



**FIRST
COMMONWEALTH
MORTGAGE
TRUST**

2019 ANNUAL REPORT



TO OUR SHAREHOLDERS:

This year First Commonwealth Mortgage Trust (“FCMT”) celebrates its 35th Year in operation. FCMT has paid out dividends every year since 1985 and has generated an annualized cash return rate of 7%, FCMT is also one of 59 REITs nationally that have increased dividends every year over the past five years. The financial statements of FCMT for the years ending December 31, 2019 and December 31, 2018, audited by Melton & Melton, L.L.P. are set forth at the end of this report. FCMT’s total revenues in 2019 were \$653,433 up from \$584,471 the previous year. The FCMT 2019 net income was \$432,096 compared to 2018 net income of \$347,068. Net income per share for 2019 was \$0.35 compared to 2018 net income of \$0.27 per share. FCMT’s increased income for 2019 can be attributed to realized and unrealized gains on marketable securities.

FCMT is essentially an unleveraged company. Despite being impacted by low interest rates in recent years, yields on our new loans are trending upwards. We have an active flow of smaller real estate secured first-lien notes used for real estate business as opposed to speculative ownership. We employ a straight-forward underwriting process and charge a premium on the loan interest rate in exchange for the streamlined and efficient approval process afforded to borrowers, which creates value on both ends of the transaction. In 2020, we will seek to continue to grow our book value of assets and increase dividends by focusing on commercial loans to repeat performing borrowers and their referrals.

Corporate Overview

First Commonwealth Mortgage Trust (“FCMT” or the “Trust”) was originally organized as a Massachusetts business trust in 1984 and reformed in Texas as a real estate investment trust in 2008. The Trust was formed for the purpose of originating and purchasing real estate loans, trust deeds, mortgages or real estate lien promissory notes associated with real properties (“Mortgage Loans”).



The Trust's primary investment objective is to maximize cash distributions to its shareholders based on funds available for distribution, which includes funds provided from operations and, from time to time, gains realized on the sale of investments.

The Trust was organized and has qualified since inception as a real estate investment trust ("REIT") in accordance with federal tax laws and regulations. The business and affairs of the Trust are managed under the direction of its Trust Managers who are elected by the shareholders of FCMT. So long as the Trust complies with such laws and regulations, with limited exceptions, the Trust will not be taxed under federal income tax laws on that portion of its taxable income that it distributes to its shareholders. The Trust intends to distribute substantially all of its real estate investment trust taxable income to its shareholders. Undistributed income increases the book value per share. The Trust views the combination of the annual dividend and increase in book value as a measure of that year's shareholder return. We refer to this as earning yield on book value and the historical numbers are shown under Other Data in the Selected Five-Year Data Chart following this shareholder letter.

The book value per share of FCMT Stock was \$6.73 at December 31, 2019. The original shares were issued at \$10.00 per share. Since 1985, dividends of \$21.21 per share have been distributed to the shareholders. Of these total dividends, a portion amounting to \$1.30 per share, was treated as non-taxable return of capital to the shareholders.

2019 FCMT Comparative Analysis

FCMT presents a unique unleveraged investment vehicle. Mortgage REITs typically borrow up to 85% of the fair market value of assets and can be vulnerable to rising interest rates. Dividends issued by mortgage REITs, although typically higher than other asset classes, can be unpredictable. The five largest residential mortgage REITs have raised their common dividends 12 times over the last five years but have also cut dividends on 10 other occasions. As such, the higher yields come with higher risk. Because FCMT has little to no debt, we look to unleveraged fixed income instruments for more accurate comparisons. Investors have acquired shares of FCMT at different times and valuations, but at the original valuation FCMT has returned a simple average dividend of 6% since 1985.



Stock Repurchase Program

The Trust Managers believe that in order to allow liquidity for shareholders, it is in the best interests of the shareholders, for the Trust to periodically offer to purchase shares. Therefore, at the 2017 annual meeting of shareholders, shareholders approved the adoption of a stock purchase program funded from available cash or sales of portfolio securities.

Under the program, at the Trust Managers' discretion, the Trust may make offers to purchase Trust shares, not more than semi-annually upon certain conditions and limitations. The Trust Managers anticipate making such offers, within a reasonable time after the Trust's December 31 audited financial statements have been completed. Offers to purchase shares will be made at 90% of net book value less any subsequent dividends declared and payable to the selling shareholder.

Should the participating shareholders tender shares in excess of the amount the Trust has agreed to purchase, the Trust will purchase the shares tendered on a pro rata basis, except that the Trust may accept all shares tendered by shareholders owning own fewer than 1,000 shares.

Trust Managers anticipate making offers to purchase approximately 5% of the outstanding shares of the Trust this 2020. During 2019, 63,543 shares were purchased under the plan at a cost of \$366,008. Since implementing the buy-back liquidity program in 2017, we have redeemed 14.2% of shares outstanding at the plan's implementation.

FCMT maintains a website www.fcmt.net that contains additional information about the Trust. Shareholder reports are posted on the website along with a history of dividend payments.

Shareholders may also contact the transfer agent below to change their mailing address, change share registration, obtain copies of IRS Form 1099, and arrange the direct deposit of dividends to their bank account:



Equiniti Trust Company
1110 Centre Pointe Curve, Suite 101
Mendota Heights, MN 55120-4100

Phone: 800-468-9716 Fax: 651-450-4033

The 2020 Shareholder meeting is scheduled for Tuesday, May 19, 2020 at 9:00 AM at the offices of its manager, FCA Corp, 791 Town & Country Blvd., Suite 250, Houston, Texas. Please vote your proxy.

A handwritten signature in cursive script, appearing to read "R. A. Scharar".

Robert A. Scharar
President

A handwritten signature in cursive script, appearing to read "R. A. Burns".

Robert A. Burns
Treasurer

March 25, 2020



SELECTED FINANCIAL DATA 5-YEAR SUMMARY

| YEAR ENDED DECEMBER 31 | 2019 | 2018 | 2017 | 2016 | 2015 |
|-----------------------------|------------|------------|------------|------------|--------------|
| REVENUES: | | | | | |
| INTEREST AND DIVIDENDS | \$ 470,352 | \$ 574,295 | \$ 458,651 | \$ 464,133 | \$ 361,866 |
| SERVICE FEES & OTHER INCOME | \$ 183,081 | 10,176 | 41,079 | 45,732 | 1,498,383 |
| | \$ 653,433 | 584,471 | 499,730 | 509,865 | 1,860,249 |
| COST AND EXPENSES | \$ 221,337 | 237,403 | 280,568 | 238,524 | 595,942 |
| NET INCOME | \$ 432,096 | \$ 347,068 | \$ 219,162 | \$ 271,341 | \$ 1,264,307 |

PER SHARE DATA

| | | | | | |
|------------|---------|---------|---------|---------|---------|
| NET INCOME | \$ 0.35 | \$ 0.27 | \$ 0.16 | \$ 0.19 | \$ 0.86 |
| DIVIDENDS | \$ 0.15 | \$ 0.13 | \$ 0.12 | \$ 0.11 | \$ 0.05 |

YEAR END DATA

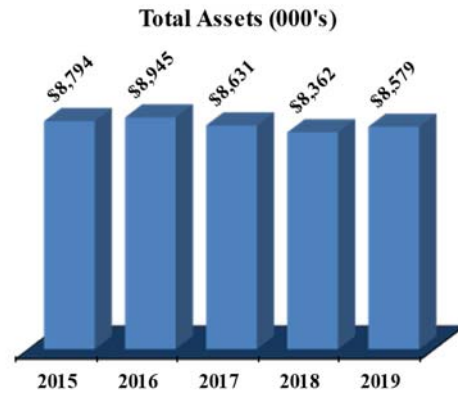
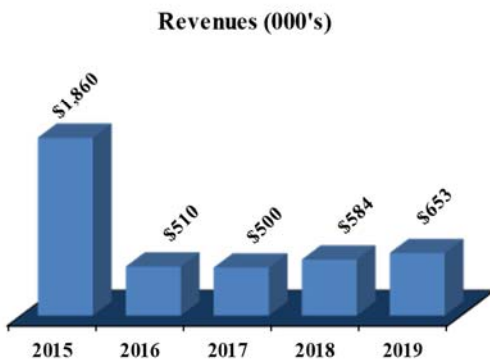
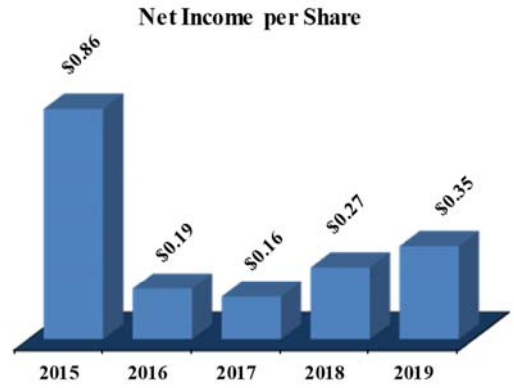
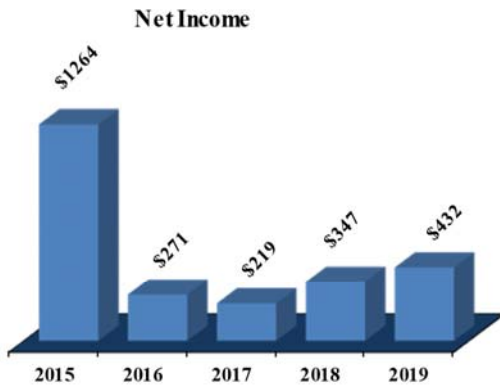
| | | | | | |
|------------------------------------|--------------|--------------|--------------|--------------|--------------|
| TOTAL ASSETS | \$ 8,578,701 | \$ 8,362,024 | \$ 8,631,218 | \$ 8,944,842 | \$ 8,793,609 |
| SHAREHOLDERS' EQUITY | \$ 8,452,588 | \$ 8,241,611 | 8,496,995 | 8,892,364 | 8,737,889 |
| SHARES OUTSTANDING | \$ 1,256,731 | \$ 1,270,878 | 1,337,768 | 1,408,171 | 1,408,171 |
| BOOK VALUE PER SHARE | \$ 6.73 | \$ 6.48 | \$ 6.35 | \$ 6.31 | \$ 6.21 |
| % INCREASE IN BOOK VALUE PER SHARE | 3.71% | 2.05% | 0.63% | 1.61% | 15.64% |

OTHER DATA

| | | | | | |
|--------------------------------|-----------|-----------|-----------|-----------|-----------|
| LOANS ORIGINATED (000's) | \$ 725 | \$ 615 | \$ 816 | \$ 550 | \$ 1,175 |
| CUMULATIVE TOTAL LOANS (000's) | \$ 99,079 | \$ 98,354 | \$ 97,739 | \$ 96,923 | \$ 96,373 |
| TOTAL ASSETS (000's) | \$ 8,579 | \$ 8,362 | \$ 8,631 | \$ 8,945 | \$ 8,794 |
| EARNINGS YIELD ON BOOK VALUE | 5.20% | 4.16% | 2.52% | 3.01% | 13.86% |



SELECTED FINANCIAL DATA 5-YEAR SUMMARY



FIRST COMMONWEALTH MORTGAGE TRUST

FINANCIAL STATEMENTS
FOR THE
YEARS ENDED DECEMBER 31, 2019 AND 2018
AND
INDEPENDENT AUDITOR'S REPORT



MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

FIRST COMMONWEALTH MORTGAGE TRUST

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MELTON & MELTON, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Board of Trust Managers of
First Commonwealth Mortgage Trust

We have audited the accompanying financial statements of First Commonwealth Mortgage Trust, which comprise the balance sheets as of December 31, 2019 and 2018, and the related statements of operations, comprehensive income, changes in equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of First Commonwealth Mortgage Trust as of December 31, 2019 and 2018, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

As discussed in Note 1 to the financial statements, in 2019 the entity adopted Financial Accounting Standards Board Accounting Standards Update 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*. Our opinion is not modified with respect to this matter.

John S. Miller, L.L.P.

Houston, Texas
February 21, 2020

FIRST COMMONWEALTH MORTGAGE TRUST
BALANCE SHEETS
December 31, 2019 and 2018

| | <u>2019</u> | <u>2018</u> |
|---|----------------------------|----------------------------|
| <u>ASSETS</u> | | |
| Mortgage Notes Receivable: | | |
| Mortgage notes receivable, net of participations payable of \$1,685,516 and \$1,916,560 at December 31, 2019 and 2018, respectively | \$ 5,688,958 | \$ 5,686,398 |
| Cash and cash equivalents | 606,648 | 432,841 |
| Restricted cash and cash equivalents | 8,857 | 11,481 |
| Certificate of deposit - restricted | 421,708 | 412,898 |
| Marketable securities | 1,280,636 | 1,226,351 |
| Accrued interest receivable, net of participations payable of \$413,531 at December 31, 2019 and 2018 | 321,303 | 340,294 |
| Other receivables | 95,347 | 96,517 |
| Land | 131,410 | 131,410 |
| Investment in affiliate | 23,834 | 23,834 |
| | <u>\$ 8,578,701</u> | <u>\$ 8,362,024</u> |
| <u>LIABILITIES AND EQUITY</u> | | |
| Liabilities: | | |
| Accounts payable and other liabilities | \$ 126,113 | \$ 120,413 |
| Total liabilities | 126,113 | 120,413 |
| Equity: | | |
| Shares of beneficial interest, no par value, 20,000,000 shares authorized, 1,256,731 and 1,270,878 shares issued and outstanding in 2019 and 2018, respectively | 13,470,678 | 13,506,249 |
| Accumulated deficit | (5,018,090) | (5,171,759) |
| Accumulated other comprehensive loss | - | (92,879) |
| Total equity | 8,452,588 | 8,241,611 |
| | <u>\$ 8,578,701</u> | <u>\$ 8,362,024</u> |

(See Notes to Financial Statements)

FIRST COMMONWEALTH MORTGAGE TRUST
STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2019 and 2018

| | <u>2019</u> | <u>2018</u> |
|---|-------------------|-------------------|
| Revenue: | | |
| Interest income | \$ 335,517 | \$ 336,931 |
| Dividends and interest income - marketable securities | 134,835 | 127,408 |
| Realized and unrealized gain on marketable securities | 164,211 | 3,396 |
| Gain on sale of land | - | 109,956 |
| Miscellaneous income | <u>18,870</u> | <u>6,780</u> |
| | <u>653,433</u> | <u>584,471</u> |
| Costs and Expenses: | | |
| Management fees to affiliates | 102,431 | 91,169 |
| Professional fees | 61,826 | 62,895 |
| General and administrative | <u>57,080</u> | <u>83,339</u> |
| | <u>221,337</u> | <u>237,403</u> |
| Net income | <u>\$ 432,096</u> | <u>\$ 347,068</u> |
| Weighted average shares outstanding | <u>1,240,896</u> | <u>1,304,781</u> |
| Net income per share, basic and diluted | <u>\$ 0.35</u> | <u>\$ 0.27</u> |

(See Notes to Financial Statements)

FIRST COMMONWEALTH MORTGAGE TRUST
STATEMENTS OF COMPREHENSIVE INCOME
For the Years Ended December 31, 2019 and 2018

| | <u>2019</u> | <u>2018</u> |
|---|--------------------------|--------------------------|
| Net Income | \$ 432,096 | \$ 347,068 |
| Other Comprehensive Loss: | | |
| Unrealized losses on marketable securities | - | (51,231) |
| Reclassification of realized gain on sale of marketable securities | - | <u>(3,396)</u> |
| Net Comprehensive Income | <u>\$ 432,096</u> | <u>\$ 292,441</u> |

(See Notes to Financial Statements)

FIRST COMMONWEALTH MORTGAGE TRUST
STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2019 and 2018

| | <u>Shares of</u> <u>Beneficial Interest</u> | | <u>Accumulated</u> <u>Deficit</u> | <u>Accumulated</u> <u>Other</u> <u>Comprehensive</u> <u>Loss</u> | <u>Treasury</u> <u>Shares</u> | <u>Total</u> <u>Equity</u> |
|---|--|-----------------------------|--------------------------------------|---|----------------------------------|-------------------------------|
| | <u>Shares</u> <u>Outstanding</u> | <u>Amount</u> | | | | |
| Balance , December 31, 2017 | 1,337,768 | \$ 14,328,158 | \$ (5,349,599) | \$ (38,252) | \$ (443,312) | \$ 8,496,995 |
| Purchase of shares of beneficial interest | (66,890) | (378,597) | - | - | - | (378,597) |
| Retirement of treasury stock | - | (443,312) | - | - | 443,312 | - |
| Dividends | - | - | (169,228) | - | - | (169,228) |
| Net income | - | - | 347,068 | - | - | 347,068 |
| Other comprehensive loss | - | - | - | (54,627) | - | (54,627) |
| Balance , December 31, 2018 | 1,270,878 | 13,506,249 | (5,171,759) | (92,879) | - | 8,241,611 |
| Reclassification of unrealized loss on marketable securities upon adoption of accounting change | - | - | (92,879) | 92,879 | - | - |
| Purchase of shares of beneficial interest | (63,543) | (366,008) | - | - | - | (366,008) |
| Issuance of shares of beneficial interest | 49,396 | 330,437 | - | - | - | 330,437 |
| Dividends | - | - | (185,548) | - | - | (185,548) |
| Net income | - | - | 432,096 | - | - | 432,096 |
| Balance , December 31, 2019 | <u>1,256,731</u> | <u>\$ 13,470,678</u> | <u>\$ (5,018,090)</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 8,452,588</u> |

(See Notes to Financial Statements)

FIRST COMMONWEALTH MORTGAGE TRUST
STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2019 and 2018

| | <u>2019</u> | <u>2018</u> |
|--|--------------------------|--------------------------|
| Cash Flows from Operating Activities: | | |
| Net income | \$ 432,096 | \$ 347,068 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Realized and unrealized gain on marketable securities | (164,211) | (3,396) |
| Gain on sale of land | - | (109,956) |
| Changes in operating assets and liabilities: | | |
| Accrued interest receivable, net of participations | 18,991 | (16,791) |
| Other receivables | 1,170 | (6,447) |
| Accounts payable and other liabilities | 5,700 | (13,810) |
| Total adjustments | <u>(138,350)</u> | <u>(150,400)</u> |
| Net cash provided by operating activities | <u>293,746</u> | <u>196,668</u> |
| Cash Flows from Investing Activities: | | |
| Mortgage note originations, net of participations | (625,000) | (475,000) |
| Principal collected on mortgage notes receivable, net of participations | 766,663 | 659,126 |
| Proceeds from loan participation in a mortgage note receivable | 186,214 | - |
| Purchase of certificate of deposit | (8,810) | - |
| Purchase of marketable securities | (162,462) | (123,168) |
| Proceeds from sale of marketable securities | <u>272,388</u> | <u>46,727</u> |
| Net cash provided by investing activities | <u>428,993</u> | <u>107,685</u> |
| Cash Flows from Financing Activities: | | |
| Dividends - shareholders | (185,548) | (169,228) |
| Purchase of shares of beneficial interest | <u>(366,008)</u> | <u>(378,597)</u> |
| Net cash used in financing activities | <u>(551,556)</u> | <u>(547,825)</u> |
| Net change in cash, cash equivalents, restricted cash, and restricted cash equivalents | 171,183 | (243,472) |
| Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, beginning of year | <u>444,322</u> | <u>687,794</u> |
| Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, end of year | <u><u>\$ 615,505</u></u> | <u><u>\$ 444,322</u></u> |

(See Notes to Financial Statements)

FIRST COMMONWEALTH MORTGAGE TRUST
STATEMENTS OF CASH FLOWS (CONTINUED)
For the Years Ended December 31, 2019 and 2018

| | <u>2019</u> | <u>2018</u> |
|--|-------------------|-------------------|
| Noncash Investing and Financing Activities: | | |
| Accrued interest rolled into mortgage notes receivable | <u>\$ -</u> | <u>\$ 8,187</u> |
| Mortgage note receivable issued on sale of land | <u>\$ -</u> | <u>\$ 140,000</u> |
| Acquisition of participation interests in mortgage note receivable for shares of beneficial interest | <u>\$ 330,437</u> | <u>\$ -</u> |

(See Notes to Financial Statements)

FIRST COMMONWEALTH MORTGAGE TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

Nature of Organization

First Commonwealth Mortgage Trust (“Trust”) was organized on September 26, 1984 and commenced operations on June 27, 1985. The Trust is a Texas real estate investment trust with a termination date of December 31, 2030. The Trust is engaged primarily in the business of investing in loans collateralized by mortgages on real estate. These loans are principally collateralized in Texas and Florida.

Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents

Cash and cash equivalents represent cash held in banks and liquid investments with an original maturity of three months or less. Restricted cash represents escrow deposits collected for property taxes and insurance related to property listed as collateral for certain mortgage notes.

The following table provides a reconciliation of cash, cash equivalents, restricted cash, and restricted cash equivalents in the Trust’s balance sheets to the total amount reported in the statements of cash flows at December 31, 2019 and 2018.

| | <u>2019</u> | <u>2018</u> |
|--------------------------------------|------------------|------------------|
| Cash and cash equivalents | \$606,648 | \$432,841 |
| Restricted cash and cash equivalents | <u>8,857</u> | <u>11,481</u> |
| | <u>\$615,505</u> | <u>\$444,322</u> |

Mortgage Notes Receivable and Allowance for Losses

Mortgage notes receivable, net of participations, are carried at unpaid principal balances less allowance for losses. Management intends to hold mortgage notes receivable to maturity. Mortgage notes are principally collateralized by first mortgage loans on commercial or residential property and are due at various dates. Mortgage notes bear interest at rates ranging from 3% to 10%.

The allowance for losses is based on management’s estimate of the amount required to maintain an allowance adequate to reflect the risks inherent in the mortgage note portfolio after giving consideration to existing economic conditions, loss experience in relation to outstanding mortgage notes, changes in the mortgage note portfolio, borrowers’ performance in reducing mortgage note principal, adequacy of mortgage note collateral, and other relevant factors. A mortgage note is charged off against the allowance for losses when management determines the mortgage note is uncollectible. A mortgage note is placed on nonaccrual status when it becomes past due, as determined by management. Upon suspension of the accrual of interest, interest previously recognized but uncollected is reversed and charged against current income. Subsequent interest collected on the mortgage note is credited to principal if, in the opinion of management, collectibility of principal is doubtful; otherwise, the interest collected is recognized as revenue. Accrual of interest is resumed when a mortgage note is removed from nonaccrual status. Interest income is accrued based upon the principal amount outstanding. Commitment and origination fees are deferred and recognized as income using a method approximating the interest method over the life of the loan.

FIRST COMMONWEALTH MORTGAGE TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

A mortgage note is considered impaired when it is probable that the scheduled principal or interest will not be collected. Impaired mortgage notes include mortgage notes that have been placed on nonaccrual status and are valued upon the present value of expected future cash flows discounted at the mortgage note's effective interest rate or collateral fair value, if the mortgage note is collateral dependent. If the measure of the impaired mortgage note is less than the recorded investment in the mortgage note, an impairment loss is included in the allowance for losses.

At December 31, 2019 and 2018, there were no impaired mortgage notes and no allowance for losses on mortgage notes receivable and accrued interest receivable and no commitments to lend additional funds to borrowers.

At December 31, 2019 and 2018, five mortgage notes receivable customers represented approximately 63% and 66%, respectively, of total mortgage notes receivable. Interest related to four mortgage notes receivable was approximately 60% and 62% of interest income for 2019 and 2018, respectively.

Marketable Securities

Effective January 1, 2019, upon the adoption of Financial Accounting Standards Board ("FASB") Accounting Standards Update ("ASU") 2016-01, *Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*, as discussed below, the Trust's investments in marketable securities, previously referred to as available-for sale marketable securities, are stated at fair value with unrealized gains (losses) being combined with realized gains (losses) in the Trust's statement of operations. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction. See Note 3 for discussion of fair value measurements. Prior to January 1, 2019, the Trust's investments in marketable securities were stated at fair value with unrealized gains (losses) reported as a component of accumulated other comprehensive loss in the Trust's statement of comprehensive income, and the Trust had no marketable securities classified as held-to-maturity or trading.

Purchases and sales of marketable securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date. The realized gain or loss on marketable securities is based on specific identification and reported in operations.

Land

Land received in foreclosure proceedings is recorded at fair value on date of receipt. Purchased land is recorded at cost. Gains or losses resulting from disposals of land are credited or charged to operations currently.

FIRST COMMONWEALTH MORTGAGE TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Management reviews the carrying value of land for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. When required, impairment losses on land to be held and used or disposed of other than by sale are recognized based on the current fair value of the land. Land to be disposed of by sale is reported at the lower of its carrying amount or fair value less cost to sell. Management has determined that there is no impairment of land at December 31, 2019 or 2018.

Net Income per Share

Net income per share is calculated by dividing net income by the weighted average number of shares of beneficial interest outstanding during the year. The Trust has no items that give rise to anti-dilutive shares. Accordingly, basic and dilutive shares presented are the same.

Comprehensive Income

Comprehensive income is the total of (1) net income plus (2) all other changes in net assets arising from nonowner sources, which are referred to as items of other comprehensive income. The Trust has presented separate statements of comprehensive income. An analysis of changes in components of accumulated other comprehensive loss is presented in the statements of changes in equity.

Management Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management believes that these estimates and assumptions provide a reasonable basis for the fair presentation of the financial statements.

Recent Accounting Pronouncements

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments—Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. ASU 2016-01 was issued with the intent to address certain aspects of recognition, measurement, presentation and disclosure of financial assets and liabilities. Investments in equity securities, excluding equity method and consolidated investments, are no longer classified as trading or available-for-sale securities. All investments in equity securities with readily determinable fair values are classified as investments at fair value with changes in fair value recognized in net income. Investments in equity securities without readily determinable fair values are measured using the fair value measurement alternative and are recorded at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for an identical or similar investment of the same issuer. Investments in equity securities measured using the fair value measurement alternative are reviewed for indicators of impairment each reporting period. Fair value of financial instruments for disclosure purposes is measured using exit price.

FIRST COMMONWEALTH MORTGAGE TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Trust's adoption of ASU 2016-01 on January 1, 2019 resulted in a cumulative effect adjustment to the balance sheet, with the Trust reclassifying unrealized holding losses of \$92,879 in marketable securities to accumulated deficit from accumulated other comprehensive loss at the date of adoption. In addition, the change in fair value of marketable securities has been included in realized and unrealized gain on marketable securities on the statement of operations subsequent to the adoption of ASU 2016-01.

In November 2016, the FASB issued ASU 2016-18, *Statement of Cash Flows: Restricted Cash* (Topic 230). ASU 2016-18 applies to all entities that have restricted cash or restricted cash equivalents and are required to present a statement of cash flows under Topic 230. The amendments require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows.

On January 1, 2019, the Trust adopted ASU 2016-18 on a retrospective basis, which resulted in a restatement of the Trust's statement of cash flows for the year ended December 31, 2018. For 2019 and 2018, all cash and cash equivalents, with and without restrictions, are combined in the statements of cash flows. There was no effect on previously reported net income.

NOTE 2 - MARKETABLE SECURITIES

At December 31, 2019 and 2018, marketable securities consist of the following:

| | <u>2019</u> | | | |
|--|--------------------|---------------------------------------|--|-----------------------|
| | <u>Cost</u> | <u>Gross Unrealized Gains</u> | <u>Gross Unrealized Losses</u> | <u>Fair Value</u> |
| Real estate investment trusts ("REIT") | <u>\$1,208,764</u> | <u>\$128,722</u> | <u>\$56,850</u> | <u>\$1,280,636</u> |
| | | | | |
| | <u>2018</u> | | | |
| | <u>Cost</u> | <u>Gross Unrealized Gains</u> | <u>Gross Unrealized Losses</u> | <u>Fair Value</u> |
| REIT | \$1,192,624 | \$29,555 | \$121,078 | \$1,101,101 |
| Preferred stock - REIT | <u>126,606</u> | - | <u>1,356</u> | <u>125,250</u> |
| | <u>\$1,319,230</u> | <u>\$29,555</u> | <u>\$122,434</u> | <u>\$1,226,351</u> |

FIRST COMMONWEALTH MORTGAGE TRUST
NOTES TO FINANCIAL STATEMENTS
December 31, 2019 and 2018

NOTE 2 - MARKETABLE SECURITIES (CONTINUED)

Investment income is included in dividends and interest income - marketable securities on the statements of operations which consists of interest and dividends. The Trust had sales of marketable securities of \$272,388 and \$46,727 resulting in net realized gains (losses) of \$(2,113) and \$3,396 in 2019 and 2018, respectively.

NOTE 3 - FAIR VALUE MEASUREMENTS

Various inputs are used in determining fair value of marketable securities. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy, including the types of marketable securities that fall under each category and the valuation methodologies used to measure fair value, are described below:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

REIT and preferred stock: Valued at the closing market price on a national exchange.

Level 2 - Inputs to the valuation methodology are other than quoted market prices in active markets that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices that are in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Inputs to the valuation methodology are unobservable inputs (i.e., projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Trust believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The inputs and methodologies used for valuing marketable securities are not an indication of the risk associated with investing in those securities. There have been no changes in the methodologies used at December 31, 2019 and 2018.

The following tables set forth by level, within the fair value hierarchy, the Trust's investments at fair value as of December 31, 2019 and 2018:

| <u>Description</u> | <u>2019</u> | | | <u>Total</u> |
|-----------------------------|--------------------|----------------|----------------|--------------------|
| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | |
| REIT | <u>\$1,280,636</u> | | | <u>\$1,280,636</u> |
| Total marketable securities | <u>\$1,280,636</u> | | | <u>\$1,280,636</u> |

FIRST COMMONWEALTH MORTGAGE TRUST
NOTES TO FINANCIAL STATEMENTS
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NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

| <u>Description</u> | 2018 | | | <u>Total</u> |
|-----------------------------|--------------------|----------------|----------------|--------------------|
| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | |
| REIT | \$1,101,101 | | | \$1,101,101 |
| Preferred stock - REIT | <u>125,250</u> | | | <u>125,250</u> |
| Total marketable securities | <u>\$1,226,351</u> | | | <u>\$1,226,351</u> |

NOTE 4 - INVESTMENT IN AFFILIATE

Investments that do not have readily determinable fair value are measured and recorded using a measurement alternative that measures the investment at cost minus impairment, if any, plus or minus changes resulting from qualifying observable price changes. Prior to 2019, the investments were accounted for using the cost method of accounting, measured at cost less other-than-temporary impairment.

The Trust participates with Holly Mortgage Trust (“Holly”), a Texas real estate investment trust, for the purpose of investing in second mortgages and equity participation mortgages. At December 31, 2019 and 2018, the Trust also owned 58,131 shares of beneficial interest in Holly, which comprised approximately 3.6% of the outstanding shares in Holly at December 31, 2019 and 2018.

Beginning January 1, 2019, the carrying value of the investment in Holly is adjusted for any qualifying observable price changes. The Trust did not identify any qualifying observable price changes in the investment in 2019 and there were no upward or downward adjustments to the carrying value of the investment. The investment is also subject to impairment reviews when indicators of impairment exist. The Trust did not identify any indicators of impairment for the investment in 2019.

At December 31, 2018, the investment was not evaluated for impairment because (a) the Trust did not estimate the fair value of this investment in accordance with FASB ASC 825, *Financial Instruments*, and (b) the Trust did not identify any events or changes in circumstances that may have had a significant adverse effect on the fair value of the investment.

NOTE 5 - FEDERAL INCOME TAXES

The Trust operates in such a manner as to qualify as a “real estate investment trust” under Sections 856 through 860 of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder. Under those sections, the Trust will not be taxed on that portion of its qualifying income distributed to shareholders so long as at least 90% of the Trust’s otherwise taxable income is distributed to shareholders each year and other requirements of a qualified real estate investment trust are met. The Trust satisfied the income distribution requirements for the years ending December 31, 2019 and 2018. Management believes that all other requirements of a qualified real estate investment trust have been met.

FIRST COMMONWEALTH MORTGAGE TRUST
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NOTE 5 - FEDERAL INCOME TAXES (CONTINUED)

The tax status of per-share dividend distributions declared attributable to the years presented is as follows:

| | <u>2019</u> | <u>2018</u> |
|-------------------|-------------|-------------|
| Ordinary income | 100% | 100% |
| Return of capital | <u>0</u> | <u>0</u> |
| | <u>100%</u> | <u>100%</u> |

As of December 31, 2019, the Trust has a federal net operating loss carryforward of approximately \$2.2 million that can be deducted against future taxable income. The carryforward amount expires in 2032-2035. The Trust does not expect to pay federal income taxes, thus the tax effect of the net operating loss carryforward has been adjusted to zero by a valuation allowance of \$462,891 and \$465,940 at December 31, 2019 and 2018, respectively. The valuation allowance decreased approximately \$3,000 and \$63,000 in 2019 and 2018, respectively.

Management has evaluated the Trust’s tax positions and concluded that the Trust has taken no uncertain tax positions that require adjustment to the financial statements. Tax-related interest and penalties are recorded in income tax expense in the statements of operations. The Trust incurred no tax-related interest or penalties in 2019 or 2018. The Trust is subject to income tax examinations by federal and state tax authorities for years beginning in 2016 and after.

NOTE 6 - MANAGEMENT AGREEMENT AND RELATED-PARTY TRANSACTIONS

FCA Corp (“FCA”) is the Trust’s compensated manager and is related to the Trust through common management. Management fees from the Trust to FCA were approximately \$102,000 and \$91,000 for 2019 and 2018, respectively. The management fee for the Trust is based on 1.4% of the book value of its assets at the end of each prior fiscal year less accounting and certain board member fees.

Holly has a \$325,000 loan agreement with First National Bank of Chickasha (the “Bank”) in which the Trust guaranteed the loan. Upon becoming the guarantor, the Trust invested in a certificate of deposit with a balance of \$331,557 and \$325,000 at December 31, 2019 and 2018, respectively, with the Bank as collateral for the loan, which is included in certificate of deposit – restricted in the balance sheets. The guarantee expires upon final payment on the loan in October 2020. In the event Holly defaults on the loan, the Trust will be obligated to surrender the certificate of deposit to pay the unpaid principal balance of the loan, plus any interest, charges, and fees, as well as be liable for any expenses incurred in enforcing rights under the guarantee agreement. Including accrued interest, the maximum potential amount of future (undiscounted) payments under the guarantee is approximately \$315,000, plus reasonable associated legal fees, at December 31, 2019. In 2018, the Trust recognized \$3,150 as a loan guarantee fee, which is included in other receivables in the balance sheets and miscellaneous income in the statements of operations. There was no loan guarantee fee or receivable recognized for 2019.

FIRST COMMONWEALTH MORTGAGE TRUST
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NOTE 7 - CONCENTRATION RISKS

The Trust maintains cash balances in a bank, which at times exceed federally insured limits. The Trust monitors the financial condition of the bank and has experienced no losses associated with this account.

Marketable securities are exposed to various risks such as significant world events, interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain securities, it is reasonably possible that changes in the fair value of marketable securities will occur in the near term and that such changes could materially affect the amounts reported in the balance sheets.

NOTE 8 - LETTER OF CREDIT

The Trust has an \$87,898 letter of credit for a customer that expires in November 2020. As a condition for the letter of credit the Trust purchased a certificate of deposit with a balance of \$90,151 and \$87,898 at December 31, 2019 and 2018, respectively, with the financial institution that issued the letter of credit. The certificate of deposit matures in December 2020, is restricted for use against the letter of credit if drawn upon, and is included in certificate of deposit – restricted in the balance sheets.

NOTE 9 - STOCK REPURCHASE PROGRAM

The Trust has a Stock Repurchase Program (“Stock Program”) to provide a level of liquidity to its shareholders as a result of no secondary market existing for the Trust’s shares. The Trust may make an offer to repurchase Trust shares, not more than semi-annually and within a reasonable period of time after June 30 and December 31, at a price per share determined by the Trust managers. In 2019 and 2018, the Trust issued a Notice of Voluntary Stock Repurchase Offer (“Repurchase Offer”) to its shareholders. The Repurchase Offer included a repurchase price of \$5.76 and \$5.66 per share, respectively, representing 90% of the Trust’s beginning of the year net book value per share less a dividend payment of \$0.07 and \$0.06 per share, respectively. In 2019 and 2018, the Trust repurchased 63,543 shares of beneficial interest for \$366,008 and 66,890 shares of beneficial interest for \$378,597, respectively. The number of repurchased shares was limited to 5% of the Trust’s outstanding shares of beneficial interest in each offering. There were no offers outstanding at December 31, 2019 or 2018.

NOTE 10 - SALE OF LAND

In April 2018, the Trust entered into an Agreement of Understanding (“Agreement”) and a Real Estate Purchase Option Agreement (“Purchase Option”) with an unrelated third-party. Under the Agreement, the third-party purchased two land lots at \$70,000, each, for development and sale. If the lots are developed and sold, the Trust will receive gross sale proceeds in excess of \$70,000 (for each lot sold) at an allocation rate of 13%. If the lots are not developed and sold by April 2020, the Trust may require the lots be sold and sale proceeds in excess of \$70,000, plus certain fees (for each lot sold) will be allocated to the Trust at 80%. In accordance with the Purchase Option, the Trust granted the third-party a two-year purchase option for \$3,600 to purchase the nine remaining land lots for \$72,000 per lot. The option expires in April 2020.

FIRST COMMONWEALTH MORTGAGE TRUST
NOTES TO FINANCIAL STATEMENTS
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NOTE 11 - BOOK VALUE PER SHARE

Book value per share at December 31, 2019 and 2018 amounted to \$6.73 and \$6.49, respectively.

NOTE 12 - SUBSEQUENT EVENTS

The Trust has evaluated subsequent events through February 21, 2020, the date the financial statements were available to be issued.

FIRST COMMONWEALTH MORTGAGE TRUST

BOARD OF TRUST MANAGERS

George Beatty, Jr.

Retired Environmental Consultant

Mr. Beatty also serves as a trust manager of Holly Mortgage Trust and is a manager of Africap, LLC.

William N. Walterman

Retired Banker

Mr. Walterman currently is serving his first term as Trust Manager.

Josef C. Hermans

Hotel Consultant

President, Terrace Hotel Corporation

Mr. Hermans also serves as a trust manager and or a director of Holly Mortgage Trust and Terrace Hotel Corp.

Robert W. Scharar

President of First Commonwealth Mortgage Trust, Chairman of the Board of Trust Managers

Mr. Scharar also serves as a trust manager of Holly Mortgage Trust and holds positions with other entities, including but not limited to, Commonwealth International Series Trust, Africap, LLC, and FCA Corp.

EXECUTIVE OFFICERS

Robert W. Scharar

President

Robert A. Burns

Treasurer

William B. LeVay

Secretary

All officers are employees of FCA Corp and serve as officers of other entities.

TRANSFER AGENT

Equiniti Trust Company

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