than minor.

A substantial majority of the net assets of Beneficient are currently represented by intangible assets and goodwill. As such, we believe substantially all of our equity method investment is characterized as equity method goodwill as of September 30, 2018. We do not believe conditions exist indicating an other-than-temporary loss in value of our investment and no impairment has been recorded to our equity method investment as of September 30, 2018.

Beneficient has certain share classes outstanding other than common units, namely Class S Ordinary units issued by Beneficient and Non-Participating Convertible Series A units issued by a subsidiary of Beneficient. These units are classified as noncontrolling interest and redeemable noncontrolling interest, respectively, on the consolidated statements of financial position of Beneficient and their share of the net income of Beneficient is classified as net income attributable to noncontrolling interests on the consolidated statements of operations of Beneficient. These units are exchangeable or convertible into common units of Beneficient.

(7) Credit Facility — Autobahn Funding Company LLC

On September 12, 2017, we terminated our \$105 million senior credit facility with Autobahn Funding Company LLC, the Credit and Security Agreement governing the facility as well as the related pledge agreement, pursuant to which our obligations under the facility were secured. We paid off in full all obligations under the facility on September 14, 2016, and since that date, we have had no amounts outstanding under the facility.

The Credit and Security Agreement contained certain financial and non-financial covenants, and we were in compliance with these covenants during the year ended December 31, 2017 until the date of termination.

(8) Credit Facility — LNV Corporation

On September 27, 2017, we entered into an amended and restated senior credit facility with LNV Corporation as lender through our subsidiary GWG DLP Funding IV, LLC (“DLP IV”). The amended and restated senior credit facility makes available a total of up to \$300,000,000 in credit with a maturity date of September 27, 2029. Additional advances are available under the amended and restated senior credit facility at the LIBOR rate as herein defined. Advances are available as the result of additional borrowing base capacity, created as the premiums and servicing

GWG HOLDINGS, INC. AND SUBSIDIARIES
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(8) Credit Facility — LNV Corporation (cont.)

costs of pledged life insurance policies become due. Interest will accrue on amounts borrowed under the amended and restated senior credit facility at an annual interest rate, determined as of each date of borrowing or quarterly if there is no borrowing, equal to (A) the greater of 12-month LIBOR or the federal funds rate (as defined in the agreement) plus one-half of one percent per annum, plus (B) 7.50% per annum. The effective rate at September 30, 2018 was 10.30%. Interest payments are made on a quarterly basis.

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As of September 30, 2018, approximately 68.7% of the total face value of our portfolio is pledged to LNV Corporation. The amount outstanding under this facility was \$171,964,000 and \$222,525,000 at September 30, 2018 and December 31, 2017, respectively. Obligations under the amended and restated senior credit facility are secured by a security interest in DLP IV's assets, for the benefit of the lenders, through an arrangement under which Wells Fargo serves as securities intermediary. The life insurance policies owned by DLP IV do not serve as direct collateral for the obligations of GWG Holdings under the L Bonds. The difference between the amount outstanding and the carrying amount on our condensed consolidated balance sheets is due to netting of unamortized debt issuance costs.

The amended and restated senior credit facility has certain financial and nonfinancial covenants, and we were in compliance with these covenants at September 30, 2018 and December 31, 2017.

(9) Series I Secured Notes

Series I Secured Notes were legal obligations of GWG Life and were privately offered and sold from August 2009 through June 2011. On September 8, 2017, we redeemed all outstanding Series I Secured Notes for an aggregate of \$6,815,000.

(10) L Bonds

We began publicly offering and selling L Bonds in January 2012 under the name “Renewable Secured Debentures”. These debt securities were re-named “L Bonds” in January 2015. L Bonds are publicly offered and sold on a continuous basis under a registration statement permitting us to sell up to \$1.0 billion in principal amount of L Bonds through January 2018. On December 1, 2017, an additional public offering was declared effective permitting us to sell up to \$1.0 billion in principal amount of L Bonds on a continuous basis. The new offering is a follow-on to the previous L Bond offering and contains the same terms and features. We are party to an indenture governing the L Bonds dated October 19, 2011, as amended (“Indenture”), under which GWG Holdings is obligor, GWG Life is guarantor, and Bank of Utah serves as indenture trustee. On October 23, 2017, the parties entered into the Amended and Restated Indenture in connection with the new offering. On March 27, 2018, GWG L Bond holders approved Amendment No.1 to the Amended and Restated Indenture. This amendment expands the definition of Total Coverage to include, without duplication, the value of all of our other assets as reflected on our most recently available balance sheet prepared in accordance with GAAP. The Amended and Restated Indenture contains certain financial and non-financial covenants, and we were in compliance with these covenants at September 30, 2018 and December 31, 2017.

We are publicly offering and selling L Bonds under a registration statement declared effective by the SEC and have issued Seller Trust L Bonds under a Supplemental Indenture, as described in (see Note 11). The L Bonds and Seller Trust L Bonds are secured by substantially all the assets of GWG Holdings, a pledge of all our common stock held individually by our largest stockholders, and by a guarantee and corresponding grant of a security interest in substantially all the assets of GWG Life(1). As a guarantor, GWG Life has fully and unconditionally guaranteed the payment of principal and interest on the L Bonds and Seller Trust L Bonds. GWG Life's equity in DLP IV(2) serves as collateral for our L Bond and Seller Trust L Bond obligations. Substantially all of our life insurance policies are held by DLP IV or GWG Life Trust ("the Trust"). The policies held by DLP IV are not direct collateral for the L Bonds as such policies are pledged to the senior credit facility with LNV Corporation.

(1) The Seller Trust L Bonds (see Note 11) are senior secured obligations of GWG, ranking junior to all senior debt of GWG (see Note 8) and pari passu in right of payment and in respect of collateral with all L Bonds of GWG. Payments under the Seller Trust L Bonds are guaranteed by GWG Life. The assets exchanged in the Initial

GWG HOLDINGS, INC. AND SUBSIDIARIES
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(10) L Bonds (cont.)

Transfer are available as collateral for all holders of the L Bonds and Seller Trust L Bonds. Specifically, the Exchangeable Note and common units of Beneficient are held by GWG Holdings and the Commercial Loan is held by GWG Life.

(2) The terms of our amended and restated senior credit facility with LNV Corporation require that we maintain a significant excess of pledged collateral value over the amount outstanding on the amended and restated senior credit facility at any given time. Any excess after satisfying all amounts owing under our amended and restated senior credit facility with LNV Corporation is available as collateral for the L Bonds (including the Seller Trust L Bonds).

The bonds have renewal features under which we may elect to permit their renewal, subject to the right of bondholders to elect to receive payment at maturity. Interest is payable monthly or annually depending on the election of the investor.

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At September 30, 2018 and December 31, 2017, the weighted-average interest rate of our L Bonds was 7.12% and 7.29%, respectively. The principal amount of L Bonds outstanding was \$586,063,000 and \$461,427,000 at September 30, 2018 and December 31, 2017, respectively. The difference between the amount of outstanding L Bonds and the carrying amount on our condensed consolidated balance sheets is due to netting of unamortized deferred issuance costs, cash receipts for new issuances and payments of redemptions in process. Amortization of deferred issuance costs was \$2,312,000 and \$2,076,000 for the three months ended September 30, 2018 and 2017, respectively, and \$6,450,000 and \$4,931,000 for the nine months ended September 30, 2018 and 2017, respectively. Future expected amortization of deferred financing costs as of September 30, 2018 is \$20,581,000 in total over the next seven years.

Future contractual maturities of L Bonds, and future amortization of their deferred financing costs, at September 30, 2018 are as follows(1):

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Years Ending December 31,

Contractual
Maturities

Unamortized
Deferred
Financing
Costs

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Three months ending December 31, 2018 \$ 26,778,000 \$ 79,000

2019

150,056,000 2,291,000

2020

137,067,000 4,435,000

2021

87,360,000 3,727,000

2022

39,713,000 1,777,000

2023

53,616,000

2,924,000

Thereafter

91,473,000

5,348,000

\$ 586,063,000 \$ 20,581,000

(1) The Seller Trust L Bonds are excluded from this table (see Note 11).

(11) Seller Trust L Bonds (as restated)

On August 10, 2018, in connection with the Initial Transfer of the Beneficial Transaction, GWG Holdings, GWG Life and Bank of Utah, as trustee (the “Trustee”), entered into a Supplemental Indenture (the “Supplemental Indenture”) to the Amended and Restated Indenture. GWG Holdings entered into the Supplemental Indenture to add and modify certain provisions of the Amended and Restated Indenture necessary to provide for the issuance of a new class of securities titled “Seller Trust L Bonds”. The maturity date of the Seller Trust L Bonds is August 9, 2023. The Seller Trust L Bonds bear interest at 7.50% per year. Interest is payable monthly in cash.

GWG issued Seller Trust L Bonds in the amount of \$403,235,000 to the various related trusts (the “Seller Trusts”) in connection with the Beneficient Transaction on August 10, 2018.

GWG HOLDINGS, INC. AND SUBSIDIARIES
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(11) Seller Trust L Bonds (as restated) (cont.)

So long as the Final Closing has not occurred, the redemption price payable in respect of a redemption effected by GWG after January 31, 2019 may be paid, at GWG's option, in the form of cash, a pro rata portion of (i) the outstanding principal amount and accrued and unpaid interest under the Commercial Loan Agreement, (ii) the outstanding principal amount and accrued and unpaid interest under the Exchangeable Note and (iii) Beneficient common units, or a combination of cash and such property. After the second anniversary of the Final Closing, the holders of the Seller Trust L Bonds will have the right to cause GWG to repurchase, in whole but not in part, the Seller Trust L Bonds held by such holder. The repurchase may be paid, at GWG's option, in the form of cash, a pro rata portion of (i) the outstanding principal amount and accrued and unpaid interest under the Commercial Loan Agreement, (ii) the outstanding principal amount and accrued and unpaid interest under the Exchangeable Note and (iii) Beneficient common units, or a combination of cash and such property.

We are publicly offering and selling L Bonds under a registration statement declared effective by the SEC, as described in Note 10 and have issued Seller Trust L Bonds under a Supplemental Indenture. The L Bonds and Seller Trust L Bonds are secured by substantially all the assets of GWG Holdings, a pledge of all our common stock held individually by our largest stockholders, and by a guarantee and corresponding grant of a security interest in substantially all the assets of GWG Life(1). As a guarantor, GWG Life has fully and unconditionally guaranteed the payment of principal and interest on the L Bonds and Seller Trust L Bonds. GWG Life's equity in DLP IV(2) serves as collateral for our L Bond and Seller Trust L Bond obligations. Substantially all of our life insurance policies are held by DLP IV or GWG Life Trust ("the Trust"). The policies held by DLP IV are not direct collateral for the L Bonds as such policies are pledged to the senior credit facility with LNV Corporation.

(1) The Seller Trust L Bonds are senior secured obligations of GWG, ranking junior to all senior debt of GWG (see Note 8) and pari passu in right of payment and in respect of collateral with all L Bonds of GWG (see Note 10). Payments under the Seller Trust L Bonds are guaranteed by GWG Life. The assets exchanged in the Initial Transfer are available as collateral for all holders of the L Bonds and Seller Trust L Bonds. Specifically, the Exchangeable Note and common units of Beneficient are held by GWG Holdings and the Commercial Loan is held by GWG Life.

(2) The terms of our amended and restated senior credit facility with LNV Corporation require that we maintain a significant excess of pledged collateral value over the amount outstanding on the amended and restated senior credit facility at any given time. Any excess after satisfying all amounts owing under our amended and restated senior credit facility with LNV Corporation is available as collateral for the L Bonds (including the Seller Trust L Bonds).

The principal amount of Seller Trust L Bonds outstanding was \$403,235,000 and \$0 at September 30, 2018 and December 31, 2017, respectively.

(12) Series A Convertible Preferred Stock

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From July 2011 through September 2012, we privately offered shares of Series A Convertible Preferred Stock of GWG Holdings at \$7.50 per share (the "Series A"). In the offering, we sold an aggregate of 3,278,000 shares for gross consideration of \$24,582,000. Holders of Series A were entitled to cumulative dividends at the rate of 10% per annum, paid quarterly. The Series A were only redeemable at our option.

Purchasers of the Series A in our offering received warrants to purchase an aggregate of 416,000 shares of our common stock at an exercise price of \$12.50 per share. As of September 30, 2018 and December 31, 2017, all of these warrants have expired and none of them had been exercised.

On October 9, 2017 all shares of Series A were redeemed with a redemption payment equal to the sum of: (i) \$8.25 per Series A share and (ii) all accrued but unpaid dividends.

(13) Redeemable Preferred Stock

On November 30, 2015, our public offering of up to 100,000 shares of RPS at \$1,000 per share was declared effective. Holders of RPS are entitled to cumulative dividends at the rate of 7% per annum, paid monthly. Dividends on the RPS are recorded as a reduction to additional paid-in capital, if any, then to the outstanding balance of the preferred stock if

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(13) Redeemable Preferred Stock (cont.)

additional paid-in-capital has been exhausted. Under certain circumstances described in the Certificate of Designation for the RPS, additional shares of RPS may be issued in lieu of cash dividends.

The RPS ranks senior to our common stock and pari passu with our RPS 2 and entitles its holders to a liquidation preference equal to the stated value per share (i.e., \$1,000) plus accrued but unpaid dividends. Holders of RPS may presently convert their RPS into our common stock at a conversion price equal to the volume-weighted average price of our common stock for the 20 trading days immediately prior to the date of conversion, subject to a minimum conversion price of \$15.00 and in an aggregate amount limited to 15% of the stated value of RPS originally purchased from us and still held by such purchaser.

Holders of RPS may request that we redeem their RPS at a price equal to their stated value plus accrued but unpaid dividends, less an applicable redemption fee, if any, as specified in the Certificate of Designation. Nevertheless, the Certificate of Designation for RPS permits us in our sole discretion to grant or decline redemption requests. Subject to certain restrictions and conditions, we may also redeem shares of RPS without a redemption fee upon a holder's death, total disability or bankruptcy. In addition, after one year from the date of original issuance, we may, at our option, call and redeem shares of RPS at a price equal to their liquidation preference.

In March 2017, we closed the RPS offering to additional investors having sold 99,127 shares of RPS for an aggregate gross consideration of \$99,127,000 and incurred approximately \$7,019,000 of related selling costs.

At the time of its issuance, we determined that the RPS contained two embedded features: (1) optional redemption by the holder and (2) optional conversion by the holder. We determined that each of the embedded features met the definition of a derivative and that the RPS should be considered an equity host for the purposes of assessing the embedded derivatives for potential bifurcation. Based on our assessment under Accounting Standards Codification 470 "Debt" ("ASC 470") we do not believe bifurcation of either the holder's redemption or conversion feature is appropriate.

(14) Series 2 Redeemable Preferred Stock

On February 14, 2017, our public offering of up to 150,000 shares of RPS 2 at \$1,000 per share was declared effective. Holders of RPS 2 are entitled to cumulative dividends at the rate of 7% per annum, paid monthly. Dividends on the RPS 2 are recorded as a reduction to additional paid-in capital, if any, then to the outstanding balance of the preferred stock if additional paid-in capital has been exhausted. Under certain circumstances described in the Certificate of Designation for the RPS 2, additional shares of RPS 2 may be issued in lieu of cash dividends.

The RPS 2 ranks senior to our common stock and pari passu with our RPS and entitles its holders to a liquidation preference equal to the stated value per share (i.e., \$1,000) plus accrued but unpaid dividends. Holders of RPS 2 may, less an applicable conversion discount, if any, convert their RPS 2 into our common stock at a conversion price equal to the volume-weighted average price of our common stock for the 20 trading days immediately prior to the date of conversion, subject to a minimum conversion price of \$12.75 and in an aggregate amount limited to 10% of the stated value of RPS 2 originally purchased from us and still held by such purchaser.

Holders of RPS 2 may request that we redeem their RPS 2 shares at a price equal to their liquidation preference, less an applicable redemption fee, if any, as specified in the Certificate of Designation. Nevertheless, the Certificate of Designation for RPS 2 permits us in our sole discretion to grant or decline requests for redemption. Subject to certain restrictions and conditions, we may also redeem shares of RPS 2 without a redemption fee upon a holder's death, total disability or bankruptcy. In addition, we may, at our option, call and redeem shares of RPS 2 at a price equal to their liquidation preference (subject to a minimum redemption price, in the event of redemptions occurring less than one year after issuance, of 107% of the stated value of the shares being redeemed).

In April 2018, we closed the RPS 2 offering to additional investors having sold 149,979 shares of RPS 2 for an aggregate gross consideration of \$149,979,000 and incurred approximately \$10,284,000 of related selling costs.

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(14) Series 2 Redeemable Preferred Stock (cont.)

At the time of its issuance, we determined that the RPS 2 contained two embedded features: (1) optional redemption by the holder; and (2) optional conversion by the holder. We determined that each of the embedded features met the definition of a derivative and that the RPS 2 should be considered an equity host for the purposes of assessing the embedded derivatives for potential bifurcation. Based on our assessment under ASC 470 we do not believe bifurcation of either the holder's redemption or conversion feature is appropriate.

(15) Series B Convertible Preferred Stock

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On August 10, 2018, GWG Holdings issued 5,000,000 shares of Series B, par value \$0.001 per share and having a stated value of \$10 per share, to Beneficient for cash consideration of \$50,000,000 as part of the Initial Transfer.

The Series B ranks, as to the payment of dividends and the distribution of our assets upon liquidation, dissolution or winding up junior to our RPS and RPS 2 and pari passu with our common stock. The Series B has no dividend rights. The Series B has no voting rights, except as required by law.

The Series B will convert into 5,000,000 shares of our common stock at a conversion price of \$10.00 per share immediately following the Final Closing of the Beneficient Transaction. The holder has no additional rights or remedies if the Final Closing is not completed.

(16) Income Taxes

We had a current income tax liability of \$0 as of both September 30, 2018 and December 31, 2017. The components of our income tax expense (benefit) and the reconciliation at the statutory federal tax rate to our actual income tax expense (benefit) for the three and nine months ended September 30, 2018 and 2017 consisted of the following:

Three Months Ended

Nine Months Ended

September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
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Statutory federal income tax (benefit)	\$ (2,234,000)	\$ (2,321,000)	\$ (4,173,000)	\$ (5,536,000)
--	-----------------	-----------------	-----------------	-----------------

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State income taxes (benefit), net of federal benefit	(866,000)	(440,000)	(1,558,000)	(1,049,000)
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Change in valuation allowance	3,215,000	—	5,783,000	—
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Other permanent differences	(115,000)	(3,000)	(52,000)	103,000
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Total income tax expense (benefit)	\$ —	\$ (2,764,000)	\$ —	\$ (6,482,000)
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The tax effects of temporary differences that give rise to deferred income taxes were as follows:

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As of September 30, 2018	As of December 31, 2017
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Deferred tax assets:

Note receivable from related party	\$ —	\$ 1,437,000
------------------------------------	------	--------------

Net operating loss carryforwards	12,096,000	9,995,000
----------------------------------	------------	-----------

Other assets	2,930,000	1,724,000
--------------	-----------	-----------

Subtotal	15,026,000	13,156,000
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Valuation allowance	(11,962,000)	(6,386,000)
---------------------	---------------	--------------

Deferred tax assets	3,064,000	6,770,000
---------------------	-----------	-----------

Deferred tax liabilities:

Investment in life insurance policies (2,952,000) (6,630,000)

Other liabilities	(112,000)	(140,000)
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Net deferred tax asset (liability)	\$ —	\$ —
------------------------------------	------	------

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(16) Income Taxes (cont.)

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At September 30, 2018 and December 31, 2017, we had federal net operating loss (“NOL”) carryforwards of \$42,085,000 and \$34,775,000, respectively. The NOL carryforwards will begin to expire in 2031. Future utilization of NOL carryforwards is subject to limitations under Section 382 of the Internal Revenue Code. This section generally relates to a more than 50 percent change in ownership over a three-year period. We currently do not believe that any prior issuance of common stock has resulted in an ownership change under Section 382 through September 30, 2018.

We provide for a valuation allowance when it is not considered “more likely than not” that our deferred tax assets will be realized. As of September 30, 2018, based on all available evidence, we have provided a valuation allowance against our total net deferred tax asset of \$11,962,000 due to uncertainty as to the realization of our deferred tax assets during the carryforward periods.

On December 22, 2017, the U.S. federal government enacted the Tax Cuts and Jobs Act (“Tax Reform Bill”). The Tax Reform Bill changed existing United States tax law, including a reduction of the U.S. corporate income tax rate. The Company re-measured deferred taxes as of the date of enactment, reflecting those changes within deferred tax assets as of December 31, 2017.

ASC 740 requires the reporting of certain tax positions that do not meet a threshold of “more-likely-than-not” to be recorded as uncertain tax benefits. It is management’s responsibility to determine whether it is “more-likely-than-not” that a tax position will be sustained upon examination, including resolution of any related appeals or litigation, based upon the technical merits of the position. Management has reviewed all income tax positions taken or expected to be taken for all open years and has determined that the income tax positions are appropriately stated and supported. We do not anticipate that the total unrecognized tax benefits will significantly change prior to December 31, 2018.

Under our accounting policies, interest and penalties on unrecognized tax benefits, as well as interest received from favorable tax settlements are recognized as components of income tax expense. At September 30, 2018 and December 31, 2017, we recorded no accrued interest or penalties related to uncertain tax positions.

Our income tax returns for tax years ended December 31, 2014, 2015, 2016 and 2017, when filed, remain open to examination by the Internal Revenue Service and various state taxing jurisdictions. Our income tax return for tax year ended December 31, 2013 also remains open to examination by various state taxing jurisdictions.

(17) Common Stock

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In September 2014, we consummated an initial public offering of our common stock resulting in the sale of 800,000 shares of common stock at \$12.50 per share, and net proceeds of approximately \$8.6 million after the payment of underwriting commissions, discounts and expense reimbursements. In connection with this offering, we listed our common stock on the Nasdaq Capital Market under the ticker symbol “GWGH.”

In conjunction with the initial public offering our Company issued warrants to purchase 16,000 shares of common stock at an exercise price of \$15.63 per share. As of September 30, 2018, none of these warrants had been exercised. The remaining life of these warrants at September 30, 2018 was 1.0 year.

On August 10, 2018, the Company declared a special dividend of \$4.30 per share of common stock payable to shareholders of record on August 27, 2018.

(18) Stock Incentive Plan

We adopted our 2013 Stock Incentive Plan in March 2013, as amended on June 1, 2015, May 5, 2017 and May 8, 2018. The Compensation Committee of our Board of Directors is responsible for the administration of the plan. Participants under the plan may be granted incentive stock options and non-statutory stock options; stock appreciation rights; stock awards; restricted stock; restricted stock units; and performance shares. Eligible participants include officers and employees of GWG Holdings and its subsidiaries, members of our Board of Directors, and consultants.

Awards

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(18) Stock Incentive Plan (cont.)

generally expire 10 years from the date of grant. As of September 30, 2018, 6,000,000 of our common stock options are authorized under the plan, of which 2,667,832 shares were reserved for issuance under outstanding incentive awards and 3,332,168 shares remain available for future grants.

Stock Options

As of September 30, 2018, we had outstanding stock options for 1,364,000 shares of common stock to employees, officers, and directors under the plan. Options for 583,000 shares have vested and the remaining options are scheduled to vest over three years. The options were issued with an exercise price between \$6.35 and \$10.38 for those beneficially owning more than 10% of our common stock, and between \$4.83 and \$11.56 for all others, which is equal to the market price of the shares on the date of grant. The expected annualized volatility used in the Black-Scholes model valuation of options issued during the three months ended September 30, 2018 was 25.83%. The annual volatility rate is based on the standard deviation of the average continuously compounded daily changes of stock price of five selected companies. As of September 30, 2018, stock options for 732,000 shares had been forfeited and stock options for 724,000 shares had been exercised.

Outstanding stock options:

Vested	Un-vested	Total
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Balance as of December 31, 2016	738,065	844,334	1,582,399
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Granted during the year	61,099	367,500	428,599
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Vested during the year	327,061	(327,061)	—
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Exercised during the year (126,498) — (126,498)

Forfeited during the year (142,535) (105,017) (247,552)

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Balance as of December 31, 2017	857,192	779,756	1,636,948
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Granted year-to-date	37,950	306,500	344,450
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Vested year-to-date	279,788	(279,788)	—
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Exercised year-to-date	(569,864)	—	(569,864)
------------------------	------------	---	------------

Forfeited year-to-date (21,582) (25,501) (47,083)

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Balance as of September 30, 2018	583,484	780,967	1,364,451
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As of September 30, 2018, unrecognized compensation expense related to un-vested options is \$1,282,000. We expect to recognize this compensation expense over the remaining vesting period (\$182,000 in 2018, \$614,000 in 2019, \$354,000 in 2020, and \$132,000 in 2021).

Stock Appreciation Rights (SARs)

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As of September 30, 2018, we had outstanding SARs for 311,000 shares of the common stock to employees. The strike price of the SARs was between \$6.75 and \$10.38, which was equal to the market price of the common stock at the date of issuance. As of September 30, 2018, 83,000 of the SARs were vested and 146,000 have been exercised. On September 30, 2018, the market price of GWG's common stock was \$7.75.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(18) Stock Incentive Plan (cont.)

Outstanding SARs:

Vested	Un-vested	Total
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Balance as of December 31, 2016	106,608	133,127	239,735
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Granted during the year	13,001	91,986	104,987
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Vested during the year	69,444	(69,444)	—
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Forfeited during the year — (1,750) (1,750)

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Balance as of December 31, 2017	189,053	153,919	342,972
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Granted year-to-date	—	113,650	113,650
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Vested year-to-date	39,552	(39,552)	—
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Exercised year-to-date	(145,622)	—	(145,622)
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Balance as of September 30, 2018	82,983	228,017	311,000
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The liability for the SARs as of September 30, 2018 and December 31, 2017 was \$43,000 and \$551,000, respectively, and was recorded within other accrued expenses on the condensed consolidated balance sheets. Employee compensation and benefits expense for SARs of \$25,000 and (\$9,000) was recorded for the three months ended September 30, 2018 and 2017, respectively, and \$15,000 and \$303,000 was recorded for the nine months ended September 30, 2018 and 2017, respectively.

Upon the exercise of SARs, the Company is obligated to make cash payment equal to the positive difference between the fair market value of the Company's common stock on the date of exercise less the fair market value of the common stock on the date of grant.

The following summarizes information concerning outstanding options and SARs issued under the 2013 Stock Incentive Plan:

September 30, 2018

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Outstanding	Weighted- Average Exercise Price	Weighted- Average Remaining Life (years)	Fair Value at Grant Date
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Vested

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Stock Options	583,484	\$ 8.71	4.10	\$ 1.97
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SARs	82,983	\$ 8.92	5.06	\$ 1.96
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Total Vested	666,467	\$ 8.74	4.22	\$ 1.97
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Unvested

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Stock Options	780,967	\$ 9.26	4.98	\$ 2.31
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SARs	228,017	\$ 8.47	6.16	\$ 2.04
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Total Unvested	1,008,984	\$ 9.08	5.25	\$ 2.25
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(18) Stock Incentive Plan (cont.)

December 31, 2017

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Outstanding	Weighted- Average Exercise Price	Weighted- Average Remaining Life (years)	Fair Value at Grant Date
-------------	---	---	--------------------------------------

Vested

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Stock Options	857,192	\$ 8.05	6.17	\$ 1.76
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SARs	189,053	\$ 8.54	5.86	\$ 1.90
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Total Vested	1,046,245	\$ 8.14	6.11	\$ 1.78
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Unvested

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Stock Options	779,756	\$ 9.21	7.50	\$ 2.17
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SARs	153,919	\$ 9.16	6.24	\$ 2.02
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Total Unvested	933,675	\$ 9.21	7.30	\$ 2.15
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Restricted Stock Units

A restricted stock unit (“RSU”) entitles the holder thereof to receive one share of our common stock upon vesting. As of September 30, 2018, we had outstanding RSUs for 122,396 shares of common stock held by employees under the plan, of which 51,193 RSUs were vested but for which shares had not yet been issued and 71,203 RSUs were scheduled to vest over the next twelve months.

(19) Other Expenses

The components of other expenses in our condensed consolidated statements of operations for the three and nine months ended September 30, 2018 and 2017 are as follows:

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Three Months Ended
September 30,

Nine Months Ended
September 30,

2018

2017

2018

2017

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Contract Labor	\$ 359,000	\$ 130,000	\$ 964,000	\$ 311,000
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Marketing	413,000	485,000	1,343,000	1,687,000
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Information Technology	432,000	411,000	1,208,000	1,093,000
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Servicing and Facility Fees	382,000	277,000	1,244,000	856,000
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Travel and Entertainment	204,000	250,000	650,000	768,000
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Insurance and Regulatory	401,000	416,000	1,120,000	1,240,000
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Charitable Contributions	—	42,000	—	462,000
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General and Administrative	498,000	788,000	1,733,000	2,924,000
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Total Other Expenses	\$ 2,689,000	\$ 2,799,000	\$ 8,262,000	\$ 9,341,000
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(20) Net Loss Attributable to Common Shareholders

We have outstanding RPS, RPS 2 and Series B as described in Notes 13, 14 and 15. RPS, RPS 2 and Series B are anti-dilutive to our net loss attributable to common shareholders calculation for both the three and nine months ended September 30, 2018 and 2017. Our vested and un-vested stock options and warrants are anti-dilutive for both the three and nine months ended September 30, 2018 and 2017.

(21) Commitments

We are party to an office lease with U.S. Bank National Association as the landlord. On September 1, 2015, we entered into an amendment to our original lease that expanded the leased space to 17,687 square feet and extended the term through October 2025. Under the amended lease we are obligated to pay base rent plus common area maintenance and

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(21) Commitments (cont.)

a share of building operating costs. Rent expenses under this agreement were \$119,000 and \$121,000 during the three months ended September 30, 2018 and 2017, respectively, and \$334,000 and \$344,000 during the nine months ended September 30, 2018 and 2017, respectively.

Minimum lease payments under the amended lease are as follows:

Three months ending December 31, 2018 \$ 68,000

2019

275,000

2020

284,000

2021

293,000

2022

302,000

2023

311,000

Thereafter

593,000

\$ 2,126,000

(22) Contingencies

Litigation — In the normal course of business, we are involved in various legal proceedings. In the opinion of management, any liability resulting from such proceedings would not have a material adverse effect on our financial position, results of operations or cash flows.

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated)

We are publicly offering and selling L Bonds under a registration statement declared effective by the SEC, as described in Note 10 and have issued Seller Trust L Bonds under a Supplemental Indenture, as described in Note 11. The L Bonds and Seller Trust L Bonds are secured by substantially all the assets of GWG Holdings, a pledge of all our common stock held individually by our largest stockholders, and by a guarantee and corresponding grant of a security interest in substantially all the assets of GWG Life(1). As a guarantor, GWG Life has fully and unconditionally guaranteed the payment of principal and interest on the L Bonds and Seller Trust L Bonds. GWG Life's equity in DLP IV(2) serves as collateral for our L Bond and Seller Trust L Bond obligations. Substantially all of our life insurance policies are held by DLP IV or GWG Life Trust ("the Trust"). The policies held by DLP IV are not direct collateral for the L Bonds as such policies are pledged to the senior credit facility with LNV Corporation.

(1) The Seller Trust L Bonds are senior secured obligations of GWG, ranking junior to all senior debt of GWG (see Note 8) and pari passu in right of payment and in respect of collateral with all L Bonds of GWG (see Note 10). Payments under the Seller Trust L Bonds are guaranteed by GWG Life. The assets exchanged in the Initial Transfer are available as collateral for all holders of the L Bonds and Seller Trust L Bonds. Specifically, the Exchangeable Note and common units of Beneficient are held by GWG Holdings and the Commercial Loan is held by GWG Life.

(2) The terms of our amended and restated senior credit facility with LNV Corporation require that we maintain a significant excess of pledged collateral value over the amount outstanding on the amended and restated senior credit facility at any given time. Any excess after satisfying all amounts owing under our amended and restated senior credit facility with LNV Corporation is available as collateral for the L Bonds (including the Seller Trust L Bonds).

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The following represents condensed consolidating financial information as of September 30, 2018 and December 31, 2017, with respect to the financial position, and as of September 30, 2018 and 2017, with respect to results of operations and cash flows of GWG Holdings and its subsidiaries. The parent column presents the financial information of GWG Holdings, the primary obligor for the L Bonds and Seller Trust L Bonds. The guarantor subsidiary column presents the financial information of GWG Life, the guarantor subsidiary of the L Bonds and Seller Trust L Bonds, presenting

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

its investment in DLP IV and the Trust under the equity method. The non-guarantor subsidiaries column presents the financial information of all non-guarantor subsidiaries, including DLP IV and the Trust.

Condensed Consolidating Balance Sheets

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September 30, 2018	Parent	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
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(as restated)

ASSETS

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Cash and cash equivalents	\$ 115,884,625	\$ 631,228	\$ 1,357,815	\$ —	\$ 117,873,668
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Restricted cash	—	699,477	2,370,282	—	3,069,759
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Investment in life insurance policies, at fair value	—	85,077,334	706,391,253	—	791,468,587
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Life insurance
policy benefits
receivable

—	2,800,000	7,672,696	—	10,472,696
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Financing
receivable from
affiliate

174,505,533

192,365,503

—

—

366,871,036

Equity method
investment

42,069,259

—

—

—

42,069,259

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Other assets	3,707,203	1,822,284	4,307,324	—	9,836,811
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Investment in subsidiaries	834,505,607	551,836,655	—	(1,386,342,262)	—
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TOTAL ASSETS	\$ 1,170,672,227	\$ 835,232,481	\$ 722,099,370	\$ (1,386,342,262)	\$ 1,341,661,816
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LIABILITIES

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Senior credit facility with LNV Corporation	\$ —	\$ —	\$ 162,469,172	\$ —	\$ 162,469,172
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L Bonds	570,199,704	—	—	—	570,199,704
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Seller Trust L Bonds	403,234,866	—	—	—	403,234,866
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Accounts payable	1,101,453	641,741	836,129	—	2,579,323
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Interest and dividends payable	13,952,101	—	4,796,457	—	18,748,558
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Other accrued expenses	1,026,668	1,448,807	797,283	—	3,272,758
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TOTAL LIABILITIES	989,514,792	2,090,548	168,899,041	—	1,160,504,381
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STOCKHOLDERS'
EQUITY

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Member capital	—	833,141,933	553,200,329	(1,386,342,262)	—
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Redeemable preferred stock and Series 2 redeemable preferred stock	216,068,039	—	—	—	216,068,039
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Series B convertible preferred stock	50,000,000	—	—	—	50,000,000
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Common stock	5,980	—	—	—	5,980
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Accumulated deficit	(84,916,584)	—	—	—	(84,916,584)
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TOTAL STOCKHOLDERS' EQUITY	181,157,435	833,141,933	553,200,329	(1,386,342,262)	181,157,435
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TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,170,672,227	\$ 835,232,481	\$ 722,099,370	\$ (1,386,342,262)	\$ 1,341,661,816
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

Condensed Consolidating Balance Sheets (continued)

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December 31, 2017	Parent	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
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ASSETS

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Cash and cash equivalents	\$ 111,952,829	\$ 1,486,623	\$ 982,039	\$ —	\$ 114,421,491
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Restricted cash	—	9,367,410	18,982,275	—	28,349,685
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Investment in life insurance policies, at fair value	—	51,093,362	599,433,991	—	650,527,353
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Life insurance policy benefits receivable	—	1,500,000	15,158,761	—	16,658,761
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Other assets	1,912,203	1,986,312	5,000,369	—	8,898,884
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Investment in subsidiaries	480,659,789	415,235,212	—	(895,895,001)	—
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TOTAL ASSETS	\$ 594,524,821	\$ 480,668,919	\$ 639,557,435	\$ (895,895,001)	\$ 818,856,174
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LIABILITIES & STOCKHOLDERS' EQUITY

LIABILITIES

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Senior credit facility with LNV Corporation	\$ —	\$ —	\$ 212,238,192	\$ —	\$ 212,238,192
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L Bonds	447,393,568	—	—	—	447,393,568
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Accounts payable	1,434,623	844,899	4,114,917	—	6,394,439
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Interest and dividends payable	10,296,584	—	5,130,925	—	15,427,509
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Other accrued expenses	1,728,303	1,610,773	391,647	—	3,730,723
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TOTAL LIABILITIES	460,853,078	2,455,672	221,875,681	—	685,184,431
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STOCKHOLDERS'
EQUITY

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

Member capital	—	478,213,247	417,681,754	(895,895,001)	—
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Redeemable preferred stock and Series 2 redeemable preferred stock	173,115,447	—	—	—	173,115,447
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Common stock	5,813	—	—	—	5,813
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Accumulated deficit	(39,449,517)	—	—	—	(39,449,517)
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TOTAL STOCKHOLDERS' EQUITY	133,671,743	478,213,247	417,681,754	(895,895,001)	133,671,743
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TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 594,524,821	\$ 480,668,919	\$ 639,557,435	\$ (895,895,001)	\$ 818,856,174
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

Condensed Consolidating Statements of Operations

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

For the three months ended September 30, 2018 (as restated)	Parent	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
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REVENUE

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

Gain on life insurance policies, net	\$ —	\$ 4,122,153	\$ 11,599,360	\$ —	\$ 15,721,513
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Interest and other income	3,333,424	1,700,414	181,677	—	5,215,515
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TOTAL REVENUE	3,333,424	5,822,567	11,781,037	—	20,937,028
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EXPENSES

Interest expense	16,739,120	—	5,060,212	—	21,799,332
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Employee compensation and benefits	2,292,251	3,086,682	169,838	—	5,548,771
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Legal and professional fees	483,512	221,613	716,839	—	1,421,964
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Other expenses	1,590,823	455,800	642,347	—	2,688,970
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TOTAL EXPENSES	21,105,706	3,764,095	6,589,236	—	31,459,037
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INCOME (LOSS) BEFORE EQUITY IN INCOME OF SUBSIDIARIES	(17,772,282)	2,058,472	5,191,801	—	(10,522,009)
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EQUITY IN INCOME OF SUBSIDIARIES	7,250,273	6,266,481	—	(13,516,754)	—
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NET INCOME (LOSS)	(10,522,009)	8,324,953	5,191,801	(13,516,754)	(10,522,009)
BEFORE INCOME TAXES					

INCOME TAX BENEFIT — — — — —

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NET INCOME (LOSS)	(10,522,009)	8,324,953	5,191,801	(13,516,754)	(10,522,009)
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Preferred stock dividends	4,313,542	—	—	—	4,313,542
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NET INCOME (LOSS)	\$ (14,835,551)	\$ 8,324,953	\$ 5,191,801	\$ (13,516,754)	\$ (14,835,551)
ATTRIBUTABLE TO COMMON SHAREHOLDERS					

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For the three months ended September 30, 2017	Parent	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
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REVENUE

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Gain on life insurance policies, net	\$ —	\$ 2,780,544	\$ 11,640,809	\$ —	\$ 14,421,353
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Interest and other income	40,044	113,410	239,865	(117,629)	275,690
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TOTAL REVENUE	40,044	2,893,954	11,880,674	(117,629)	14,697,043
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EXPENSES

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Interest expense	9,907,959	253,422	3,126,130	(12,104)	13,275,407
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Employee compensation and benefits	2,140,675	1,413,103	238,318	—	3,792,096
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Legal and professional fees	746,939	246,691	663,460	—	1,657,090
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Other expenses	1,743,730	711,528	449,463	(105,525)	2,799,196
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TOTAL EXPENSES	14,539,303	2,624,744	4,477,371	(117,629)	21,523,789
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INCOME (LOSS) BEFORE EQUITY IN INCOME OF SUBSIDIARIES	(14,499,259)	269,210	7,403,303	—	(6,826,746)
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EQUITY IN INCOME OF SUBSIDIARIES	7,672,513	8,263,120	—	(15,935,633)	—
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NET INCOME (LOSS)	(6,826,746)	8,532,330	7,403,303	(15,935,633)	(6,826,746)
BEFORE INCOME TAXES					

INCOME TAX BENEFIT	(2,764,243)	—	—	—	(2,764,243)
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NET INCOME (LOSS)	(4,062,503)	8,532,330	7,403,303	(15,935,633)	(4,062,503)
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Preferred stock dividends	3,548,165	—	—	—	3,548,165
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NET INCOME (LOSS)	\$ (7,610,668)	\$ 8,532,330	\$ 7,403,303	\$ (15,935,633)	\$ (7,610,668)
ATTRIBUTABLE TO COMMON SHAREHOLDERS					

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

Condensed Consolidating Statements of Operations (continued)

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

For the nine months ended September 30, 2018 (as restated)	Parent	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
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REVENUE

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

Gain on life insurance policies, net	\$ —	\$ 12,135,832	\$ 40,794,176	\$ —	\$ 52,930,008
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Interest and other income	4,447,322	1,726,938	689,380	—	6,863,640
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TOTAL REVENUE	4,447,322	13,862,770	41,483,556	—	59,793,648
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EXPENSES

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Interest expense	38,758,326	—	16,252,193	—	55,010,519
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Employee compensation and benefits	5,629,344	5,881,219	1,016,576	—	12,527,139
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Legal and professional fees	1,290,614	688,003	1,772,704	—	3,751,321
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Other expenses	5,082,525	1,397,314	1,782,485	—	8,262,324
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TOTAL EXPENSES	50,760,809	7,966,536	20,823,958	—	79,551,303
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INCOME (LOSS) BEFORE EQUITY IN INCOME OF SUBSIDIARIES	(46,313,487)	5,896,234	20,659,598	—	(19,757,655)
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EQUITY IN INCOME OF SUBSIDIARIES	26,555,832	23,824,330	—	(50,380,162)	—
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NET INCOME (LOSS)	(19,757,655)	29,720,564	20,659,598	(50,380,162)	(19,757,655)
BEFORE INCOME TAXES					

INCOME TAX
(EXPENSE)/BENEFIT

— — — — —

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NET INCOME (LOSS)	(19,757,655)	29,720,564	20,659,598	(50,380,162)	(19,757,655)
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Preferred stock dividends	12,356,513	—	—	—	12,356,513
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NET INCOME (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$ (32,114,168)	\$ 29,720,564	\$ 20,659,598	\$ (50,380,162)	\$ (32,114,168)
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For the nine months ended September 30, 2017	Parent	Guarantor Subsidiary	Non- Guarantor Subsidiaries	Eliminations	Consolidated
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REVENUE

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

Gain on life insurance policies, net	\$ —	\$ 4,481,555	\$ 40,635,883	\$ —	\$ 45,117,438
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Interest and other income	194,273	348,695	1,163,667	(371,100)	1,335,535
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TOTAL REVENUE	194,273	4,830,250	41,799,550	(371,100)	46,452,973
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EXPENSES

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Interest expense	27,495,867	930,837	10,418,243	(79,300)	38,765,647
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Employee compensation and benefits	6,179,032	4,163,873	353,550	—	10,696,455
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Legal and professional fees	1,524,510	687,240	1,722,277	—	3,934,027
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Other expenses	5,291,881	2,244,577	2,095,959	(291,800)	9,340,617
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TOTAL EXPENSES	40,491,290	8,026,527	14,590,029	(371,100)	62,736,746
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INCOME (LOSS) BEFORE EQUITY IN INCOME OF SUBSIDIARIES	(40,297,017)	(3,196,277)	27,209,521	—	(16,283,773)
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EQUITY IN INCOME OF SUBSIDIARIES	24,013,244	29,569,105	—	(53,582,349)	—
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NET INCOME (LOSS)	(16,283,773)	26,372,828	27,209,521	(53,582,349)	(16,283,773)
BEFORE INCOME TAXES					

INCOME TAX BENEFIT	(6,481,917)	—	—	—	(6,481,917)
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NET INCOME (LOSS)	(9,801,856)	26,372,828	27,209,521	(53,582,349)	(9,801,856)
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Preferred stock dividends	7,447,022	—	—	—	7,447,022
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NET INCOME (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS	\$ (17,248,878)	\$ 26,372,828	\$ 27,209,521	\$ (53,582,349)	\$ (17,248,878)
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

Condensed Consolidating Statements of Cash Flows

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

For the three months
ended September 30,
2018
(as restated)

Parent

Guarantor
Subsidiary

Non-Guarantor
Subsidiary

Eliminations

Consolidated

CASH FLOWS
FROM OPERATING
ACTIVITIES

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Net income (loss)	\$ (10,522,009)	\$ 8,324,953	\$ 5,191,801	\$ (13,516,754)	\$ (10,522,009)
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Adjustments to
reconcile net income
(loss) to net cash
flows from operating
activities:

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Equity of subsidiaries	(7,250,273)	(6,266,481)	—	13,516,754	—
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Changes in fair value of life insurance policies	—	(3,485,452)	(21,354,115)	—	(24,839,567)
--	---	--------------	---------------	---	---------------

Amortization of deferred financing and issuance costs	2,311,567	—	263,755	—	2,575,322
---	-----------	---	---------	---	-----------

Amortization of discount or premium on financing receivable	251,672	(251,672)	—	—	—
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Financing receivable from affiliate	(2,839,926)	(1,444,444)	—	—	(4,284,370)
--	--------------	--------------	---	---	--------------

(Increase) decrease in
operating assets:

Life insurance policy benefits receivable	—	(2,000,000)	18,562,304	—	16,562,304
--	---	--------------	------------	---	------------

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Other assets	(59,650,044)	(47,247,165)	305,226	106,913,951	321,968
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Increase (decrease) in
operating liabilities:

Accounts payable and other accrued expenses	3,460,355	(384,380)	(1,157,273)	—	1,918,702
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NET CASH FLOWS USED IN OPERATING ACTIVITIES	(74,238,658)	(52,754,641)	1,811,698	106,913,951	(18,267,650)
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CASH FLOWS
FROM INVESTING
ACTIVITIES

Investment in life insurance policies	—	(11,368,457)	(31,523,307)	—	(42,891,764)
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Carrying value of matured life insurance policies	—	669,349	1,656,640	—	2,325,989
---	---	---------	-----------	---	-----------

Equity method investment acquired	(1,421,059)	—	—	—	(1,421,059)
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NET CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES	(1,421,059)	(10,699,108)	(29,866,667)	—	(41,986,834)
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CASH FLOWS
FROM FINANCING
ACTIVITIES

Net borrowings on (repayments of) senior debt	—	—	(18,425,136)	—	(18,425,136)
---	---	---	---------------	---	---------------

Proceeds from issuance of L Bonds	68,884,369	—	—	—	68,884,369
--------------------------------------	------------	---	---	---	------------

Payments for
redemption and
issuance of L Bonds

(20,195,657)	—	—	—	(20,195,657)
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Issuance of common stock	682,954	—	—	—	682,954
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Common stock
dividends

(25,709,412)	—	—	—	(25,709,412)
---------------	---	---	---	---------------

Proceeds from issuance of convertible preferred stock	50,000,000	—	—	—	50,000,000
--	------------	---	---	---	------------

Payments for
redemption of
redeemable preferred
stock

(821,778) — — — (821,778)

Preferred stock
dividends

(4,313,542) — — — (4,313,542)

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Issuance of member capital	—	58,589,352	48,324,599	(106,913,951)	—
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NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	68,526,934	58,589,352	29,899,463	(106,913,951)	50,101,798
--	------------	------------	------------	----------------	------------

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(7,132,783)	(4,864,397)	1,844,494	—	(10,152,686)
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CASH AND CASH
EQUIVALENTS
AND RESTRICTED
CASH

BEGINNING OF THE PERIOD	123,017,408	6,195,102	1,883,603	—	131,096,113
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END OF THE
PERIOD

\$ 115,884,625	\$ 1,330,705	\$ 3,728,097	\$ —	\$ 120,943,427
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

Condensed Consolidating Statements of Cash Flows (continued)

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

For the three months
ended September 30,
2017

Parent

Guarantor
Subsidiary

Non-
Guarantor
Subsidiary

Eliminations

Consolidated

CASH FLOWS FROM
OPERATING
ACTIVITIES

Edgar Filing: CAPITAL LEASE FUNDING INC - Form 10-Q

Net income (loss)	\$ (4,062,503)	\$ 8,532,330	\$ 7,403,303	\$ (15,935,633)	\$ (4,062,503)
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Adjustments to reconcile
net income (loss) to net
cash flows from
operating activities:

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Equity of subsidiaries	(7,672,513)	(8,263,120)	—	15,935,633	—
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Changes in fair value of life insurance policies	—	(3,609,194)	(16,572,538)	—	(20,181,732)
--	---	--------------	---------------	---	---------------

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Amortization of deferred financing and issuance costs	2,075,632	134,445	134,464	—	2,344,541
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Deferred income taxes	(2,764,243)	—	—	—	(2,764,243)
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(Increase) decrease in
operating assets:

Life insurance policy benefits receivable	—	—	(7,627,000)	—	(7,627,000)
--	---	---	--------------	---	--------------

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Other assets	(38,552,777)	51,740,361	1,157,168	(13,415,694)	929,058
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Increase (decrease) in
operating liabilities:

Accounts payable and other accrued expenses	1,834,187	(855,012)	(1,064,684)	—	(85,509)
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NET CASH FLOWS USED IN OPERATING ACTIVITIES	(49,142,217)	47,679,810	(16,569,287)	(13,415,694)	(31,447,388)
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CASH FLOWS FROM
INVESTING
ACTIVITIES

Investment in life insurance policies	—	—	(25,199,692)	—	(25,199,692)
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Carrying value of matured life insurance policies	—	505,000	1,828,039	—	2,333,039
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NET CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES	—	505,000	(23,371,653)	—	(22,866,653)
--	---	---------	---------------	---	---------------

CASH FLOWS FROM
FINANCING
ACTIVITIES

Net borrowings on (repayments of) senior debt	—	—	56,887,491	—	56,887,491
---	---	---	------------	---	------------

Payments for issuance of senior debt	—	—	(3,937,907)	—	(3,937,907)
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Payments for redemption of Series I Secured Notes	—	(6,815,406)	—	—	(6,815,406)
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Proceeds from issuance of L Bonds	30,271,873	—	—	—	30,271,873
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Payments for redemption and issuance of L Bonds	(19,752,717)	—	—	—	(19,752,717)
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Issuance of common stock	30	—	—	—	30
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Proceeds from issuance of redeemable preferred stock	25,211,870	—	—	—	25,211,870
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Payments for issuance of redeemable preferred stock	(1,243,920)	—	—	—	(1,243,920)
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Payments for redemption of redeemable preferred stock	(47,500)	—	—	—	(47,500)
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Preferred stock dividends	(3,548,165)	—	—	—	(3,548,165)
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Issuance of member capital	—	37,959,462	(51,375,156)	13,415,694	—
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NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	30,891,471	31,144,056	1,574,428	13,415,694	77,025,649
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NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(18,250,746)	79,328,866	(38,366,512)	—	22,711,608
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CASH AND CASH
EQUIVALENTS AND
RESTRICTED CASH

BEGINNING OF THE PERIOD	49,632,850	5,905,486	42,914,767	—	98,453,103
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END OF THE PERIOD	\$ 31,382,104	\$ 85,234,352	\$ 4,548,255	\$ —	\$ 121,164,711
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

Condensed Consolidating Statements of Cash Flows (continued)

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For the nine months ended September 30, 2018 (as restated)	Parent	Guarantor Subsidiary	Non- Guarantor Subsidiary	Eliminations	Consolidated
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CASH FLOWS
FROM
OPERATING
ACTIVITIES

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Net income (loss)	\$ (19,757,655)	\$ 29,720,564	\$ 20,659,598	\$ (50,380,162)	\$ (19,757,655)
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Adjustments to
reconcile net income
(loss) to net cash
flows from
operating activities:

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Equity of
subsidiaries

(26,555,832) (23,824,330) — 50,380,162 —

Changes in fair value of life insurance policies	—	(9,691,293)	(46,367,043)	—	(56,058,336)
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Amortization of deferred financing and issuance costs	6,450,018	—	791,265	—	7,241,283
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Amortization of discount or premium on financing receivable	251,672	(251,672)	—	—	—
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Financing receivable from affiliate	(2,839,926)	(1,444,444)	—	—	(4,284,370)
--	--------------	--------------	---	---	--------------

(Increase) decrease
in operating assets:

Life insurance
policy benefits
receivable

— (1,300,000) 7,486,065 — 6,186,065

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Other assets	(139,098,388)	(112,613,085)	826,523	249,397,712	(1,487,238)
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Increase (decrease)
in operating
liabilities:

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Accounts payable and other accrued expenses	4,621,807	(365,125)	(3,341,098)	—	915,584
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NET CASH
FLOWS USED IN
OPERATING
ACTIVITIES

(176,928,304) (119,769,385) (19,944,690) 249,397,712 (67,244,667)

CASH FLOWS
FROM INVESTING
ACTIVITIES

Investment in life insurance policies	—	(26,916,457)	(71,524,071)	—	(98,440,528)
---------------------------------------	---	---------------	---------------	---	---------------

Carrying value of matured life insurance policies	—	2,623,779	10,933,853	—	13,557,632
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Equity method investment acquired	(1,421,059)	—	—	—	(1,421,059)
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NET CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES	(1,421,059)	(24,292,678)	(60,590,218)	—	(86,303,955)
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CASH FLOWS
FROM
FINANCING
ACTIVITIES

Net borrowings on (repayments of) senior debt	—	—	(50,560,286)	—	(50,560,286)
---	---	---	---------------	---	---------------

Proceeds from issuance of L Bonds	166,081,914	—	—	—	166,081,914
--------------------------------------	-------------	---	---	---	-------------

Payments for
redemption and
issuance of L Bonds

(46,151,926) — — — (46,151,926)

Issuance of common stock	682,954	—	—	—	682,954
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Common stock
dividends

(25,709,412)	—	—	—	(25,709,412)
---------------	---	---	---	---------------

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Proceeds from issuance of convertible preferred stock	50,000,000	—	—	—	50,000,000
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Proceeds from issuance of redeemable preferred stock	56,238,128	—	—	—	56,238,128
--	------------	---	---	---	------------

Payments for
issuance of
redeemable
preferred stock

(4,142,294) — — — (4,142,294)

Payments for
redemption of
preferred stock

(2,361,692) — — — (2,361,692)

Preferred stock
dividends

(12,356,513)	—	—	—	(12,356,513)
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Issuance of member capital	—	134,538,735	114,858,977	(249,397,712)	—
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NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	182,281,159	134,538,735	64,298,691	(249,397,712)	131,720,873
---	-------------	-------------	------------	----------------	-------------

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,931,796	(9,523,328)	(16,236,217)	—	(21,827,749)
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CASH AND CASH
EQUIVALENTS
AND
RESTRICTED
CASH

BEGINNING OF THE PERIOD	111,952,829	10,854,033	19,964,314	—	142,771,176
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END OF THE PERIOD	\$ 115,884,625	\$ 1,330,705	\$ 3,728,097	\$ —	\$ 120,943,427
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(23) Guarantee of L Bonds and Seller Trust L Bonds (as restated) (cont.)

Condensed Consolidating Statements of Cash Flows (continued)

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For the nine months
ended September 30,
2017

Parent

Guarantor
Subsidiary

Non-
Guarantor
Subsidiary

Eliminations

Consolidated

CASH FLOWS FROM
OPERATING
ACTIVITIES

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Net income (loss)	\$ (9,801,856)	\$ 26,372,828	\$ 27,209,521	\$ (53,582,349)	\$ (9,801,856)
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Adjustments to reconcile
net income (loss) to net
cash flows from
operating activities:

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Equity of subsidiaries	(24,013,243)	(29,569,106)	—	53,582,349	—
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Changes in fair value of life insurance policies	—	(4,803,015)	(44,498,052)	—	(49,301,067)
--	---	--------------	---------------	---	---------------

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Amortization of deferred financing and issuance costs	4,931,441	208,829	1,368,422	—	6,508,692
---	-----------	---------	-----------	---	-----------

Deferred income taxes, net	(6,481,917)	—	—	—	(6,481,917)
-------------------------------	--------------	---	---	---	--------------

(Increase) decrease in
operating assets:

Life insurance policy benefits receivable	—	—	(9,252,000)	—	(9,252,000)
--	---	---	--------------	---	--------------

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Other assets	(65,691,037)	(3,794,004)	2,999,378	69,667,082	3,181,419
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Increase (decrease) in
operating liabilities:

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Accounts payable and other accrued expenses	5,262,800	(2,418,538)	17,279	—	2,861,541
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NET CASH FLOWS USED IN OPERATING ACTIVITIES	(95,793,812)	(14,003,006)	(22,155,452)	69,667,082	(62,285,188)
---	---------------	---------------	---------------	------------	---------------

CASH FLOWS FROM
INVESTING
ACTIVITIES

Investment in life insurance policies	—	—	(67,321,363)	—	(67,321,363)
---------------------------------------	---	---	---------------	---	---------------

Carrying value of matured life insurance policies	—	1,256,576	6,460,271	—	7,716,847
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NET CASH FLOWS PROVIDED BY (USED IN) INVESTING ACTIVITIES	—	1,256,576	(60,861,092)	—	(59,604,516)
--	---	-----------	---------------	---	---------------

CASH FLOWS FROM
FINANCING
ACTIVITIES

Net borrowings on (repayments of) senior debt	—	—	49,787,954	—	49,787,954
---	---	---	------------	---	------------

Payments for issuance of senior debt	—	(1,076,118)	(4,052,201)	—	(5,128,319)
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Payments for redemption of Series I Secured Notes	—	(16,613,667)	—	—	(16,613,667)
---	---	---------------	---	---	---------------

Proceeds from issuance of L Bonds	87,016,343	—	—	—	87,016,343
--------------------------------------	------------	---	---	---	------------

Payments for redemption and issuance of L Bonds	(58,949,880)	—	—	—	(58,949,880)
---	---------------	---	---	---	---------------

Redemption of common stock	(1,603,526)	—	—	—	(1,603,526)
-------------------------------	--------------	---	---	---	--------------

Proceeds from issuance of redeemable preferred stock	86,692,811	—	—	—	86,692,811
--	------------	---	---	---	------------

Payments for issuance of redeemable preferred stock	(5,207,025)	—	—	—	(5,207,025)
---	--------------	---	---	---	--------------

Payments for redemption of redeemable preferred stock	(1,806,832)	—	—	—	(1,806,832)
---	--------------	---	---	---	--------------

Preferred stock
dividends

(7,447,022)	—	—	—	(7,447,022)
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Issuance of member capital	—	64,191,966	5,475,116	(69,667,082)	—
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NET CASH FLOWS PROVIDED BY FINANCING ACTIVITIES	98,694,869	46,502,181	51,210,869	(69,667,082)	126,740,837
--	------------	------------	------------	---------------	-------------

NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,901,057	33,755,751	(31,805,675)	—	4,851,133
---	-----------	------------	---------------	---	-----------

CASH AND CASH
EQUIVALENTS AND
RESTRICTED CASH

BEGINNING OF THE PERIOD	28,481,047	51,478,601	36,353,930	—	116,313,578
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END OF THE PERIOD	\$ 31,382,104	\$ 85,234,352	\$ 4,548,255	\$ —	\$ 121,164,711
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GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(24) Concentration

We mostly purchase life insurance policies written by life insurance companies having investment-grade ratings by independent rating agencies. As a result, there may be certain concentrations of policies with life insurance companies. The following summarizes the face value of insurance policies with specific life insurance companies exceeding 10% of the total face value held by our portfolio.

Life Insurance Company	September 30, 2018	December 31, 2017
------------------------	-----------------------	----------------------

John Hancock

14.25%

15.57%

AXA Equitable	11.18%	11.88%
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Lincoln National

10.60%

10.80%

The following summarizes the states, based on insured state of residence of the insurance policies in our portfolio, exceeding 10% of the total face value held by us:

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State of Residence	September 30, 2018	December 31, 2017
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Florida	19.78%	20.16%
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California	18.12%	18.60%
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On August 10, 2018, in connection with the Initial Transfer of the Beneficient Transaction, the Company (i) acquired a limited partnership investment in the common units of Beneficient, (ii) entered into a Commercial Loan with Beneficient as borrower and (iii) received the Exchangeable Note from Beneficient as borrower. The total carrying value of these investments at September 30, 2018 is \$408,940,000, representing 30.5% of the Company's consolidated assets. Currently there is no liquid market for the common units of Beneficient and it is possible none will develop. Although we intend to hold the Commercial Loan (and the Exchangeable Note to the extent the Final Closing does not occur) to maturity, there is currently no liquid market for these loans and it is possible none will develop.

(25) Subsequent Events

Subsequent to September 30, 2018, policy benefits on five policies covering four individuals have been realized. The face value of insurance benefits of these policies was \$4,140,000.

Subsequent to September 30, 2018, we have issued approximately \$42,452,000 of L Bonds.

The fair value of our life insurance policies is determined as the net present value of the life insurance portfolio's future expected net cash flows (policy benefits received and required premium payments) that incorporates current life expectancy estimates and discount rate assumptions. The life expectancy estimates we use for life insurance policies with face amounts greater than \$1 million are based upon the average of two life expectancy reports we receive from independent third-party medical-actuarial underwriting firms. We presently attempt to update our life expectancy estimates continuously on a maximum three cycle.

On October 18, 2018, ITM TwentyFirst, LLC (“TwentyFirst”), one of the primary independent third-party medical actuarial underwriting firms we use for life expectancy reports, released an update to their mortality tables and medical underwriting methodologies. As of September 30, 2018, 568 of our life insurance policies, representing approximately \$1.3 billion in face value of policy benefits (approximately 65% of our portfolio by face amount), were valued using life expectancy reports that included a report provided by TwentyFirst.

On November 12, 2018, AVS, LLC (“AVS”), another primary independent third-party medical-actuarial underwriting firm we use for life expectancy reports, also released updated mortality tables and medical underwriting methodologies. As of September 30, 2018, 788 of our life insurance policies, representing approximately \$1.7 billion in face value of policy benefits (approximately 89% of our portfolio by face amount), were valued using life expectancy reports that included a report provided by AVS.

GWG HOLDINGS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(25) Subsequent Events (cont.)

Based upon information provided by TwentyFirst, we expect that our life expectancy estimates will lengthen, and assuming the application of our current valuation methodology, we have determined the impact (reduction) to the fair value of our life insurance policy portfolio to be \$39,800,000 to \$54,900,000 (approximately 5.0% to 7.0% of the investment in life insurance policies, at fair value as of September 30, 2018). TwentyFirst's changes relate to revised estimates of the originally issued life expectancy reports and do not encompass any change in an individual insured's health condition (for better or worse) since the report was originally issued. Changes in individual insureds health conditions over time can significantly impact actual policy valuations.

To date, we have received limited summarized information from AVS regarding the impacts of this revision to their mortality model, which is based on the actual to expected experience of their senior mortality dataset. The revision suggests a lengthening of their prior life expectancy estimates. We have not received any detailed information from AVS regarding the impacts on our individual policies and we do not expect that such detailed information will be provided. Accordingly, at this time we are unable to estimate the impact to the fair value of the portfolio within a reliable range.

We have experienced significant non-cash, unrealized financial statement impacts over the past several years from the frequent changes in methodologies made by certain independent third-party medical-actuarial underwriting firms. We are also aware of the potential conflict arising out the fact that each successive change to underwriting tables and/or methodologies results in the need for secondary market participants to spend significant sums acquiring new life expectancy reports and estimates from these same firms. We have noted that these changes over the past several years have not resulted in a narrowing of consensus in the life expectancy of any one individual.

Accordingly, we intend to continue evaluating the efficacy of the changes announced by TwentyFirst and AVS, as well as, evaluate alternative means and methods to produce accurate and stable life expectancy estimates for our models. This may include, but not be limited to, using in-house underwriting, using a broader array of independent third-party medical-actuarial underwriting firms, working with established actuarial underwriting firms to aid us in better forecasting our cash-flow models, as well as the use of epigenetic and other emerging technologies. These efforts are designed to mitigate the volatility associated with our ownership of life insurance policies and reduce our historical reliance on a limited number of medical-actuarial underwriting firms to value our portfolio. We expect to complete our evaluation prior to the filing of our Annual Report on Form 10-K with the SEC for the year ending 2018.

See Note 4 Fair Value Definition and Hierarchy, Level 3 Valuation Process for example changes in fair value of our investment in life insurance policies from Changes in Life Expectancy Estimates.

1,000,000 Units

(\$1,000,000,000)

GWG HOLDINGS, INC.

L Bonds

PROSPECTUS SUPPLEMENT

April 23, 2019

